

# ENSCO PLC

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/23/12

|             |                                   |
|-------------|-----------------------------------|
| Telephone   | 4402076594660                     |
| CIK         | 0000314808                        |
| Symbol      | ESV                               |
| SIC Code    | 1381 - Drilling Oil and Gas Wells |
| Industry    | Oil Well Services & Equipment     |
| Sector      | Energy                            |
| Fiscal Year | 12/31                             |

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Enscopl**

(Exact name of registrant as specified in its charter)

**England and Wales**

(State or Other Jurisdiction of Incorporation or Organization)

**98-0635229**

(I.R.S. Employer Identification Number)

**6 Chesterfield Gardens**

**London England**

(Address of Principal Executive Offices)

**W1J 5BQ**

(Zip Code)

**Enscopl 2012 Long-Term Incentive Plan**

(Full Title of the Plan)

**BRADY K. LONG**

**Vice President, General Counsel and Secretary**

**5847 San Felipe, Suite 3300**

**Houston, Texas 77057**

**+1 (713) 789-1400**

(Name, address and telephone number, including area code, of agent for service)

*with a copy to:*

**Roger W. Bivans**

**Baker & McKenzie LLP**

**2001 Ross Avenue, Suite 2300**

**Dallas, Texas 75201**

**+1 (214) 978-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller reporting company

### CALCULATION OF REGISTRATION FEE

| <b>Title of each class of securities to be Registered</b> | <b>Amount to be registered(1)</b> | <b>Proposed maximum offering price per share(2)</b> | <b>Proposed maximum aggregate offering price(2)</b> | <b>Amount of registration fee</b> |
|---|-----------------------------------|---|---|-----------------------------------|
| Class A Ordinary Shares, par value US\$0.10 per share     | 14,000,000                        | \$48.05   | \$672,630,000                                       | \$77,083                          |

- (1) Class A Ordinary Shares of Ensco plc (the “Company” or the “Registrant”), US\$0.10 par value per share (the “Shares”), being registered hereby relate to the Ensco plc 2012 Long-Term Incentive Plan. Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional Shares in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act, based on the average high and low per share prices of the Shares as reported by the New York Stock Exchange on May 18, 2012.
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## **PART I**

### **INFORMATION REQUIRED IN THE 10(a) PROSPECTUS**

The documents containing the information specified in Part I of this registration statement on Form S-8 will be sent or given to the participants in the Ensco plc 2012 Long-Term Incentive Plan as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the "Commission"). These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The following documents that the Registrant has filed with the Commission are hereby incorporated by reference into this registration statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2011 (excluding the exhibits furnished as exhibits 32.1 and 32.2);
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (excluding the exhibits furnished as exhibits 32.1 and 32.2);
- (c) The Registrant's Definitive Proxy Statement on Schedule 14A filed on April 4, 2012;
- (d) The Registrant's Current Reports on Form 8-K filed May 31, 2011, January 13, 2012, January 13, 2012 and May 15, 2012; and
- (e) Description of Class A Ordinary Shares contained in the Registrant's Current Report on Form 8-K filed on May 15, 2012.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to the registration statement which indicates that all securities offered hereunder have been sold or which deregisters all shares then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

#### **Item 4. Description of Securities.**

Not applicable.

#### **Item 5. Interest of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Article 145 of the Registrant's articles of association (the "Articles") provides:

**145 INDEMNITY**

145.1 To the extent permitted by the Acts and without prejudice to any indemnity to which any person may otherwise be entitled, the Company shall:

(a) indemnify to any extent any person who is or was a director or officer of the Company, or a director or officer of any associated company, directly or indirectly (including by funding any expenditure incurred or to be incurred by him) against any loss or liability, whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company;

(b) indemnify to any extent any person who is or was a director or officer of an associated company that is a trustee of an occupational pension scheme, directly or indirectly (including by funding any expenditure incurred or to be incurred by him) against any liability incurred by him in connection with the company's activities as trustee of an occupational pension scheme;

(c) create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing paragraphs of this Article 145.1 to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

145.2 Where a person is indemnified against any liability in accordance with Article 145.1, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

Article 91 of the Articles provides:

**91 INSURANCE**

Subject to the provisions of the Acts, the board may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was a director, alternate director or officer of the Company or of any associated company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.

Section 232 of the Companies Act 2006 provides as follows:

**232 PROVISIONS PROTECTING DIRECTORS FROM LIABILITY**

(1) Any provision that purports to exempt a director of a company (to any extent) from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void.

(2) Any provision by which a company directly or indirectly provides an indemnity (to any extent) for a director of the company, or of an associated company, against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he is a director is void, except as permitted by—

(a) section 233 (provision of insurance),

(b) section 234 (qualifying third party indemnity provision), or

(c) section 235 (qualifying pension scheme indemnity provision).

(3) This section applies to any provision, whether contained in a company's articles or in any contract with the company or otherwise.

(4) Nothing in this section prevents a company's articles from making such provision as has previously been lawful for dealing with conflicts of interest.

Section 233 of the Companies Act 2006 provides as follows:

#### 233 PROVISION OF INSURANCE

Section 232(2) (voidness of provisions for indemnifying directors) does not prevent a company from purchasing and maintaining for a director of the company, or of an associated company, insurance against any such liability as is mentioned in that subsection.

Section 234 of the Companies Act 2006 provides as follows:

#### 234 QUALIFYING THIRD PARTY INDEMNITY PROVISION

(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying third party indemnity provision.

(2) Third party indemnity provision means provision for indemnity against liability incurred by the director to a person other than the company or an associated company. Such provision is qualifying third party indemnity provision if the following requirements are met.

(3) The provision must not provide any indemnity against—

(a) any liability of the director to pay—

(i) a fine imposed in criminal proceedings, or

(ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or

(b) any liability incurred by the director—

(i) in defending criminal proceedings in which he is convicted, or

(ii) in defending civil proceedings brought by the company, or an associated company, in which judgment is given against him, or

(iii) in connection with an application for relief (see subsection (6)) in which the court refuses to grant him relief.

(4) The references in subsection (3)(b) to a conviction, judgment or refusal of relief are to the final decision in the proceedings.

(5) For this purpose—

(a) a conviction, judgment or refusal of relief becomes final—

(i) if not appealed against, at the end of the period for bringing an appeal, or

(ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and

(b) an appeal is disposed of—

(i) if it is determined and the period for bringing any further appeal has ended, or

(ii) if it is abandoned or otherwise ceases to have effect.

(6) The reference in subsection (3)(b)(iii) to an application for relief is to an application for relief under—section 661(3) or (4) (power of court to grant relief in case of acquisition of shares by innocent nominee), or section 1157 (general power of court to grant relief in case of honest and reasonable conduct).

Section 235 of the Companies Act 2006 provides as follows:

#### 235 QUALIFYING PENSION SCHEME INDEMNITY PROVISION

(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying pension scheme indemnity provision.

(2) Pension scheme indemnity provision means provision indemnifying a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of the scheme.

Such provision is qualifying pension scheme indemnity provision if the following requirements are met.

(3) The provision must not provide any indemnity against—

(a) any liability of the director to pay—

(i) a fine imposed in criminal proceedings, or

(ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or

(b) any liability incurred by the director in defending criminal proceedings in which he is convicted.

(4) The reference in subsection (3)(b) to a conviction is to the final decision in the proceedings.

(5) For this purpose—

(a) a conviction becomes final—

(i) if not appealed against, at the end of the period for bringing an appeal, or

(ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and

(b) an appeal is disposed of—

(i) if it is determined and the period for bringing any further appeal has ended, or

(ii) if it is abandoned or otherwise ceases to have effect.

(6) In this section “occupational pension scheme” means an occupational pension scheme as defined in section 150(5) of the Finance Act 2004 (c. 12) that is established under a trust.

Section 239 of the Companies Act 2006 provides as follows:

#### 239 RATIFICATION OF ACTS OF DIRECTORS

(1) This section applies to the ratification by a company of conduct by a director amounting to negligence, default, breach of duty or breach of trust in relation to the company.

(2) The decision of the company to ratify such conduct must be made by resolution of the members of the company.

(3) Where the resolution is proposed as a written resolution neither the director (if a member of the company) nor any member connected with him is an eligible member.

(4) Where the resolution is proposed at a meeting, it is passed only if the necessary majority is obtained disregarding votes in favor of the resolution by the director (if a member of the company) and any member connected with him.

This does not prevent the director or any such member from attending, being counted towards the quorum and taking part in the proceedings at any meeting at which the decision is considered.

(5) For the purposes of this section—

(a) “conduct” includes acts and omissions;

(b) “director” includes a former director;

(c) a shadow director is treated as a director; and

(d) in section 252 (meaning of “connected person”), subsection (3) does not apply (exclusion of person who is himself a director).

(6) Nothing in this section affects—

(a) the validity of a decision taken by unanimous consent of the members of the company, or

(b) any power of the directors to agree not to sue, or to settle or release a claim made by them on behalf of the company.

(7) This section does not affect any other enactment or rule of law imposing additional requirements for valid ratification or any rule of law as to acts that are incapable of being ratified by the company.

Section 1157 of the Companies Act 2006 provides as follows:

#### 1157 POWER OF COURT TO GRANT RELIEF IN CERTAIN CASES

(1) If in proceedings for negligence, default, breach of duty or breach of trust against—

(a) an officer of a company, or

(b) a person employed by a company as auditor (whether he is or is not an officer of the company), it appears to the court hearing the case that the officer or person is or may be liable but that he acted honestly and reasonably, and that having regard to all the circumstances of the case (including those connected with his appointment) he ought fairly to be excused, the court may relieve him, either wholly or in part, from his liability on such terms as it thinks fit.

(2) If any such officer or person has reason to apprehend that a claim will or might be made against him in respect of negligence, default, breach of duty or breach of trust—

(a) he may apply to the court for relief, and

(b) the court has the same power to relieve him as it would have had if it had been a court before which proceedings against him for negligence, default, breach of duty or breach of trust had been brought.

(3) Where a case to which subsection (1) applies is being tried by a judge with a jury, the judge, after hearing the evidence, may, if he is satisfied that the defendant (in Scotland, the defender) ought in pursuance of that subsection to be relieved either in whole or in part from the liability sought to be enforced against him, withdraw the case from the jury and forthwith direct judgment to be entered for the defendant (in Scotland, grant decree of absolvitor) on such terms as to costs (in Scotland, expenses) or otherwise as the judge may think proper.

Under Section 250 of the Companies Act 2006, a “director” is defined to include “any person occupying the position of director, by whatever name called.” In our case, references in the Companies Act 2006 to a “director” would also include certain officers.

We have entered into deeds of indemnity with each director and executive officer and ENSCO International Incorporated (“EnSCO Delaware”) has entered into indemnification agreements with each of the directors and executive officers that previously served as directors or executive officers of EnSCO Delaware and now serve in such capacity for us (collectively, the “indemnity arrangements”). The indemnity arrangements generally provide that such persons will be indemnified to the fullest extent permitted by applicable law, including with respect to losses suffered or incurred by them, among others, arising out of or in connection with the person’s appointment as a director or officer or serving in such capacity for us or any other member of the EnSCO group, including EnSCO Delaware. The indemnity arrangements also provide for advancement of expenses to the directors and officers in connection with legal proceedings under the conditions described therein. The terms of the indemnity arrangements are subject to certain exceptions or exclusions to the extent required by applicable law, including the repayment of advancement of expenses in certain circumstances. EnSCO Delaware has also amended its bylaws and Certificate of Incorporation in furtherance of such indemnity arrangements to provide similar indemnification rights to such persons. Two directors are also entitled to indemnification rights pursuant to the bylaws of Pride International, Inc.

We will maintain directors and officers insurance coverage, which, subject to policy terms and limitations, will include coverage to reimburse the Company for amounts that it may be required or permitted by law to pay our directors or officers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

## Item 8. Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 4.1                | Articles of Association of Ensco International plc (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed on December 16, 2009, File No. 1-8097).              |
| 4.2                | Certificate of Incorporation on Change of Name (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on April 1, 2010, File No. 1-8097).                       |
| 4.3                | Ensco plc 2012 Long-Term Incentive Plan, dated effective January 1, 2012 (incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement filed on April 4, 2012, File No. 1-8097). |
| 5.1*               | Opinion of Baker & McKenzie LLP, London.  |
| 15.1*              | Letter Regarding Unaudited Interim Financial Information.   |
| 23.1*              | Consent of KPMG LLP, Independent Registered Public Accounting Firm of Ensco plc.  |
| 23.2*              | Consent of KPMG LLP, Independent Registered Public Accounting Firm of Pride International, Inc.   |
| 23.3*              | Consent of Baker & McKenzie LLP, London (included in its opinion filed as Exhibit 5.1 hereto).  |
| 24.1*              | Power of Attorney (included in the signature page to this registration statement).  |

\* Filed herewith.

## Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that the undertakings set forth in paragraphs (i), (ii) and (iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, England, on May 22, 2012.

### ENSCO PLC

By: /s/ Brady K. Long  
Brady K. Long  
Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature to this registration statement appears below hereby appoints Daniel W. Rabun, James W. Swent III and Brady K. Long, jointly and severally, as his or her attorneys-in-fact, to sign on his or her behalf, individually and in the capacities stated below, and to file any and all amendments and post-effective amendments to this registration statement, which amendment or amendments may make such changes and additions as such attorney-in-fact may deem necessary or appropriate.

| <b>Signature</b>                                      | <b>Title</b>  | <b>Date</b>  |
|---|---|--------------|
| <u>/s/ Daniel W. Rabun</u><br>Daniel W. Rabun         | Chairman, President and Chief<br>Executive Officer                      | May 22, 2012 |
| <u>/s/ James W. Swent III</u><br>James W. Swent III   | Senior Vice President and Chief<br>Financial Officer                    | May 22, 2012 |
| <u>/s/ Michael B. Howe</u><br>Michael B. Howe         | Vice President — Finance (Corporate)                                    | May 22, 2012 |
| <u>/s/ Douglas J. Manko</u><br>Douglas J. Manko       | Controller  | May 22, 2012 |
| <u>/s/ David A. B. Brown</u><br>David A. B. Brown     | Director  | May 22, 2012 |
| <u>/s/ J. Roderick Clark</u><br>J. Roderick Clark     | Director  | May 22, 2012 |
| <u>/s/ C. Christopher Gaut</u><br>C. Christopher Gaut | Director  | May 22, 2012 |
| <u>/s/ Gerald W. Haddock</u><br>Gerald W. Haddock     | Director  | May 22, 2012 |
| <u>/s/ Francis S. Kalman</u><br>Francis S. Kalman     | Director  | May 22, 2012 |
| <u>/s/ Thomas L. Kelly II</u><br>Thomas L. Kelly II   | Director  | May 22, 2012 |
| <u>/s/ Keith O. Rattie</u><br>Keith O. Rattie         | Director  | May 22, 2012 |
| <u>/s/ Rita M. Rodriguez</u><br>Rita M. Rodriguez     | Director  | May 22, 2012 |
| <u>/s/ Paul E. Rowsey, III</u><br>Paul E. Rowsey, III | Director  | May 22, 2012 |
| <u>/s/ Brady K. Long</u><br>Brady K. Long             | Company Secretary and Authorized<br>Representative in the United States | May 22, 2012 |

## EXHIBIT INDEX

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| 24.1*              | Power of Attorney (included in the signature page to this registration statement).  |

\* Filed herewith.

22 May 2012

The Directors  
EnSCO plc  
6 Chesterfield Gardens  
London, W1J 5BQ  
England

Our ref: HB  
Your ref:  
Direct line: +44 (0) 20 7919 1819  
[Helen.Bradley@bakermckenzie.com](mailto:Helen.Bradley@bakermckenzie.com)

Dear Sirs

**Registration Statement on Form S-8 of EnSCO plc (the "Company") dated 22 May 2012 (the "Registration Statement")**

1. **INTRODUCTION**

In our capacity as English legal advisers to the Company, we have been asked to give an opinion on certain matters relating to the Company.

We are giving this opinion in connection with the Registration Statement to be filed under the United States Securities Act of 1933, as amended (the "**Securities Act**"), with the United States Securities and Exchange Commission ("**SEC**"), in connection with the registration of up to 14,000,000 Class A ordinary shares with a nominal value of \$0.10 each in the share capital of the Company (the "**Shares**") to be issued pursuant to the EnSCO plc 2012 Long-Term Incentive Plan (the "**Plan**").

We have been asked by the Company to give this opinion and have taken instructions in this regard solely from the Company.

2. **SCOPE**

This letter is limited to English law as applied by the English courts as at the date of this letter and the opinions expressed in this letter are expressed on the basis of English law as the date of this letter. This letter shall be governed by and construed in accordance with English law. We have made no investigation of the laws of any jurisdiction other than those of England and we do not express or imply any opinion as to the laws of any jurisdiction other than those of England. We do not express any opinion on European Community law as it affects any jurisdiction other than England. We express no opinion as to matters of fact.

The opinions in this letter are limited to the matters stated herein and do not extend to, and are not to be read as extending by implication to, any other matter. In particular:

- (a) by giving this opinion, we do not assume any obligation to notify you of future changes in law which may affect the opinions expressed in this opinion, or otherwise to update this opinion in
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- any respect; and
- (b) to the extent that the laws of any other jurisdiction may be relevant, our opinion is subject to the effect of such laws.

### 3. DOCUMENTS

For the purpose of giving this opinion we have examined the following documents:

- 3.1 copies of the certificate of incorporation of the Company dated 18 September 2009, the certificate of incorporation on change of name of the Company dated 25 September 2009, the certificate of incorporation on re-registration of a private company as a public company of the Company dated 18 December 2009 and the certificate of incorporation on change of name of the Company dated 31 March 2010, in each case attached to the Certificate (as referred to in paragraph 3.4);
- 3.2 a copy of the current articles of association of the Company, attached to the Certificate (as referred to in paragraph 3.4) (the " **Articles** ");
- 3.3 a copy of the written resolutions passed by the members of the Company on 15 December 2009, authorising the directors of the Company for the purposes of section 551 Companies Act 2006 to exercise all of the powers of the Company to allot shares in the Company up to an aggregate nominal amount of US\$30,000,000 and disapplying section 561 of the Companies Act 2006, in each case for a period expiring 5 years from the date of the resolutions (the " **Allotment Resolutions** "), attached to the Certificate (as referred to in paragraph 3.4);
- 3.4 a certificate addressed to us from Brady K. Long, the company secretary of the Company, dated 22 May 2012 and the documents annexed thereto (the " **Certificate** ");
- 3.5 a copy of the Plan, attached to the Certificate; and
- 3.6 the results of our search on 22 May 2012 of the public records of the Company on file and available for inspection by the public at the Companies Registry (the " **Search** ").

We have made an enquiry by telephone of the Central Index of Winding-Up and Administration Petitions (the " **Central Index** ") in respect of the Company on 22 May 2012 at 12.59 p.m.

The Company has confirmed to us that all material information relating to the Company has been disclosed by the Company to us for the purpose of this opinion letter.

Except as noted above, we have not made any enquiries or searches concerning the Company or examined any contracts or other documents entered into by or affecting the Company.

### 4. ASSUMPTIONS

For the purpose of this opinion we have assumed (without making any investigation) that:

- 4.1 all documents submitted to us as originals are authentic and complete;
- 4.2 all documents submitted to us in electronic form or via facsimile transmission or as photocopies or
-

other copies of originals conform to the originals and all such originals are authentic and complete;

- 4.3 any signatures and seals on the documents reviewed by us are genuine, were duly applied to the relevant documents and where necessary were properly witnessed;
  - 4.4 all statements contained in the Certificate referred to in paragraph 3.4 above are accurate and not misleading and will remain accurate and not misleading as at the date(s) of any future allotment and issue of Shares;
  - 4.5 there have been no amendments to the Allotment Resolution and the register of members examined by us, that the Allotment Resolution is an accurate and complete record of all directors' and shareholders' resolutions passed since the incorporation of the Company to the date hereof relating to the allotment and issue of Shares, that all such resolutions were duly passed at properly convened meetings of the directors or shareholders (as the case may be), or otherwise in accordance with the articles of association of the Company then in force, and have not been amended or rescinded and are in full force and effect and will not be revoked or varied prior to the date(s) of any future allotment and issue of Shares, and that the register of members is accurate and up-to-date;
  - 4.6 any future allotment and issue of Shares will be duly made in accordance with the articles of association of the Company as in force at the time of such allotment and issue;
  - 4.7 the results of the Search as produced to us are a true and complete copy of the file of records maintained at the Companies Registry concerning the Company for public inspection, such file was complete, accurate and up-to-date at the time of that search and there has been or will have been no alteration in the status or condition of the Company since the date of the Search;
  - 4.8 the information disclosed in response to our telephone enquiry at the Central Index was accurate at the time of such enquiry and such response did not fail to disclose any matters which it should have disclosed and which are relevant for the purposes of this opinion and since the time of the enquiry there has been and, at the date(s) of any future allotment and issue of Shares, there will have been no alteration in the status or condition of the Company as represented in such response;
  - 4.9 as of the date of this opinion and at the date(s) of any future allotment and issue of Shares, the Company has not passed a voluntary winding-up resolution, no petition has been presented or order made by a court for the winding-up or dissolution of the Company, no application has been presented or order made by a court for the administration of the Company, no documents have been filed with the court for the appointment of an administrator in respect of the Company nor has any notice of intention to appoint an administrator been given in respect of the Company and no receiver, trustee, administrator, administrative receiver, liquidator or similar office-holder has been appointed in any jurisdiction in relation to the Company or any of its assets or revenues other than as disclosed by the Search and the Enquiries;
  - 4.10 the consideration for any allotment and issue of Shares will not be less than the par value of such Shares;
  - 4.11 the directors at the time of any allotment and issue of Shares will be duly authorised pursuant to the articles of association of the Company as in force at the time of such allotment and issue, the Companies Act 2006 and any relevant authority given by the members of the Company in a general meeting to allot such Shares;
  - 4.12 a meeting of the Board or a duly authorised and constituted committee of the Board will be duly convened and held prior to the allotment and issue of Shares, at which it will be resolved to allot and
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issue such Shares;

- 4.13 the directors at the time of any allotment and issue of Shares, will have exercised their powers in accordance with their statutory duties under the Companies Act 2006 and English common law;
- 4.14 Shares will have been, on allotment and issue, fully paid up in cash in accordance with the Companies Act 2006;
- 4.15 the name of the relevant allottee and the number of Shares allotted will be duly entered in the register of members of the Company;
- 4.16 at the time of any future allotment and issue of Shares, such Shares will have been allotted and issued so as not to violate any applicable law;
- 4.17 there has been no bad faith, breach of duty, breach of trust, fraud, coercion, duress or undue influence on the part of any of the directors of the Company in relation to any allotment and issue of Shares;
- 4.18 there are no provisions of the laws of any jurisdiction outside England which would have any implication for the opinions we express;
- 4.19 the Plan has been validly adopted and is in force pursuant to the terms of the Plan;
- 4.20 the Plan has been and will be operated in accordance with its rules;
- 4.21 insofar as any obligation under the Plan is performed in, or is otherwise subject to, any jurisdiction other than England and Wales, its performance is not and will not be illegal or ineffective by virtue of the law of that jurisdiction.

## 5. **OPINIONS**

- 5.1 Based upon and subject to the assumptions and qualifications set out in this opinion and having regard to such legal considerations as we have deemed relevant and subject to any matters not disclosed to us, we are of the opinion that when new Shares are allotted and issued such Shares will be validly issued, fully paid and non-assessable.
- 5.2 By "non-assessable" (a phrase which has no recognised meaning under English law) we mean that under the Companies Act 2006, the articles of association of the Company and any resolution taken under the articles of association of the Company approving the issuance of Shares, no holder of such Share(s) is liable, solely because of such holder's status as a holder of such Share, for additional calls on the Shares by the Company or its creditors.

## 6. **QUALIFICATIONS**

The opinions expressed in this letter are subject to the following qualifications.

- 6.1 It should be noted that:
    - (a) a search at the Companies Registry is not capable of revealing whether or not a winding-up petition or an application for the making of an administration order has been presented or whether or not any documents have been filed with the court for the appointment of an administrator or any notice of intention to appoint an administrator has been given;
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- (b) notice of a winding-up order or resolution, notice of an administration order and notice of the appointment of a receiver or administrator may not be filed at the Companies Registry immediately and there may be a delay in the relevant notice appearing on the file of the company concerned; and
- (c) a telephone enquiry of the Central Index relates only to compulsory winding-up and to the appointment of an administrator by an administration order of the court and is not conclusively capable of revealing whether or not a petition in respect of a compulsory winding up, or an application for an administration order, has been presented since there may be a delay in notice of such a petition or, as the case may be, application being entered on the records of the Central Index and a petition or application presented to a County Court may not have been notified to the Central Index and so may not appear on the records at all.

6.2 The authorities that have been granted pursuant to the Allotment Resolution are for five years and will therefore expire on 14 December 2015. Following the passing of the Allotment Resolutions, Shares with an aggregate nominal amount of US\$8,584,994.20 have been allotted by the Company.

6.3 If a person is (or is controlled by or otherwise connected with another person which is) resident in, incorporated in or constituted under the laws of a country which is the subject of United Nations, European Community or United Kingdom sanctions implemented or effective in the United Kingdom, or is otherwise the target of any such sanctions, then obligations owed to or by that person may be unenforceable or void.

6.4 It should be noted that the register of members of the Company shows the legal ownership of the Company's shares but is not required to record the beneficial ownership of such shares or any trust affecting them nor the existence of any mortgage, charge, pledge, lien or other encumbrance or adverse interest; accordingly we express no opinion on the beneficial ownership of the Company's shares or on the existence or absence of any such other matters.

6.5 Insofar as any obligation under the Plan is to be performed in any jurisdiction other than England and Wales, an English court may have regard to the law of that jurisdiction in relation to the manner of performance and the steps to be taken in the event of defective performance.

6.6 We express no opinion on the effectiveness of the Plan nor any opinion as to whether specific performance, injunctive relief or any other form of equitable remedy would be available in respect of any obligation of the Company under or in respect of the Plan.

6.7 The obligations of the Company and the remedies available to the Company or participants under or in respect of the Plan will be subject to any law from time to time in force relating to liquidation or administration or any other law or legal procedure affecting generally the enforcement of creditors' rights.

## 7. **DISCLOSURE AND RELIANCE**

7.1 This opinion is given only by Baker & McKenzie LLP, an English limited liability partnership, and not by or on behalf of Baker & McKenzie International (a Swiss Verein) or any other member or associated firm thereof. In this opinion the expressions "we", "us", "our" and like expressions should be construed accordingly.

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7.2 We hereby consent to the filing of this opinion as an exhibit to the Registration Statement filed by the Company and to the use of this firm's name in such Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the SEC issued thereunder.

Yours faithfully

/s/ BAKER & MCKENZIE LLP

**BAKER & MCKENZIE LLP**

May 22, 2012  
Ensco plc  
London, England

Re: Registration Statement on Form S-8

With respect to the subject registration statement, we acknowledge our awareness of the use therein of our report dated May 3, 2012, related to our review of interim financial statements.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP  
Houston, Texas

## Consent of Independent Registered Public Accounting Firm

The Board of Directors  
EnSCO plc:

We consent to the use of our reports dated February 24, 2012, with respect to the consolidated balance sheets of EnSCO plc and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of income and cash flows for each of the years in the three-year period ended December 31, 2011, and the effectiveness of internal control over financial reporting as of December 31, 2011, incorporated herein by reference.

Our report dated February 24, 2012, on the effectiveness of internal control over financial reporting as of December 31, 2011, contains an explanatory paragraph stating that EnSCO plc acquired Pride International Inc. (Pride) during 2011 and management excluded from its assessment of the effectiveness of EnSCO plc's internal control over financial reporting as of December 31, 2011, Pride's internal control over financial reporting associated with total assets of \$8.2 billion and total revenues of \$1.1 billion included in the consolidated financial statements of EnSCO plc and subsidiaries as of and for the year ended December 31, 2011. Our audit of internal control over financial reporting of EnSCO plc also excluded an evaluation of the internal control over financial reporting of Pride.

/s/ KPMG LLP

Houston, Texas  
May 22, 2012

## **Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
EnSCO plc:

We consent to the use of our reports dated February 18, 2011, with respect to the consolidated balance sheets of Pride International, Inc. as of December 31, 2010 and 2009, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2010, and the effectiveness of internal control over financial reporting as of December 31, 2010, incorporated herein by reference.

/s/ KPMG LLP

Houston, Texas  
May 22, 2012