

Ensco plc  
Form DEFA14A  
April 05, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Filed by the registrant  Filed by a party other than the registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240. 14a-12

Ensco plc

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No Fee Required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



\*\*\*Exercise Your Right to Vote\*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on 20 May 2013.

VOTE DEADLINE - 11:59 p.m. Eastern Time on 19 May 2013 (or 15 May 2013 for employees and directors holding shares in our benefit plans).

ENSCO PLC

Meeting Information

Meeting Type: Annual General Meeting

For record holders as of: 28 March 2013

Date: 20 May 2013 Time: 8:00 a.m. London

Location: Ensco plc

6 Chesterfield Gardens

3rd Floor

London, W1J 5BQ United Kingdom

You are receiving this communication because you hold shares in the company named above.

ATTN: INVESTOR RELATIONS  
5847 SAN FELIPE  
SUITE 3300  
HOUSTON, TX 77057

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE, PROXY STATEMENT, ANNUAL REPORT AND UNITED KINGDOM STATUTORY ACCOUNTS

How to View Online:

Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow à XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before 7 May 2013 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to present the proxy card you hold in order to speak or vote your shares. Please refer to the proxy statement for additional information.

## Voting Items

The Board of Directors recommends you vote FOR all proposals.

1. To re-elect Francis S. Kalman as a director of Ensco plc.
2. To elect Roxanne J. Decyk as a director of Ensco plc.
3. To elect Mary Francis CBE as a director of Ensco plc.
4. To ratify the Audit Committee's appointment of KPMG LLP as our U.S. independent registered public accounting firm for the year ended 31 December 2013.
5. To re-appoint KPMG Audit Plc as our U.K. statutory auditors under the U.K. Companies Act 2006 (to hold office from the conclusion of the Meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company).
6. To authorize the Audit Committee to determine our U.K. statutory auditors' remuneration.
7. A non-binding advisory vote to approve the compensation of our named executive officers.
8. A non-binding vote to approve the Directors' Remuneration Report for the year ended 31 December 2012.
9. A non-binding advisory vote to approve the reports of the auditors and the directors and the U.K. statutory accounts for the year ended 31 December 2012.
10. To adopt the Articles of Association (produced at the meeting and initialed by the Chairman for the purpose of identification) as the Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association, with effect from the conclusion of this Meeting, which would declassify our Board and effectuate certain other non-substantive changes relating to the conversion of our American Depositary Shares to Class A ordinary shares.
11. To (i) approve the terms of the proposed purchase agreement or agreements (produced at the meeting and initialed by the Chairman for the purpose of identification) providing for the purchase by the Company of Class A ordinary shares with a par value of US\$0.10 each in the capital of the Company for up to a maximum of US\$2 billion in aggregate from one or more financial intermediaries (each acting as principal) who are not shareholders of the Company holding shares to which this resolution relates (or to the extent that they are, the voting rights attaching to any shares held by them will not count towards this resolution) and (ii) authorise the Company to make off-market purchases of Class A ordinary shares pursuant to such agreement or agreements. The authority conferred by this resolution 11 will, unless varied, revoked or renewed by the shareholders prior to such time, expire five years after the date of the passing of this resolution.