

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
ENSCO plc		98-0635229	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Roger McCartney	713 789 1400	tax@enscoplc.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
6 Chesterfield Gardens 3rd Floor		London England W1J 5BQ	
8 Date of action		9 Classification and description	
January 9, 2017		Exchange of outstanding 4.70% Senior Notes due 2021 for 8.00% Senior Notes due 2024	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
29358QAA7	Not Applicable	ESV	Not Applicable

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On January 9, 2017 (the "Settlement Date"), ENSCO plc, a public limited company organized under the laws of England and Wales ("Ensco"), exchanged \$373,954,000 aggregate principal amount of outstanding 4.70% Senior Notes due 2021 ("Exchanged Notes") for \$181,130,000 cash and \$181,361,385 aggregate principal amount of newly-issued 8.00% Senior Notes due 2024 ("New Notes"). For each \$1,000 principal amount of Exchanged Notes validly tendered and accepted by a holder, such holder received approximately \$485 cash and \$485 principal amount of New Notes.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attached.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attached.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
Sections 354(a), 356, 358, 368(a)(1)(E), and 1273(b)

18 Can any resulting loss be recognized? ▶ Assuming the exchange qualifies as a recapitalization under Section 368(a)(1)(E) of the Internal Revenue Code, no loss can be recognized for US federal income tax purposes with regard to the exchange.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The exchange occurred on January 9, 2017. Ensco cannot offer tax advice. U.S. holders should consult their tax advisors regarding the application of the Internal Revenue Code to a particular circumstance. The reportable tax year is 2017 with respect to calendar year taxpayers.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Roger C. McCartney* Date ▶ 17 January 2017
Print your name ▶ Roger C. McCartney Title ▶ Tax Director

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

ENSCO plc

EIN: 98-0635229

Attachment to Form 8937, Report of Organizational Actions Affecting Basis of Securities

Form 8937, Part II, Line 15

EnSCO is taking the position that the Exchanged Notes and New Notes should qualify as securities for US federal income tax purposes and that the exchange of the Exchanged Notes for New Notes should qualify as a recapitalization under Section 368(a)(1)(E) of the Internal Revenue Code. If such is the case, the initial tax basis of a U.S. holder in a New Note received in the exchange will equal the tax basis of such U.S. holder in the Exchanged Note exchanged therefor, increased by the amount of gain recognized by the U.S. holder on the exchange (if any) and decreased by the amount of the cash received by the U.S. holder in the exchange (other than with respect to accrued interest on the Exchanged Note).

Form 8937, Part II, Line 16

As discussed above, assuming the exchange qualifies as a recapitalization under Section 368(a)(1)(E) of the Internal Revenue Code, the initial tax basis of a U.S. holder in New Notes received in the exchange will equal the tax basis of such U.S. holder in the Exchanged Notes exchanged therefor, increased by the amount of gain recognized by the U.S. holder on the exchange (if any) and decreased by the amount of the cash received by the U.S. holder in the exchange (other than with respect to accrued interest on the Exchanged Notes).

Assuming the exchange qualifies as a recapitalization under Section 368(a)(1)(E) of the Internal Revenue Code, a U.S. holder would not recognize loss on the exchange and would recognize gain equal to the lesser of (i) the amount of the cash received by the U.S. holder (other than with respect to accrued interest on the Exchanged Notes) or (ii) the realized gain on the exchange. The realized gain would equal the excess, if any, of (i) the sum of the cash received by the U.S. holder (other than with respect to accrued interest on the Exchanged Notes) and the issue price of the New Notes received by such U.S. holder in the exchange over (ii) the U.S. holder's adjusted tax basis in the Exchanged Notes exchanged for such New Notes.

EnSCO has determined that the issue price of the New Notes is 104.625% (expressed as a percentage of face amount) based on the fair market value of such New Notes on the Settlement Date. EnSCO's determination with respect to issue price is binding on a U.S. holder unless the U.S. holder explicitly discloses that its determination is different.