

EnQuest PLC

This supplement (the “**Supplement**”) to the prospectus dated 24 January 2013 (the “**Prospectus**”) constitutes a supplementary prospectus for the purpose of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and it has been prepared in connection with the £500,000,000 Euro Medium Term Note Programme (the “**Programme**”) of EnQuest PLC (the “**Issuer**”). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and, where applicable, the Final Terms (as defined below).

The purpose of this Supplement is:

1. to provide additional disclosure following an operational update published by the Issuer relating to a) production in 2012, b) an increase in the scope and specification of the Alma/Galia project, and c) the Issuer's Board approval of the sanctioning of the next phase of the Thistle late life extension project;
2. to draw to the attention of investors that the consideration payable by KUFPEC UK Limited (“**KUFPEC**”) to EnQuest Heather Limited (“**EnQuest Heather**”) in respect of the disposal of certain interests in the Alma field and Galia field, was incorrectly stated in the Prospectus and to correct this inaccuracy by providing the correct information; and
3. to draw to the attention of investors that the amount specified as being the fixed coupon amount, as set out in the Final Terms dated 24 January 2013 (the “**Final Terms**”) published in respect of the offer of Sterling denominated 5.50 per cent. Notes (the “**Notes**”) due 15 February 2022 proposed to be issued by the Issuer pursuant to the Programme, was incorrectly stated in the Prospectus and to correct this inaccuracy by providing the correct information.

Recent Developments

On 4 February 2013, the Issuer published the following operational update which contains information relating to a) production in 2012, b) an increase in the scope and specification of the Alma/Galia project, and c) the Issuer's Board approval of the sanctioning of the next phase of the Thistle late life extension project:

"Production Summary

EnQuest had another good operational performance during 2012, with average daily production of 22,802 Boepd, which compares with the guidance range of average production of 20,000 to 24,000 Boepd and reflected good year end production performances from all of EnQuest's fields.

Alma/Galia and Thistle Field Approvals

EnQuest's Board has approved an increase in the scope and specification of the Alma/Galia project with the objective of extending the field life, optimising operating costs and enabling a potential second phase development. These changes, which are subject to the normal partner approval process, are expected to extend the FPSO vessel life materially (up to 15 years), and to add additional wells in any second development phase. With the extended field life, the gross field 2P reserves are increased from 29 MMBoe to 34 MMBoe as audited by Gaffney Cline for the existing first phase of development which excludes possible

incremental 2C resources for a second phase. Results of all wells drilled to date have been at or better than prognosis. EnQuest will review effects of the well results on reserves, after all wells are completed and analysed.

These improvements in adding swivel capacity and extending vessel and project life are expected to increase the gross capital expenditure for the project by approximately \$200m. This includes \$100m of costs relating to compliance with recent UKCS marine code changes which require upgrades to the mooring system and strengthening of the swivel and vessel hull. In addition, ongoing operations have been impacted by weather related and other cost factors which have resulted in an increase of approximately \$100m to the previous capital expenditure estimates. The gross capital expenditure for the Alma/Galia project, in which EnQuest has a 65% working interest, is now expected to total \$1.2bn, plus \$0.1bn in contingency and growth allowances.

In spite of the capital cost increases, the benefits of the extended life related reserves increase and operational improvements to the project will have a positive net present value impact on EnQuest in the first phase of the development. The improvements also create increased potential for additional reserves and value in a potential second phase.

EnQuest's Board has also approved the sanctioning of the next phase of the Thistle late life extension project, facilitated as it has been by its qualification for the Brown Field Allowances programme announced by the Government late in 2012."

Amendment to the Material Contracts section in the Prospectus

In the Prospectus, it was stated that KUFPEC would pay an additional contribution to operating costs of US\$647 million each month for a period of 36 months commencing on the first working day of the month following the date of first production from the fields. This was an inaccuracy and it should have been stated that KUFPEC would pay an additional contribution to operating costs of US\$647,000 each month for a period of 36 months commencing on the first working day of the month following the date of first production from the fields.

Amendment to Final Terms

The Final Terms previously stated that the Fixed Coupon Amount is £2.25 per Calculation Amount. This was an inaccuracy and they should have stated that the Fixed Coupon Amount is £2.75 per Calculation Amount.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Prospectus or the Final Terms, as the case may be, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen since the publication of the Prospectus.

In accordance with Sections 87Q(4) – (6) of the FSMA, investors who have agreed to purchase or subscribe for Notes before the Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances, which right shall therefore expire at the close of business on 8 February 2013. Investors wishing to withdraw their acceptances should contact their brokers for details of how to exercise this right.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.