

## CREDITOR ACCESSION UNDERTAKING

To: **BNP PARIBAS** for itself and on behalf of each Secured Creditor (as defined in the Guarantee Subordination Agreement referred to below).

From: **U.S. BANK TRUSTEES LIMITED**

THIS UNDERTAKING is made as a deed on [●] 2014 by **U.S. BANK TRUSTEES LIMITED** (the "**Acceding Notes Trustee**"), having been authorised, directed, requested and empowered to execute and deliver this Undertaking by an Extraordinary Resolution passed on [●] 2014 by the holders of £155,000,000 5.5 per cent. notes due February 2022 issued by EnQuest PLC, in relation to a guarantee subordination agreement (the "**Original Guarantee Subordination Agreement**") dated 9 April 2014 between, among others, EnQuest PLC as the company, the Facility Agent and the Security Trustee (each as defined in the Original Guarantee Subordination Agreement), as amended by an amendment agreement thereto dated [●] 2014 (the "**Amendment Agreement**" and the Original Guarantee Subordination Agreement as amended by the Amendment Agreement, the "**Guarantee Subordination Agreement**"). Terms defined in the Guarantee Subordination Agreement shall, unless otherwise defined in this Undertaking, bear the same meanings when used in this Undertaking.

In consideration of the Acceding Notes Trustee being accepted as a Notes Trustee for the purposes of the Guarantee Subordination Agreement, the Acceding Notes Trustee confirms that, as from [●] 2014, it intends to be party to the Guarantee Subordination Agreement as a Notes Trustee and undertakes to perform all the obligations expressed in the Guarantee Subordination Agreement to be assumed by a Notes Trustee and agrees that it shall be bound by all the provisions of the Guarantee Subordination Agreement, as if it had been an original party to the Guarantee Subordination Agreement as a Notes Trustee.

The first supplemental trust deed (the "**First Supplemental Trust Deed**") dated [●] 2014 between EnQuest PLC, the Acceding Notes Trustee and the Guarantors (as defined in the First Supplemental Trust Deed) shall be designated as an indenture for the purposes of, and in connection with the Acceding Notes Trustee's accession to the Guarantee Subordination Agreement by way of the execution and delivery of this Undertaking solely for the purposes of including the defined term "Notes Creditor" as set out in the Guarantee Subordination Agreement.

The address, fax number, email address and attention details of the Acceding Notes Trustee for notices are:

U.S. Bank Trustees Limited  
Fifth Floor, 125 Old Broad Street,  
London EC2N 1AR

Fax: 0207 365 2577  
E-mail: [mbs.relationship.management@usbank.com](mailto:mbs.relationship.management@usbank.com)

This Undertaking and any non-contractual obligations arising out of or in connection with it are governed by English law.

**THIS UNDERTAKING** has been entered into as a deed on the date stated above and is delivered on the date stated above.

**EXECUTED by  
U.S. BANK TRUSTEES LIMITED**

By:

Name:

DRAFT