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As filed with the Securities and Exchange Commission on November 21, 2017

Registration No. 333-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM S-3 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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### Ensco plc

(Exact name of registrant as specified in its charter)

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**England and Wales**  
(State or other jurisdiction of  
incorporation or organization)

**98-0635229**  
(I.R.S. Employer  
Identification Number)

**6 Chesterfield Gardens  
London England W1J 5BQ  
+44 (0) 20 7659 4660**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Michael T. McGuinty**  
**Senior Vice President, General Counsel and Secretary**  
**Ensco plc**  
**6 Chesterfield Gardens**  
**London United Kingdom W1J 5BQ**  
**44 (0) 20 7659 4660**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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#### With a copy to:

**Sean T. Wheeler**  
**Debbie P. Yee**  
**Latham & Watkins LLP**  
**811 Main Street, Suite 3700**  
**Houston, Texas 77002**  
**(713) 546-5400**

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#### Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a  
smaller reporting company)

Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered/Proposed Maximum Offering Price Per Unit/ Proposed Maximum Aggregate Offering Price/Amount of Registration Fee(1)(2)</b>
Debt Securities	
Class A Ordinary Shares	
Preference Shares	
Ordinary Shares	
Warrants(3)	
Share Purchase Contracts	
Guarantees(4)	
Units comprising one or more classes of the above securities(5)	

- (1) An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may be issued from time to time at indeterminate prices. Separate consideration may not be received for registered securities that are issuable upon the exercise, conversion or exchange of other securities or that are issued in units.
- (2) In accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended (the "Securities Act"), the registrant is deferring payment of all of the registration fee and will pay the registration fee subsequently in advance or on a pay-as-you-go basis.
- (3) The warrants covered by this registration statement may be warrants for debt securities, Class A Ordinary Shares, preference shares or ordinary shares.
- (4) One or more subsidiaries of Ensc0 plc may guarantee debt securities. No separate consideration will be paid in respect of the guarantees. Pursuant to Rule 457(n) under the Securities Act, no separate fee is payable with respect to the guarantees of debt securities
- (5) Each unit will be issued under a unit agreement or indenture and will represent an interest in two or more debt securities, warrants or share purchase contracts, which may or may not be separable from one another.



## **EnSCO plc**

### **Debt Securities Class A Ordinary Shares Preference Shares Ordinary Shares Warrants Share Purchase Contracts Guarantees Units**

From time to time, we may offer to sell debt securities, Class A Ordinary Shares, preference shares, ordinary shares, warrants, share purchase contracts and guarantees, as well as units that include any of these securities or securities of other entities. The debt securities, preference shares, warrants and share purchase contracts may be convertible into or exercisable or exchangeable for Class A Ordinary Shares, ordinary shares or preference shares or other securities of our company or debt or equity securities of one or more other entities.

We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis. If any underwriters, dealers or agents are involved in the sale of any of the securities, their names and any applicable purchase price, fee, commission or discount arrangement between or among them will be set forth in, or will be calculable from the information set forth in, the applicable prospectus supplement. See the sections of this prospectus entitled "About this Prospectus" and "Plan of Distribution" for more information. No securities may be sold without delivery of this prospectus and the applicable prospectus supplement describing the method and terms of the offering of such series of securities.

This prospectus describes some of the general terms that may apply to these securities. The specific terms of any securities to be offered will be described in a supplement to this prospectus.

Our Class A Ordinary Shares trade on the New York Stock Exchange under the symbol "ESV".

**Investing in our securities involves risk. You should carefully review the risks and uncertainties described under the heading "Risk Factors" contained on page 3 herein and in the applicable prospectus supplement and any related free writing prospectus and under similar headings in the other documents incorporated by reference into this prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is November 21, 2017.

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## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission (the "SEC") using a "shelf" registration process. Under this shelf registration process, we may sell any combination of the securities described in this prospectus in one or more offerings.

As used in this prospectus, unless we state otherwise or the context indicates otherwise, references to "Enesco," the "Company," "we," "us" or "our" refer to Enesco plc and its subsidiaries. In the sections "Descriptions of Debt Securities," "Description of Preference Shares and Ordinary Shares," "Description of Warrants," "Description of Share Purchase Contracts," "Description of Guarantees" and "Description of Units," references to "Enesco," the "company," "we," "us" or "our" refer only to Enesco plc and not to any of our subsidiaries.

This prospectus provides a general description of the securities offered by us. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities being offered. The prospectus supplement may also add to, update or change information contained in this prospectus and, accordingly, to the extent inconsistent, information in this prospectus shall be superseded by the information in the prospectus supplement. You should read both this prospectus and any prospectus supplement together with additional information described under the heading "Where You Can Find More Information; Incorporation by Reference."

The prospectus supplement to be attached to the front of this prospectus may describe, as applicable: the terms of the securities offered, the initial public offering price, the price paid for the securities, net proceeds and the other specific terms related to the offering of these securities.

You should rely only on the information contained or incorporated by reference in this prospectus and any prospectus supplement. We have not authorized any other person to provide different information. If anyone provides you different or inconsistent information, you should not rely on it. We are not making offers to sell these securities in any jurisdiction where the offer or sale is not permitted. For the avoidance of doubt, this prospectus is not intended to be and is not a prospectus for purposes of the E.U. Prospectus Directive and/or the U.K. Financial Conduct Authority's Prospectus Rules. You should assume that the information contained or incorporated by reference in this prospectus or any prospectus supplement is accurate only as of the respective dates thereof or, in the case of information incorporated by reference, only as of the date of such information, regardless of the time of delivery of this prospectus or any prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since such dates.

## WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information on file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C., 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public from commercial document retrieval services and are available at the Internet website maintained by the SEC at <http://www.sec.gov>. These reports and other information filed by us with the SEC are also available free of charge at our website at [www.enscoplc.com](http://www.enscoplc.com).

We incorporate information into this prospectus by reference, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except to the extent superseded by information contained herein or by information contained in documents filed with the SEC after the date of this prospectus. This prospectus incorporates by reference the documents set

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forth below that have been previously filed with the SEC. These documents contain important information about us and our financial condition.

**Enesco SEC Filings**

- Enesco's Annual Report on Form 10-K for the year ended December 31, 2016 (the "Form 10-K");
- Enesco's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, June 30, 2017 and September 30, 2017;
- The information included in Enesco's Definitive Proxy Statement on Schedule 14A filed on March 31, 2017 to the extent incorporated by reference in Part III of the Form 10-K;
- Enesco's Current Reports on Form 8-K filed January 11, 2017, January 23, 2017, March 10, 2017, May 23, 2017, May 30, 2017, July 27, 2017, September 28, 2017, October 5, 2017, October 6, 2017, October 13, 2017 and October 25, 2017; and
- The description of Enesco's Class A Ordinary Shares contained in Enesco's Current Report on Form 8-K filed December 23, 2009, as amended and superseded by the description set forth in the Current Report on Form 8-K filed May 15, 2012, as Enesco may update that description from time to time.

We also incorporate by reference into this prospectus additional documents that Enesco may file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 from the date of this prospectus to the completion of the offering of the securities. These documents may include Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements. We are not incorporating by reference any information furnished under items 2.02 or 7.01 (or corresponding information furnished under item 9.01 or included as an exhibit) in any past or future Current Report on Form 8-K that we may file with the SEC, unless otherwise specified in such Current Report.

You may obtain copies of any of these filings as described below, through the SEC or through the SEC's Internet website as described above or through our website as described above. Documents incorporated by reference are available without charge, excluding all exhibits unless an exhibit has been specifically incorporated by reference into this prospectus, by requesting them in writing or by telephone at:

Investor Relations  
Enesco plc  
5847 San Felipe, Suite 3300  
Houston, Texas 77057  
(713) 789-1400

THE INFORMATION CONTAINED IN OUR WEBSITE IS NOT INCORPORATED BY REFERENCE AND DOES NOT CONSTITUTE A PART OF THIS PROSPECTUS.

**FORWARD-LOOKING INFORMATION**

The information contained in this prospectus is accurate only as of the date hereof.

This prospectus and the documents incorporated herein by reference contain some forward-looking statements that set forth anticipated results based on management's plans and assumptions. From time to time, we also provide forward-looking statements in other materials we release to the public, as well as oral forward-looking statements. Such statements give our current expectations or forecasts of future events; they do not relate strictly to historical or current facts. We have tried, wherever possible, to

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identify such statements by using words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "will," "target," "forecast" and similar expressions in connection with any discussion of future operating or financial performance or business plans or prospects. In particular, these include statements relating to future actions, business plans and prospects, future performance or results of current and anticipated products, expenses, interest rates, foreign exchange rates, the outcome of contingencies, such as legal proceedings, and financial results.

We cannot guarantee that any forward-looking statement will be realized. Achievement of future results is subject to risks, uncertainties and potentially inaccurate assumptions, including, but not limited to, the risks and uncertainties described under "Risk Factors" below and in our most recent Annual Report on Form 10-K and our subsequently filed Quarterly Reports on Form 10-Q. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected. You should bear this in mind as you consider forward-looking statements.

You should take care not to place undue reliance on forward-looking statements, which represent our views only as of the date they are made.

We undertake no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. You are advised, however, to consult any further disclosures we make on related subjects in our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC.

## **RISK FACTORS**

Investing in our securities involves significant risks. Before making an investment decision, you should carefully consider the risks and other information we include or incorporate by reference in this prospectus. In particular, you should consider the risk factors set forth in our most recent Annual Report on Form 10-K filed with the SEC, as those risk factors are amended or supplemented by subsequent Quarterly Reports on Form 10-Q and other reports and documents we file with the SEC after the date of this prospectus that are incorporated by reference herein. The risks and uncertainties we have described are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations. Additional risk factors may be included in a prospectus supplement relating to a particular series or offering of securities.

## **THE COMPANY**

EnSCO is a global offshore contract drilling company and one of the leading providers of offshore contract drilling services to the international oil and gas industry. On October 6, 2017, we acquired Atwood Oceanics, Inc. As a result, we currently own and operate an offshore drilling rig fleet of 62 rigs, with drilling operations in most of the strategic markets around the globe. We also have three rigs under construction. Our rig fleet consists of 12 drillships, 11 dynamically positioned semisubmersible rigs, four moored semisubmersible rigs and 38 jackup rigs. Our offshore rig fleet is one of the world's largest amongst competitive rigs, including one of the newest ultra-deepwater fleets in the industry and a leading premium jackup fleet.

Our registered office (which is our principal executive office) is located at 6 Chesterfield Gardens, 3rd Floor, London, United Kingdom W1J 5BQ, and our telephone number is +44 (0) 20 7659 4660. We are registered in England and Wales under company number 7023598. Our website is located at [www.enscopl.com](http://www.enscopl.com). The information on or linked to/from our website is not part of, and is not incorporated by reference into, this prospectus.

## USE OF PROCEEDS

We intend to use the net proceeds from the sales of the securities for general corporate purposes unless otherwise set forth in the applicable prospectus supplement.

## RATIO OF EARNINGS TO FIXED CHARGES

For the purpose of computing the ratio of earnings to fixed charges, "earnings" consist of income from continuing operations before income taxes, fixed charges and amortization of capitalized interest, less income from continuing operations before income taxes attributable to non-controlling interests and interest capitalized. "Fixed charges" consist of interest expensed and capitalized and estimates of interest within rental expense. The ratios were calculated by dividing the sum of the fixed charges into the sum of the earnings. Our consolidated ratio of earnings to fixed charges for each of the fiscal years ended December 31, 2012 through 2016 and the nine months ended September 30, 2017 are set forth below:

	Nine Months Ended September, 2017	Year Ended December 31,				
		2016	2015	2014	2013	2012
Ratio of earnings to fixed charges	(1)	4.4x	(2)	(2)	7.4x	5.9x

- (1) For the nine month period ended September 30, 2017, our earnings were inadequate to cover our fixed charges by \$71.2 million.
- (2) For the years ended December 31, 2015 and December 31, 2014, our earnings were inadequate to cover our fixed charges by \$1,550.9 million and \$2,625.5 million, respectively. Net loss from continuing operations before income taxes of \$1,471.2 million and \$2,548.8 million for the years ended December 31, 2015 and December 31, 2014 included a non-cash loss on impairment of \$2,746.4 million and \$4,218.7 million, respectively.

We had no preferred stock outstanding for any period presented, and accordingly, the ratio of combined fixed charges and preferred stock dividends to earnings is the same as the ratio of earnings to fixed charges for those periods.

## DESCRIPTION OF DEBT SECURITIES

The debt securities we may offer pursuant to this prospectus will be general unsecured obligations of Enesco plc and will be senior, senior subordinated or subordinated debt. Our unsecured senior debt securities will be issued under the indenture dated as of March 17, 2011 between us and Deutsche Bank Trust Company Americas, as trustee. The unsecured senior subordinated debt securities will be issued under a separate indenture to be entered into by us and Deutsche Bank Trust Company Americas or another trustee to be named in a prospectus supplement. The unsecured subordinated debt securities will be issued under a separate indenture to be entered into by us and Deutsche Bank Trust Company Americas or another trustee to be named in a prospectus supplement.

The unsecured senior debt indenture is filed as an exhibit to the registration statement of which this prospectus is a part. If we issue any senior subordinated debt securities or subordinated debt securities, we will file forms of the senior subordinated debt indenture and the subordinated debt indenture, as applicable, by amendment to the registration statement of which this prospectus is a part. You should refer to the applicable indenture for more specific information.

The senior debt securities will rank equally with each other and with all of our other unsecured and unsubordinated indebtedness. Our senior debt securities will effectively be subordinated to our secured indebtedness, including amounts we have borrowed under any secured revolving or term credit

facility and ship mortgages or bonds, and the liabilities of our subsidiaries. The senior subordinated debt securities will be subordinate and junior in right of payment, as more fully described in an indenture and in any applicable supplement to the indenture, to the senior indebtedness designated in such indenture or supplemental indenture. The subordinated debt securities will be subordinate and junior in right of payment, as more fully described in an indenture and in any applicable supplement to the indenture, to all of our senior and senior subordinated indebtedness.

We will include the specific terms of each series of the debt securities being offered in a supplement to this prospectus.

### **DESCRIPTION OF CLASS A ORDINARY SHARES**

For a full description of our Class A Ordinary Shares, nominal value \$0.10 per share (the "Class A Ordinary Shares"), please see the documents identified in the section "Where You Can Find More Information; Incorporation by Reference" in this prospectus.

### **DESCRIPTION OF PREFERENCE SHARES AND ORDINARY SHARES**

Our articles of association do not expressly contemplate the issuance of preference shares or a new class of ordinary shares. However, subject to sufficient authorization being in place for the allotment and issuance of shares, preference shares or a new class of ordinary shares could be issued in the future with such rights or restrictions either as are determined by resolution of the shareholders or as determined by our board. Pre-emption rights may apply to such issuance. Such pre-emption rights would provide that when we wish to issue our "ordinary shares" (*i.e.* shares other than shares which, with respect to dividends or capital, carry a right to participate only up to a specified amount of distribution) for cash, such shares must first be offered to the existing shareholders in proportion to their respective nominal amounts (*i.e.* par values) of their holdings. If any preference shares or new class of ordinary shares issued by us carried a right to a fixed income, pre-emption would not apply to the issue of such shares. English law permits our shareholders, by special resolution or a provision in our articles of association, to exclude pre-emptive rights for a period of up to five years.

To grant our board with the authority to issue and allot preference shares or a new class of ordinary shares, an "ordinary resolution" must be passed by our shareholders. Such ordinary resolution must be approved by holders of a simple majority of the aggregate voting power of our entire issued share capital that, being entitled to vote, vote on the resolution at a general meeting of the company. To remove any applicable pre-emption rights and amend our articles of association, a "special resolution" must be passed by our shareholders. Such special resolution must be approved by the holders of at least 75% of our entire issued share capital that, being entitled to vote, vote on the resolution at a general meeting of the company.

We will include the specific terms of each series of the preference shares and ordinary shares being offered in a supplement to this prospectus.

### **DESCRIPTION OF WARRANTS**

We may issue warrants to purchase Class A Ordinary Shares, preference shares, ordinary shares and debt securities. Each warrant will entitle the holder to purchase for cash a number of Class A Ordinary Shares, preference shares or ordinary shares or the principal amount of debt securities at the exercise price as, in each case, will be described in, or can be determined from, the applicable prospectus supplement relating to the offered warrants.

Warrants may be issued independently or together with any securities and may be attached to or separate from the securities. The warrants will be issued under warrant agreements to be entered into between us and a bank or trust company, as warrant agent. You should read the particular terms of the

warrants, which will be described in more detail in the applicable prospectus supplement. The particular terms of any warrants offered by any prospectus supplement, and the extent to which the general provisions summarized below may apply to the offered securities, will be described in the prospectus supplement.

The applicable prospectus supplement will describe the terms of warrants we offer, the warrant agreement relating to the warrants and the certificates representing the warrants, including, to the extent applicable:

- the title of the warrants;
- the aggregate number of warrants;
- the price or prices at which the warrants will be issued;
- the currency or currencies, including composite currencies or currency units, in which the price of the warrants may be payable;
- the designation, number or aggregate principal amount and terms of the securities purchasable upon exercise of the warrants, and the procedures and conditions relating to the exercise of the warrants;
- the date on which the right to exercise the warrants will commence, and the date on which the right will expire;
- the designation and terms of any related securities with which the warrants are issued, and the number of the warrants issued with each security;
- the date, if any, on and after which the warrants and the related securities will be separately transferable;
- the maximum or minimum number of warrants which may be exercised at any time;
- any other specific terms of the warrants; and
- if appropriate, a discussion of material United States federal income or U.K. tax considerations.

#### **DESCRIPTION OF SHARE PURCHASE CONTRACTS**

We may issue share purchase contracts representing contracts obligating holders, subject to the terms of such share purchase contracts, to purchase from us, and us to sell to the holders, a specified or varying number of our Class A Ordinary Shares, preference shares, or ordinary shares at a future date or dates. Alternatively, the share purchase contracts may, subject to the terms of such share purchase contracts, obligate us to purchase from holders, and obligate holders to sell to us, a specified or varying number of Class A Ordinary Shares, preference shares, or ordinary shares. The price per share of our Class A Ordinary Shares, preference shares or ordinary shares and number of shares of our Class A Ordinary Shares may be fixed at the time the share purchase contracts are entered into or may be determined by reference to a specific formula set forth in the share purchase contracts.

The applicable prospectus supplement will describe the terms of any share purchase contract. The share purchase contracts will be issued pursuant to documents to be issued by us. You should read the particular terms of the documents, which will be described in more detail in the applicable prospectus supplement.

#### **DESCRIPTION OF GUARANTEES**

We may issue guarantees of debt securities and other securities. The applicable prospectus supplement will describe the terms of any guarantees. The guarantees will be issued pursuant to

documents to be issued by us. You should read the particular terms of the documents, which will be described in more detail in the applicable prospectus supplement.

#### **DESCRIPTION OF UNITS**

We may issue units of securities consisting of one or more share purchase contracts, warrants, debt securities, guarantees, Class A Ordinary Shares, preference shares, ordinary shares or any combination thereof. The applicable prospectus supplement will describe the terms of any units and the securities comprising the units, including whether and under what circumstances the securities comprising the units may or may not be traded separately. The units will be issued pursuant to documents to be issued by us. You should read the particular terms of the documents, which will be described in more detail in the applicable prospectus supplement.

#### **PLAN OF DISTRIBUTION**

We will set forth in the applicable prospectus supplement a description of the plan of distribution of the securities that may be offered pursuant to this prospectus.

#### **LEGAL MATTERS**

Latham & Watkins LLP will be requested to advise us with respect to the validity under English law, if applicable, of any securities that may be offered pursuant to this prospectus. Latham & Watkins LLP may also be requested to advise us with respect to the validity under New York law, if applicable, of any securities that may be offered pursuant to this prospectus. Any underwriters will be advised about other issues relating to any offering by their own legal counsel.

#### **EXPERTS**

The consolidated financial statements of Ensco plc and its subsidiaries as of December 31, 2016 and 2015, and for each of the years in the three-year period ended December 31, 2016, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2016 have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

With respect to the unaudited interim financial information for the periods ended March 31, 2017, June 30, 2017, and September 30, 2017, incorporated by reference herein, the independent registered public accounting firm has reported that they applied limited procedures in accordance with professional standards for a review of such information. However, their separate reports included in the Company's quarterly reports on Form 10-Q for the quarter ended March 31, 2017, June 30, 2017, and September 30, 2017, and incorporated by reference herein, states that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. The accountants are not subject to the liability provisions of Section 11 of the Securities Act for their report on the unaudited interim financial information because that report is not a "report" or a "part" of the registration statement prepared or certified by the accountants within the meaning of Sections 7 and 11 of the Securities Act.

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 14. *Other Expenses of Issuance and Distribution .***

The following table sets forth the best estimate of Enesco plc as to its anticipated expenses and costs (other than underwriting discounts and commissions) expected to be incurred in connection with a distribution of securities registered hereby:

SEC Registration Fee	\$	*
Printing and Engraving Expenses		**
Legal Fees and Expenses		**
Accounting Fees and Expenses		**
Rating Agency Fees		**
Trustees' Fees and Expenses		**
Miscellaneous		**
Total	<u>\$</u>	<u>**</u>

\* To be deferred pursuant to Rule 456(b) and calculated in connection with the offering of securities under this registration statement pursuant to Rule 457(r).

\*\* Estimated expenses are not presently known. The foregoing sets forth the general categories of expenses (other than underwriting discounts and commissions) that Enesco anticipates it will incur in connection with the offering of securities under this Registration Statement. An estimate of the aggregate expenses in connection with the issuance and distribution of the securities being offered will be included in the applicable prospectus supplement.

**ITEM 15. *Indemnification of Directors and Officers .***

The discussion below summarizes the material indemnification provisions of Enesco's Articles of Association (the "Articles") and certain sections of the U.K. Companies Act 2006 (the "Companies Act 2006") related to indemnification.

Article 138 of the Articles provides:

**138. INDEMNITY**

- 138.1 To the extent permitted by the Companies Act 2006 and without prejudice to any indemnity to which any person may otherwise be entitled, the Company shall:
- (a) indemnify to any extent any person who is or was a director or officer of the Company, or a director or officer of any associated company, directly or indirectly (including by funding any expenditure incurred or to be incurred by him) against any loss or liability, whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company;
  - (b) indemnify to any extent any person who is or was a director or officer of an associated company that is a trustee of an occupational pension scheme, directly or indirectly (including by funding any expenditure incurred or to be incurred by him) against any liability incurred by him in connection with the company's activities as trustee of an occupational pension scheme;
  - (c) create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as

enter into contracts providing indemnification to the full extent authorised or permitted by law and including as part thereof provisions with respect to any or all of the foregoing paragraphs of this Article 144.1 to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

138.2 Where a person is indemnified against any liability in accordance with Article 138.1, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

Article 84 of the Articles provides:

#### **84. Insurance**

Subject to the provisions of the Companies Act 2006, the board may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was a director, alternate director or officer of the Company or of any associated company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.

Section 232 of the Companies Act 2006 provides as follows:

#### **232 PROVISIONS PROTECTING DIRECTORS FROM LIABILITY**

(1) Any provision that purports to exempt a director of a company (to any extent) from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void.

(2) Any provision by which a company directly or indirectly provides an indemnity (to any extent) for a director of the company, or of an associated company, against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he is a director is void, except as permitted by—

- (a) section 233 (provision of insurance),
- (b) section 234 (qualifying third party indemnity provision), or
- (c) section 235 (qualifying pension scheme indemnity provision).

(3) This section applies to any provision, whether contained in a company's articles or in any contract with the company or otherwise.

(4) Nothing in this section prevents a company's articles from making such provision as has previously been lawful for dealing with conflicts of interest.

Section 233 of the Companies Act 2006 provides as follows:

#### **233 PROVISION OF INSURANCE**

Section 232(2) (voidness of provisions for indemnifying directors) does not prevent a company from purchasing and maintaining for a director of the company, or of an associated company, insurance against any such liability as is mentioned in that subsection.

Section 234 of the Companies Act 2006 provides as follows:

#### **234 QUALIFYING THIRD PARTY INDEMNITY PROVISION**

(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying third party indemnity provision.

(2) Third party indemnity provision means provision for indemnity against liability incurred by the director to a person other than the company or an associated company. Such provision is qualifying third party indemnity provision if the following requirements are met.

(3) The provision must not provide any indemnity against—

(a) any liability of the director to pay—

(i) a fine imposed in criminal proceedings, or

(ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or

(b) any liability incurred by the director—

(i) in defending criminal proceedings in which he is convicted, or

(ii) in defending civil proceedings brought by the company, or an associated company, in which judgment is given against him, or

(iii) in connection with an application for relief (see subsection (6)) in which the court refuses to grant him relief.

(4) The references in subsection (3)(b) to a conviction, judgment or refusal of relief are to the final decision in the proceedings.

(5) For this purpose—

(a) a conviction, judgment or refusal of relief becomes final—

(i) if not appealed against, at the end of the period for bringing an appeal, or

(ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and

(b) an appeal is disposed of—

(i) if it is determined and the period for bringing any further appeal has ended, or

(ii) if it is abandoned or otherwise ceases to have effect.

(6) The reference in subsection (3)(b)(iii) to an application for relief is to an application for relief under—section 661(3) or (4) (power of court to grant relief in case of acquisition of shares by innocent nominee), or section 1157 (general power of court to grant relief in case of honest and reasonable conduct).

Section 235 of the Companies Act 2006 provides as follows:

#### 235 QUALIFYING PENSION SCHEME INDEMNITY PROVISION

(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying pension scheme indemnity provision.

(2) Pension scheme indemnity provision means provision indemnifying a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of the scheme.

Such provision is qualifying pension scheme indemnity provision if the following requirements are met.

- (3) The provision must not provide any indemnity against—
  - (a) any liability of the director to pay—
    - (i) a fine imposed in criminal proceedings, or
    - (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or
  - (b) any liability incurred by the director in defending criminal proceedings in which he is convicted.
- (4) The reference in subsection (3)(b) to a conviction is to the final decision in the proceedings.
- (5) For this purpose—
  - (a) a conviction becomes final—
    - (i) if not appealed against, at the end of the period for bringing an appeal, or
    - (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and
  - (b) an appeal is disposed of—
    - (i) if it is determined and the period for bringing any further appeal has ended, or
    - (ii) if it is abandoned or otherwise ceases to have effect.
- (6) In this section "occupational pension scheme" means an occupational pension scheme as defined in section 150(5) of the Finance Act 2004 (c. 12) that is established under a trust.

Section 239 of the Companies Act 2006 provides as follows:

#### 239 RATIFICATION OF ACTS OF DIRECTORS

- (1) This section applies to the ratification by a company of conduct by a director amounting to negligence, default, breach of duty or breach of trust in relation to the company.
- (2) The decision of the company to ratify such conduct must be made by resolution of the members of the company.
- (3) Where the resolution is proposed as a written resolution neither the director (if a member of the company) nor any member connected with him is an eligible member.
- (4) Where the resolution is proposed at a meeting, it is passed only if the necessary majority is obtained disregarding votes in favour of the resolution by the director (if a member of the company) and any member connected with him.

This does not prevent the director or any such member from attending, being counted towards the quorum and taking part in the proceedings at any meeting at which the decision is considered.

- (5) For the purposes of this section—
  - (a) "conduct" includes acts and omissions;
  - (b) "director" includes a former director;
  - (c) a shadow director is treated as a director; and
  - (d) in section 252 (meaning of "connected person"), subsection (3) does not apply (exclusion of person who is himself a director).

(6) Nothing in this section affects—

- (a) the validity of a decision taken by unanimous consent of the members of the company, or
- (b) any power of the directors to agree not to sue, or to settle or release a claim made by them on behalf of the company.

(7) This section does not affect any other enactment or rule of law imposing additional requirements for valid ratification or any rule of law as to acts that are incapable of being ratified by the company.

Section 1157 of the Companies Act 2006 provides as follows:

1157 POWER OF COURT TO GRANT RELIEF IN CERTAIN CASES

(1) If in proceedings for negligence, default, breach of duty or breach of trust against—

- (a) an officer of a company, or
- (b) a person employed by a company as auditor (whether he is or is not an officer of the company),

it appears to the court hearing the case that the officer or person is or may be liable but that he acted honestly and reasonably, and that having regard to all the circumstances of the case (including those connected with his appointment) he ought fairly to be excused, the court may relieve him, either wholly or in part, from his liability on such terms as it thinks fit.

(2) If any such officer or person has reason to apprehend that a claim will or might be made against him in respect of negligence, default, breach of duty or breach of trust—

- (a) he may apply to the court for relief, and
- (b) the court has the same power to relieve him as it would have had if it had been a court before which proceedings against him for negligence, default, breach of duty or breach of trust had been brought.

(3) Where a case to which subsection (1) applies is being tried by a judge with a jury, the judge, after hearing the evidence, may, if he is satisfied that the defendant (in Scotland, the defender) ought in pursuance of that subsection to be relieved either in whole or in part from the liability sought to be enforced against him, withdraw the case from the jury and forthwith direct judgment to be entered for the defendant (in Scotland, grant decree of absolvitor) on such terms as to costs (in Scotland, expenses) or otherwise as the judge may think proper.

Under Section 250 of the Companies Act 2006, a "director" is defined to include "any person occupying the position of director, by whatever name called." In our case, references in the Companies Act 2006 to a "director" would also include certain officers.

Each of Ensco's directors and officers are parties to indemnity agreements that generally provide that such persons will be indemnified to the fullest extent permitted by applicable law, including with respect to losses suffered or incurred by them, among others, arising out of or in connection with the person's appointment as a director or officer or serving in such capacity. The indemnity agreements also provide for advancement of expenses to the directors and officers in connection with legal proceedings. The terms of the indemnity agreements are subject to certain exceptions or exclusions to the extent required by applicable law, including the repayment of advancement of expenses in certain circumstances.

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EnSCO maintains directors and officers insurance coverage, which, subject to policy terms and limitations, includes coverage to reimburse EnSCO for amounts that EnSCO may be required or permitted by law to pay our directors or officers.

**ITEM 16. Exhibits.** †

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#">New Articles of Association of EnSCO plc (incorporated by reference to Annex 2 to the Registrant's Proxy Statement on Form DEF 14A filed on April 5, 2013, as adopted by Special Resolution passed on May 20, 2013, File No. 1-8097).</a>
4.2	<a href="#">Indenture dated as of March 17, 2011 by and between EnSCO plc and Deutsche Bank Trust Company Americas, as trustee (the "Senior Trustee") (incorporated by reference to Exhibit 4.22 Post-Effective Amendment No. 2 to the Registration Statement of the Company on Form S-3 (File No. 333-156705) filed on March 17, 2011).</a>
*4.3	Form of Senior Subordinated Debt Indenture.
*4.4	Form of Subordinated Debt Indenture.
5.1	<a href="#">Legal Opinion of Latham &amp; Watkins LLP (with respect to English law matters).</a>
5.2	<a href="#">Legal Opinion of Latham &amp; Watkins LLP.</a>
12.1	<a href="#">Statement regarding computation of ratio of earnings to fixed charges.</a>
15.1	<a href="#">Letter Regarding Unaudited Interim Financial Information for the period ended March 31, 2017.</a>
15.2	<a href="#">Letter Regarding Unaudited Interim Financial Information for the period ended June 30, 2017 (included in Exhibit 15.1).</a>
15.3	<a href="#">Letter Regarding Unaudited Interim Financial Information for the period ended September 30, 2017 (included in Exhibit 15.1).</a>
23.1	<a href="#">Consent of KPMG LLP, Independent Registered Public Accounting Firm of EnSCO plc.</a>
23.2	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</a>
23.3	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.2).</a>
24.1	<a href="#">Powers of Attorney (included on signature page to this registration statement).</a>
25.1	<a href="#">Form T-1 Statement of Eligibility under Trust Indenture Act of 1939 of the Senior Trustee.</a>

† EnSCO will file as an exhibit to a Current Report on Form 8-K (i) any underwriting, remarketing or agency agreement relating to the securities offered hereby, (ii) the instruments, or revised articles of association in the case of any shares, setting forth the terms of any debt securities, ordinary shares, preference shares, warrants, stock purchase contracts or guarantees, (iii) any additional required opinions of counsel with respect to legality of the securities offered hereby and (iv) any required opinion of counsel as to certain tax matters relative to the securities offered hereby. Any additional required Statements of Eligibility and Qualification under the Trust Indenture Act of 1939 on Form T-1 would be filed, if necessary, on Form 305B2 in accordance with the requirements of Section 305(b)(2) of the Trust Indenture Act of 1939, as amended.

\* To be filed by amendment.

**ITEM 17. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in this registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of this registration statement;

(2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(4) that, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of this registration statement as of the date the filed prospectus was deemed part of and included in this registration statement; and

(ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in this registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of this registration statement relating to the securities in this registration statement to which that prospectus relates, and the offering of such securities at that time

shall be deemed to be the initial bona fide offering thereof; provided, however, that no statement made in a registration statement or prospectus that is part of this registration statement or made in a document incorporated or deemed incorporated by reference into this registration statement or prospectus that is part of this registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in this registration statement or prospectus that was part of this registration statement or made in any such document immediately prior to such effective date; and

- (5) that, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
- (d) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under section 305(b)(2) of the Trust Indenture Act.



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<u>Signature</u>	<u>Title</u>
<hr/> <p>/s/ ROXANNE J. DECYK</p> <hr/> <p>Roxanne J. Decyk</p>	Director
<hr/> <p>/s/ MARY E. FRANCIS CBE</p> <hr/> <p>Mary E. Francis CBE</p>	Director
<hr/> <p>/s/ C. CHRISTOPHER GAUT</p> <hr/> <p>C. Christopher Gaut</p>	Director
<hr/> <p>/s/ JACK E. GOLDEN</p> <hr/> <p>Jack E. Golden</p>	Director
<hr/> <p>/s/ GERALD W. HADDOCK</p> <hr/> <p>Gerald W. Haddock</p>	Director
<hr/> <p>/s/ FRANCIS S. KALMAN</p> <hr/> <p>Francis S. Kalman</p>	Director
<hr/> <p>/s/ KEITH O. RATTIE</p> <hr/> <p>Keith O. Rattie</p>	Director
<hr/> <p>/s/ PAUL E. ROWSEY III</p> <hr/> <p>Paul E. Rowsey III</p>	Director
<hr/> <p>/s/ PHIL D. WEDEMEYER</p> <hr/> <p>Phil D. Wedemeyer</p>	Director

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# LATHAM & WATKINS

99 Bishopsgate  
London EC2M 3XF  
United Kingdom  
Tel: +44(0)20.7710.1000 Fax: +44(0)20.7374.4460  
www.lw.com

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Madrid	Washington, D.C.
Milan	

November 21, 2017

Enesco plc  
6 Chesterfield Gardens  
3rd Floor  
London, W1J5BQ  
United Kingdom

**Re: Enesco plc (the "Company")—Registration Statement on Form S-3—Exhibit 5.1**

Ladies and Gentlemen:

We have acted as English legal advisers to the Company, a public limited company incorporated in England and Wales, in connection with the preparation and filing of a registration statement on Form S-3 (such registration statement, including the documents incorporated by reference therein, the "**Registration Statement**") filed with the United States Securities and Exchange Commission (the "**SEC**") pursuant to the United States Securities Act of 1933, as amended (the "**Securities Act**") on November 21, 2017.

The Registration Statement has been filed in connection with the registration for issuance, offering, sale and delivery from time to time of Class A Ordinary Shares of the Company with a nominal value of US \$0.10 per share ("**Class A Ordinary Shares**") and preference shares and other ordinary shares in the capital of the Company as determined by the directors of the Company in accordance with the articles of association of the Company and English law as then in force (together with the Class A Ordinary Shares, the "**Shares**"), amongst other securities.

Latham & Watkins is the business name of Latham & Watkins (London) LLP, a registered limited liability partnership organised under the laws of New York and authorised and regulated by the Solicitors Regulation Authority (SRA No. 203820). A list of the names of the partners of Latham & Watkins (London) LLP is open to inspection at its principal place of business, 99 Bishopsgate, London EC2M 3XF, and such persons are either solicitors, registered foreign lawyers, European lawyers or managers authorised by the SRA. We are affiliated with the firm Latham & Watkins LLP, a limited liability partnership organised under the laws of Delaware.

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## 1. INTRODUCTION

### 1.1 Purpose

In connection with the Registration Statement, we have been asked to provide an opinion on certain matters, as set out below. We have taken instruction in this regard solely from the Company.

### 1.2 Defined terms and headings

In this letter:

- (a) capitalised terms used without definition in this letter or the schedules hereto have the meanings assigned to them in the Registration Statement unless a contrary indication appears; and
- (b) headings are for ease of reference only and shall not affect interpretation.

### 1.3 Legal review

For the purpose of issuing this letter, we have reviewed only the following documents and conducted only the following enquiries and searches:

- (a) an online search at Companies House in respect of information available for inspection about the Company conducted on November 21, 2017;
- (b) an enquiry by telephone at the Central Index of Winding Up Petitions, London on November 21, 2017 at 10:10 a.m. (London time) ((a) and (b) together, the "**Searches**");
- (c) a PDF executed copy of the minutes of the annual general meeting of the shareholders of the Company held on 22 May 2017 (the "**Annual General Meeting**");
- (d) a PDF executed copy of the ordinary and special resolutions passed at the Annual General Meeting and filed with Companies House on 2 June 2017, which included resolutions amongst others (i) authorising the directors of the Company for the purposes of section 551 of the Companies Act 2006 (the "**Companies Act**") to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (A) up to a nominal amount of US\$10,109,804 (such amount to be reduced by any allotments or grants made under (B) below in excess of such sum); and (B) comprising equity securities (as defined in section 560 of the Companies Act) ("**Equity Securities**") up to a nominal amount of US\$20,219,607 (such amount to be reduced by any allotments or grants made under (A) above) in connection with an offer by way of a rights issue or other similar issue; and (ii) disapplying section 561 of the Companies Act in respect of the allotment of Equity Securities or the sale of treasury shares up to a nominal amount of US\$1,517,989 or that are allotted in a pre-emptive offering (in the case of allotments made under the authority granted in (i)(B) above), in connection with an offer by way of a rights issue or other similar issue only (together, the "**AGM Allotment Resolutions**");
- (e) a PDF executed copy of the Quorum Certificate from the Inspector of Election in respect of the Annual General Meeting dated 22 May 2017 (the "**AGM Quorum Certificate**");
- (f) a copy of the announcement of the results of the Annual General Meeting dated 22 May 2017 and filed with the SEC on 23 May 2017 (the "**AGM Announcement**");
- (g) a PDF executed copy of the minutes from the general meeting of the shareholders of the Company held on 5 October 2017 (the "**General Meeting**");

- (h) a PDF executed copy of the ordinary and special resolutions passed at the General Meeting and filed with Companies House on 14 October 2017, which included resolutions amongst others (i) in addition to all subsisting authorities, authorising the directors of the Company for the purposes of section 551 of the Companies Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (A) up to a nominal amount of US\$4,525,736 (such amount to be reduced by any allotments or grants under (B) below in excess of such sum); and (B) comprising Equity Securities up to a nominal amount of US\$9,024,968 (such amount to be reduced by any allotments or grants made under (A) above) in connection with an offer by way of a rights issue or other similar issue; and (ii) in addition to all subsisting disapplications, disapplying section 561 of the Companies Act in respect of the allotment of Equity Securities or the sale of treasury shares up to a nominal amount of US\$702,064 or that are allotted in a pre-emptive offering (in the case of allotments made under the authority granted in (i)(B) above), in connection with an offer by way of a rights issue or other similar issue only (together, the "**Additional Allotment Resolutions**");
- (i) a PDF executed copy of the Quorum Certificate from the Inspector of Election in respect of the General Meeting dated 5 October 2017 (the "**GM Quorum Certificate**");
- (j) a PDF executed copy of the Final Report and Certification of the Inspector of Election in respect of the General Meeting dated 5 October 2017 (the "**Inspector Report**");
- (k) a copy of the announcement of the results of the General Meeting dated 5 October 2017 and filed with the SEC on 5 October 2017 (the "**General Meeting Announcement**");
- (l) a PDF executed copy of the minutes from the meeting of the directors of the Company held on 11 November 2014 at which the directors of the Company approved, *inter alia*, the preparation and filing of one or more registration statements on Form S-3 (the "**Board Minutes**");
- (m) PDF copies of the certificate of incorporation of the Company dated 18 September 2009, the certificate of incorporation, on change of name dated 25 September 2009 pursuant to which the Company's name was changed to Ensco International Limited, the certificate of incorporation on re-registration of the Company as a public limited company under the name of Ensco International plc dated 18 December 2009 and the certificate of incorporation on change of name dated 31 March 2010 pursuant to which the Company's name was changed to Ensco plc;
- (n) a PDF copy of the current articles of association of the Company adopted on 20 May 2013 (the "**Articles of Association**"); and
- (o) a copy of the Registration Statement dated November 21, 2017, and filed with the SEC on November 21, 2017.

#### 1.4 **Applicable law**

This letter, the opinions given in it, and any non-contractual obligations arising out of or in connection with this letter and/or the opinions given in it, are governed by, and to be construed in accordance with, English law and relate only to English law as applied by the English courts as at today's date. In particular:

- (a) we have not investigated the laws of any country other than England and we assume that no foreign law affects any of the opinions stated below; and
- (b) we express no opinion in this letter on the laws of any jurisdiction other than England.

**1.5 Assumptions and reservations**

The opinions given in this letter are given on the basis of each of the assumptions set out in Schedule 1 ( *Assumptions* ) and are subject to each of the reservations set out in Schedule 2 ( *Reservations* ) to this letter. The opinions given in this letter are strictly limited to the matters stated in paragraph 2 ( *Opinions* ) below and do not extend, and should not be read as extending, by implication or otherwise, to any other matters.

**2. OPINION**

Subject to paragraph 1 ( *Introduction* ) and the other matters set out in this letter and its Schedules, and subject further to the following:

- (a) the Registration Statement, as amended and supplemented, having become effective under the Securities Act and continuing to be so effective;
- (b) the directors of the Company at the time of any allotment and issue of Shares being duly authorised pursuant to the articles of association of the Company in force at the time of such allotment and issue, the Companies Act and any relevant authority given by the members of the Company to allot such Shares and any rights of pre-emption under such articles of association or the Companies Act in respect of such allotment having been validly disappplied;
- (c) the directors of the Company having validly resolved to allot the Shares;
- (d) the receipt in full of payment for the Shares in an amount of "cash consideration" (as defined in section 583(3) of the Companies Act) of not less than the aggregate nominal value for the Shares; and
- (e) valid entries having been made in relation to the allotment and issue of the Shares in the books and registers of the Company,

it is our opinion that the Shares, if and when issued, registered in the name of the recipient in the register of members of the Company and delivered in accordance with the terms of the Registration Statement and as described therein, will be duly and validly authorised and issued, fully paid or credited as fully paid (subject to the receipt of valid consideration by the Company for the issue thereof) and will not be subject to any call for payment of further capital.

**3. EXTENT OF OPINIONS**

We express no opinion as to any agreement, instrument or other document other than as specified in this letter or as to any liability to tax which may arise or be suffered as a result of or in connection with the transactions contemplated by the Registration Statement.

This letter only applies to those facts and circumstances which exist as at today's date and we assume no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances which may subsequently come to our attention, any changes in laws which may occur after today, or to inform the addressee of any change in circumstances happening after the date of this letter which would alter our opinion.

**4. DISCLOSURE AND RELIANCE**

This letter is addressed to you solely for your benefit in connection with the Registration Statement. We consent to the filing of this letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

# LATHAM & WATKINS

This letter may not be relied upon by you for any other purpose, and, other than as set out above, may not be furnished to, or assigned to or relied upon by any other person, firm or entity for any purpose, without our prior written consent, which may be granted or withheld in our discretion.

Yours faithfully,

/s/ LATHAM & WATKINS

LATHAM & WATKINS

## SCHEDULE 1

### ASSUMPTIONS

The opinions in this letter have been given on the basis of the following assumptions:

- (a) the genuineness of all signatures, stamps and seals on all documents, the authenticity and completeness of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies;
- (b) that, where a document has been examined by us in draft or specimen form, it will be or has been duly executed in the form of that draft or specimen;
- (c) that the filing of the Registration Statement with the SEC has been authorised by all necessary actions under all applicable laws other than English law;
- (d) that the Articles of Association remain in full force and effect, and (subject to (f)(i) below) no alteration has been made or will be made to the Articles of Association, in each case prior to any date on which Shares are allotted or issued (each such date being an " **Allotment Date** ");
- (e) that a complete prospectus supplement will have been prepared and filed with the SEC describing the Shares offered before each Allotment Date;
- (f) that to the extent required to ensure that any Shares (other than Class A Ordinary Shares) are validly allotted and issued in accordance with the Articles of Association, the Companies Act and all other applicable laws:
  - (i) any necessary changes having been made to the Articles of Association;
  - (ii) the consents or sanctions of each relevant class of shares having been provided in accordance with the Articles of Association and the Companies Act and such consents and/or sanctions remaining in full force and effect at each Allotment Date; and
  - (iii) any other necessary shareholder resolutions having been duly passed and such resolutions remaining in full force and effect on each Allotment Date;
- (g) that all documents, forms and notices which should have been delivered to Companies House in respect of the Company have been so delivered, that the results of the Searches are complete and accurate, that the position has not changed since the times at which the Searches were made and that the results of the Searches will remain complete and accurate as at each Allotment Date;
- (h) that the contents of the AGM Quorum Certificate, the GM Quorum Certificate, the AGM Announcement, the General Meeting Announcement and the Inspector Report are correct and accurate in respect of the matters contained therein, including without limitation, in respect of a quorum having been constituted at the Annual General Meeting and General Meeting (as applicable) and of the results of the proxies and of the poll held in respect of each resolution at the Annual General Meeting or General Meeting (as applicable) and that the prints of the AGM Allotment Resolutions and the Additional Allotment Resolutions filed with Companies House are correct and accurate in respect of the matters contained herein;
- (i) that the resolutions of the board of directors of the Company contained in the Board Minutes provided to us in connection with the giving of this opinion and the resolutions of the board of the directors referred to in paragraph 2(c) of this opinion were and/or will be duly passed at a meeting of the board of directors that was and/or will be duly constituted, convened and conducted and all constitutional, statutory and other formalities were and/or will be duly observed (including, if applicable, those relating to the declaration of directors' interests or the power of interested directors to vote), a quorum was and/or will be present throughout, the

requisite majority of directors voted and/or will vote in favour of approving the resolutions and the resolutions passed thereat were and/or will be duly adopted, have not been and/or will not be revoked or varied and remain in full force and effect and will remain so as at each Allotment Date;

- (j) that the Annual General Meeting was validly constituted, convened and conducted in accordance with the Articles of Association, that all constitutional, statutory and other formalities were observed at the Annual General Meeting in connection with the passing of the resolutions and no such resolution has been revoked or varied prior to each Allotment Date and will remain in full force and effect at each Allotment Date;
- (k) that the General Meeting was validly constituted, convened and conducted in accordance with the Articles of Association, that all constitutional, statutory and other formalities were observed at the General Meeting in connection with the passing of the resolutions and no such resolution has been revoked or varied prior to each Allotment Date and will remain in full force and effect at each Allotment Date;
- (l) that as at each Allotment Date, the authority granted pursuant to the AGM Allotment Resolutions and the Additional Allotment Resolutions will remain unutilised to the extent necessary to permit such allotment and issue of Shares, or if at any Allotment Date, the AGM Allotment Resolutions and the Additional Allotment Resolutions have expired, the Company in general meeting duly and validly having resolved (i) as an ordinary resolution to authorise the board of directors of the Company pursuant to section 551 of the Companies Act to allot such Shares, and (ii) as may be required, as a special resolution to empower the directors of the Company pursuant to section 570 or section 571 (as applicable) of the Companies Act to allot such Shares, free of the restrictions in section 561 of the Companies Act, and such resolutions and authorities remaining in full force and effect and not having expired, been rescinded or amended;
- (m) that any subsequent general meeting referred to in (l) above will be validly constituted, convened and conducted in accordance with the Articles of Association, that all constitutional, statutory and other formalities will be observed at the general meeting in connection with the passing of the resolutions and no such resolution will have been revoked or varied prior to each Allotment Date and will remain in full force and effect at each Allotment Date;
- (n) that the Shares will have a nominal value denominated in US Dollars (and accordingly this opinion does not cover the allotment and issue of any Class B Ordinary Shares of the Company with a nominal value of £1.00 per share);
- (o) that at the time of each allotment and issue of any Shares, the Company shall have received "cash consideration" (as such term is defined in section 583(3) of the Companies Act) in full, equal to the subscription price payable for such Shares and shall have entered the holder or holders thereof in the register of members of the Company showing that all such Shares shall have been fully paid up as to their nominal value and any premium thereon as at each Allotment Date;
- (p) that immediately prior to allotment, the directors of the Company had or shall have sufficient authority and powers conferred upon them to allot and issue such Shares under section 551 of the Companies Act and under section 570 or section 571 (as applicable) of the Companies Act as if section 561 of the Companies Act did not apply to such allotment and issue, and the directors of the Company shall not allot or issue (or purport to allot or issue) Shares in excess of such powers or in breach of any other limitation on their power to allot and issue Shares;

- (q) that no Shares shall be allotted or issued, or are or shall be committed to be allotted or issued, at a discount to their nominal value (whether in pounds sterling or equivalent in any other currency);
- (r) that any allotment and issue of Shares will be duly made in accordance with both the Articles of Association (as may be amended), the Companies Act and the applicable law, rules and regulations in force at the time of such allotment and issue, including without limitation, the rules of any stock exchange on which the Company's securities may be traded;
- (s) that there is, at each Allotment Date, no matter affecting the authority of the directors to issue and allot the Shares which would have any adverse implications in relation to the opinion given above;
- (t) that no Shares or rights to subscribe for Shares have been or shall be offered to the public in the United Kingdom in breach of the Financial Services and Markets Act 2000 ("FSMA") or of any other United Kingdom laws or regulations concerning offers of securities to the public, and no communication has been or shall be made in relation to the Shares in breach of section 21 of the FSMA or any other United Kingdom laws or regulations relating to offers or invitations to subscribe for, or to acquire rights to subscribe for or otherwise acquire, shares or other securities;
- (u) that in issuing and allotting Shares, the Company is not carrying on a regulated activity for the purposes of section 19 of FSMA;
- (v) that the Company has complied and will comply with all applicable anti-terrorism, anti-money laundering, sanctions and human rights laws and regulations and that each allotment and issue of Shares will be consistent with all such laws and regulations;
- (w) that the Shares will be allotted and issued in good faith and on bona fide commercial terms and on arms' length terms and for the purpose of carrying on the business of the Company and that there will be reasonable grounds for believing that the allotment and issue of the Shares will promote the success of the Company for the benefit of its members as a whole;
- (x) that there has not and shall not be any bad faith, breach of duty, breach of trust, fraud, coercion, duress or undue influence on the part of any of the directors of the Company in relation to any allotment and issue of Shares; and
- (y) that the Company has not taken any corporate or other action nor have any steps been taken or legal proceedings been started against the Company for the liquidation, winding up, dissolution, reorganisation or bankruptcy of, or for the appointment of a liquidator, receiver, trustee, administrator, administrative receiver or similar officer of, the Company or all or any of its assets (or any analogous proceedings in any jurisdiction) and the Company is not unable to pay its debts as they fall due within the meaning of section 123 of the Insolvency Act 1986 and will not become unable to pay its debts within the meaning of that section as a result of any of the transactions contemplated herein, is not insolvent and has not been dissolved or declared bankrupt (although the Searches gave no indication that any winding-up, dissolution or administration order or appointment of a receiver, administrator, administrative receiver or similar officer has been made with respect to the Company), and such actions and steps will not have been taken as at any Allotment Date.

**SCHEDULE 2**

**RESERVATIONS**

The opinions in this letter are subject to the following reservations:

- (a) the Searches are not capable of revealing conclusively whether or not a winding-up or administration petition or order has been presented or made, a receiver appointed, a company voluntary arrangement proposed or approved or any other insolvency proceeding commenced. We have not made enquiries of any District Registry or County Court;
- (b) the opinions set out in this letter are subject to (i) any limitations arising from applicable laws relating to insolvency, bankruptcy, administration, reorganisation, liquidation, moratoria, schemes or analogous circumstances; and (ii) an English court exercising its discretion under section 426 of the Insolvency Act 1986 ( *co-operation between courts exercising jurisdiction in relation to insolvency* ) to assist the courts having the corresponding jurisdiction in any part of the United Kingdom or any relevant country or territory;
- (c) we express no opinion as to matters of fact; and
- (d) it should be understood that we have not been responsible for investigating or verifying the accuracy of the facts, including statements of foreign law, or the reasonableness of any statement of opinion, contained in the Registration Statement, or that no material facts have been omitted from it.

QuickLinks

[Exhibit 5.1](#)

[SCHEDULE 1 ASSUMPTIONS](#)  
[SCHEDULE 2 RESERVATIONS](#)

[QuickLinks](#) -- Click here to rapidly navigate through this document

Exhibit 5.2

811 Main Street, Suite 3700  
Houston, TX 77002  
Tel: +1.713.546.5400 Fax: +1.713.546.5401  
www.lw.com

**LATHAM & WATKINS** LLP

FIRM / AFFILIATE OFFICES

Barcelona	Moscow
Beijing	Munich
Boston	New Jersey
Brussels	New York
Century City	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	Rome
Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

November 21, 2017

Enesco plc  
6 Chesterfield Gardens  
3<sup>rd</sup> Floor  
London W1J5BQ  
United Kingdom

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Enesco plc, a public limited company organized under the laws of England and Wales (the "**Company**"), in connection with the filing on the date hereof with the Securities and Exchange Commission (the "**Commission**") of a registration statement on Form S-3 (the "**Registration Statement**"), including a base prospectus (the "**Base Prospectus**"), which provides that it will be supplemented by one or more prospectus supplements (each such prospectus supplement, together with the Base Prospectus, a "**Prospectus**"), under the Securities Act of 1933, as amended (the "**Act**"), relating to, among other things, the issuance and sale from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Act, of: (i) one or more series of the Company's debt securities (the "**Debt Securities**"), (ii) Class A ordinary shares, par value \$0.10 per share, of the Company (the "**Class A Ordinary Shares**"), (iii) preference shares of the Company (the "**Preference Shares**"), (iv) ordinary shares of the Company (the "**Ordinary Shares**"), (v) warrants to purchase Class A Ordinary Shares, Preference Shares, Ordinary Shares or Debt Securities (the "**Warrants**"), (vi) share purchase contracts of the Company with respect to Class A Ordinary Shares, Preference Shares or Ordinary Shares (the "**Share Purchase Contracts**"), (vii) guarantees of Debt Securities or other securities (the "**Guarantees**") and (viii) units of securities consisting of one or more Debt Securities, Class A Ordinary Shares, Preference Shares, Ordinary Shares, Warrants, Share Purchase Contracts, Guarantees or any combination thereof (the "**Units**" and, together with the Debt Securities, Class A Ordinary Shares, Preference Shares, Ordinary Shares, Warrants, Share Purchase Contracts and Guarantees, the "**Securities**"). The Securities will be issued under an applicable prospectus supplement. Each series of senior Debt Securities will be issued under the Indenture, dated as of March 17, 2011 (the "**Senior Indenture**"), between the Company and Deutsche Bank Trust Company Americas, as trustee (the "**Trustee**"), and each series of senior subordinated Debt Securities and subordinated Debt Securities will be issued pursuant to an indenture to be entered into between the Company and the applicable trustee thereunder (such indentures, together with the Senior

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Indenture, the "*Indentures*"). Each of the Indentures will be supplemented, in connection with each series of Debt Securities, by a board resolution, supplement or officer's certificate thereunder pertaining to the applicable series of Debt Securities.

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related applicable Prospectus, other than as expressly stated herein with respect to the issue of the Securities.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the internal laws of the State of New York and the applicable federal laws of the United States, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or as to any matters of municipal law or the laws of any local agencies within any state. Various matters concerning the laws of England and Wales with respect to the Securities are addressed in opinions provided separately. We express no opinion with respect to those matters herein, and, to the extent such matters are necessary to the conclusions expressed herein, we have, with your consent, assumed such matters.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof:

1. When (i) the terms of the Debt Securities and the Guarantees and of their issuance and sale have been duly established in conformity with the applicable Indenture, (ii) the Debt Securities and the Guarantees have been offered and sold in accordance with the applicable Indenture, the Registration Statement, including the prospectus supplement related thereto, and, if in an underwritten offering, a valid and binding purchase, underwriting or agency agreement, and (iii) the applicable supplemental indenture or officers' certificate relating to the Debt Securities and the Guarantees has been duly executed and delivered by each party thereto and the Debt Securities and the Guarantees have been duly executed and authenticated in accordance with the provisions of the applicable Indenture (including the applicable supplemental indenture or officers' certificate) and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor, the Debt Securities (including any Debt Securities or Guarantees duly issued upon conversion, exchange or exercise of any other Debt Securities) and the Guarantees will be the legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

2. When the applicable warrant agreement has been duly authorized, executed and delivered by all necessary corporate action of the Company, and when the specific terms of a particular issuance of Warrants have been duly established in accordance with the terms of the applicable warrant agreement and authorized by all necessary corporate action of the Company, and such Warrants have been duly executed, authenticated, issued and delivered against payment therefor in accordance with the terms of the applicable warrant agreement and in the manner contemplated by the applicable Prospectus and by such corporate action (assuming the securities issuable upon exercise of such Warrants have been duly authorized and reserved for issuance by all necessary corporate action), such Warrants will be the legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

3. When the applicable share purchase contract agreement has been duly authorized, executed and delivered by all necessary corporate action of the Company, and when the specific terms of a particular issue of Share Purchase Contracts have been duly authorized in accordance with the terms of the applicable share purchase contract agreement and authorized by all necessary corporate action of the Company, and such Share Purchase Contracts have been duly executed, authenticated, issued and delivered against payment therefor in accordance with the terms of the applicable share purchase contract agreement and in the manner contemplated by the applicable Prospectus and by such corporate action (assuming the securities issuable under such Share Purchase Contracts have been duly

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authorized and reserved for issuance by all necessary corporate action), such Share Purchase Contracts will be the legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

4. When the applicable unit agreement has been duly authorized, executed and delivered by all necessary corporate action of the Company, and when the specific terms of a particular issuance of Units have been duly authorized in accordance with the terms of the applicable unit agreement and authorized by all necessary corporate action of the Company, and such Units have been duly executed, authenticated, issued and delivered against payment therefor in accordance with the terms of the applicable unit agreement and in the manner contemplated by the applicable Prospectus and by such corporate action (assuming the securities issuable upon exercise of such Units have been duly authorized and reserved for issuance by all necessary corporate action), such Units will be the legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms. Our opinion is subject to: (i) the effect of bankruptcy, insolvency, reorganization, preference, fraudulent transfer, moratorium or other similar laws relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, whether considered in a proceeding in equity or at law (including the possible unavailability of specific performance or injunctive relief), concepts of materiality, reasonableness, good faith and fair dealing, and the discretion of the court before which a proceeding is brought; and (iii) the invalidity under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy. We express no opinion as to (a) any provision for liquidated damages, default interest, late charges, monetary penalties, prepayment or make-whole premiums or other economic remedies to the extent such provisions are deemed to constitute a penalty; (b) consents to, or restrictions upon, governing law, jurisdiction, venue, arbitration, remedies, or judicial relief; (c) the waiver of rights or defense waivers; (d) any provision requiring the payment of attorneys' fees, where such payment is contrary to law or public policy; (e) any provision permitting, upon acceleration of any indebtedness, collection of that portion of the stated principal amount thereof which might be determined to constitute unearned interest thereon; (f) provisions purporting to waive modifications of any guaranteed obligation to the extent such modification constitutes a novation; (g) provisions purporting to make a guarantor primarily liable rather than as a surety; (h) advance waivers of claims, defenses, rights granted by law, or notice, opportunity for hearing, evidentiary requirements, statutes of limitation, trial by jury or at law, or other procedural rights; (i) waivers of broadly or vaguely stated rights; (j) provisions for exclusivity, election or cumulation of rights or remedies; (k) provisions authorizing or validating conclusive or discretionary determinations; (l) grants of setoff rights; (m) proxies, powers and trusts; (n) provisions prohibiting, restricting, or requiring consent to assignment or transfer of any right or property; (o) any provision to the extent it requires that a claim with respect to a security denominated other than in U.S. dollars (or a judgment in respect of such a claim) be converted into U.S. dollars at a rate of exchange at a particular date, to the extent applicable law otherwise provides; and (p) the severability, if invalid, of provisions to the foregoing effect.

With your consent, we have assumed (a) that each of the Indentures (including any supplemental indenture or officers' certificate thereto), the Debt Securities and the Guarantees, the Warrants, the Share Purchase Contracts, the Units, the warrant agreements, the share purchase contract agreements and unit agreements governing such securities (collectively, the "**Documents**") will be governed by the internal laws of the State of New York, (b) that each of the Documents has been or will be duly authorized, executed and delivered by the parties thereto, (c) that each of the Documents constitutes or will constitute legally valid and binding obligations of the parties thereto other than the Company, enforceable against each of them in accordance with their respective terms, and (d) that the status of each of the Documents as legally valid and binding obligations of the parties will not be affected by any (i) breaches of, or defaults under, agreements or instruments, (ii) violations of statutes, rules, regulations or court or governmental orders, or (iii) failures to obtain required consents, approvals or authorizations from, or to make required registrations, declarations or filings with, governmental authorities.

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November 21, 2017

Page 4

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained in the Prospectus under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

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QuickLinks

[Exhibit 5.2](#)

ENSCO PLC AND SUBSIDIARIES

Statement of Calculation of Ratios of Earnings to Fixed Charges

(In millions, except ratios)

(Unaudited)

	Nine Months Ended September 30, 2017	Year Ended December 31,				
		2016	2015	2014	2013	2012
<b>Earnings</b>						
(Loss) income from continuing operations						
before income tax	\$ (29.9)	\$ 997.5	\$ (1,471.2)	\$ (2,548.8)	\$ 1,633.2	\$ 1,304.7
Fixed charges deducted from income from						
continuing operations	229.2	284.4	323.2	260.4	245.3	247.3
Amortization of capitalized interest	13.0	16.4	18.2	17.0	13.3	12.3
Less:						
Loss (income) from continuing						
operations before income tax						
attributable to noncontrolling						
interests	\$ 0.6	\$ (7.7)	\$ (10.5)	\$ (15.5)	\$ (9.7)	\$ (7.4)
Interest capitalized	(54.9)	(45.7)	(87.4)	(78.2)	(67.7)	(105.8)
	158.0	1,244.9	(1,227.7)	(2,365.1)	1,814.4	1,451.1
<b>Fixed Charges</b>						
Interest on indebtedness, including						
amortization of deferred loan costs	167.0	228.8	216.3	161.4	158.8	123.6
Estimated interest within rental expense	7.3	9.9	19.5	20.8	18.8	17.9
Fixed charges deducted from income from						
continuing operations	174.3	238.7	235.8	182.2	177.6	141.5
Interest capitalized	54.9	45.7	87.4	78.2	67.7	105.8
<b>Total</b>	\$ 229.2	\$ 284.4	\$ 323.2	\$ 260.4	\$ 245.3	\$ 247.3
<b>Ratio of Earnings to Fixed Charges</b>	<b>(a)</b>	<b>4.4</b>	<b>(b)</b>	<b>(b)</b>	<b>7.4</b>	<b>5.9</b>

- (a) For the nine month period ended September 30, 2017, our earnings were inadequate to cover our fixed charges by \$71.2 million.
- (b) For the year ended December 31, 2015 and December 31, 2014, our earnings were inadequate to cover our fixed charges by \$1,550.9 million and \$2,625.5 million, respectively. Net loss from continuing operations before income taxes of \$1,471.2 million and \$2,548.8 million for the years ended December 31, 2015 and December 31, 2014, respectively, included a non-cash loss on impairment of \$2,746.4 million and \$4,218.7 million, respectively.

QuickLinks

[Exhibit 12.1](#)

[ENSCO PLC AND SUBSIDIARIES Statement of Calculation of Ratios of Earnings to Fixed Charges \(In millions, except ratios\) \(Unaudited\)](#)

[QuickLinks](#) -- Click here to rapidly navigate through this document

**Exhibit 15.1**

November 21, 2017

Enco plc  
London, England

Re: Registration Statement on Form S-3

With respect to the subject registration statement, we acknowledge our awareness of the use therein of our reports dated April 27, 2017, July 27, 2017 and October 26, 2017, related to our reviews of interim financial statements.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such reports are not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP

Houston, Texas

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QuickLinks

[Exhibit 15.1](#)

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**Exhibit 23.1**

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Enscopl:

We consent to the use of our reports dated February 28, 2017, with respect to the consolidated balance sheets of Enscopl and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

Houston, Texas  
November 21, 2017

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QuickLinks

[Exhibit 23.1](#)

[Consent of Independent Registered Public Accounting Firm](#)

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM T-1**

**STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A  
TRUSTEE PURSUANT TO SECTION 305(b)(2)**

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**DEUTSCHE BANK TRUST COMPANY AMERICAS  
(formerly BANKERS TRUST COMPANY)**

(Exact name of trustee as specified in its charter)

**NEW YORK** **13-4941247**  
(Jurisdiction of Incorporation or (I.R.S. Employer  
organization if not a U.S. national bank) Identification no.)

**60 WALL STREET**  
**NEW YORK, NEW YORK** **10005**  
(Address of principal executive offices) (Zip Code)

**Deutsche Bank Trust Company Americas**  
**Attention: Catherine Wang**  
**Legal Department**  
**60 Wall Street, 36th Floor**  
**New York, New York 10005**  
**(212) 250-7544**  
(Name, address and telephone number of agent for service)

---

**Ensco plc**

(Exact name of registrant as specified in its charter)

---

**England and Wales** **98-0635229**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or Identification Number)  
organization)

**6 Chesterfield Gardens**  
**London England W1J 5BQ**  
**+44 (0) 20 7659 4660**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Michael T. McGuinty**  
**Senior Vice President, General Counsel and Secretary**

**EnSCO plc**  
**6 Chesterfield Gardens**  
**London United Kingdom W1J 5BQ**  
**44 (0) 20 7659 4660**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**With a copy to:**

**Sean T. Wheeler**  
**Debbie P. Yee**  
**Latham & Watkins LLP**  
**811 Main Street, Suite 3700**  
**Houston, Texas 77002**  
**(713) 546-5400**

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**DEBT SECURITIES**

(Title of the Indenture securities)

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**Item 1. General Information.**

Furnish the following information as to the trustee.

- (a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Federal Reserve Bank (2nd District)	New York, NY
Federal Deposit Insurance Corporation	Washington, D.C.
New York State Banking Department	Albany, NY

- (b) Whether it is authorized to exercise corporate trust powers.  
Yes.

**Item 2. Affiliations with Obligor.**

If the obligor is an affiliate of the Trustee, describe each such affiliation.

Not applicable .

**Item 3. -15. Not Applicable****Item 16. List of Exhibits.**

- Exhibit 1** — Restated Organization Certificate of Bankers Trust Company dated August 31, 1998; Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 25, 1998; Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated December 18, 1998; Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 3, 1999; and Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated March 14, 2002, incorporated herein by reference to Exhibit 1 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 2** — Certificate of Authority to commence business, incorporated herein by reference to Exhibit 2 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 3** — Authorization of the Trustee to exercise corporate trust powers, incorporated herein by reference to Exhibit 3 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 4** — Existing By-Laws of Deutsche Bank Trust Company Americas, dated July 24, 2014, incorporated herein by reference to Exhibit 4 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 5** — Not applicable.
- Exhibit 6** — Consent of Bankers Trust Company required by Section 321(b) of the Act, incorporated herein by reference to Exhibit 6 filed with Form T-1 Statement, Registration No. 333-201810.
- Exhibit 7** — A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.
- Exhibit 8** — Not Applicable.
- Exhibit 9** — Not Applicable.
-

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Deutsche Bank Trust Company Americas, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on this 13<sup>th</sup> day of November, 2017.

DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ CAROL NG

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Name: Carol Ng  
Title: *Vice President*

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Federal Financial Institutions Examination Council



# Consolidated Reports of Condition and Income for a Bank with Domestic Offices Only—FFIEC 041

## Report at the close of business September 30, 2017 20170930 (RCON 9999)

This report is required by law: 12 U.S.C. § 324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); 12 U.S.C. §161 (National banks); and 12 U.S.C. §1464 (Savings associations).

Unless the context indicates otherwise, the term "bank" in this report form refers to both banks and savings associations.

This report form is to be filed by banks with domestic offices only except those banks that file the FFIEC 051. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for state nonmember banks and three directors for state member banks, national banks, and savings associations.

schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting

\_\_\_\_\_  
Director (Trustee)

\_\_\_\_\_  
Signature of Chief Financial Officer (or Equivalent)

\_\_\_\_\_  
Director (Trustee)

**10/27/2017**

\_\_\_\_\_  
Date of Signature

\_\_\_\_\_  
Director (Trustee)

### Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

- (a) Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- (b) Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at [CDR.Help@ffiec.gov](mailto:CDR.Help@ffiec.gov).

### DEUTSCHE BANK TRUST COMPANY AMERICAS

\_\_\_\_\_  
Legal Title of Bank (RSSD 9017)

### New York

\_\_\_\_\_  
City (RSSD 9130)

FDIC Certificate Number

**623**

(RSSD 9050)

NY

\_\_\_\_\_  
State Abbreviation (RSSD 9200)

**10005**

\_\_\_\_\_  
Zip Code (RSSD 9220)

\_\_\_\_\_  
Legal Entity Identifier (LEI)

**8EWQ2UQKS07AKK8ANH81**

(Report only if your institution already has an LEI.) (RCON 9224)

The estimated average burden associated with this information collection is 74.9 hours per respondent and is expected to vary by institution, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

## Consolidated Report of Condition for Insured Banks and Savings Associations for September 30, 2017

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

### Schedule RC—Balance Sheet

Dollar Amounts in Thousands		RCON	Amount	
<b>Assets</b>				
1. Cash and balances due from depository institutions (from Schedule RC-A):				
a. Noninterest-bearing balances and currency and coin <sup>(1)</sup> .....	0081		34,000	1.a.
b. Interest-bearing balances <sup>(2)</sup> .....	0071		20,482,000	1.b.
2. Securities:				
a. Held-to-maturity securities (from Schedule RC-B, column A).....	1754		0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	1773		0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold.....	8987		0	3.a.
b. Securities purchased under agreements to resell <sup>(3)</sup> .....	8989		12,000,000	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):				
a. Loans and leases held for sale.....	5369		0	4.a.
b. Loans and leases held for investment.....	8528	9,746,000		4.b.
c. LESS: Allowance for loan and lease losses.....	3123	18,000		4.c.
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c).....	8529		9,728,000	4.d.
5. Trading assets (from Schedule RC-D).....	3545		0	5.
6. Premises and fixed assets (including capitalized leases).....	2145		13,000	6.
7. Other real estate owned (from Schedule RC-M).....	2150		0	7.
8. Investments in unconsolidated subsidiaries and associated companies.....	2130		0	8.
9. Direct and indirect investments in real estate ventures.....	3656		0	9.
10. Intangible assets:				
a. Goodwill.....	3163		0	10.a.
b. Other intangible assets (from Schedule RC-M).....	0426		25,000	10.b.
11. Other assets (from Schedule RC-F).....	2160		1,043,000	11.
12. Total assets (sum of items 1 through 11).....	2170		43,325,000	12.
<b>Liabilities</b>				
13. Deposits:				
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E).....	2200		32,086,000	13.a.
(1) Noninterest-bearing <sup>(4)</sup> .....	6631	27,130,000		13.a.(1)
(2) Interest-bearing.....	6636	4,956,000		13.a.(2)
b. Not applicable				
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased <sup>(5)</sup> .....	8993		774,000	14.a.
b. Securities sold under agreements to repurchase <sup>(6)</sup> .....	8995		0	14.b.
15. Trading liabilities (from Schedule RC-D).....	3548		0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	3190		165,000	16.
17. and 18. Not applicable				
19. Subordinated notes and debentures <sup>(7)</sup> .....	3200		0	19.
20. Other liabilities (from Schedule RC-G).....	2930		1,337,000	20.
21. Total liabilities (sum of items 13 through 20).....	2948		34,362,000	21.
22. Not applicable				

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Includes all securities resale agreements, regardless of maturity.
4. Includes noninterest-bearing demand, time, and savings deposits.
5. Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
6. Includes all securities repurchase agreements, regardless of maturity.
7. Includes limited-life preferred stock and related surplus.

**Schedule RC—Continued**

		Dollar Amounts in Thousands		RCON	Amount	
<b>Equity Capital</b>						
<b>Bank Equity Capital</b>						
23.	Perpetual preferred stock and related surplus.....	3838	0			23.
24.	Common stock.....	3290	2,127,000			24.
25.	Surplus (exclude all surplus related to preferred stock).....	3839	610,000			25.
26.	a. Retained earnings.....	3632	6,227,000			26.a.
	b. Accumulated other comprehensive income <sup>(1)</sup> .....	B530	(1,000)			26.b.
	c. Other equity capital components <sup>(2)</sup> .....	A130	0			26.c.
27.	a. Total bank equity capital (sum of items 23 through 26.c).....	3210	8,963,000			27.a.
	b. Noncontrolling (minority) interests in consolidated subsidiaries.....	3000	0			27.b.
28.	Total equity capital (sum of items 27.a and 27.b).....	G105	8,963,000			28.
29.	Total liabilities and equity capital (sum of items 21 and 28).....	3300	43,325,000			29.

**Memoranda**

**To be reported with the March Report of Condition.**

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2016.....

RCON	Number	
6724		NA M.1.

**1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution**

**1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution**

**2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)**

**2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)**

**3 = This number is not to be used**

**4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state-chartering authority)**

**5 = Directors' examination of the bank performed by other external auditors (may be required by state-chartering authority)**

**6 = Review of the bank's financial statements by external auditors**

**7 = Compilation of the bank's financial statements by external auditors**

**8 = Other audit procedures (excluding tax preparation work)**

**9 = No external audit work**

**To be reported with the March Report of Condition.**

2. Bank's fiscal year-end date (report the date in MMDD format).....

RCON	Date	
8678		NA M.2.

1. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and accumulated defined benefit pension and other postretirement plan adjustments.  
2. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

QuickLinks

[Item 1. General Information.](#)

[Item 2. Affiliations with Obligor.](#)

[Item 3. -15. Not Applicable.](#)

[Item 16. List of Exhibits.](#)

[SIGNATURE](#)