



**Annual General Meeting
of
EnQuest PLC**

to be held at

**5th Floor, Cunard House,
15 Regent Street, London
SW1Y 4LR United Kingdom**

**on
Thursday 21 May 2020
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 to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Your vote is important to us and we encourage you to complete and submit your vote by no later than **2.00 p.m. on Tuesday 19 May 2020.**

We have not included a hard copy form of proxy for the 2020 Annual General Meeting with this Notice. Instead, we ask that you vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so using your Investor Code, which is detailed on your share certificate or available by calling our registrars, Link Asset Services, on +44 (0)371 664 0300.

Alternatively, you may request a hard copy form of proxy from Link using the above telephone number. Further instructions are set out in the attached letter.

Coronavirus – Alternative arrangements

The Annual General Meeting typically gives shareholders an opportunity to meet with the EnQuest Directors, for them to provide an update on EnQuest's business and to answer shareholder questions. The EnQuest Board has been closely following the developing coronavirus (COVID-19) situation, including the guidance from the UK Government and Public Health England on public gatherings. The latest Government rules state that people should stay at home and the Government has banned public gatherings of more than two people except for specific listed reasons. A quorum of two Directors/senior managers who are shareholders, will attend the Meeting so the attendance of any further people would be in breach of the Government rules. Any shareholders who try to attend will be refused entry. Company advisors will also not be attending the Meeting for the same reason. Pending further developments, the EnQuest Board:

1. Recommends shareholders to vote electronically via their Signal Shares account, or equivalent, as they will not be able to attend the Meeting in person.
2. Encourages you to submit any question that you would like to be answered at the Meeting by sending it, together with your name as shown on the Company's Register of Members, to the following email address: CompanySecretariat@enquest.com so that it is received no later than 2.00 p.m. on Tuesday 19 May 2020. Please see explanatory note 13 on page 15 for guidance on members' rights to ask questions and when the Company will cause them to be answered.
3. Has arranged for shareholders to be able to listen to the Meeting by joining the live webcast that will be accessible via the EnQuest website at <https://www.enquest.com/investors/shareholder-information/annual-general-meetings>. The website link can be accessed at any time from 15 minutes prior to the Meeting. Please note that shareholders will not be able to use the webcast to actively participate in the Meeting by voting on the resolutions or asking questions. It is therefore recommended that shareholders vote on the resolutions using their Signal Shares account and submit any questions prior to the Meeting.
4. Will continue to closely monitor the coronavirus situation in the lead-up to the Meeting and make further updates about the Meeting on the Company's website at <https://www.enquest.com/investors/shareholder-information/annual-general-meetings>. Please ensure that you regularly check this page for updates.

In order to reduce the risk of infection, Directors will present remotely via the webcast detailed above and the Meeting will end immediately following the business of the Meeting. The Company is taking these measures to comply with Government rules and safeguard its shareholders' and employees' health and make the Meeting as safe and as efficient as possible. The Company will take such further steps as are required with Government rules and, the health and wellbeing of EnQuest shareholders and employees in mind.

EXPLANATORY NOTES TO THE RESOLUTIONS:

1. Resolution 1: To receive the 2019 Report and Accounts

The Directors of EnQuest PLC (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 2019 Report and Accounts is enclosed. Otherwise, the 2019 Report and Accounts is available to view, print or download on the Company's website at www.enquest.com, using Adobe Acrobat or Adobe Acrobat Reader.

2. Resolutions 2 to 9: Election and 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 (the 'Code') and the Companies Act 2006 (the 'Act'). 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 Code. In accordance with the Code regarding the election and re-election of Directors, each Director will retire and, if appropriate, seek re-election on an annual basis.

Accordingly, save for Martin Houston who is seeking election at this Annual General Meeting for the first time, all of the current Directors of the Company, each of whom were elected or re-elected at the Company's Annual General Meeting in 2019 and whose biographical details are set out on pages 54 and 55 of the 2019 Annual Report and Accounts for the year ended 31 December 2019, are standing for re-election at this Annual General Meeting.

The Board has confirmed that, following a performance review, 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 worked for the Atlantic Richfield Company ('ARCO') from 1984 to 1998, eventually becoming president of ARCO Petroleum Ventures. In 1998, Amjad founded and was the chief executive of Petrofac Resources International Limited, which merged into Petrofac PLC in 2003. In 2010, Amjad formed EnQuest PLC, having previously been a founding non-executive chairman of Serica Energy plc and a founding partner of Stratic Energy Corporation. Amjad was chairman of Enviromena Ltd., the largest solar power engineering company in the MENA region until its sale in 2017. Amjad was British Business Ambassador for Energy from 2013 to 2015. Amjad brings extensive energy industry and leadership experience to the Board.

Amjad was appointed Chief Executive of EnQuest PLC in 2010 and sits on the Nomination Committee. Amjad has been chairman of the independent energy community for the World Economic Forum since 2016 and a director of the Amjad and Suha Bseisu Foundation since 2011.

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

Jonathan Swinney: Jonathan is a qualified chartered accountant and a member of the Institute of Chartered Accountants of England and Wales. He is also a qualified solicitor and worked in roles with a focus on acquisition finance. Jonathan's previous roles include Credit Suisse and then Lehman Brothers, advising on a wide range of transactions with equity advisory, before joining Petrofac Limited in April 2008 as head of mergers and acquisitions for the Petrofac Group. Jonathan joined EnQuest PLC in 2010 as Chief Financial Officer. Jonathan brings significant capital markets and merger and acquisition transactional experience to the Board.

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

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

Martin Houston: Martin joined BG Group plc in 1983 and enjoyed a 32-year career before retiring as chief operating officer and a member of the board of directors. He holds, and has held, many FTSE and international board and senior advisory positions. Martin's other interests include being a council member of the National Petroleum Council of the United States of America, a member of the advisory board of the Global Energy Policy unit at Columbia University's School of International and Public Affairs, New York and a Fellow of the Geological Society of London. Martin's in-depth knowledge of the energy industry and his board-level and international business experience were key components of his appointment to the Board.

Martin was appointed to the Board of EnQuest, as Chairman, in October 2019 and is Chairman of the Nomination Committee and a member of both the Remuneration and Technical Committees. Martin is co-founder and vice-chairman of Tellurian Inc, a non-executive director of CC Energy and, in an advisory capacity, he is the global energy chairman of Moelis & Company and vice-chairman of Hakluyt North America.

The Board recommends his election as a Director.

Laurie Fitch: Laurie is currently a partner in the strategic advisory group at PJT Partners, based in London. She spent a significant part of her career as an equity analyst and portfolio manager at TIAA CREF and Artisan Partners, where she invested in the global industrials, utility and infrastructure sectors. Laurie spent four years in the global power and global industrials groups at Morgan Stanley, most recently as co-head of the global industrials group in Europe, prior to joining PJT Partners in 2016. Laurie brings extensive knowledge of capital markets and the utilities and industrial sector to the Board.

In 2018, Laurie was appointed to the Board of EnQuest PLC. She chairs the Remuneration Committee and is a member of the Safety and Risk Committee. Laurie is also a non-executive director of EDP (Energias de Portugal), SA and a member of the audit and finance and operations sub-committees of the Tate board of trustees. She is also a trustee of The American University in Cairo and chair of the Board of Advisors of Georgetown University's Centre for Contemporary Arab Studies.

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

Philip Holland: Philip joined Bechtel Corporation in 1980 and managed major oil and gas projects in a wide range of international locations. In 2004, he joined Shell where, in 2009, he became executive vice-president downstream projects in Shell's newly formed projects and technology business. In 2010, he was appointed as project director for Shell's Kashagan phase 2 project in Kazakhstan, and subsequently the Shell/QP Al Karaana petrochemicals project. Since 2013, he has operated as an independent project management consultant. Philip brings significant experience in managing large-scale oil and gas projects around the globe to the Board.

In 2015, Philip was appointed to the Board of EnQuest PLC. Philip chairs the Safety and Risk Committee and sits on the Technical Committee. He is chairman of Velocys plc.

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

Carl Hughes: Carl is a Fellow of the Institute of Chartered Accountants in England and Wales, and a Fellow of the Energy Institute. Carl joined Arthur Andersen in 1983 and became a partner in 1993. Throughout his professional career he specialised in the oil and gas, mining and utilities sectors, becoming the head of the UK energy and resources industry practice of Andersen in 1999 and subsequently of Deloitte in 2002. When Carl retired from the partnership of Deloitte in 2015, he was a vice-chairman, senior audit partner and leader of the firm's energy and resources business globally. Carl brings substantial audit and accounting experience in the energy sector to the Board.

In 2017, Carl was appointed to the Board of EnQuest PLC. He chairs the Audit Committee and sits on the Safety and Risk Committee. Carl is also a non-executive director and chairman of the audit and risk committee of EN+ Group IPJSC. He is a member of the finance and audit committee of the Energy Institute. He is a board member of the Audit Committee Chairs' Independent Forum and is a director and trustee of the Premier Christian Media Trust and of the Lambeth Conference Company. Carl is a member of the General Synod of the Church of England. He is deputy chairman of the finance committee and chairman of the investment committee of The Archbishops' Council.

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

Howard Paver: Howard is a petroleum engineer and began his professional career at Schlumberger before moving to Mobil and then BHP Petroleum, where he was regional president, Europe, Russia, Africa & Middle East, before becoming president, global exploration & alliance development. He most recently served as SVP, strategy, commercial & business development at Hess, a role he took up in July 2013, having joined the company in 2000 as SVP, north sea/international. Between 2005 and 2013 he held the position of SVP, global new business development. Howard brings 40 years' global experience in E&P, including 20 years at senior executive level to the Board.

In 2018, Howard was appointed to the Board of EnQuest PLC and he was appointed as Senior Independent Director of the Company on 31 March 2020. Howard is a member of the Audit, Technical, Remuneration and Nomination Committees.

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

John Winterman: John is a member of the American Association of Petroleum Geologists. John joined Occidental in 1981 as a geologist with the company and had a strong record of exploration success globally with over two billion barrels of oil equivalent discovered in the Philippines, Indonesia, Bangladesh, Malaysia, Russia, the US and Yemen. After a 20+ year technical career, John moved into executive roles, including high-level executive leadership positions. John left Occidental in 2013 and since then he has provided strategic advice to international oil and gas companies. John brings extensive technical leadership experience in global exploration, business development and asset management to the Board.

In 2017, John was appointed to the Board of EnQuest PLC. He chairs the Technical Committee and sits on the Audit Committee. John is also a non-executive director of CC Energy.

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

3. Resolution 10: To appoint the auditor

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

During 2019, and in line with the Code, the Audit Committee conducted a tender process relating to the appointment of a new auditor of the Company. Information regarding the tender process can be found on page 69 of the Company's 2019 Annual Report and Accounts. The Directors are proposing Deloitte for appointment as the auditor of the Company, following a recommendation to that effect made by the Audit Committee.

4. Resolution 11: 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 12: To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy)

In accordance with section 439 of the Act, resolution 12 seeks shareholder approval for the Directors' Remuneration Report (the 'Report') which gives details of the implementation of the Directors' Remuneration Policy, which was approved at the 2018 Annual General Meeting. 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 2019, and can be found on pages 71 to 92 of the 2019 Report and Accounts. As this vote is an advisory vote, no entitlement of a Director to remuneration is conditional on it. This resolution is put annually as required by the Act.

6. Resolution 13: To approve the EnQuest PLC 2020 Performance Share Plan

The Company's performance share plan adopted prior to the Company's IPO reached the end of its ten-year period for granting awards on 18 March 2020. Shareholders are asked to approve the renewal of the Plan in the form of the EnQuest PLC 2020 Performance Share Plan (the 'New PSP'). Under the New PSP, shares in the Company may be received by eligible participants normally subject to meeting performance and employment conditions over at least a three-year period. A summary of the key features of the New PSP is set out in Appendix 1 (Common features of Share Plans) and Appendix 2 (the New PSP) to this notice.

7. Resolution 14: To approve the EnQuest PLC 2020 Restricted Share Plan

The Company's restricted share plan adopted prior to the Company's IPO reached the end of its ten-year period for granting awards on 18 March 2020. Shareholders are asked to approve the renewal of the Plan in the form of the EnQuest PLC 2020 Restricted Share Plan (the 'New RSP'). Under the New RSP, shares in the Company may be received by eligible participants subject to remaining in employment over normally at least a three-year period. A summary of the key features of the New RSP is set out in Appendix 1 (Common features of Share Plans) and Appendix 3 (the New RSP) to this notice.

8. Resolution 15: To approve the EnQuest PLC 2020 Deferred Bonus Share Plan

The Company's deferred bonus share plan adopted prior to the Company's IPO reached the end of its ten-year period for granting awards on 18 March 2020. Shareholders are asked to approve the renewal of the Plan in the form of the EnQuest PLC 2020 Deferred Bonus Share Plan (the 'New DBSP'). Under the New DBSP, awards of shares in the Company may be made to eligible participants by way of deferral of annual bonus. Shares in the Company will normally be received, subject to remaining in employment to the relevant deferral date(s), at the end of a two-year deferral period for Executive Directors, and for other participants, as to one-third at the end of each year over a three-year deferral period. A summary of the key features of the New DBSP is set out in Appendix 1 (Common features of Share Plans) and Appendix 4 (the New DBSP) to this notice.

9. Resolution 16: To approve the EnQuest PLC 2020 Sharesave Scheme

The Company's Sharesave Scheme was approved by shareholders in 2012 and, although the period for making new grants does not expire until 2022, the Company wishes to renew the Plan in 2020 so that the Plan will have the same ten-year cycle as the Company's other share plans. Shareholders are asked to approve the renewal of the Plan in the form of the EnQuest PLC 2020 Sharesave Scheme (the 'New Sharesave'). Under the New Sharesave, tax-favoured options may be exercised either three or five years after they are granted. Options are made on an all-employee basis to employees who agree to save their option exercise price out of salary deductions. A summary of the key features of the New Sharesave is set out in Appendix 1 (Common features of Share Plans) and Appendix 5 (the New Sharesave) to this notice.

10. Resolution 17: 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 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 \$80,000 for the next year. This authority will cover the period from the date resolution 17 is passed until the conclusion of the Annual General Meeting of the Company in 2021 or on 30 June 2021, whichever is the earlier (30 June 2021 being the last date by which the Company must hold an Annual General Meeting in 2021). As permitted under the Act, resolution 17 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.

11. Resolution 18: 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 authorities granted at the last Annual General Meeting on 23 May 2019 are due to expire at this year's Annual General Meeting. Accordingly, resolution 18 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 2021 or on 30 June 2021, whichever is the earlier (30 June 2021 being the last date by which the Company must hold an Annual General Meeting in 2021).

This will allow Directors to allot Ordinary shares (a) up to a nominal amount of £28,260,540, representing approximately one-third (33.33%) of the Company's existing issued Ordinary share capital calculated as at 22 April 2020 (being the latest practicable date prior to publication of this document); and (b) in connection with a rights issue, up to an aggregate nominal amount of £56,529,558 (as reduced by allotments under paragraph (a) of the resolution), representing (before any reduction) approximately two-thirds (66.67%) of the Company's existing issued Ordinary share capital calculated as at 22 April 2020 (being the latest practicable date prior to publication of this document).

The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to take note of relevant corporate governance guidelines in the use of such powers.

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

12. Resolution 19: 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 powers granted at the last Annual General Meeting on 23 May 2019 are due to expire at this year's Annual General Meeting. Accordingly, resolution 19 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 £4,239,505 (being 5% of the Company's issued Ordinary share capital at 22 April 2020, the latest practicable date prior to publication of this notice). If given, the power will expire at the conclusion of the Annual General Meeting of the Company in 2021 or on 30 June 2021, whichever is the earlier (30 June 2021 being the last date by which the Company must hold an Annual General Meeting in 2021).

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.

13. Resolution 20: Authority to purchase own shares

This resolution will give the Company authority to purchase its own shares in the market up to a limit of 10% of its issued Ordinary share capital. The maximum and minimum prices are stated in the Notice of Meeting that follows. 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 Act, 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.

Poll voting

Each of the resolutions to be considered at the Annual General Meeting will be voted on by way of a poll. This ensures that shareholders (who are not permitted to attend the Annual General Meeting as a result of Government rules relating to coronavirus), who have appointed a proxy or voted electronically through their Signal Shares account, or equivalent, have their votes fully taken into account. Any Directors who have been appointed as proxies and attend the Annual General Meeting will cast those votes as directed by the person who appointed them. The results of the polls will be announced to the London Stock Exchange and published on the Company's website (www.enquest.com) as soon as possible after the conclusion of the Annual General Meeting.

ENQUEST PLC
NOTICE OF ANNUAL GENERAL MEETING 2020

Notice is hereby given that the Annual General Meeting of EnQuest PLC (the 'Company') will be held at 5th Floor, Cunard House, 15 Regent Street, London SW1Y 4LR United Kingdom on Thursday 21 May 2020 at 2.00 p.m. to consider and, if thought fit, to pass, the following resolutions. It is intended to propose resolutions 19 and 20 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 2019, together with the reports of the Directors and auditor thereon **(Resolution 1)**.
2. To re-elect Mr Amjad Bseisu as a Director of the Company **(Resolution 2)**.
3. To re-elect Mr Jonathan Swinney as a Director of the Company **(Resolution 3)**.
4. To elect Mr Martin Houston as a Director of the Company **(Resolution 4)**.
5. To re-elect Ms Laurie Fitch as a Director of the Company **(Resolution 5)**.
6. To re-elect Mr Philip Holland as a Director of the Company **(Resolution 6)**.
7. To re-elect Mr Carl Hughes as a Director of the Company **(Resolution 7)**.
8. To re-elect Mr Howard Paver as a Director of the Company **(Resolution 8)**.
9. To re-elect Mr John Winterman as a Director of the Company **(Resolution 9)**.
10. To appoint Deloitte as auditor of the Company **(Resolution 10)**.
11. To authorise the Directors to set the remuneration of the auditor **(Resolution 11)**.
12. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the financial year ended 31 December 2019 as set out on pages 71 to 92 of the 2019 Annual Report and Accounts **(Resolution 12)**.
13. To approve the rules of the EnQuest PLC 2020 Performance Share Plan (the 'New PSP'), the principal terms of which are summarised in Appendix 1 and Appendix 2 to this notice and a copy of which is produced in draft to the Meeting and initialled by the Chairman for the purposes of identification, and to authorise the Directors to:
 - (a) adopt the New PSP and do all acts and things necessary to implement the New PSP, including making such modifications as the Directors consider appropriate; and
 - (b) adopt further employee share plans based on the New PSP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans and schedules are treated as counting against the limits on individual or overall participation in the New PSP **(Resolution 13)**.
14. To approve the rules of the EnQuest PLC 2020 Restricted Share Plan (the 'New RSP'), the principal terms of which are summarised in Appendix 1 and Appendix 3 to this notice and a copy of which is produced in draft to the Meeting and initialled by the Chairman for the purposes of identification, and to authorise the Directors to:
 - (a) adopt the New RSP and do all acts and things necessary to implement the New RSP, including making such modifications as the Directors consider appropriate; and
 - (b) adopt further employee share plans based on the New RSP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans and schedules are treated as counting against the limits on individual or overall participation in the New RSP **(Resolution 14)**.
15. To approve the rules of the EnQuest PLC 2020 Deferred Bonus Share Plan (the 'New DBSP'), the principal terms of which are summarised in Appendix 1 and Appendix 4 to this notice and a copy of which is produced in draft to the Meeting and initialled by the Chairman for the purposes of identification, and to authorise the Directors to:
 - (a) adopt the New DBSP and do all acts and things necessary to implement the New DBSP, including making such modifications as the Directors consider appropriate; and
 - (b) adopt further employee share plans based on the New DBSP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans and schedules are treated as counting against the limits on individual or overall participation in the New DBSP **(Resolution 15)**.

16. To approve the rules of the EnQuest PLC 2020 Sharesave Scheme (the 'New Sharesave'), the principal terms of which are summarised in Appendix 1 and Appendix 5 to this notice and a copy of which is produced in draft to the Meeting and initialled by the Chairman for the purposes of identification, and to authorise the Directors to:
- (a) adopt the New Sharesave and do all acts and things necessary to implement the New Sharesave, including making such modifications as the Directors consider appropriate; and
 - (b) adopt further employee share plans based on the New Sharesave, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans and schedules are treated as counting against the limits on individual or overall participation in the New Sharesave **(Resolution 16)**.

17. 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 \$80,000 in total;
- (b) make political donations to political organisations (other than political parties) not exceeding \$80,000 in total; and
- (c) incur any political expenditure not exceeding \$80,000 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 2021 (or, if earlier, on 30 June 2021), 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 \$80,000. 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 17)**.

18. 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:

- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £28,260,540 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £56,529,558 (such amount to be reduced by allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of Ordinary shares in proportion (as nearly as practicable) to their respective number of Ordinary shares held by them on the record date for such allotment (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,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company in 2021 (or, if earlier on 30 June 2021), (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 18)**.

19. That, subject to the passing of resolution 18 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 (but in the case of the authorisation granted under resolution 18(b) above, by way of a rights issue only) 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) in the case of the authorisation granted under resolution 18 (a) above, and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £4,239,505,

and shall expire at the conclusion of the next Annual General Meeting of the Company in 2021 (or, if earlier, on 30 June 2021), 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 19)**.

20. 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 ('Ordinary shares') 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 169,580,196 representing 10% of the issued Ordinary share capital as at 22 April 2020;
 - (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 of an Ordinary share and the highest current independent bid for an Ordinary share on the trading venues where the purchase is carried out;
 - (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 2021 (or, if earlier, on 30 June 2021); 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 20)**.

BY ORDER OF THE BOARD
STEFAN RICKETTS
COMPANY SECRETARY

22 April 2020

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

Appendix 1 (Common features of Share Plans)

Common features of:

- the EnQuest PLC 2020 Performance Share Plan (the 'New PSP');
- the EnQuest PLC 2020 Restricted Share Plan (the 'New RSP');
- the EnQuest PLC 2020 Deferred Bonus Share Plan (the 'New DBSP'); and
- the EnQuest PLC 2020 Sharesave Scheme (the 'New Sharesave')

are set out below.

The New PSP, New RSP, New DBSP and New Sharesave are together referred to as 'Share Plans'.

Appendices 2 to 5 summarise the individual features of each Share Plan.

Provisions common to all Share Plans

Awards may be satisfied by the issue of new Ordinary shares, the transfer of Ordinary shares from an employee benefit trust or the transfer of Ordinary shares from treasury.

Plan dilution limits

In any ten calendar-year period, the Company may not issue (or grant rights to issue):

- (i) more than 5% of its issued Ordinary share capital under discretionary share plans; and
- (ii) more than 10% of its issued Ordinary share capital under all of its employee share plans.

Treasury shares will be treated as new issue Ordinary shares for this purpose unless and until relevant institutional investor guidance changes.

Pension, voting and other rights

Benefits obtained under the Share Plans shall not be pensionable. Awards are not assignable or transferable.

Until options are exercised or awards vest, participants have no voting or other rights in respect of the Ordinary shares subject to their awards.

Ordinary shares issued or transferred pursuant to the Share Plans shall rank *pari passu* in all respects with the Ordinary shares already in issue except that they will not rank for any dividend or other distribution paid or made by reference to a record date falling prior to the date of issue or transfer following the vesting of an award or the exercise of the option.

Administration and amendment

The Share Plans will be administered by the Directors or the Remuneration Committee of the Directors ('Remuneration Committee') which may amend a plan provided that:

- (i) shareholder approval will be required for any amendment to a plan relating to eligibility, the limitations on the number of Ordinary shares in respect of which awards may be granted, the basis for determining participants' entitlement under the Share Plans and the terms of Ordinary shares to be provided under the Share Plans, the periods during which awards may vest, any rights attaching to Ordinary shares comprised in awards and the adjustment of awards in the event of a variation of capital, except in the case of minor amendments to benefit the administration of the Share Plans and amendments to take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any member of the Company's group of companies ('Group'); and
- (ii) no amendment may be made which would adversely vary any awards granted prior to the amendment unless the consent of participants holding awards of not less than 75% of the Ordinary shares subject to awards (or in the case of the New Sharesave the majority of participants) is obtained.

Termination

The Share Plans may be terminated at any time by resolution of the Remuneration Committee or the Directors and shall in any event terminate on the tenth anniversary of the date on which the Share Plans are approved by the Company in a general meeting. Termination will not affect the outstanding rights of participants.

Overseas plans

The Directors may at any time and without further formality establish further plans in overseas territories, any such plan to be similar to the plan but modified to take account of local tax, exchange control or securities laws, regulation or practice. Ordinary shares made available under any such plan will count against the limits on the number of new Ordinary shares which may be issued under the plan.

Provisions common to all Share Plans other than the New Sharesave

Eligibility

Except in respect of the New Sharesave (whose eligibility provisions are summarised in Appendix 5), Share Plan awards will be made to employees and Executive Directors of the Group as selected by the Remuneration Committee from time to time on a discretionary basis. Any award to a Director would only be made in accordance with the Company's Directors' Remuneration Policy as approved by shareholders from time to time.

Form of awards

Except in respect of the New Sharesave (whose award provisions are summarised in Appendix 5), awards may comprise the following awards over Ordinary shares: (i) contingent awards, (ii) nil cost options and (iii) under the New RSP and New PSP only, joint interests, where participants hold interests in Ordinary shares jointly with an employee trust, such that their interest gives them on vesting of their award, broadly the same overall economic return as if they had been granted a nil cost option.

Nil cost options have no or only a nominal exercise price and become exercisable following vesting until the expiry of ten years from the date the award was granted.

Good Leaver

A 'Good Leaver' is an employee who leaves by reason of injury, ill-health, disability, redundancy, retirement, as a result of the Company or business by which he is employed being transferred or sold outside the Group, or (except under the New Sharesave) in other circumstances which, in the view of the Remuneration Committee, justify them being treated as a Good Leaver.

Cash settlement

Except under the New Sharesave, where cash settlement is not permitted under HM Revenue & Customs ('HMRC') rules, the Remuneration Committee may, in exceptional circumstances, settle an award in cash.

Dividend equivalent

Except in respect of the New Sharesave, where this provision is not permitted under HMRC rules, the Remuneration Committee may decide that a participant is entitled to receive an amount (in cash and/or Ordinary shares) equivalent to the value of dividends which would have been paid in respect of Ordinary shares subject to a vested award (which may assume dividend reinvestment).

Variation of capital

If there is a variation of capital (or in the case of any other demerger or special dividend, other than the New Sharesave, where this provision is not permitted under HMRC rules) the number of shares and/or exercise price comprised in awards may be adjusted as the Remuneration Committee considers appropriate.

Malus and clawback

Except in respect of the New Sharesave (where this provision is not permitted under HMRC rules), the Remuneration Committee may decide before the end of the three-year period after the vesting of an award (or grant of a Bonus Award under the New DBSP) that a participant must repay either all or part of the value of an award in the following circumstances:

- (i) the Company has materially misstated its financial results;
- (ii) there has been an error in calculating entitlements under an award; or
- (iii) the relevant individual committed misconduct prior to vesting or exercise of an option which would have warranted their summary dismissal.

In the above circumstances, the Remuneration Committee may reduce any amount of a future bonus, the number of Ordinary shares subject to any award under any Share Plan operated by the Group (excluding the New Sharesave), or require the participant to pay the relevant amount back.

Appendix 2: New PSP

Individual limits

The maximum number of Ordinary shares that may be granted to any eligible employee in any financial year of the Company shall not exceed 250% of annual base salary, or 350% in exceptional circumstances.

Timing of awards

Awards will normally be made in the 42 days following the adoption of the New PSP and thereafter in the 42 days after the publications of the Company's results for any period, but may be made at other times.

Vesting/exercise of awards

The Remuneration Committee has discretion at the date of grant to determine the vesting provisions for an award. Currently awards vest on the third anniversary of the date of grant to the extent that testing performance criteria, determined by the Remuneration Committee at the date of grant, have been satisfied. In determining performance conditions, the Remuneration Committee will take into account the prevailing views of institutional investors and current market practice.

If events occur which cause the Remuneration Committee to consider that any performance conditions have become unfair or impractical, it may, if it considers it appropriate to do so, amend, relax or waive the performance condition.

Holding period

An additional holding period may apply to Ordinary shares which have vested. During that additional period the participant may not sell the after-tax vested Ordinary shares. The holding period shall expire on the earliest of the second anniversary of vesting of an award, the date on which a change of control occurs, the death of a participant or such other time as the Remuneration Committee determines.

Termination of employment

If a participant dies, their awards will vest in full on the date of death, unless the Remuneration Committee determines that awards should vest on a time-apportioned basis and subject to the satisfaction of performance conditions assessed on such basis as the Remuneration Committee considers appropriate.

If a participant's employment ceases before the end of the vesting period as a Good Leaver, their award will vest on the normal vesting date, unless the Remuneration Committee determines in exceptional circumstances that awards should vest earlier. The maximum number of Ordinary shares which a participant may receive will usually be determined on a pro-rated basis by reference to the time since the date of the award to the date employment ceases and vesting will be subject, where applicable, to the satisfaction of the performance conditions at the end of the relevant performance period (or over a curtailed period) unless the Remuneration Committee determines otherwise.

Termination of employment for any other reason will cause all unvested awards to be forfeited.

Change of control

The vesting of awards on a change of control, voluntary winding up or a demerger will usually be determined on a pro-rated basis and taking into account the extent to which any performance conditions have been met, subject to the discretion of the Remuneration Committee to permit a greater percentage of an award to vest in exceptional circumstances.

If there is an internal reorganisation, awards will not vest but will be exchanged for awards over shares in the acquiring company.

Appendix 3: New RSP

Individual limits

The maximum number of Ordinary shares that may be granted to any eligible employee in any financial year of the Company shall not exceed 200% of annual base salary, or 300% in exceptional circumstances.

Timing of awards

Awards may be made at any time.

Vesting/exercise of awards

The Remuneration Committee has discretion at the date of grant to determine the vesting provisions for an award. Awards normally vest over periods between the first and fourth anniversaries of the date of grant (in such proportions as the Remuneration Committee may determine at the date of grant). The current vesting schedule is 25%, 25% and 50% on the second, third and fourth anniversaries of grant. This is normally provided that the participant remains in employment, subject to certain Good Leaver provisions (see below).

In addition, vesting may be subject to such performance conditions as the Remuneration Committee may from time to time consider appropriate, although they are not currently imposed.

If events occur which cause the Remuneration Committee to consider that any performance conditions have become unfair or impractical, it may, if it considers it appropriate to do so, amend, relax or waive the performance condition.

Termination of employment

If a participant dies, their awards will vest in full on the date of death, unless the Remuneration Committee determines that awards should vest on a time-apportioned basis and subject to the satisfaction of any performance conditions assessed on such basis as the Remuneration Committee considers appropriate.

If a participant leaves as a Good Leaver before the end of the vesting period, their award shall vest at the end of the vesting period unless the Remuneration Committee determines in exceptional circumstances that awards should vest earlier. The maximum number of Ordinary shares which a participant may receive will usually be determined on a pro-rated basis by reference to the time elapsed since the date of the award to the date employment ceases and vesting will be subject, where applicable, to the satisfaction of the performance conditions at the end of the relevant performance period (or over a curtailed period) unless the Remuneration Committee determines otherwise.

Termination of employment for any other reason will cause all unvested awards to be forfeited.

Change of control

The vesting of awards on a change of control, voluntary winding up or a demerger will usually be determined on a pro-rated basis and taking into account the extent to which any performance conditions have been met, subject to the discretion of the Remuneration Committee to permit a greater percentage of an award to vest in exceptional circumstances.

If there is an internal reorganisation, awards will not vest but will be exchanged for awards over shares in the acquiring company.

Appendix 4: New DBSP

Awards

Two types of award may be made under the New DBSP.

If a bonus is payable, the Remuneration Committee may determine that part of a participant's annual bonus is delivered in Ordinary shares or may invite selected employees to elect to receive part of their bonus in Ordinary shares ('Bonus Awards'). If the Remuneration Committee so permits, participants may instead contribute Ordinary shares they own to be treated as Ordinary shares for the purposes of Bonus Awards.

A further award may then be granted over a number of Ordinary shares bearing a specified ratio to the number of Ordinary shares included in Bonus Awards ('Matching Awards'). Matching Awards are currently awarded on a 1:1 basis, although Matching Awards are not currently made to Executive Directors.

There is no formal cap on the size of awards that may be made.

Subject to the above, awards may be made during the first six months of a financial year.

Vesting/exercise of awards

The Remuneration Committee has discretion at the date of grant to determine the vesting provisions for an award. Both Bonus Awards and Matching Awards currently normally vest between one and three years after grant in such proportions as the Remuneration Committee may determine at the date of grant. Currently, one-third vest each year in a three-year period for participants who are not Executive Directors, with vesting occurring in full two years after the making of an award for Executive Directors. This is provided, subject to Good Leaver exceptions (see below), that the participant remains in employment.

In addition, the vesting of Matching Awards may be subject to the satisfaction of performance conditions, although it is not the Company's current practice to impose performance conditions on Matching Awards.

If events occur which cause the Remuneration Committee to consider that any performance condition has become unfair or impractical, it may, if it considers it appropriate to do so, amend, relax or waive the performance condition.

Termination of employment

If a participant dies, their awards will vest in full on the date of death, unless the Remuneration Committee determines that awards should vest on a time-apportioned basis and subject to the satisfaction of any performance conditions, assessed on such basis as the Remuneration Committee considers appropriate.

If a participant is a Good Leaver, their Bonus Awards will vest in full and their Matching Awards will vest on a pro-rated basis on the normal vesting date, unless the Remuneration Committee determines in exceptional circumstances that awards should vest earlier.

Vesting of any Matching Awards which are subject to performance conditions will be subject to satisfaction of those conditions at the end of the relevant performance period (or over a curtailed period, as relevant) unless the Remuneration Committee, in its discretion, determines otherwise.

Termination of employment for any other reason will cause all unvested awards to be forfeited, except any Ordinary shares which the participant has voluntarily contributed under the DBSP.

Change of control

In the event of a change of control, voluntary winding up or a demerger, Bonus Awards will vest in full, but Matching Awards will usually vest on a pro-rated basis and taking into account the extent to which any performance conditions have been met. However, this is subject to the discretion of the Remuneration Committee to permit a greater percentage of Matching Awards to vest in exceptional circumstances.

If there is an internal reorganisation, awards will not vest but will be exchanged for awards over shares in the acquiring company.

Appendix 5: New Sharesave

Eligibility

All Group employees and Executive Directors who are UK tax resident and who have completed a set period of employment (which cannot exceed five years) may participate in the New Sharesave. The Directors may allow other employees or Directors to participate.

Savings contract

Participants must enter into a savings contract under which they agree to make monthly contributions from salary for either three or five years. On maturity of the savings contract, a tax-free bonus may be added to the employee's savings, although no bonus is currently payable. Monthly savings contributions must be between £5 and £500 (or as permitted by relevant legislation from time to time).

Grant of options and option price

Each participant is granted an option to acquire Ordinary shares. The number of Ordinary shares under option is that number of Ordinary shares which may be acquired at the option price with the proceeds of the savings contract (including any bonus) at maturity.

The option price must be no lower than 80% of the market value (as defined in the New Sharesave rules) of an Ordinary share when invitations to participate are issued.

Timing of invitations

Invitations may only be issued within 42 days after (i) the commencement date of the New Sharesave, (ii) the announcement of the Company's results for any period, or (iii) the date on which any change to the legislation affecting sharesave schemes or savings contracts is announced or takes effect. Invitations may also be issued at any other time when there are exceptional circumstances which justify the grant of options.

Exercise of options

In normal circumstances, an option may only be exercised within six months following the maturity of the related savings contract.

An option may be exercised earlier, for a limited period, on the death of a participant (where an exercise period of 12 months is permitted) or on their ceasing to hold office or employment by reason of injury, disability, redundancy, retirement, the sale or transfer out of the Group of their employing company or business or (provided in such case the option was granted more than three years previously) for any other reason.

Change of control

Rights to exercise options early for a limited period also arise if another company acquires control of the Company or in the event of a winding-up. Alternatively on change of control or in the case of an internal reorganisation, the option may be exchanged for an option over shares in the acquiring company.

NOTES:

The following notes explain your general rights as a shareholder and your right to vote on the resolutions proposed at the Meeting, or to appoint someone else to vote on your behalf.

1. To be entitled to vote on the resolutions proposed at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 19 May 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting. The Directors and the Chairman, and any other person so authorised by the Directors, also reserve the right, as set out in article 66 of its Articles of Association, to take such action as they think fit for promoting the orderly conduct of business at the Meeting.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to vote on their behalf with respect to the resolutions proposed at the Meeting. A shareholder 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 Ordinary share or Ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - you may request a hard copy form of proxy directly from the registrars, Link Asset Services on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.00 p.m., Monday to Friday (excluding public holidays in England and Wales);
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 2.00 p.m. on Tuesday 19 May 2020.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) no later than 2.00 p.m., Tuesday 19 May 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 their 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 system providers 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.

10. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
11. As at 22 April 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's Ordinary issued share capital consists of 1,695,801,955 Ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 22 April 2020 are 1,695,801,955.
12. Under section 527 of the Companies Act 2006, shareholders 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 financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, 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 for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
13. As shareholders will not be able to attend the meeting as a result of Government rules arising from coronavirus this year, the Company is giving shareholders the opportunity to email questions prior to the Meeting. 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. If asking a question in advance by email, please confirm your name in the body of the email as it appears in the Company's statutory Register of Members.
14. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found on the Company's website at www.enquest.com.

