

# SH10

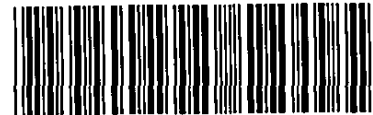
## Notice of particulars of variation of rights attached to shares



☒ **What this form is for**  
You may use this form to give notice  
of particulars of variation of rights  
attached to shares.

☐ **What this form is NOT for**  
You cannot use this form to  
give notice of particulars of variation of  
class rights of members. To  
do this please use form SH12.

WEDNESDAY



\*ANV83GFY\*

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06/01/2010

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COMPANIES HOUSE

### 1 Company details

Company number 7 0 2 3 5 9 8

Company name in full Ensco International plc

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### 2 Date of variation of rights

Date of variation of rights d2 d3 m1 m2 y2 y0 y0 y9

### 3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation (See attached continuation page in relation to  
Class A Ordinary Shares)

**Continuation pages**  
Please use a continuation page if  
you need to enter more details.

### 4 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:  
Director ①, Secretary, Person authorised ②, Administrator, Administrative receiver,  
Receiver, Receiver manager, Charity commission receiver and manager, CIC  
manager.

① **Societas Europaea**  
If the form is being filed on behalf  
of a Societas Europaea (SE), please  
delete 'director' and insert details  
of which organ of the SE the person  
signing has membership.

② **Person authorised**  
Under either section 270 or 274 of  
the Companies Act 2006.

**SH10****Notice of particulars of variation of rights attached to shares****Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Stuart Chatfield (Ref: SXC)**

Company name **Baker & McKenzie LLP**

Address **100 New Bridge Street**

Post town **London**

Country/Region

Postcode **E C 4 V 6 J A**

Country **United Kingdom**

DX **233 Chancery Lane**

Telephone **020 7919 1000**

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ You have signed the form.

**Important information**

**Please note that all information on this form will appear on the public record.**

**Where to send**

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

# SH10 - continuation page

## Notice of particulars of variation of rights attached to shares

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### Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

In relation to the Class A Ordinary Shares (the "Class A Shares") with a par value of US\$0.10 each in the capital of Ensco International plc (the "Company"), every change, variation, modification or abrogation of the rights, privileges and restrictions attaching to the Class A Shares as a class of shares which will or may be effected:

1. By written resolutions of the Company passed on 15 December 2009, including in particular (but without prejudice to the generality of the foregoing) any such change, variation, modification or abrogation effected or deemed to be effected in accordance with the terms of the resolution numbered 5 set out therein so that the rights attaching to the Class A Shares become the rights attaching to the Class A Shares as set out in the new articles of association of the Company to be adopted pursuant to sub-paragraph (b) of the said resolution.

2. By written resolutions of the Company passed on 17 December 2009, including in particular (but without prejudice to the generality of the foregoing) any such change, variation, modification or abrogation effected or deemed to be effected by the approval, entry into and performance of the terms of:

(a) a proposed purchase agreement (the "Citi Purchase Agreement") between the Company and Citigroup Global Markets Inc. relating to the purchase by the Company of such number of Class A Shares as (when aggregated with the number of Class A Shares (if any) purchased under the Goldman Purchase Agreement (as defined below)) equals up to an aggregate of 119,000,000 Class A Shares at prices to be set in accordance with the terms of the Citi Purchase Agreement; and

(b) a proposed purchase agreement (the "Goldman Purchase Agreement") between the Company and Goldman, Sachs & Co. relating to the purchase by the Company of such number of Class A Shares as (when aggregated with the number of Class A Shares (if any) purchased under the Citi Purchase Agreement (as defined above)) equals up to an aggregate of 119,000,000 Class A Shares at prices to be set in accordance with the terms of the Goldman Purchase Agreement.