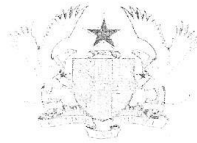


In case of reply the  
number and date of this  
letter should be quoted



Attorney-General's Department  
P.O. Box MB60  
Accra

My Ref No. XE337/09/8

Fax: 233-21-667609  
Tel: 233-21-665051

Republic of Ghana

22<sup>ND</sup> JULY, 2011

HON. MINISTER  
MINISTRY OF ENERGY  
ACCRA


**RE: EXECUTIVE APPROVAL FOR THE CONSENT TO BE GIVEN TO THE REQUEST FROM TULLOW GHANA LTD. AND EO GROUP LTD. TO ASSIGN EO GROUP'S INTEREST IN THE WEST CAPE THREE POINTS PETROLEUM AGREEMENT TO TULLOW GHANA LTD**


Your letter NO. SCR/ZA5/144/02 dated to-day 22<sup>nd</sup> July 2011 on the above subject matter refers.

You will recall that when you met me at the Office of the Vice-President on this subject matter on 19<sup>th</sup> July 2011 I advised you as the Attorney General that in the case of the EO Group there was evidence to prosecute and that an advice to charge them had already been issued. It was agreed that I reply to your earlier letter NO. SCR/ZA5/144/02 of 21<sup>st</sup> June 2011 to me on the matter of consent so you could contact the EO Group to see whether you could get them to pay reparation to the State in lieu of prosecution.

Consequently, I wrote letter No. XE 337/09/8 dated 19<sup>th</sup> July 2011 which was hand delivered to your office and received on 20<sup>th</sup> July 2011. I am, therefore, surprised that in your letter NO. SCR ZA 40/200/01 of 21<sup>st</sup> July 2011 written after my letter of the previous day to you, you did not find it appropriate to inform H. E. the President about my letter to you, the contents of which H. E. the Vice President, your goodself and me had agreed upon on 19<sup>th</sup> July 2011.

Having informed you of the status of the EO Group's criminal case and advised you verbally and in writing, I cannot, without committing legal suicide, write again confirming the request for indemnity you made in the concluding paragraph of your letter of to-day. A photocopy of my letter NO. XE 337/09/8 of 19<sup>th</sup> July 2011 is annexed herewith for your ease of reference.

  
Martin A. B. K. Amidu  
(Attorney General)



CC: The Secretary to the President  
Office of the President  
Castle-Osu

CC: The Secretary to the Vice President  
Office of the Vice President  
Castle-Osu

In case of reply the  
number and date of this  
letters should be quoted

Republic of Ghana

Attorney-General's Department  
P.O. Box MB60  
Accra

My Ref No: XE 337/09

19<sup>th</sup> July, 2011

Fax: 233-21-667609

Tel: 233-21-665051

**HON. MINISTER  
MINISTRY OF ENERGY  
ACCRA**

**RE: CONSENT TO EXERCISE RIGHT TO ASSIGN  
SHARES OF E.O. GROUP**

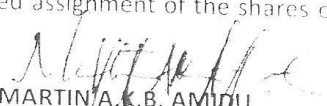
Your letter No. SCR/ZA5/144/02 dated 21<sup>st</sup> June 2001 on the above subject refers.

This Office by letter No. XE 337/09/8 of 5<sup>th</sup> July 2011 instructed the Director-General/CID of the Ghana Police Service to charge the Suspects in this case with eighteen counts of assorted offences contrary to the Criminal and Other Offences Act, 1960 and the Companies Code, 1963. It follows that on a close study of the docket we have come to the conclusion that there is sufficient evidence to support the contemplated charges.

The Suspects held themselves out as the sole promoters and shareholders of the E. O. Group of Companies. Their conviction on the offences charged could lead to the liquidation of the Company and /or the forfeiture of the Company to the State. From the offences charged it appears the E.O. Group was fraudulently registered and it is therefore an illegal Company.

We have noted the relationship of the E. O. Group to Kosmos/Tallow Ghana Limited and other investments in your Sector. We do not know whether there is any pressing technical or economic reason for the Suspects to pursue reparation in this matter in lieu of a prosecution. If there is any pressing national interest reasons for which a reparation is a preferable option to a prosecution, we should be grateful to acquainted with them.

Until the Republic has made a firm decision not to prosecute this matter, you are to withhold your consent to the proposed assignment of the shares of the E.O. Group.

  
MARTIN A.K.B. AMIDU  
(ATTORNEY-GENERAL)

THE SECRETARY TO THE PRESIDENT  
OFFICE OF THE PRESIDENT  
CASTLE-OSU