

Company Number: 04550389

**ENSCO U.K. LIMITED**

(the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTION**

22/09 2016 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution"):

**SPECIAL RESOLUTION**

THAT the share capital of the Company be reduced by reducing by USD \$1,221,000,000 the share premium account of the Company AND THAT the amount by which the share capital is reduced be credited as a distributable reserve of the Company.

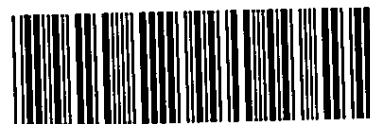
Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

**BY ORDER OF THE BOARD**

Director

6343587-v3/LONCMS

MONDAY



"L5GCOWOG"

LD1

26/09/2016

#39

COMPANIES HOUSE

WE, THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date ~~HEREBY~~ IRREVOCABLY AGREE to the Resolution.



duly authorised signatory  
for and on behalf of  
**ENSCO OVERSEAS LIMITED**

Dated 22 September

#### NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy to Martha Patterson at Ensco, 5847 San Felipe, Suite 3300, Houston, TX 77057, USA. Please also send a signed pdf copy to [M.Patterson@ensco plc.com](mailto:M.Patterson@ensco plc.com) and Kacey.O'Driscoll@Bakermckenzie.com.
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, by within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
- 4 A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.
- 5 A copy of this document was sent to the Company's auditors on the Circulation Date