



**KOSMOS ENERGY LTD.**

**Corporate Governance Guidelines**

**Adopted: May 9, 2011**

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**Size and Composition of the Board and Board Membership Criteria; Director Qualifications**

The Nominating and Corporate Governance Committee (the “Committee”) shall recommend to the Board of Directors (the “Board”) of the Kosmos Energy Ltd. (the “Company”) criteria for Board membership, which shall include the criteria set forth in these Corporate Governance Guidelines and shall recommend individuals for membership on the Company’s Board. In making its recommendations, the Committee shall:

- review candidates’ qualifications for membership on the Board (including making a specific determination as to the independence of the candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange rules for audit committee membership purposes);
- evaluate current directors for re-nomination to the Board; and
- periodically review the composition of the Board in light of the current challenges and needs of the Board and the Company and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

The Committee shall consider not only an individual’s qualities, performance and professional responsibilities, but also the then composition of the Board and the challenges and needs of the Board at that time. The Committee shall also consider the impact of any change in the principal occupation of existing directors. The Committee shall report to the full Board its conclusions and recommendations for nominations to the Board.

**Board Size**

The Board intends to have between five to 15 members on the Board, consistent with the Company’s Bylaws. Although the Board considers its present size to be appropriate, it may consider expanding its size to accommodate its needs or reducing its size if the Board determines that a smaller Board would be more efficient. The Committee

shall periodically review the size of the Board and recommend any proposed changes to the Board.

### Independence

Unless the Company is a “controlled company” (as defined in Section 303A of the New York Stock Exchange Listed Company Manual) and subject to any applicable phase-in periods provided for by the New York Stock Exchange Listed Company Manual, a majority of the Board shall be comprised of directors meeting the independence requirements of the New York Stock Exchange at a minimum. The Board shall make an affirmative determination at least annually as to the independence of each director of the Company.

### Term Limits

It is the policy of the Board to avoid term limits, which have the disadvantage of discontinuing the availability and contributions of directors of the Company who have developed experience with, and insight into, the Company and its needs over a period of time.

### Retirement Age

It is the policy of the Board to avoid a mandatory retirement age for directors of the Company, which would have the disadvantage of discontinuing the availability and contributions of directors who are otherwise capable and valuable members of the Board.

### Simultaneous Service on Other Public Company Boards

A director of the Company must notify the Chairman of the Committee prior to accepting any invitation to serve on another public company board or not-for-profit/tax-exempt board or with a government or advisory group that is expected to require significant commitments of time, in order for the Company to confirm the absence of any actual or potential conflict of interest.

Without the consent of the Committee, a non-employee director may not serve on more than six public company boards, including the Company’s Board, and a non-employee director who is also the chief executive officer of another public company may not serve on more than three public company boards, including the Company’s Board.

Employee directors may not serve on more than three public company boards, including the Company’s Board.

### Changes in Primary Employment

If a director of the Company significantly changes his or her primary employment during his or her tenure, that director must notify the Committee. The Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to such circumstances.

### Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director of the Company should report the matter immediately to the Chairman of the Committee for evaluation and appropriate resolution.

In accordance with the Bylaws of the Company, if a director of the Company has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, whereby the Chairman of the Board may recuse such director from participation in the discussion and voting on the matter.

### Director Resignation

The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for election or re-election at a meeting of stockholders at which such director is nominated for election or re-election to the Board. In such event, the Nominating & Governance Committee will determine whether to accept the director's resignation and will submit such recommendation for consideration by the Board, and the Board will take action with respect to the resignation within 90 days following the date of the stockholders' meeting at which such director was nominated for election or re-election. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating & Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

Following the Board's decision, the Company, within four business days after such decision is made, will publicly disclose in a Form 8-K filed with the Securities and Exchange Commission the Board's decision whether to accept the resignation, together with a full explanation of the process by which the decision was reached and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

If a majority of the members of the Board fail to receive the required number of votes for election or re-election, then an ad hoc committee comprised of the independent directors then serving on the Board who were elected in accordance with the Company's Bylaws (the "Ad Hoc Committee") shall serve in place of the Nominating & Governance Committee and the Board and perform the Nominating & Governance Committee's and the Board's duties for purposes of this guideline. Notwithstanding the foregoing, if there are fewer than three directors eligible to serve on an Ad Hoc Committee, then all of the independent members of the Board (other than the individual director whose resignation is being considered) will make the determination to accept or reject an individual tendered resignation.

The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (1) the failure to

receive the required vote at the next annual meeting at which they face re-election and (2) Board acceptance of the resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with the above practice.

### **Director Responsibilities**

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

### **Participation at and Preparation for Board Meetings**

The Company expects directors of the Company to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve (in each case, either in person or by telephone) and to prepare themselves for these meetings. Directors are also encouraged to attend the Company's annual meeting of shareholders.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management presentations and reports about the performance and operations of the business, security analysts' reports, competitive and peer companies' information, interaction with senior management at Board meetings and visits to Company facilities. Any written materials that assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

### **Company Performance and Corporate Strategy**

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates, with a particular focus on peer and competitive comparisons. These reviews include the views of management as well as those of investors and securities analysts.

The Board also conducts an annual meeting to review and approve the Company's long-term strategy, and assess its strategic, competitive and financial performance.

### **Board Agenda**

The Chairman of the Board, in conjunction with the Chief Executive Officer (the "CEO"), establishes on an annual basis an agenda of topics for consideration and review by the Board to be addressed during the following year. This annual schedule of topics is then provided to the full Board for review and comment and is adjusted, as appropriate,

during the year. The Chairman of the Board, in conjunction with the CEO, shall determine the frequency and length of Board meetings and shall set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda.

### **Chairman of the Board and CEO**

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman of the Company and CEO in any way that is in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairman of the Board and/or the CEO.

### **Presiding Director**

The Board notes that all directors of the Company are elected by the stockholders and all have an equal voice. The Board, therefore, does not believe it appropriate or necessary in serving the best interests of the Company to designate a lead director. The Chairman of the Board and the CEO are free, as is the Board as a whole, to call upon any one or more directors of the Company to provide leadership in a given situation should a special need arise. The Board may designate a director as the presiding director to lead the meetings of the non-management, or independent, directors. The appointment of a presiding director may also be rotated among the chairs of the independent committees of the Board.

### **Meetings of Non-Management Directors**

The Company's non-management directors shall regularly schedule executive sessions in which management does not participate. If this group includes directors of the Company who are not considered independent, the independent directors must also meet in executive session at least once a year.

The non-management directors shall establish and publicly disclose in the annual proxy statement the procedure by which a presiding director is selected for each executive session and the method for interested parties to communicate directly with the Company's then presiding director or with the non-management directors as a group.

### **Board Committees**

The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Subject to any changes that the Board may make from time to time:

- the Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements, its independent auditor, its internal audit function and compliance by the Company with legal and regulatory requirements;

- the Compensation Committee shall generally be responsible for overseeing the Company’s director and executive compensation and benefits policies, evaluating executive officer performance and compensation and reviewing the Company’s management succession plan; and
- the Nominating and Corporate Governance Committee shall generally be responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating Board performance, and overseeing the Company’s Corporate Governance Guidelines.

Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee’s performance.

Only directors of the Company meeting the independence requirements of the New York Stock Exchange and Rule 10A-3 of the United States Securities Exchange Act of 1934 and any related rules promulgated by the United States Securities and Exchange Commission may serve on the Audit Committee, subject to any applicable phase-in periods under such rules. Unless the Company is a “controlled company” (as defined in Section 303A of the New York Stock Exchange Listed Company Manual) and subject to any applicable phase-in periods provided for by the New York Stock Exchange Listed Company Manual, only directors of the Company meeting the independence requirements of the New York Stock Exchange may serve on the Compensation Committee and the Nominating and Corporate Governance Committee. Committee members shall be appointed by the Board based upon the recommendation of the Nominating and Corporate Governance Committee. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

While the rotation of committee members at certain set intervals should be considered periodically, rotation is not required because the Board believes there are significant benefits attributable to continuity and experience gained in service on a particular committee over time.

#### **Board Member Access to Management and Independent Advisors**

Board members shall have access to the management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the General Counsel.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.

The Board and each of its committees in accordance with its charter is authorized to hire independent legal, financial or other advisors as they may consider necessary, without conferring with or obtaining the approval of management or, in the case of committees, the full Board in accordance with its charter, for which the Company shall pay the fees and expenses.

### **Director Communications with Third Parties**

Unless otherwise indicated in these Guidelines or the Company's policies, all requests for communications with individual directors or the Board by stockholders, analysts, or media outlets shall initially be made to the General Counsel. Generally, management speaks for the Company, and the Chairman of the Board speaks on behalf of the Board. Other communications between individual directors and interested parties may be held, at the request of the Board or the CEO and Chairman of the Board.

### **Director Compensation**

The Compensation Committee shall review and approve compensation (including stock option grants and other equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Compensation Committee shall, among other things:

- identify corporate goals and objectives relevant to director compensation;
- evaluate the performance of the Board in light of such goals and objectives and set director compensation based on such evaluation and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation);
- determine any long-term incentive component of director compensation based on the awards given to directors in past years, the Company's performance, shareholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and
- evaluate the possibility that directors' independence may be compromised or impaired for Board or committee purposes if director compensation exceeds customary levels, including if the Company makes substantial charitable contributions to an organization with which a director is affiliated.

### **Contributions to Tax Exempt Organizations**

Proposed contributions or pledges of contributions to tax exempt organizations, by the Company within any such organization's given fiscal year in an aggregate amount of \$1 million or more, or 2% of the annual consolidated gross revenues of the organization, whichever is greater, to an entity for which a director of the Company or a member of his or her immediate family serves as a director, officer, or member of such entity's fund-

raising organization or committee, shall be subject to prior review and approval by the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee shall be provided on an annual basis with a report from management of the contributions to tax exempt organizations or pledges made by the Company during the fiscal year in an amount of \$1 million or more, or 2% of the annual consolidated gross revenues of the organization, whichever is greater, to an entity for which a director or executive officer, or a member of his or her immediate family, serves as a director, officer, or member of such entity's fund-raising organization or committee.

### **Director Orientation and Continuing Education**

All new members of the Board are required to participate in the Company's orientation program for directors. The orientation program will include discussions with and presentations by senior management and, where practicable, visits to the Company's facilities, and provide new directors with a review of the Company's financial position, an overview of the industry in which the Company operates and competes and an introduction to the regulatory and legal environment that affects the Company's business, as well as governs directors' fiduciary duties.

All directors will be offered the opportunity, and are encouraged, to participate in continuing education programs with any associated expenses to be reimbursed by the Company.

### **Management Evaluation and Management Succession**

The Compensation Committee shall evaluate the performance of the senior management of the Company and shall present its findings to the full Board. The Board shall review the Compensation Committee's report in order to ensure that management's performance is satisfactory, and that management is providing the best leadership for the Company in the long and short-term.

The Compensation Committee shall review and report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement or removal of the CEO. The CEO shall provide an annual report to the Compensation Committee recommending and evaluating potential successors, along with a review of any development plans recommended for such individuals. The CEO shall also provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected emergency.

### **Annual Performance Evaluation**

The Board, led by the Nominating and Corporate Governance Committee, shall establish and conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The collective evaluation shall be presented by the Chairman of the Nominating and Corporate Governance Committee to the full Board for discussion. This process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board.