

ENQUEST PLC

Resolutions passed at the Annual General Meeting held on 29 May 2013

At the Annual General Meeting of EnQuest PLC (the "Company") duly convened on 29 May 2013, the following resolutions were passed.

1. The accounts for the financial year ended 31 December 2012, together with the reports of the directors and auditors thereon, were received and adopted.
2. Dr James Buckee was re-elected as a director of the Company.
3. Mr Amjad Bseisu was re-elected as a director of the Company.
4. Mr Jonathan Swinney was re-elected as a director of the Company.
5. Mr Helmut Langanger was re-elected as a director of the Company.
6. Mr Jock Lennox was re-elected as a director of the Company.
7. Mr Phil Nolan was re-elected as a director of the Company.
8. Mrs Clare Spottiswoode was re-elected as a director of the Company.
9. Ernst & Young LLP were re-appointed as auditors of the Company and the directors were authorised to set the remuneration of the auditors.
10. The directors' remuneration report for the financial year ended on 31 December 2012 as summarised in the Summary Financial Statements and as set out on pages 54 to 59 of the Annual Report was approved.
11. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "**Act**"), the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised to:
 - (a) make political donations to political parties or to independent election candidates not exceeding \$100,000 in total;
 - (b) make political donations to political organisations (other than political parties) not exceeding \$100,000 in total; and
 - (c) incur any political expenditure not exceeding \$100,000 in total,

in each case during the period beginning with the date of the passing of this resolution and ending on 30 June 2014 or, if sooner, the conclusion of the Annual General Meeting of the Company in 2014, and provided that the aggregate amount of political donations and political expenditure so made and incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed \$100,000. For the purpose of this resolution "political donation", "political party", "political organisation" "independent election candidate" and "political expenditure" are to be construed in accordance with sections 363, 364 and 365 of the Act.

12. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £13,377,679, this authorisation to expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 30 June 2014), (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).
13. That the directors be given power pursuant to sections 570 (1) and 573 of the Companies Act 2006 (the "**Act**") to:
- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and
 - (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authorisation granted under resolution 12 above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £2,006,652,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 June 2014), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

14. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 5p each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 80,266,076 representing approximately 10% of the issued ordinary share capital as at 19 April 2013;
 - (b) the minimum price that may be paid for each ordinary share is 5p which amount shall be exclusive of expenses, if any;
 - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) that stipulated by article 5(1) of the EU Buyback and Stabilisation Regulation 2003 (No. 2273/2003);
 - (d) unless previously renewed, revoked or varied by the Company at a general meeting, this authority shall expire at the conclusion of the next Annual General Meeting of the Company or on 30 June 2014, whichever is the earlier; and
 - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
15. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.