



EnQuest PLC

(incorporated with limited liability in England and Wales with registered number 7140891)

£500,000,000

Euro Medium Term Note Programme

This supplement (the "**Supplement**") constitutes a supplementary prospectus for the purpose of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and has been prepared in connection with the £500,000,000 Euro Medium Term Note Programme (the "**Programme**") of EnQuest PLC (the "**Issuer**"). This Supplement is supplemental to, and should be read in conjunction with, the prospectus (the "**Prospectus**") relating to the Programme dated 24 January 2013, as previously supplemented by a Supplement dated 6 February 2013 (the "**First Supplement**"), which together comprise a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area (the "**Prospectus Directive**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

1. Purpose

The purpose of this Supplement is to:

- (i) incorporate by reference the Issuer's Interim Management Statement dated 15 November 2013 (the "**Interim Management Statement**");
- (ii) incorporate by reference the Issuer's audited consolidated annual financial statements for the financial year ended 31 December 2012, together with the audit report thereon (the "**2012 Annual Financial Statements**"), as set out in the Issuer's Annual Report and Accounts 2012, and the Issuer's unaudited consolidated interim financial statements for the six months ended 30 June 2013 (the "**2013 Half Year Results**"), as set out in the Issuer's press release entitled 'Results for the 6 months to 30 June 2013' (the "**2013 Half Year Results Press Release**");
- (iii) update certain elements of the summary (the "**Summary**") set out in the Prospectus to include updated key financial information in respect of the year ended 31 December 2012 and the six months ended 30 June 2013; and
- (iv) provide updated 'no significant change' and 'no material adverse change' statements.

2. Incorporation by Reference of the Interim Management Statement

On 15 November 2013, the Issuer released its Interim Management Statement. A copy of the Interim Management Statement has been filed with the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/NSM and, by virtue of this Supplement, the Interim Management Statement is incorporated into, and forms part of, the Prospectus.

3. Incorporation by Reference of the 2012 Annual Financial Statements and 2013 Half Year Results

By virtue of this Supplement, the 2012 Annual Financial Statements and 2013 Half Year Results are incorporated into, and form part of, the Prospectus.

The table below sets out the relevant page references in the Issuer's Annual Report and Accounts 2012 for the 2012 Annual Financial Statements. Information contained in the Annual Report and Accounts 2012 other than information listed in the table below is for information purposes only, and does not form part of the Prospectus.

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The table below sets out the relevant page references in the 2013 Half Year Results Press Release for the 2013 Half Year Results. Information contained in the 2013 Half Year Results Press Release other than information listed in the table below is for information purposes only, and does not form part of the Prospectus.

Group Statement of Comprehensive Income	Page 4
Group Balance Sheet	Page 5
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A copy of each of the 2012 Annual Report and Accounts and the 2013 Half Year Results Press Release has been filed with the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/NSM.

4. Amendments to the Summary of the Prospectus

Element B.10 of the Summary shall be supplemented to reflect the publication of the 2012 Annual Financial Statements. Element B.10 as so supplemented is set out below:

B.10	Qualifications in the Auditor's report:	Not Applicable: the audit reports on the Issuer's audited consolidated financial statements for the years ended 31 December 2012 and 31 December 2011 are unqualified.
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Element B.12 of the Summary shall be supplemented to reflect the publication of the 2012 Annual Financial Statements and the 2013 Half Year Results. Element B.12 as so supplemented is set out below:

B.12	Selected financial information:	<i>Group Statement of Comprehensive Income for the financial year ended 31 December 2012</i>		
		2012 Reported in year US\$'000	2011 Reported in year US\$'000	
		Revenue	889,510	935,974
		Cost of sales	<u>(458,437)</u>	<u>(508,790)</u>
		Gross profit	<u>431,073</u>	<u>427,184</u>
		Profit from operations before tax and finance income/(costs)	<u>422,451</u>	<u>377,464</u>
		Profit before tax	<u>403,401</u>	<u>362,821</u>
		Income tax	<u>(41,183)</u>	<u>(301,830)</u>
		Profit for the year attributable to owners of the parent	<u>362,218</u>	<u>60,991</u>
		Total comprehensive income for the year, attributable to owners of the parent	<u>364,772</u>	<u>58,391</u>
		<i>Group Balance Sheet at 31 December 2012</i>		
		2012 US\$'000	2011 US\$'000	
		ASSETS		
		Non-current assets	<u>2,066,764</u>	<u>1,426,270</u>
		Current assets	<u>478,024</u>	<u>522,431</u>
		TOTAL ASSETS	<u>2,544,788</u>	<u>1,948,701</u>
		TOTAL EQUITY	<u>1,293,869</u>	<u>934,208</u>
		Non-current liabilities	<u>899,889</u>	<u>771,582</u>
		Current liabilities	<u>351,030</u>	<u>242,911</u>
		TOTAL LIABILITIES	<u>1,250,919</u>	<u>1,014,493</u>
		TOTAL EQUITY AND LIABILITIES	<u>2,544,788</u>	<u>1,948,701</u>
		<i>Statement of Cash Flows for the financial year ended 31 December 2012</i>		
		2012 US\$'000	2011 US\$'000	
		Profit before tax	<u>403,401</u>	<u>362,821</u>
		Operating profit before working capital changes	<u>649,849</u>	<u>637,327</u>
		Cash generated from operations	<u>593,912</u>	<u>656,332</u>
		Net cash flows from operating activities	<u>579,504</u>	<u>636,285</u>
		Net cash flows used in investing activities	<u>(841,428)</u>	<u>(276,885)</u>
		Net cash flows from/(used) in financing activities	<u>9,632</u>	<u>(22,757)</u>
		NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	<u>(252,292)</u>	<u>336,643</u>
		CASH AND CASH EQUIVALENTS AT 31 DECEMBER	<u>124,522</u>	<u>378,907</u>

Group Statement of Comprehensive Income for six months ended 30 June 2013

	<u>2013</u>	<u>2012</u>
	Reported in period US\$'000 Unaudited	Reported in period US\$'000 Unaudited
Revenue	455,863	440,086
Cost of sales	<u>(287,223)</u>	<u>(240,083)</u>
Gross profit	168,640	200,003
Profit from operations before tax and finance income/(costs)	160,565	188,540
Profit before tax	140,632	184,617
Income tax	<u>(45,705)</u>	<u>(58,161)</u>
Profit for the period attributable to owners of the parent	94,927	126,456
Total comprehensive income for the period, attributable to owners of the parent	95,686	127,909

Group Balance Sheet at 30 June 2013

	<u>30 June 2013</u>	<u>31 December</u>
	US\$'000 Unaudited	2012 US\$'000 Audited
ASSETS		
Non-current assets	<u>2,509,924</u>	<u>2,066,764</u>
Current assets	<u>423,630</u>	<u>478,024</u>
TOTAL ASSETS	2,933,554	2,544,788
TOTAL EQUITY	1,390,292	1,293,869
Non-current liabilities	<u>1,230,614</u>	<u>899,889</u>
Current liabilities	<u>312,648</u>	<u>351,030</u>
TOTAL LIABILITIES	1,543,262	1,250,919
TOTAL EQUITY AND LIABILITIES	2,933,554	2,544,788

Statement of Cash Flows for six months ended 30 June 2013

	<u>2013</u>	<u>2012</u>
	US\$'000 Unaudited	US\$'000 Audited
Profit before tax	<u>140,632</u>	<u>184,617</u>
Operating profit before working capital changes	275,423	292,333
Cash generated from operations	234,717	239,602
Net cash flows from operating activities	229,262	236,939
Net cash flows used in investing activities	(414,472)	(513,775)
Net cash flows used in financing activities	271,173	13,011
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	85,963	(263,825)
CASH AND CASH EQUIVALENTS AT 30 JUNE	203,756	117,041

		<p><i>Material/Significant Change</i></p> <p>There has been no material adverse change in the prospects of the Issuer or of the Group since 31 December 2012 and there has been no significant change in the financial or trading position of the Issuer or of the Group since 30 June 2013.</p>
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5. No Significant Change and No Material Adverse Change Statements

By virtue of this Supplement, the information contained within the section entitled "*General Information*" at paragraph (3) on page 129 of the Prospectus shall be deleted and replaced with the following:

"(3) There has been no material adverse change in the prospects of the Issuer or of the Group since 31 December 2012 and there has been no significant change in the financial or trading position of the Issuer or of the Group since 30 June 2013."

6. General

Copies of this Supplement and the documents incorporated by reference in the Prospectus by this Supplement may be obtained (without charge) from the registered office of the Issuer at 5th Floor, Cunard House, 15 Regent Street, London, SW1Y 4LR, the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/prices-andnews/news/market-news/market-news-home.html> and at the Issuer's website at <http://www.enquest.com>.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement, and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statements in (a) will prevail. If documents which are incorporated by reference themselves incorporate any information or other documents by reference therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference into this Supplement or where this Supplement is specifically defined as including such information. Non-incorporated parts of any document are either not relevant for the investor or are covered elsewhere in the Prospectus.

Save as disclosed in this Supplement and the First Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen since the publication of the Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.