

**Final Terms dated 24 January 2013**

**EnQuest PLC**

**Issue of Sterling denominated 5.50 per cent. Notes due 15 February 2022**

**under the £500,000,000**

**Euro Medium Term Note Programme**

Any person making or intending to make an offer of the Notes may only do so:

- (i) in those Public Offer Jurisdictions mentioned in Paragraph 7(vi)(a) of Part B below, provided such person is of a kind specified in that paragraph and that such offer is made during the Offer Period specified for such purpose therein; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 24 January 2013 which constitutes a base prospectus for the purposes of the Prospectus Directive (the "**Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. However, a summary of the issue of the Notes is annexed to these Final Terms. The Prospectus has been published via the regulatory news service maintained by the London Stock Exchange ([www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html)).

- |   |  |   |
|---|--|---|
| 1 | (a) Series Number:   | 1   |
|   | (b) Tranche Number:  | 1   |
|   | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable  |
| 2 | Specified Currency or Currencies:  | Pounds Sterling ("£")   |
| 3 | Aggregate Nominal Amount:  |   |
|   | (a) Series:  | The aggregate nominal amount of the Notes to be issued (the " <b>Aggregate Nominal Amount</b> ") will depend, among other things, on the amount of Notes for which indicative offers to subscribe are |

		received during the Offer Period (as defined at paragraph 7(vi)(a) of Part B below) and will be specified in an announcement (the " <b>Final Terms Confirmation Announcement</b> ") to be published shortly after expiry of the Offer Period.
	(b) Tranche:	As per paragraph 3(a) above
4	Issue Price:	100 per cent. of the Aggregate Nominal Amount
5	(a) Specified Denominations:	£100
	(b) Calculation Amount:	£100
6	(a) Issue Date:	15 February 2013
	(b) Interest Commencement Date:	Issue Date
7	Maturity Date:	15 February 2022
8	Interest Basis:	5.50 per cent. Fixed Rate (see paragraph 13 below)
9	Redemption:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
10	Change of Interest Basis:	Not Applicable
11	Put/Call Options:	Issuer Call Option Change of Control Put Option (further particulars specified below)
12	(a) Status of the Notes:	Senior
	(b) Date of Board/Committee approval for issuance of Notes obtained:	The Issuer has authorised the issue of the Notes at a meeting of the Board of Directors held on 18 January 2013

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions:	Applicable
	(a) Rate(s) of Interest:	5.50 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	15 February and 15 August in each year, from and including 15 August 2013, up to and including the Maturity Date
	(c) Fixed Coupon Amount(s):	£2.75 per Calculation Amount
	(d) Broken Amount(s):	Not Applicable
	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Dates:	15 February and 15 August in each year
14	Floating Rate Note Provisions:	Not Applicable
15	Zero Coupon Note Provisions:	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

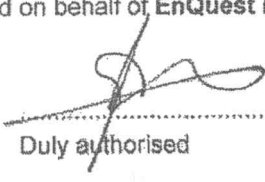
16	Notice periods for Condition 6(c):	Minimum period: 30 days Maximum period: 60 days
17	Issuer Call Option (Condition 6(d)):	Applicable
	(a) Optional Redemption Date(s):	At any time, in accordance with Condition 6(d)
	(b) Optional Redemption Amount(s):	Make-Whole Amount
	(i) Condition 6(b) applies	Not Applicable
	(ii) Make-Whole Amount:	Applicable
	Quotation Time:	11.00 a.m. (London time)
	Determination Date:	The second business day in London prior to the relevant Optional Redemption Date
	Reference Bond:	4.00 per cent. United Kingdom Government Treasury Stock due 7 March 2022
	Redemption Margin:	0.50 per cent.
	(c) If redeemable in part:	Not Applicable
	(d) Notice period:	Minimum period: 15 days Maximum period: 30 days
18	Investor Put Option (Condition 6(e)):	Not Applicable
19	Change of Control Put Option (Condition 6(f)):	Applicable
20	Final Redemption Amount:	£100 per Calculation Amount
21	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	£100 per Calculation Amount

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

22	Form of Notes:	
	(a) Form:	Registered Notes:  Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg  CREST Depository Interests ("CDIs") representing the Notes may also be issued in accordance with the usual procedures of Euroclear UK & Ireland Limited ("CREST")
	(b) New Global Note:	No
23	Additional Financial Centre(s):	Not Applicable
24	Talons for future Coupons to be attached to Definitive Notes in bearer form:	No

Signed on behalf of EnQuest PLC:

By:

  
Duly authorised

SEAN RICKETTS



## PART B – OTHER INFORMATION

- 1 **LISTING AND ADMISSION TO TRADING**

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the order book for retail bonds segment of the regulated market of the London Stock Exchange and to be listed on the Official List of the UK listing Authority with effect from 15 February 2013.
- 2 **RATINGS**

Ratings: - The Notes to be issued are not rated.
- 3 **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to Numis Securities Limited (the "Manager") as discussed under "Subscription and Sale" and the fees payable to the Authorised Offerors (as described below), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.
- 4 **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
  - (i) Reasons for the offer The net proceeds from the issue of the Notes will be applied by the Issuer for its general corporate purposes.
  - (ii) Estimated net proceeds: The estimated net proceeds will be specified in the Final Terms Confirmation Announcement.
  - (iii) Estimated total expenses: The estimated total expenses will be specified in the Final Terms Confirmation Announcement.
- 5 **YIELD**

Indication of yield: The yield in respect of this issue of Fixed Rate Notes is 5.50 per cent. per annum.

The yield is calculated at the Issue Date on the basis of the Issue Price, using the formula below. It is not an indication of future yield.

$$P = \frac{C}{r} (1 - (1+r)^{-n}) + A(1+r)^{-n}$$

Where:

  - "P" is the Issue Price of the Notes;
  - "C" is the annualised Interest Amount;
  - "A" is the Redemption Amount of Notes;
  - "n" is time to maturity in years; and
  - "r" is the annualised yield.

## 6 OPERATIONAL INFORMATION

- |  |  |
|--|--|
| (i) ISIN Code:   | XS0880578728   |
| (ii) Common Code:  | 088057872  |
| (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | The Notes will settle in Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> . The Notes will also be made eligible for CREST via the issue of CDIs representing the Notes. |
| (iv) Delivery:   | Delivery free of payment   |
| (v) Names and addresses of additional Agent(s) (if any):   | Not Applicable   |

## 7 DISTRIBUTION

- |   |   |
|---|---|
| (i) Names and addresses of Manager(s):                                  | Numis Securities Limited<br>The London Stock Exchange Building<br>10 Paternoster Square<br>London EC4M 7LT  |
| (ii) Underwriting/placing obligations of the Manager(s):                | The Notes will be placed on a 'best efforts' basis, and will not be underwritten. The Manager will, pursuant to the Subscription Agreement referred to below, agree to deliver the Notes to the Authorised Offerors who have paid for the Notes.  |
| (iii) Date and material features of the underwriting/placing agreement: | The Manager is expected to enter into an agreement (the " <b>Subscription Agreement</b> ") on or around 8 February 2013. The Subscription Agreement will contain the terms on which the Manager agrees to place the Notes as described above, including as to the payment to it of the fee referred to below. Pursuant to the Subscription Agreement, the Manager will have the benefit of certain representations, warranties, undertakings and indemnities given by the Issuer in connection with the issue of the Notes. |
| (iv) Total commission and concession:                                   | 0.85 per cent. of the Aggregate Nominal Amount of the Notes. From this, the Authorised Offerors will be paid up to 0.5 per cent. of the Aggregate Nominal Amount of the Notes allotted to them.   |
| (v) U.S. Selling Restrictions:  | Reg. S Compliance Category 2; TEFR not applicable.  |
| (vi) Public Offer:  |   |
| (a) Public Offer:   | An offer of the Notes may be made by the Manager, the other Initial Authorised Offerors identified in paragraph 8(xii) below and any Additional Authorised Offerors appointed in accordance with paragraph 8(xii) below, other  |

than pursuant to Article 3(2) of the Prospectus Directive, in the United Kingdom (the "Public Offer Jurisdiction") during the Offer Period.

The "Offer Period" commences on 24 January 2013 and is expected to end at 12.00 noon (London time) on 8 February 2013, provided that the Issuer may choose to end the Offer Period earlier than such date and time (in which case it will announce the change to the end of the Offer Period via a Regulatory Information Service, expected to be the Regulatory News Service operated by the London Stock Exchange).

See further paragraph 8 below.

(b) General Consent:

Not Applicable

## 8 TERMS AND CONDITIONS OF THE OFFER

(i) Offer Price:

The Notes will be issued at the Issue Price. Any investor intending to acquire any Notes from an Authorised Offeror will do so at the Issue Price subject to and in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor, including as to price, allocations and settlement arrangements. Neither the Issuer nor the Manager is party to such arrangements with investors and accordingly investors must obtain such information from the relevant Authorised Offeror. Neither the Issuer nor the Manager has any responsibility to an investor for such information.

(ii) Conditions to which the offer is subject:

The issue of the Notes will be (i) conditional upon the Subscription Agreement being signed by the Issuer and the Manager and (ii) subject to the terms of the Subscription Agreement which will in certain circumstances entitle the Manager to be released and discharged from its obligations under the Subscription Agreement prior to the issue of the Notes.

(iii) Description of the application process:

Applications to purchase Notes cannot be made directly to the Issuer. Notes will be issued to the investors in accordance with the arrangements in place between the relevant Authorised Offeror and such investor, including as to application process, allocations and settlement arrangements.

Investors will be notified by the relevant Authorised Offeror of their allocations of Notes and the settlement arrangements in respect thereof as soon as practicable after the Final

- Terms Confirmation Announcement is made, which will be after the Offer Period has ended.
- After the closing time and date of the Offer Period no Notes will be offered for sale (i) by or on behalf of the Issuer or (ii) by the Authorised Offerors (in their capacity as Authorised Offerors) except with the consent of the Issuer.
- Investors may not be allocated all of the Notes for which they apply, for example if the total amount of orders for the Notes exceeds the aggregate amount of the Notes ultimately issued.
- (iv) Details of the minimum and/or maximum amount of application: The minimum subscription per investor is £2,000 in nominal amount of the Notes.
- (v) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: There will be no refund as investors will not be required to pay for any Notes until any application for Notes has been accepted and the Notes allotted.
- (vi) Details of the method and time limits for paying up and delivering the Notes: The Notes will be issued on the Issue Date against payment to the Issuer by the Manager of the subscription moneys (less any amount of fees that the Issuer and the Manager agree should be deducted from the subscription moneys). Investors will be notified by their relevant Authorised Offeror of their allocations of Notes (if any) and the settlement arrangements in respect thereof.
- (vii) Manner in and date on which results of the offer are to be made public: The results of the offer will be specified in the Final Terms Confirmation Announcement published by the Issuer after the Offer Period via a Regulatory Information Service (expected to be the Regulatory News Service operated by the London Stock Exchange) prior to the Issue Date; such announcement is currently expected to be made on or around 8 February 2013.
- (viii) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (ix) Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: Notes may be offered by the Authorised Offerors to the public in the United Kingdom, Jersey, Guernsey and the Isle of Man during the Offer Period.
- (x) Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is: Investors will be notified by their relevant Authorised Offeror of their allocations of Notes (if any). No arrangements have been put in place by the Issuer as to whether dealings may begin

made:

before such notification is made. Accordingly, whether investors can commence dealing before such notification will be as arranged between the relevant investor and the relevant Authorised Offeror.

- (xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

No expenses or taxes upon issue will be allocated by the Issuer to any investor. Any investor intending to acquire any Notes from an Authorised Offeror will do so in accordance with any terms and other arrangements in place between the Authorised Offeror and such investor, including as to price, allocations and settlement arrangements. Neither the Issuer nor (unless acting as an Authorised Offeror in that capacity) the Manager is party to such arrangements with investors and accordingly investors must obtain such information from the relevant Authorised Offeror. Neither the Issuer nor the Manager has any responsibility to an investor for such information.

- (xii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

The Initial Authorised Offerors identified below and any additional financial intermediaries who have or obtain the Issuer's consent to use the Prospectus in connection with the Public Offer and who are identified on the website of the Issuer at [www.enquest.com/retailbonds](http://www.enquest.com/retailbonds) as an Authorised Offeror (together, the "**Authorised Offerors**").

The following financial intermediaries are, together with the Manager, the "**Initial Authorised Offerors**":

Barclays Stockbrokers Limited  
1 Churchill Place  
London E14 5HP

Brewin Dolphin Limited (trading as Stocktrade)  
12 Smithfield Street  
London EC1A 9BD

Brown Shipley  
Founders Court  
Lothbury  
London EC2R 7HE

Killik & Co LLP  
46 Grosvenor Street  
London W1K 3HN

NCL Investments Limited (trading as Smith and Williamson Securities)  
25 Moorgate  
London EC2R 6AY

Redmayne-Bentley LLP

9 Bond Court  
Leeds LS1 2JZ

RIA Capital Markets  
County House  
20-22 Torphichen Street  
Edinburgh EH3 8JB

Talos Securities Limited (trading as Selftrade)  
Boatman's House  
2 Selsdon Way  
London E14 9LA

(xiii) Name(s) and address(es) of the entities which have a firm commitment to act as intermediaries in secondary market trading, providing liquidity through bid and offer rates and description of the main terms of its/their commitment:

Numis Securities Limited will be appointed as registered market maker through ORB ([www.londonstockexchange.com/exchange/prices-and-markets/retail-bonds/retail-bonds-search.html](http://www.londonstockexchange.com/exchange/prices-and-markets/retail-bonds/retail-bonds-search.html)) when the Notes are issued.

## ANNEX TO FINAL TERMS

### SUMMARY OF THE NOTES

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary relating to the Notes and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the nature of the Notes and the Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary and marked as "Not applicable".

Section A - Introduction and warnings	
<b>A.1</b>	<p>This summary must be read as an introduction to the Prospectus. Any decision to invest in any Notes should be based on a consideration of the Prospectus as a whole, including any documents incorporated by reference. Where a claim relating to information contained in the Prospectus is brought before a court, the plaintiff may, under the national legislation of the Member State of the European Economic Area where the claim is brought, be required to bear the costs of translating the Prospectus before the legal proceedings are initiated. No civil liability will attach to the Issuer solely on the basis of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or, following the implementation of the relevant provisions of Directive 2010/73/EC in the relevant Member State of the European Economic Area, it does not provide, when read together with the other parts of this Prospectus, key information (as defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the Notes.</p>
<b>A.2</b>	<p>As described more fully in the following paragraphs, express consent is given by the Issuer, as the person responsible for drawing up the Prospectus, to the use of the Prospectus and the Issuer accepts responsibility for the content of the Prospectus also with respect to subsequent resale or final placement of Notes by any financial intermediary which was given consent to use the Prospectus.</p> <p><b>Issue specific summary:</b></p> <p><b>Consent:</b> Subject to the conditions set out below, the Issuer consents to the use of this Prospectus in connection with a Public Offer (as defined below) of Notes by Numis Securities Limited (the "<b>Manager</b>") and each financial intermediary whose name is published on the Issuer's website (<a href="http://www.enquest.com/retailbonds">www.enquest.com/retailbonds</a>) and identified as an Authorised Offeror in respect of the relevant Public Offer.</p> <p>A "<b>Public Offer</b>" of Notes is an offer of Notes (other than pursuant to Article 3(2) of the Prospectus Directive) in the United Kingdom during the Offer Period specified below. Those persons to whom the Issuer gives its consent in accordance with the foregoing provisions are the "<b>Authorised Offerors</b>" for such Public Offer.</p> <p><b>Offer Period:</b> The Issuer's consent referred to above is given for Public Offers of Notes during the period from 24 January 2013 until 12 noon (London time) on 8 February 2013 (the "<b>Offer Period</b>").</p> <p><b>Conditions to consent:</b> The conditions to the Issuer's consent are that such consent (a) is only valid in respect of the relevant Tranche of Notes; (b) is only valid during the Offer Period; and (c) only extends to the use of this Prospectus to make Public Offers of the relevant Tranche of Notes in the United Kingdom.</p>



Section A - Introduction and warnings	
	<p>An investor intending to acquire or acquiring any Notes in a Public Offer from an Authorised Offeror other than the Issuer will do so, and offers and sales of such Notes to an investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor including as to price, allocations, expenses and settlement arrangements. The investor must look to the relevant Authorised Offeror at the time of such offer for the provision of such information and the Authorised Offeror will be solely responsible for such information.</p> <p>In the event of an offer being made by a financial intermediary, such financial intermediary will provide information to investors on the terms and conditions of the offer at the time the offer is made.</p>

Section B - Issuer		
B.1	The legal and commercial name of the Issuer:	The Notes will be issued by EnQuest PLC (the "Issuer").
B.2	The domicile and legal form of the Issuer, the legislation under which the Issuer operates and its country of incorporation:	The Issuer is a public limited liability company incorporated and domiciled in England and Wales, operating under the Companies Act 2006 (as amended).
B.4b	A description of any known trends affecting the Issuer and the industries in which it operates:	Not applicable: there are no known trends affecting the Issuer and the industries in which it operates.
B.5	Description of the Issuer's Group and the Issuer's position within the Group:	The Issuer is the holding company of a group (the "Group") which covers a full range of upstream activities, with a portfolio of production and development assets, together with appraisal and exploration opportunities. As the holding company of the Group, the Issuer's operating results and financial condition are entirely dependent on the performance of members of the Group.
B.9	Profit forecast or estimate:	Not Applicable: the Issuer has not made any profit forecasts or estimates.
B.10	Qualifications in the Auditor's report:	Not Applicable: the audit reports on the Issuer's audited consolidated financial statements for the years ended 31 December 2010 and 31 December 2011 are unqualified.
B.12	Selected financial information:	<i>Group Statement of Comprehensive Income for the financial year ended 31 December 2011</i>



## Section B - Issuer

	2011 Reported in year US\$'000	2010 Reported in year US\$'000
Revenue	935,974	583,468
Cost of sales	(508,790)	(400,804)
Gross profit	<u>427,184</u>	<u>182,664</u>
Profit from operations before tax and finance income/(costs)	<u>377,464</u>	<u>65,788</u>
Profit before tax	<u>362,821</u>	<u>55,775</u>
Income tax	<u>(301,830)</u>	<u>(28,699)</u>
Profit for the year attributable to owners of the parent	<u>60,991</u>	<u>27,076</u>
Total comprehensive income for the year, attributable to owners of the parent	<u>58,391</u>	<u>27,076</u>

### *Group Balance Sheet at 31 December 2011*

	2011 US\$'000	2010 Restated
<b>ASSETS</b>		
Non-current assets	1,426,270	1,274,616
Current assets	<u>522,431</u>	<u>186,416</u>
<b>TOTAL ASSETS</b>	<u>1,948,701</u>	<u>1,461,032</u>
 <b>TOTAL EQUITY</b>	 <u>934,208</u>	 <u>882,896</u>
 Non-current liabilities	 <u>771,582</u>	 <u>434,807</u>
Current liabilities	<u>242,911</u>	<u>143,329</u>
<b>TOTAL LIABILITIES</b>	<u>1,014,493</u>	<u>578,136</u>
 <b>TOTAL EQUITY AND LIABILITIES</b>	 <u>1,948,701</u>	 <u>1,461,032</u>

### *Statement of Cash Flows for the financial year ended 31 December 2011*

	2011 US\$'000	2010 US\$'000
Profit before tax	362,821	55,775
Operating profit before working capital changes	<u>637,327</u>	<u>330,747</u>
Cash generated from operations	<u>656,332</u>	<u>267,738</u>

Section B - Issuer			
	Net cash flows from operating activities	636,285	262,609
	Net cash flows used in investing activities	(276,885)	(133,277)
	Net cash flows used in financing activities	(22,757)	(94,674)
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>336,643</b>	<b>34,658</b>
	<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>378,907</b>	<b>41,395</b>
<b>Group Statement of Comprehensive Income for six months ended 30 June 2012</b>			
		<b>2012</b>	<b>2011</b>
		<b>Reported</b>	<b>Reported</b>
		<b>In period</b>	<b>In period</b>
		<b>US\$'000</b>	<b>US\$'000</b>
		<b>Unaudited</b>	<b>Unaudited</b>
	Revenue	440,086	511,425
	Cost of sales	(240,083)	(288,199)
	Gross profit/(loss)	200,003	223,226
	Profit/(loss) from operations before tax and finance income/(costs)	188,540	212,211
	Profit/(loss) before tax	184,617	206,128
	Income tax	(58,161)	(183,440)
	Profit/(loss) for the period attributable to owners of the parent	126,456	22,688
	<b>Total comprehensive income for the period, attributable to owners of the parent</b>	<b>127,909</b>	<b>13,608</b>
<b>Group Balance Sheet at 30 June 2012</b>			
		<b>30 June</b>	<b>31</b>
		<b>2012</b>	<b>December</b>
		<b>US\$'000</b>	<b>US\$'000</b>
		<b>Unaudited</b>	<b>Audited</b>
	<b>ASSETS</b>		
	Non-current assets	1,983,456	1,426,270
	Current assets	322,938	522,431
	<b>TOTAL ASSETS</b>	<b>2,306,394</b>	<b>1,948,701</b>
	<b>TOTAL EQUITY</b>	<b>1,065,583</b>	<b>934,208</b>

Section B - Issuer																																															
		<table> <tr> <td>Non-current liabilities</td><td>892,600</td><td>771,582</td></tr> <tr> <td>Current liabilities</td><td>348,211</td><td>242,911</td></tr> <tr> <td><b>TOTAL LIABILITIES</b></td><td><b>1,240,811</b></td><td><b>1,014,493</b></td></tr> <tr> <td> <b>TOTAL EQUITY AND LIABILITIES</b></td><td> <b>2,306,394</b></td><td> <b>1,948,701</b></td></tr> </table> <p><b>Statement of Cash Flows for six months ended 30 June 2012</b></p> <table> <tr> <td></td><td><b>2012</b></td><td><b>2011</b></td></tr> <tr> <td></td><td><b>US\$'000</b></td><td><b>US\$'000</b></td></tr> <tr> <td></td><td><b>Unaudited</b></td><td><b>Audited</b></td></tr> <tr> <td>Profit before tax</td><td>184,617</td><td>206,128</td></tr> <tr> <td>Operating profit before working capital changes</td><td>292,333</td><td>332,781</td></tr> <tr> <td>Cash generated from operations</td><td>239,602</td><td>338,436</td></tr> <tr> <td>Net cash flows from operating activities</td><td>226,939</td><td>335,755</td></tr> <tr> <td>Net cash flows used in investing activities</td><td>(503,775)</td><td>(108,364)</td></tr> <tr> <td>Net cash flows used in financing activities</td><td>13,011</td><td>(1,542)</td></tr> <tr> <td> <b>NET(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b></td><td> <b>(263,825)</b></td><td> <b>225,849</b></td></tr> <tr> <td> <b>CASH AND CASH EQUIVALENTS AT 30 JUNE</b></td><td> <b>117,041</b></td><td> <b>265,672</b></td></tr> </table> <p><b>Material/Significant Change</b></p> <p>There has been no significant change in the financial or trading position of the Issuer or of the Group since 30 June 2012 and no material adverse change in the prospects of the Issuer or of the Group since 31 December 2011.</p>	Non-current liabilities	892,600	771,582	Current liabilities	348,211	242,911	<b>TOTAL LIABILITIES</b>	<b>1,240,811</b>	<b>1,014,493</b>	 <b>TOTAL EQUITY AND LIABILITIES</b>	 <b>2,306,394</b>	 <b>1,948,701</b>		<b>2012</b>	<b>2011</b>		<b>US\$'000</b>	<b>US\$'000</b>		<b>Unaudited</b>	<b>Audited</b>	Profit before tax	184,617	206,128	Operating profit before working capital changes	292,333	332,781	Cash generated from operations	239,602	338,436	Net cash flows from operating activities	226,939	335,755	Net cash flows used in investing activities	(503,775)	(108,364)	Net cash flows used in financing activities	13,011	(1,542)	 <b>NET(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	 <b>(263,825)</b>	 <b>225,849</b>	 <b>CASH AND CASH EQUIVALENTS AT 30 JUNE</b>	 <b>117,041</b>	 <b>265,672</b>
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<b>B.13</b>	<b>Recent material events particular to the Issuer's solvency:</b>	Not Applicable: there are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.																																													
<b>B.14</b>	<b>Extent to which the Issuer is dependent upon other entities within the Group:</b>	As the holding company of the Group, the Issuer's operating results and financial condition are entirely dependent on the performance of members of the Group.																																													
<b>B.15</b>	<b>Principal activities of the Issuer:</b>	The Issuer is the holding company of the Group which covers a full range of upstream activities, with a portfolio of production and development assets, together with appraisal and exploration opportunities.																																													

Section B - Issuer		
B.16	Extent to which the Issuer is directly or indirectly owned or controlled:	So far as the Issuer is aware, the Issuer is not directly or indirectly owned or controlled by any natural or legal person.
B.17	Credit ratings assigned to the Issuer or its debt securities:	<p><b>Programme summary:</b></p> <p>Not Applicable. Neither the Issuer nor any of its debt securities has been assigned any credit rating.</p>

Section C – Securities		
C.1	Type and class of the Notes:	<p><b>Programme summary:</b></p> <p><b>Type of Notes:</b></p> <p>The Notes described in this summary are debt securities which may be issued under the £500,000,000 Euro Medium Term Note Programme of EnQuest PLC arranged by Numis Securities Limited.</p> <p>Numis Securities Limited acts as arranger and dealer.</p> <p>The Issuer may from time to time terminate the appointment of any dealer under the Programme or appoint additional dealers either in respect of one or more Tranches or in respect of the whole Programme. References in this Prospectus to <b>"Permanent Dealers"</b> are to Numis Securities Limited and to such additional persons that are appointed as dealers in respect of the whole Programme (and whose appointment has not been terminated) and references to <b>"Dealers"</b> are to all Permanent Dealers and all persons appointed as a dealer in respect of one or more Tranches.</p> <p>The Notes will be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a <b>"Series"</b>) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a <b>"Tranche"</b>) on the same or different</p>

## Section C – Securities

issue dates. The specific terms of each Tranche (which will be completed, where necessary, with the relevant terms and conditions and, save in respect of the issue date, issue price, first payment of interest and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be completed in the final terms (the "Final Terms").

The Notes may be Fixed Rate Notes, Floating Rate Notes or Zero Coupon Notes, as specified below.

The Notes may be issued in bearer form ("**Bearer Notes**") or in registered form ("**Registered Notes**") only. Each Tranche of Bearer Notes will be represented on issue by a temporary Global Note if (i) definitive Notes are to be made available to Noteholders following the expiry of 40 days after their issue date or (ii) such Notes have an initial maturity of more than one year, otherwise such Tranche will be represented by a permanent Global Note. Registered Notes will be represented by Certificates, one Certificate being issued in respect of each Noteholder's entire holding of Registered Notes of one Series. Certificates representing Registered Notes that are registered in the name of a nominee for one or more clearing systems are referred to as "**Global Certificates**".

Notes have been accepted for clearance through the Euroclear and Clearstream, Luxembourg systems (which are the entities in charge of keeping the records) and, in relation to any Tranche, such other clearing system as may be agreed between the Issuer, the Issuing and Paying Agent, the Trustee and the relevant Dealer. The Common Code, the International Securities Identification Number (ISIN) and (where applicable) the identification number for any other relevant clearing system for each Series of Notes will be set out in the relevant Final Terms and issue specific summary.

On or before the issue date for each Tranche, the Global Note representing Bearer Notes or the Certificate representing Registered Notes may be deposited with a common depositary for Euroclear and Clearstream, Luxembourg. Global Notes or Certificates may also be deposited with any other clearing system or may be delivered outside any clearing system provided that the method of such delivery has been agreed in advance by the Issuer, the Issuing and Paying Agent, the Trustee and the relevant Dealer. Registered Notes that are to be credited to one or more clearing systems on issue will be registered in the name of nominees or a common nominee for such clearing systems.

In addition, in certain circumstances, investors may also hold interests in the Notes indirectly through Euroclear UK & Ireland Limited through the issuance of dematerialised depository interests issued, held, settled and transferred through CREST ("**CDIs**"). CDIs represent interests in the relevant Notes underlying the CDIs; the CDIs are not themselves Notes. CDIs are independent securities distinct from the Notes, are constituted under English law and transferred through CREST and will be issued by

Section C – Securities		
		<p>CREST Depository Limited pursuant to the global deed poll dated 25 June 2001 (as subsequently modified, supplemented and/or restated). CDI holders will not be entitled to deal directly in the Notes.</p> <p><b>Issue specific summary:</b></p> <p>Series Number: 1</p> <p>Tranche Number: 1</p> <p>Aggregate Nominal Amount:</p> <p>(iii) Series: The aggregate nominal amount of the Notes to be issued (the "<b>Aggregate Nominal Amount</b>") will depend, among other things, on the amount of Notes for which indicative offers to subscribe are received during the Offer Period and will be specified in an announcement (the "<b>Final Terms Confirmation Announcement</b>") to be published shortly after expiry of the Offer Period.</p> <p>(iv) Tranche: As per "<b>Series</b>" above.</p> <p>Method of distribution: Non-syndicated</p> <p>Name of Manager: Numis Securities Limited</p> <p>Form of Notes: Registered Notes:</p> <p>Global Certificate exchangeable for definitive Certificate in the limited circumstances specified in the Global Certificate.</p> <p>CREST Depository Interests ("<b>CDIs</b>") representing the Notes may also be issued in accordance with the usual procedures of Euroclear UK &amp; Ireland Limited ("<b>CREST</b>").</p> <p>ISIN Code: XS0880578728</p> <p>Common Code: 088057872</p> <p>Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): The Notes will settle in Euroclear and Clearstream, Luxembourg. The Notes will also be made eligible for CREST via the issue of CDIs.</p>
C.2	Currencies:	<p><b>Programme summary:</b></p> <p>Subject to compliance with all relevant laws, regulations and directives,</p>

Section C – Securities		
		Notes may be issued in any currency agreed between the Issuer and the relevant Dealer at the time of issue.
		<p><b>Issue specific summary:</b></p> <p>The Specified Currency of Pounds Sterling ("£") the Notes to be issued is:</p>
C.5	A description of any restrictions on the free transferability of the Notes:	<p><b>Programme summary:</b></p> <p>The primary offering of any Notes will be subject to offer restrictions in the United States, the European Economic Area (including the United Kingdom), Japan, Jersey, Guernsey and the Isle of Man and to any applicable offer restrictions in any other jurisdiction in which such Notes are offered.</p> <p>With respect to the United States, the Issuer is Category 2 for the purposes of Regulation S under the Securities Act, as amended.</p> <p>The Notes will be issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(D) (the "<b>D Rules</b>") unless (i) the relevant Final Terms states that Notes are issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(C) (the "<b>C Rules</b>") or (ii) the Notes are issued other than in compliance with the D Rules or the C Rules but in circumstances in which the Notes will not constitute "registration required obligations" under the United States Tax Equity and Fiscal Responsibility Act of 1982 ("<b>TEFRA</b>"), which circumstances will be referred to in the relevant Final Terms as a transaction to which TEFRA is not applicable.</p> <p>Subject thereto, the Notes will be freely transferable.</p> <p><b>Issue specific summary:</b></p> <p>The primary offering of any Notes will be subject to offer restrictions in the United States, the European Economic Area (including the United Kingdom), Japan, Jersey, Guernsey and the Isle of Man and to any applicable offer restrictions in any other jurisdiction in which such Notes are offered.</p> <p>US Selling Restrictions (Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2; TEFRA not applicable</p>
C.8	Description of the rights attached to the Notes:	<p><b>Programme summary:</b></p> <p><b>Issue Price:</b></p> <p>Notes may be issued at their nominal amount or at a discount or premium to their nominal amount.</p> <p><b>Ranking (status):</b></p> <p>Notes will constitute unsubordinated and (subject to the provisions of the</p>



## Section C – Securities

Issuer's negative pledge below) unsecured obligations of the Issuer and will at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Notes will (save for such exceptions as may be provided by applicable law and subject to the negative pledge provisions) at all times rank at least equally with all other unsecured and unsubordinated indebtedness of the Issuer, present or future.

### **Negative pledge:**

The terms of the Notes will contain a negative pledge provision to the effect that, so long as any Note remains outstanding, the Issuer will not, and will ensure that none of its subsidiaries will, create or have outstanding any mortgage, charge, pledge, lien or other security interest upon the whole or any part of its present or future undertaking, assets or revenues to secure any Relevant Indebtedness or any guarantee of Relevant Indebtedness, without at the same time or prior thereto according to the Notes the same security or such other security as either the Trustee will deem not materially less beneficial to the interests of the Noteholders or will be approved by an extraordinary resolution of the Noteholders.

**"Relevant Indebtedness"** means any indebtedness which is in the form of, or represented by, bonds, notes, debentures, loan stock, or other securities which for the time being are listed, quoted or dealt in or traded on any stock exchange or over-the-counter or other securities market.

### **Financial covenants:**

For so long as any Note or Coupon remains outstanding, the Issuer shall ensure that, as at each Reference Date, (i) the Leverage Ratio is less than 3.0 : 1.0; and (ii) the ratio of EBITDA to Finance Charges for the period of 12 months ending on such Reference Date is not less than 4.0 : 1.0.

### **Events of default:**

The Conditions contain Events of Default including those relating to (a) non-payment, (b) breach of other obligations, (c) cross-acceleration, (d) enforcement proceedings, (e) security enforcement, (f) insolvency, (g) winding-up, (h) lack of authorisations and consents, and (i) illegality. The provisions include certain minimum thresholds and grace periods. In addition, Trustee certification that certain events would be materially prejudicial to the interests of the Noteholders is required before certain events will be deemed to constitute Events of Default.

### **Withholding tax:**

All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by the United Kingdom or any authority thereof or therein having power to tax, unless required by law. In the event that any such deduction is made, the Issuer will, save in certain limited circumstances, be required to pay additional amounts to



Section C – Securities						
		<p>cover the amounts so deducted.</p> <p>All payments in respect of the Notes will be subject in all cases to any fiscal or other laws and regulations applicable thereto in the place of payment.</p> <p><b>Meetings:</b></p> <p>The Conditions of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p><b>Modification of the Trust Deed:</b></p> <p>The Trustee may agree, without the consent of the Noteholders or Couponholders, to (i) any modification of any of the provisions of the Trust Deed that is in its opinion of a formal, minor or technical nature or is made to correct a manifest error, and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed that is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders.</p> <p><b>Governing law:</b></p> <p>The Notes will be governed by, and construed in accordance with, English law.</p>				
C.9	Interest, maturity and redemption provisions, yield and representative of the Noteholders:	<p><b>INTEREST</b></p> <p><b>Interest rates, interest accrual and payment dates</b></p> <p>Notes may or may not bear interest. Interest-bearing Notes will either bear interest payable at a fixed rate or a floating rate. Interest will be payable on such date or dates as may be specified below.</p> <p><b>Fixed Rate Notes</b></p> <p>Fixed interest will be payable in arrear at the rate(s) and on the date or dates in each year specified below.</p> <p><b>Issue specific summary:</b></p> <table><tr><td>Rate(s) of Interest:</td><td>5.50 per cent. per annum payable semi-annually in arrear on each Interest Payment Date</td></tr><tr><td>Interest Payment Date(s):</td><td>15 February and 15 August in each year from and including 15 August 2013 to and including the Maturity Date</td></tr></table> <p><b>Floating Rate Notes:</b></p> <p>Floating Rate Notes will bear interest determined separately for each</p>	Rate(s) of Interest:	5.50 per cent. per annum payable semi-annually in arrear on each Interest Payment Date	Interest Payment Date(s):	15 February and 15 August in each year from and including 15 August 2013 to and including the Maturity Date
Rate(s) of Interest:	5.50 per cent. per annum payable semi-annually in arrear on each Interest Payment Date					
Interest Payment Date(s):	15 February and 15 August in each year from and including 15 August 2013 to and including the Maturity Date					

Section C – Securities		
		<p>Series either:</p> <p>(xiv) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc. ("<b>ISDA Determination</b>") or</p> <p>(xv) by reference to a reference rate (LIBOR or EURIBOR), if applicable, as adjusted for any specified margin ("<b>Screen Rate Determination</b>"),</p> <p>all as specified below. Applicable accrual periods will be as specified below.</p> <p><b>Issue specific summary:</b></p> <p>The Notes to be issued are not Floating Rate Notes.</p> <p><b>Zero Coupon Notes:</b></p> <p>Zero Coupon Notes may be issued at their nominal amount or at a discount to it and will not bear interest.</p> <p><b>Issue specific summary:</b></p> <p>The Notes to be issued are not Zero Coupon Notes.</p> <p><b>REDEMPTION</b></p> <p><b>Maturity:</b></p> <p>The relevant maturity date for a Tranche of Notes is specified below. The redemption amount payable at maturity of the Notes is specified below.</p> <p><b>Issue specific summary</b></p> <p>The maturity date for the Notes shall be 15 February 2022.</p> <p>Unless redeemed or purchased and cancelled earlier, the Issuer will redeem the Notes on the Maturity Date at an amount equal to 100 per cent. of the nominal amount of the Notes.</p> <p><b>Early Redemption:</b></p> <p>The Issuer may elect to redeem the Notes prior to the maturity date in certain circumstances for tax reasons.</p> <p>In addition, if so specified below, the Notes may be redeemed prior to their maturity date in certain circumstances, including pursuant to an Issuer call option and/or or an investor put option.</p> <p><b>Optional redemption</b></p> <p>If so specified in the Final Terms in respect of an issue of Notes, if a Change of Control Put Event occurs, a holder of a Note will have the option to require the Issuer to redeem such Note at its principal amount, together with any accrued interest thereon.</p> <p><b>Issue specific summary</b></p> <p>Issuer Call Option (Condition      Applicable</p>

### Section C – Securities

6(d):

Optional Redemption Date(s):	At any time, in accordance with Condition 6(d)
Optional Redemption Amount(s):	Make-Whole Amount
(i) Condition 6(b) applies	Not Applicable
(ii) Make-Whole Amount:	Applicable
Quotation Time:	11.00 a.m. (London time)
Determination Date:	The second business day in London prior to the relevant Optional Redemption Date
Reference Bond:	4.00 per cent. United Kingdom Government Treasury Stock due 7 March 2022
Redemption Margin:	0.50 per cent.
If redeemable in part:	Not Applicable
Notice period:	Minimum period: 15 days Maximum period: 30 days
Investor Put Option (Condition 6(e)):	Not Applicable
Change of Control Put Option (Condition 6(f)):	Applicable

**Indication of Yield:**

The yield in respect of each issue of Fixed Rate Notes will be calculated on the basis of the Issue Price using the following formula:

$$P = \frac{C}{r} (1 - (1+r)^{-n}) + A(1+r)^{-n}$$

Where:

- "P" is the Issue Price of the Notes;
- "C" is the annualised Interest Amount;
- "A" is the Redemption Amount of the Notes;
- "n" is time to maturity in years; and
- "r" is the annualised yield.

The yield must be calculated by iteration.

As an example, if an investor knows that the Redemption Amount will be 100 per cent. (i.e. the Notes will be redeemed by the Issuer at par

Section C – Securities		
		<p>on the Maturity Date), the Interest Amount is five per cent. (i.e. the coupon), the number of interest periods per annum is one (i.e. interest is paid on the Notes once a year) and he wishes to calculate the yield on Notes with an Issue Price of 99.81 per cent. (this amount will be disclosed in the relevant Final Terms) and the number of interest periods to maturity is three (i.e. there are three interest payments due to be made before the Notes are repaid on the Maturity Date), then, using the following formula:</p> $99.81 = \frac{1 \times 5}{r} \left( 1 - \left( 1 + \frac{r}{1} \right)^{-3} \right) + 100 \left( 1 + \frac{r}{1} \right)^{-3}$ <p>a first estimate (which is a guess) of yield as being: <math>r = 5.05</math> (to be expressed as a percentage of one), would show an issue price of 99.864, as per the following calculation:</p> $\frac{1 \times 5}{0.0505} \left( 1 - \left( 1 + \frac{0.0505}{1} \right)^{-3} \right) + 100 \left( 1 + \frac{0.0505}{1} \right)^{-3} = 99.864$ <p>The investor would therefore have discovered that a yield of 5.05 must relate to a higher Issue Price than the given 99.81. For the second estimate, the investor would choose a higher yield in order to come closer to 99.81. The revised second estimate (this time a more informed guess) of <math>r = 5.07</math> would, when input into the same formula, lead to the actual Issue Price 99.81, as follows:</p> $\frac{1 \times 5}{0.0507} \left( 1 - \left( 1 + \frac{0.0507}{1} \right)^{-3} \right) + 100 \left( 1 + \frac{0.0507}{1} \right)^{-3} = 99.81$ <p>Therefore, the investor would have discovered by iteration that the yield in this scenario is 5.07 per cent. per annum.</p> <p>The Yield on the Issue Date will be disclosed in the relevant Final Terms. Yield is not an indication of future price.</p> <p><b>Issue specific summary</b></p> <p>Yield: 5.50 per cent.</p> <p><b>Trustee:</b></p> <p>The Issuer has appointed U.S. Bank Trustees Limited to act as trustee for the holders of Notes.</p> <p><b>Issuing and Paying Agent:</b></p> <p>The Issuer has appointed Elavon Financial Services Limited to act as the Issuing and Paying Agent.</p>
C.10	Derivative component in interest payments:	Not Applicable – there is no derivative component in the interest payments made in respect of any Notes issued under the Programme.
C.11	Listing and	<b>Programme summary:</b>

Section C – Securities		
	<b>Admission to Trading:</b>	<p>Application has been made to list Notes issued under the Programme on the Official List and to admit them to trading on the Market. As specified in the relevant Final Terms, a Series of Notes may be unlisted.</p> <p>Notes may be admitted to trading on the electronic order book for retail bonds on the London Stock Exchange's regulated market.</p> <p><b>Issue specific summary:</b></p> <p>Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the order book for retail bonds of the regulated market of the London Stock Exchange with effect from or about 15 February 2013.</p>

Section D - Summary Risk Factors		
D.2	<b>Key information on the key risks that are specific to the Issuer:</b>	<ul style="list-style-type: none"> <li>• Production is critical to the Issuer's success and a reduction in net production revenue would adversely affect its acquisition, development and exploration activities and financial condition. Production may be affected as a result of drilling on uncertain sub-surfaces, operating in difficult environments with mature equipment and the potential for significant unexpected shutdowns.</li> <li>• The Issuer's business is materially affected by the prices obtainable for oil and gas. Any material decline in prices could have an adverse impact on the Issuer's performance and financial condition.</li> <li>• Failure to develop contingent and prospective resources or secure new licences and/or asset acquisitions and realise their expected value on budget and on schedule may have a material impact on the Issuer's business, financial condition and results of operations.</li> <li>• The Issuer needs to generate sufficient cash or raise finance to achieve growth. This financing may not be available.</li> <li>• The Issuer's success is dependent upon its ability to attract and retain key personnel who have expertise in the areas of exploration and development, operations, engineering, business development, oil and gas marketing, finance and accounting.</li> <li>• The Issuer is reliant on the regulatory or fiscal environment in which it operates. Any change to this environment may have a material impact on the Issuer's business, financial condition and results of operations.</li> <li>• Non-alignment on various strategic decisions in joint ventures entered into by the Issuer, may result in operational or production inefficiencies or delay.</li> <li>• The Issuer operates in a competitive environment across many areas particularly relating to the acquisition of oil and gas assets, the marketing of oil and gas, the procurement of oil and gas services and access to human resources, which may cause the Issuer's revenue to decline over time.</li> </ul>

Section D - Summary Risk Factors		
		<ul style="list-style-type: none"> <li>• The Issuer's operations are subject to liabilities arising from health and safety matters, including operational safety, personal health and safety, compliance with regulatory requirements and potential environmental harm.</li> <li>• The reputational and commercial exposures of the Issuer to a major offshore incident are significant. If any member of the Group suffered a major offshore incident, this may have a material negative impact on the Issuer's reputation and performance.</li> </ul>
D.3	Key information on the key risks that are specific to the Notes:	<p>There are also risks associated with specific types of Notes, and with the Notes and the markets generally, as follows:</p> <ul style="list-style-type: none"> <li>• The Group has a revolving credit facility whereby the Issuer has granted security to the lenders over the shares it holds in various subsidiaries which hold petroleum assets as well as floating charges over its own and those subsidiaries' assets. The lenders will therefore have priority over the Noteholders in relation to these secured assets and, for example, should the Issuer become subject to insolvency proceedings, the lenders, as secured creditors, would be paid the debt owed to them in full ahead of the Noteholders, as unsecured creditors as a result of which the Noteholders may not get all of their money back.</li> <li>• An optional redemption feature of Notes is likely to limit their market value; the market value is unlikely to rise above the redemption price during any period when the Issuer may elect to redeem the Notes. In addition, the Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes; at those times, an investor may only be able to reinvest its money at a significantly lower rate.</li> <li>• The terms and conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.</li> <li>• If a payment to an individual were to be made or collected through an EU Member State which has opted for a withholding system and an amount of, or in respect of, tax were to be withheld from that payment pursuant to the EC Council Directive 2003/48/EC on the taxation of savings income (the "<b>Savings Directive</b>") or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26-27 November 2000 on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to such Directive, neither the Issuer nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax.</li> </ul>



Section D - Summary Risk Factors		
		<ul style="list-style-type: none"> <li>Notes may have no established trading market when issued, and one may never develop, or may be illiquid. In such case, investors may not be able to sell their Notes easily or at favourable prices.</li> <li>Investors in CDIs will have an interest in a separate legal instrument and will not be the legal owners of the Notes in respect of which the CDIs are issued. Accordingly, rights under the Underlying Notes cannot be enforced by CDI Holders except indirectly through the intermediary depositaries and custodians. Further, such investor will be subject to provisions outside of, and different from, the Notes by virtue of its holding CDIs issued by the CREST Depository.</li> </ul>

Section E - Offer:		
<b>E.2b</b>	<b>Reasons for the offer and use of proceeds:</b>	<p><b>Programme summary:</b></p> <p>The net proceeds from the issue of each Tranche of Notes will be applied by the Issuer for general corporate purposes. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Final Terms.</p> <p><b>Issue specific summary:</b></p> <p>Reasons for the offer: General corporate purposes.</p> <p>Use of proceeds: The net proceeds from the issue of the Notes will be applied by the Issuer for its general corporate purposes.</p>
<b>E.3</b>	<b>Terms and Conditions of the Offer:</b>	<p><b>Programme summary:</b></p> <p>The terms and conditions of each offer of Notes will be determined by agreement between the Issuer and the relevant Dealers at the time of issue and specified in the applicable Final Terms. An investor intending to acquire or acquiring any Notes in a Public Offer from an offeror other than the Issuer will do so, and offers and sales of such Notes to an investor by such offeror will be made, in accordance with any terms and other arrangements in place between such offeror and such investor including as to price, allocations, expenses and settlement arrangements. The investor must look to the relevant Authorised Offeror for the provision of such information and the Authorised Offeror will be responsible for such information. The Issuer has no responsibility or liability to an investor in respect of such information.</p> <p><b>Issue specific summary:</b></p> <p><b>Offer Price:</b></p> <p>The Notes will be issued at the Issue Price. Any investor intending to acquire any Notes from an Authorised Offeror will do so at the Issue Price subject to and in accordance with any terms and other</p>

## Section E - Offer:

arrangements in place between such Authorised Offeror and such investor, including as to price, allocations and settlement arrangements. Neither the Issuer nor the Manager is party to such arrangements with investors and accordingly investors must obtain such information from the relevant Authorised Offeror. Neither the Issuer nor the Manager has any responsibility to an investor for such information.

### ***Conditions to which the offer is subject:***

The issue of the Notes will be (i) conditional upon the Subscription Agreement being signed by the Issuer and the Manager and (ii) subject to the terms of the Subscription Agreement which will in certain circumstances entitle the Manager to be released and discharged from its obligations under the Subscription Agreement prior to the issue of the Notes.

### ***Description of the application process:***

Applications to purchase Notes cannot be made directly to the Issuer. Notes will be issued to the investors in accordance with the arrangements in place between the relevant Authorised Offeror and such investor, including as to application process, allocations and settlement arrangements.

Investors will be notified by the relevant Authorised Offeror of their allocations of Notes and the settlement arrangements in respect thereof as soon as practicable after the Final Terms Confirmation Announcement is made, which will be after the Offer Period has ended.

After the closing time and date of the Offer Period no Notes will be offered for sale (i) by or on behalf of the Issuer or (ii) by the Authorised Offerors (in their capacity as Authorised Offerors) except with the consent of the Issuer.

Investors may not be allocated all of the Notes for which they apply, for example if the total amount of orders for the Notes exceeds the aggregate amount of the Notes ultimately issued.

### ***Details of the minimum and/or maximum amount of application:***

The minimum subscription per investor is £2,000 in nominal amount of the Notes.

### ***Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:***

There will be no refund as investors will not be required to pay for any Notes until any application for Notes has been accepted and the Notes allotted.

### ***Details of the method and time limits for paying up and delivering the Notes:***

The Notes will be issued on the Issue Date against payment to the Issuer by the Manager of the subscription moneys (less any amount of



#### Section E - Offer:

fees that the Issuer and the Manager agree should be deducted from the subscription moneys). Investors will be notified by their relevant Authorised Offeror of their allocations of Notes (if any) and the settlement arrangements in respect thereof.

***Manner in and date on which results of the offer are to be made public:***

The results of the offer will be specified in the Final Terms Confirmation Announcement published by the Issuer after the Offer Period via a Regulatory Information Service (expected to be the Regulatory News Service operated by the London Stock Exchange) prior to the Issue Date; such announcement is currently expected to be made on or around 8 February 2013.

***Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:***

Not Applicable.

***Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:***

Notes may be offered by the Authorised Offerors to the public in the United Kingdom, Jersey, Guernsey and the Isle of Man during the Offer Period.

***Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:***

Investors will be notified by their relevant Authorised Offeror of their allocations of Notes (if any). No arrangements have been put in place by the Issuer as to whether dealings may begin before such notification is made. Accordingly, whether investors can commence dealing before such notification will be as arranged between the relevant investor and the relevant Authorised Offeror.

***Amount of any expenses and taxes specifically charged to the subscriber or purchaser:***

No expenses or taxes upon issue will be allocated by the Issuer to any investor. Any investor intending to acquire any Notes from an Authorised Offeror will do so in accordance with any terms and other arrangements in place between the Authorised Offeror and such investor, including as to price, allocations and settlement arrangements. Neither the Issuer nor the Manager is party to such arrangements with investors and accordingly investors must obtain such information from the relevant Authorised Offeror. Neither the Issuer nor the Manager has any responsibility to an investor for such information.

***Name(s) and address(es), to the extent known to the Issuer, of the***

## Section E - Offer:

### *placers in the various countries where the offer takes place:*

The Initial Authorised Offerors identified below and any additional financial intermediaries who obtain the Issuer's consent to use the Prospectus in connection with the Public Offer and who are identified on the website of the Issuer ([www.enquest.com/retailbonds](http://www.enquest.com/retailbonds)) as additional authorised offerors (the "**Additional Authorised Offerors**" and, together with the Initial Authorised Offerors, the "**Authorised Offerors**").

The following financial intermediaries are, together with the Manager, the "**Initial Authorised Offerors**":

Barclays Stockbrokers Limited  
1 Churchill Place  
London E14 5HP

Brewin Dolphin Limited (trading as Stocktrade)  
12 Smithfield Street  
London EC1A 9BD

Brown Shipley  
Founders Court  
Lothbury  
London EC2R 7HE

Killik & Co LLP  
46 Grosvenor Street  
London W1K 3HN

NCL Investments Limited (trading as Smith and Williamson Securities)  
25 Moorgate  
London EC2R 6AY

Redmayne-Bentley LLP  
9 Bond Court  
Leeds LS1 2JZ

RIA Capital Markets  
County House  
20-22 Torphichen Street  
Edinburgh EH3 8JB

Talos Securities Limited (trading as Selftrade)  
Boatman's House  
2 Selsdon Way  
London E14 9LA

*Name(s) and address(es) of the entities which have a firm commitment to act as intermediaries in secondary market trading, providing liquidity through bid and offer rates and description of the main terms of its/their commitment.*

Numis Securities Limited will be appointed as registered market maker through ORB ([www.londonstockexchange.com/exchange/prices-and-](http://www.londonstockexchange.com/exchange/prices-and-)

Section E - Offer:		
		<a href="#">markets/retail-bonds/retail-bonds-search.html</a> ) when the Notes are issued.
E.4	Interests of natural and legal persons involved in the issue of the Notes:	<p><b>Programme summary:</b></p> <p>The relevant Dealer(s) may be paid fees in relation to any issue of Notes under the Programme. Any such Dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its respective affiliates in the ordinary course of business.</p> <p><b>Issue specific summary:</b></p> <p>Save for any fees payable to the Manager as discussed under "Subscription and Sale" and the fees payable to Authorised Offerors, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.</p>
E.7	Estimated expenses charged to the investor by the Issuer or the offeror:	<p><b>Programme summary:</b></p> <p>There are no expenses charged to the investor by the Issuer. Any investor intending to acquire any Notes from a bank, financial intermediary or other entity (including an Authorised Offeror) other than a Dealer in its capacity as such will do so in accordance with any terms and other arrangements in place between the seller or distributor and such investor, including as to price and any expenses that may be payable, allocations and settlement arrangements. Neither the Issuer nor any of the Dealers are party to such terms or other arrangements.</p> <p><b>Issue specific summary:</b></p> <p>The Issuer estimates that, in connection with the sale of Notes to an investor, the expenses charged by the Specified Authorised Offeror(s) to such investor will be up to 1.75 per cent. of the aggregate principal amount of the Notes sold to such investor.</p>

