



**Annual General Meeting  
of  
EnQuest PLC**

**to be held at**

**The Café Royal Hotel  
68 Regent Street, London W1B 4DY, United Kingdom**

**on  
Wednesday 27 May 2015  
at 2.00 p.m.**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in EnQuest PLC, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

A form of proxy for the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, please complete the form of proxy and return it in accordance with the instructions printed on it to arrive no later than **2.00 p.m. on Monday 25 May 2015**. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting in person, should you so wish.

## EXPLANATORY NOTES TO THE RESOLUTIONS:

### 1. Resolution 1: To receive the 2014 Report and Accounts

The Directors of the Company are required to lay the Annual Report and Accounts before the shareholders each year at the Annual General Meeting.

If you have opted out of receiving electronic communications from the Company, a copy of the 2014 Report and Accounts is enclosed. Otherwise, the 2014 Report and Accounts is available to view, print or download on the Company's website at [www.enquest.com](http://www.enquest.com), using Adobe Acrobat or Adobe Acrobat Reader.

### 2. Resolutions 2 to 8: Re-election of Directors

With regard to the retirement and re-election of Directors, the Company is governed by its Articles of Association, the UK Corporate Governance Code and the Companies Act 2006. Directors have the power to appoint a director during the year but any person so appointed must stand for election at the next Annual General Meeting. A retiring director is eligible to stand for re-election.

The Directors are fully committed to supporting the principles of good governance outlined in the UK Corporate Governance Code (the "Code"). In accordance with the Code regarding the re-election of Directors, each Director will retire and if appropriate seek re-election on an annual basis.

Accordingly all of the current Directors of the Company, each of whom were re-elected at the Company's Annual General Meeting in 2014 and whose biographical details are set out on pages 46 and 47 of the 2014 Report and Accounts for the year ended 31 December 2014, are standing for re-election at this Annual General Meeting.

The Board has confirmed, following a performance review that each Director standing for re-election continues to perform effectively and demonstrates commitment to the role.

Short biographical details, together with reasons for the re-election of the Executive Directors standing for re-election are given below:

**Amjad Bseisu:** Amjad Bseisu holds a BSc Honours degree in Mechanical Engineering and an MSc and D.ENG degree in Aeronautical Engineering. From 1984 to 1998, Amjad worked for the Atlantic Richfield Company (ARCO), eventually becoming president of ARCO Petroleum Ventures and ARCO Crude Trading Inc. In 1998 Amjad founded the operations and investment business for Petrofac Limited and was the chief executive officer of Petrofac Energy Developments International Limited. In 2010 Amjad formed EnQuest PLC having previously been a founding non-executive director of Serica Energy plc and Stratic Energy Corporation. Amjad is also non-executive chairman of Enviromena Power Systems, a private company and the leading developer of solar services in the Middle East.

The Board, having reviewed his performance, recommends his re-election as a Director.

**Jonathan Swinney:** Jonathan Swinney qualified as a chartered accountant with Arthur Andersen in 1992 and is a member of the Institute of Chartered Accountants of England and Wales. Jonathan qualified as a solicitor in 1997 and trained at Cameron McKenna, joining the acquisition finance team upon qualification. In 1998 Jonathan joined Credit Suisse First Boston working within the corporate broking team. Jonathan later moved to Lehman Brothers advising on a wide range of transactions and in 2006 he became a managing director within the corporate broking team. Jonathan joined Petrofac Limited in April 2008 as head of mergers and acquisitions for the Petrofac Group, and left in 2010 to join EnQuest PLC.

The Board, having reviewed his performance, recommends his re-election as a Director.

Short biographical details, together with reasons for the re-election of the Non-Executive Directors standing for re-election are given below:

**Dr James Buckee:** James Buckee holds a BSc Honours degree in Physics and a PhD in Astrophysics. Between 1971 and 1987, James held various petroleum engineering positions with Shell International, Burma Oil and BP, London. In 1987, James was appointed as operations manager for BP Norway, and thereafter vice-president, development programmes, for BP Alaska. In 1989 James returned to the UK as manager, planning, for BP Exploration. In 1991 he was appointed president and chief operating officer of BP Canada Inc. and in 1993 as president and chief executive officer of Talisman Energy Inc. James retired from Talisman Energy Inc. in 2007.

James was appointed as Non-Executive Chairman of EnQuest PLC in 2010, and chairs the Nomination Committee. James also serves as a non-executive director on the board of Rodinia Oil Corp, Magma Global and Black Swan Energy. He is also on the Advisory Board of KERN partners.

The Board, having reviewed his performance, recommends his re-election as a Director.

**Helmut Langanger:** Helmut Langanger holds an MSc degree in Petroleum Engineering and an MA in Economics. Between 1974 and 2010, Helmut was employed by OMV, Austria where he was a reservoir engineer until 1980. From 1981 to 1985, Helmut was an evaluation engineer for the technical and economic assessment of international E&P ventures, and from 1985 to 1989 he held the position of vice-president, planning and economics for E&P and natural gas projects. In 1989 Helmut was appointed as senior vice-president of international E&P and in 1992 became senior vice-president of E&P for OMV's global operations. From 2002 Helmut had been the group executive vice-president for E&P, OMV until he retired in 2010.

In 2010 Helmut was appointed to the Board of EnQuest PLC and sits on the Audit and Nomination Committees and chairs the Remuneration Committee. Helmut is a non-executive director of Schoeller Bleckmann Oilfield Equipment A.G. (Austria), Serinus Energy Inc. (formerly Kulczyk Oil Ventures Inc.) (Poland and Canada) and MND (Czech Republic).

The Board, having reviewed his performance, recommends his re-election as a Director.

**Jock Lennox:** Jock Lennox holds a Law degree and in 1980 qualified as a chartered accountant with Ernst & Young LLP, Edinburgh and is a member of the Institute of Chartered Accountants of Scotland. In 1988 Jock became a partner at Ernst & Young LLP, London, and retired in 2009.

In 2010 Jock was appointed to the Board of EnQuest PLC, he sits on the Nomination and Remuneration Committees and chairs the Audit Committee. Jock is a non-executive director of Dixons Carphone plc, Hill & Smith Holdings PLC, A&J Mucklow Group Plc. Jock is also senior independent director of Oxford Instruments plc and a trustee of the Tall Ships Youth Trust.

The Board, having reviewed his performance, recommends his re-election as a Director.

**Phil Nolan:** Phil Nolan holds both a BSc and a PhD in Geology and has an MBA from the London Business School. Phil has held a number of senior positions in the oil and gas sector including serving as an executive director of BG Group plc and as chief executive officer of Transco. Prior to this Phil was head of acquisitions and disposals at BP Exploration and managing director of Interconnector (UK) Ltd. Phil was chief executive officer of Eircom, Ireland's national telecommunications supplier from 2002 to 2006.

In 2012 Phil was appointed to the Board of EnQuest PLC and sits on the Audit, Nomination and Remuneration Committees. He is also the non-executive chairman of John Laing plc, Ulster Bank Ltd and Affinity Water. He is also a non-executive director at Providence Resources P.L.C.

The Board, having reviewed his performance, recommends his re-election as a Director.

**Clare Spottiswoode:** Clare Spottiswoode holds an M.Phil degree in Economics and an MA in Mathematics and Economics. Clare began her career in the Treasury before starting her own software company. Between 1993 and 1998 she was director general of Ofgas, the UK gas regulator. From 2002 to 2007 Clare was a non-executive director of Tullow Oil plc.

In 2011 Clare was appointed to the Board of EnQuest PLC and sits on the Audit, Nomination and Remuneration Committees. Currently, Clare is non-executive chairman of Gas Strategies Group Limited and Flow plc and non-executive director of G4S plc, Ilika plc, Seven Energy Ltd, the Payments Council and Partnership Assurance Group plc.

The Board, having reviewed her performance, recommends her re-election as a Director.

### **3. Resolution 9: To reappoint the auditor**

The Company is required to appoint the auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting.

The Audit Committee has reviewed the effectiveness, independence and objectivity of the external auditor, Ernst & Young LLP, on behalf of the Board, who now proposes their reappointment as the auditor of the Company.

### **4. Resolution 10: To authorise the Directors to agree the auditor's remuneration**

This resolution authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditor. In practice, the Audit Committee will consider and approve the audit fees on behalf of the Board.

### **5. Resolution 11: To approve the Directors' Remuneration Report (other than the part containing the remuneration policy)**

In accordance with section 439 of the Companies Act 2006, resolution 11 seeks shareholder approval for the Directors' Remuneration Report (the "Report") which gives details of the implementation of the Company's remuneration policy (the "Policy"). The Report gives details of the payments and share awards made to Directors in connection with their performance and that of the Company during the year ended 31 December 2014, and can be found on pages 59 to 72 of the Annual Report. As this vote is an advisory vote, no entitlement of a Director to remuneration is conditional on it.

The Company presented the Policy to shareholders for approval, by a vote which was binding on the Company, at the 2014 AGM. The Policy was duly approved and that approval remains effective for a period of three years from the 2014 AGM. The Company is only able to make payments within the limits the Policy allows, until such time that an amended Policy is approved by shareholders.

### **6. Resolution 12: Authority for political donations and political expenditure**

This resolution is designed to deal with rules on political donations and expenditure contained in Part 14 of the Companies Act 2006 (the "Act") (sections 362 to 379). Under section 366 of the Act, the Company is required to seek shareholders' authority for any political donations and/or political expenditure made by the Company in the European Union.

Although the Company does not make and does not intend to make political donations to political parties, political organisations or independent election candidates, or to incur political expenditure, the legislation is very broadly drafted and may catch such activities as funding seminars or functions to which politicians are invited, or may extend to bodies concerned with policy review, law reform and representation of the business community that the Company and its subsidiaries might wish to support. Accordingly, the Directors have decided to seek shareholders' authority for political donations and political expenditure in case any of the Company's activities in its normal course of business are caught by the legislation.

The authority sought would be capped at \$100,000 for the next year. This authority will cover the period from the date resolution 12 is passed until the conclusion of the Annual General Meeting of the Company in 2016 or on 30 June 2016, whichever is the earlier (30 June 2016 being the last date by which the Company must hold an Annual General Meeting in 2016). As permitted under the Act, resolution 12 also covers any political donations made, or any political expenditure incurred by any subsidiaries of the Company. The Directors will continue to seek to renew their authority at each Annual General Meeting, in accordance with current best practice.

#### **7. Resolution 13: Authority to allot shares**

Your Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the last Annual General Meeting is due to expire at this year's Annual General Meeting. Accordingly, resolution 13 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares. If given, these authorities will expire at the conclusion of the Annual General Meeting of the Company in 2016 or on 30 June 2016, whichever is the earlier (30 June 2016 being the last date by which the Company must hold an Annual General Meeting in 2016).

This will allow Directors to allot Ordinary shares up to a maximum nominal amount of £4,013,304, representing approximately one tenth (10.0%) of the Company's existing issued Ordinary share capital calculated as at 22 April 2015 (being the latest practicable date prior to publication of this document). The Directors have no present intention of exercising this authority.

As at the date of this notice, the Company holds no treasury shares.

#### **8. Resolution 14: Disapplication of pre-emption rights**

Your Directors also require a power from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings. The power granted at the last Annual General Meeting is due to expire at this year's Annual General Meeting. Accordingly, resolution 14 will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £2,006,652 (being 5% of the Company's issued Ordinary share capital at 22 April 2015, the latest practicable date prior to publication of this notice). If given, these authorities will expire at the conclusion of the Annual General Meeting of the Company in 2016 or on 30 June 2016, whichever is the earlier (30 June 2016 being the last date by which the Company must hold an Annual General Meeting in 2016). Your Directors will have due regard to institutional guidelines in relation to any exercise of this power, in particular the requirement for advance consultation and explanation before making any non pre-emptive cash issue pursuant to this resolution which exceeds 7.5% of the Company's issued share capital in any rolling three-year period.

#### **9. Resolution 15: Authority to purchase own shares**

This resolution will give the Company authority to purchase its own shares in the markets up to a limit of 10% of its issued Ordinary share capital. The maximum and minimum prices are stated in the resolution. Your Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. Your Directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares. The Company may consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to transfer treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

#### **Recommendation**

Your Directors believe that all the proposed resolutions are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of them as they intend to do in respect of their own beneficial holdings.

**ENQUEST PLC**  
**NOTICE OF ANNUAL GENERAL MEETING 2015**

Notice is hereby given that the Annual General Meeting of EnQuest PLC (the "Company") will be held at the Café Royal Hotel, 68 Regent Street, London, W1B 4DY, United Kingdom on Wednesday, 27 May 2015 at 2.00 p.m. to consider and, if thought fit to pass, the following resolutions. It is intended to propose resolutions 14 and 15 as special resolutions. All other resolutions will be proposed as ordinary resolutions.

1. To receive and adopt the accounts for the financial year ended 31 December 2014, together with the reports of the Directors and auditor thereon **(Resolution 1)**.
2. To re-elect Dr James Buckee as a Director of the Company **(Resolution 2)**.
3. To re-elect Mr Amjad Bseisu as a Director of the Company **(Resolution 3)**.
4. To re-elect Mr Jonathan Swinney as a Director of the Company **(Resolution 4)**.
5. To re-elect Mr Helmut Langanger as a Director of the Company **(Resolution 5)**.
6. To re-elect Mr Jock Lennox as a Director of the Company **(Resolution 6)**.
7. To re-elect Mr Phil Nolan as a Director of the Company **(Resolution 7)**.
8. To re-elect Mrs Clare Spottiswoode as a Director of the Company **(Resolution 8)**.
9. To reappoint Ernst & Young LLP as auditor of the Company **(Resolution 9)**.
10. To authorise the Directors to set the remuneration of the auditor **(Resolution 10)**.
11. To approve the Directors' Remuneration Report (other than the part containing the remuneration policy) for the financial year ended on 31 December 2014 as set out on pages 59 to 72 of the 2014 Report and Accounts **(Resolution 11)**.
12. 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 at the conclusion of the next Annual General Meeting of the Company in 2016 (or, if earlier, on 30 June 2016), 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 **(Resolution 12)**.

13. 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 £4,013,304 this authorisation to expire at the conclusion of the next Annual General Meeting of the Company in 2016 (or, if earlier on 30 June 2016), (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 subscribe 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) **(Resolution 13)**.
14. That, subject to the passing of resolution 13 set out above, 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 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) 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 in 2016 (or, if earlier, on 30 June 2016), 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 **(Resolution 14)**.

15. 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 10% of the issued Ordinary share capital as at 22 April 2015;
  - (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% 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) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, as 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 in 2016 (or, if earlier, on 30 June 2016); 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 **(Resolution 15)**.

**BY ORDER OF THE BOARD**  
**STEFAN RICKETTS**  
**COMPANY SECRETARY**

22 April 2015

Registered Office: Cunard House, 5th Floor, 15 Regent Street, London SW1Y 4LR  
Registered in England and Wales No. 07140891

## NOTES:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the Annual General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 6.00 p.m. on Monday 22 May 2015 or, in the event of any adjournment, at 6.00 p.m. on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the Annual General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. A form of proxy for the meeting is enclosed.

To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) in accordance with the instructions printed on the form of proxy to arrive no later than 2.00 p.m. on Monday 25 May 2015. If you are a CREST member, see note 3 below.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST proxy instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

Shareholders may also submit their proxy electronically via the internet. Details on how to do this can be found on the form of proxy.

3. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Company's Articles of Association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 2.00 p.m. on Monday 25 May 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

6. Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
  - (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information,
  - (b) the answer has already been given on a website in the form of an answer to a question, or
  - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
7. Copies of the following documents are available for inspection at the Company's registered office during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting:
  - (a) the Executive Directors' service agreements;
  - (b) the terms, conditions of appointment of Non-Executive Directors; and
  - (c) the directors' deeds of indemnity.

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.enquest.com](http://www.enquest.com).

8. Under section 527 of the Companies Act 2006 (the "Act"), members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
  - (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
  - (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act, (in each case) that the members propose to raise at the Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
9. As at 22 April 2015 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 802,660,757 Ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 802,660,757.
10. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice of Meeting (or in any related documents and proxy form) to communicate with the Company for any purposes other than those expressly stated.