



Frequently Asked Questions Enesco plc Acquisition of Pride International

1.) What are the terms of the Merger?

Answer: Holders of shares of Pride International common stock are entitled to receive \$15.60 in cash and 0.4778 Enesco ADS for each Pride share.

2.) How are fractional entitlements handled?

Answer: Fractional ADSs entitlements (after application of the per Pride share 0.4778 exchange ratio) are to be paid in cash calculated at a rate of \$54.94 per ADS.

3.) What are the conditions of the Merger and the certification process?

Answer: Any holder who is able to certify that he/she is (i) not a UK resident or, (ii) if a UK resident, a “qualified investor” (within the meaning of Section 86 (7) of the UK Financial Services and Market Act 2000) will receive the standard consideration of \$ 15.60 in cash and 0.4778 Enesco ADS for each Pride share with cash in lieu of fractional Enesco ADSs (at a rate of \$54.94 per Enesco ADS).

Any holder who is unable or fails to timely certify that either (i) he/she is not UK residents, or (ii) if a UK resident, he/she is a “qualified investor” (within the meaning of Section 86 (7) of the UK Financial Services and Market Act 2000) will **not** receive any Enesco ADSs as part of the merger consideration but instead will receive for each Pride share an amount of cash equal to \$15.60 plus an additional cash amount equal to the net proceeds of the sale of the ADS component of the merger consideration (0.4778 Enesco ADS per Pride share).

4.) How do I certify my status and what is the process to partake in the exchange?

Registered Holders: Registered holders of Pride common stock will receive a Letter of Transmittal (“LT”) to make appropriate certifications and elections. Registered holders who fail to return the LT or who fail to make the appropriate certification by 1 December 2011 will **not** receive Enesco ADSs as part of the merger consideration but will instead receive for each Pride share an amount of cash equal to the \$15.60 plus an additional cash amount equal to the net proceeds of the sale of the ADS component of the merger consideration (0.4778 ADS per Pride share).

**All LTs must have the signature and residency certifications completed.

Any holder who does **not have a TIN on file OR who has **not** provided a W9 or W8BEN is subject to backup withholding on both their cash component and the Enesco ADS component of the merger consideration.

DTC Holders:

*Beneficial holders of Pride common stock who hold their Pride shares through a bank, broker or other nominee participating in the DTC system are eligible to make elections through DTC's ATOP System. Holders will have 10 business days to respond through the ATOP system consisting of 2 cut off periods:

- 1.) The first cut off period ended 3 business days after the closing of the merger, or 6 June 2011
- 2.) The second cut off period ended 7 business days after the first cut off period, or 15 June 2011

The deadline will be extended up to 2 additional 10 business day periods if Citibank, N.A., the exchange agent for the merger, receives less than the 90% of the Pride shares held through DTC by the end of each 10 day business period.

- 5.) Will I receive a dividend entitlement if I don't certify prior to the dividend record date?

Answer: Holders of Pride shares who have not duly surrendered their Pride shares (and made the requisite certifications) in time to be a holder of record Ensco ADSs on the record date will receive the dividend only when they surrender their Pride shares (and make applicable certifications) to Citibank, N.A. as exchange agent. The exchange agent will hold the dividends its receives in respect of the Ensco ADSs that it holds for the benefit of holders of Pride shares who have not previously surrendered their Pride shares to the exchange agent.

How quickly will I get paid?

Answer: Holders that certify that they are either not UK residents or, if a UK resident are "qualified investors" with the meaning of Section 86(7) of the UK Financial Services and Market Act 2000 will receive their entitlements within 10 business days after surrender of their LT with their stock certificates, if applicable, and proper residency certifications to Citibank, N.A., as exchange agent for the merger. If they do not certify by 1 December 2011, then they will receive the cash consideration (\$15.60 per share), Ensco ADSs (0.4778 Ensco ADSs per Pride share) and cash in lieu of fractional Ensco ADSs. Holders who certify that they are UK residents and are not "qualified investors" (within the meaning of Section 86(7) of the UK Financial Services and Market Act 2000), will receive their entitlements after they surrender their Pride shares and after applicable Ensco ADS have been sold by the exchange agent.

- 6.) Why is the bank, broker and nominee ("DTC") deadline in June when the deadline for registered shareholders is in December?

Answer: The Company opted not keep the DTC elective process open for a lengthy period of time to ensure an efficient market for trading and settlement of Ensco ADSs continues. All deadlines were fully described in the proxy statement for the transaction.



7.) Who can I contact at DTC, if need be, for questions on the Pride exchange?

Answer: Holders are encouraged to go through the proper channels for questions relating to the exchange. This would mean via your broker. If a broker needs to contact DTC, they may contact Jason Garel at 813-470-1155 who is the primary contact working on this exchange.

8.) How can I obtain a prospectus?

Answer: Please email either John McEliece or Arinathia Bent the name, address and telephone number and email address of the shareholder wishing to obtain a prospectus. It will be emailed to them. For hard copy requests of the prospectus, holders should be directed to Innisfree at 1-877-825-8772. Innisfree does not answer questions regarding the exchange and only acts as a fulfillment agent for requests for copies of the prospectus. All questions surrounding the exchange should be answered by Computershare/Citibank.

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