



- 1. Applicant
  - 2. Kelly-Ann Myles
  - 3. First Affidavit
  - 4. ~~January 2025~~ 01 February 2025
- km*

**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
CIVIL DIVISION**

**CAUSE NO. GC 69 OF 2025**

**IN THE MATTER OF GCR ORDER 50, RULE 11**

**AND IN THE MATTER OF A DEED OF RETIREMENT AND APPOINTMENT OF SECURITY AGENT AND INTERCREDITOR AGENT DATED 23 JANUARY 2025 BY AND AMONG, INTER ALIOS, KOSMOS ENERGY OPERATING, THE STANDARD BANK OF SOUTH AFRICA LIMITED AND CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK**

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**AFFIDAVIT OF KELLY-ANN MYLES**

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I, **KELLY-ANN MYLES** of The Standard Bank of South Africa Limited of 30 Baker Street, Rosebank, Johannesburg, 2196, South Africa, being duly sworn **MAKE OATH** and **SAY** as follows:

**Introduction**

1. I am the head of agency and authorised signatory of The Standard Bank of South Africa Limited (the "**Applicant**"), a company organised under the laws of South Africa and having its registered office at 30 Baker Street, Rosebank, Johannesburg 2196, South Africa.
2. I am duly authorised to swear this Affidavit on behalf of the Applicant pursuant to Order 50, rule 11(2)(a) of the Grand Court Rules (2023 Revision) (the "**GCR**") in support of the Stop Notice annexed hereto.

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3. The facts and matters set out in this affidavit that are within my personal knowledge are true and correct. Where the contents of this affidavit are not within my own knowledge, the source of my information is stated, and the facts and matters concerned are true and correct to the best of my information and belief.

#### **The Securities**

4. On the advice of Walkers (Cayman) LLP, Attorneys-at-law, the securities to which the Stop Notice relates are all shares in the capital of Kosmos Energy Operating (the "**Company**"), whose registered office is located at, PO Box 32322, 4<sup>th</sup> Floor, Century Yard, Cricket Square, Elgin Avenue, George Town, Grand Cayman KY1-1209, Cayman Islands, which Kosmos Energy Holdings ("**KEH**") may from time to time hold, including for the avoidance of doubt:
  - a) one hundred and one (101) ordinary shares in the Company registered in the name of KEH (the "**Original Shares**");
  - b) all shares in the capital of the Company which KEH may hold from time to time ("**Further Shares**"); and
  - c) all shares in the capital of the Company which accrue or are offered, issued or paid at any time in respect of the Original Shares or the Further Shares,  
  
(together, the "**Securities**").
5. The Applicant's beneficial entitlement to the Securities arises pursuant to a deed of retirement and appointment of security agent and intercreditor agent dated 23 January 2025 by and among, *inter alios*, the Company, the Applicant as the new security agent and Crédit Agricole Corporate and Investment Bank as the retiring security agent (the "**Retiring Security Agent**") (the "**Deed**"). Pursuant to the Deed, all of the Retiring Security Agent's right, title, benefits, interests and security in, to and under a Charge Over Shares in the Company dated 28 March 2011 (as amended and restated

pursuant to a deed of amendment and restatement dated 14 January 2014 and as further amended and restated pursuant to a deed of amendment and restatement dated 14 March 2014) and a Supplemental Charge Over Shares in the Company dated 22 February 2018 between KEH as Chargor, BNP Paribas and the Company, made in favour of the Retiring Security Agent (such interest was previously transferred by BNP Paribas to the Retiring Security Agent pursuant to a deed of appointment and retirement of security agent dated 6 August 2018) were transferred absolutely from the Retiring Security Agent to the Applicant as the new security agent.

**Service**

- 6. We confirm that the Applicant's address for service of any notice under GCR Order 50, rule 12 is as follows:

The Standard Bank of South Africa Limited  
 30 Baker Street, Rosebank  
 Johannesburg, 2196  
 South Africa  
**Attention: Head of Agency**

SWORN at Johannesburg )  
 South Africa )  
 on this 07 day of February 2025 )

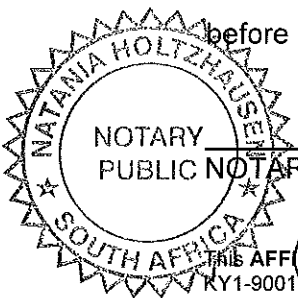
before me )

*Natania Holtzhausen* )

*KA* )  
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**KELLY-ANN MYLES**

My commission does not expire



THIS AFFIDAVIT is filed by Walkers (Cayman) LLP, Attorneys-at-Law, of 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands, for the Applicant whose address for service is care of its said Attorneys-at-Law.

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STOP NOTICE

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TO: **KOSMOS ENERGY OPERATING** (the "Company")  
PO Box 32322  
4th floor, Century Yard, Cricket Square  
Elgin Avenue, George Town  
Grand Cayman KY1-1209  
Cayman Islands

**TAKE NOTICE** that the Securities comprised in and subject to the Charge referred to in the accompanying Affidavit to which this Stop Notice is annexed consist of the following:

All shares in the capital of the Company which Kosmos Energy Holdings ("**KEH**") may hold, including for the avoidance of doubt:

- (a) one hundred and one (101) ordinary shares in the Company registered in the name of KEH (the "**Original Shares**");

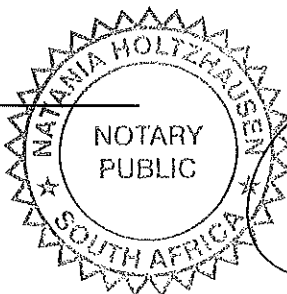
(b) all shares in the capital of the Company which KEH may hold from time to time ("**Further Shares**"); and

(c) all shares in the capital of the Company which accrue or are offered, issued or paid at any time in respect of the Original Shares or the Further Shares, (the "**Securities**").

This notice is intended to stop the transfer of the said Securities without first giving fourteen (14) days' notice in writing to The Standard Bank of South Africa Limited, as the Applicant, and not the payment of any dividend or interest thereon.

For and on behalf of: **THE STANDARD BANK OF SOUTH AFRICA LIMITED**

*KA*  
\_\_\_\_\_  
Name: Kelly-Ann Myles  
Title: Head of Agency



*Natania Holtzhausen*  
My commission does not expire.

This **STOP NOTICE** is filed by Walkers, Attorneys-at-Law, of 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands, for the Applicant whose address for service is care of its said Attorneys-at-Law.