



Submission of Matters to a Vote of Security Holders

On October 5, 2017, Enesco plc (“*Enesco*”) held a general meeting of shareholders (the “*General Meeting*”) to vote on the proposals described below. At the close of business on August 23, 2017, the record date for the General Meeting, there were 303,979,543 Class A ordinary shares, nominal value \$0.10 per share (the “*Enesco Class A ordinary shares*”), of Enesco outstanding and entitled to vote. Holders of 233,735,378 Class A ordinary shares, representing a like number of votes, were present at the General Meeting, either in person or by proxy. Set forth below are the voting results from the General Meeting.

Resolution 1: To authorize, in addition to all subsisting authorities, the allotment and issuance of Enesco Class A ordinary shares to shareholders of Atwood Oceanics, Inc. (“*Atwood*”), pursuant to the Agreement and Plan of Merger, dated as of May 29, 2017, by and among Enesco, Echo Merger Sub LLC, a wholly owned subsidiary of Enesco (“*Merger Sub*”), and Atwood (the “*Merger Agreement*”), which provides for, among other things, the merger of Merger Sub with and into Atwood (the “*Merger*”), with Atwood surviving the Merger as a wholly owned subsidiary of Enesco. The approval of this ordinary resolution required a majority of the votes cast to be cast in favor thereof.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
152,132,178	79,386,595	2,216,605	N/A

Resolution 2: To authorize, in addition to all subsisting authorities, the allotment and issuance up to a nominal amount of Enesco Class A ordinary shares, which, together with the nominal amount of shares of Enesco authorized to be allotted and issued pursuant to paragraph (A) of resolution 11 passed at the annual general meeting of Enesco shareholders held on May 22, 2017 (the “*Enesco 2017 Annual General Meeting*”), represents approximately 33% of the expected enlarged share capital of Enesco immediately following the completion of the Merger, and up to a further same nominal amount of Enesco Class A ordinary shares in connection with a pre-emptive offering of shares. The approval of this ordinary resolution required a majority of the votes cast to be cast in favor thereof.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
195,525,639	35,748,382	2,461,357	N/A

Resolution 3: To authorize, in addition to all subsisting authorities, the allotment and issuance up to a nominal amount of Enesco Class A ordinary shares for cash on a non-pre-emptive basis, which, together with the nominal amount of shares in Enesco authorized to be allotted and issued for cash on a non-pre-emptive basis pursuant to resolution 12 passed at the Enesco 2017 Annual General Meeting, represents approximately 5% of the expected enlarged share capital of Enesco immediately following the completion of the Merger. The approval of this special resolution required at least 75% of the votes cast to be cast in favor thereof.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
195,927,898	35,156,621	2,650,859	N/A

Resolution 4: To authorize, in addition to all subsisting authorities, the allotment and issuance up to a nominal amount of Enesco Class A ordinary shares for cash on a non-pre-emptive basis, which, together with the nominal amount of shares in Enesco authorized to be allotted and issued for cash on a non-pre-emptive basis pursuant to resolution 13 passed at the Enesco 2017 Annual General Meeting, represents approximately 5% of the expected enlarged share capital of Enesco immediately following the completion of the Merger. The approval of this special resolution required at least 75% of the votes cast to be cast in favor thereof.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
167,454,374	63,645,850	2,635,154	N/A

These proposals are described in more detail in the proxy statement/prospectus, dated August 18, 2017, filed by Enesco with the Securities and Exchange Commission on August 18, 2017. No other resolutions were submitted to a vote of holders of Class A ordinary shares at the General Meeting.