



# The Future of Offshore Drilling

7 February 2011





## Today's Presenters

### **Dan Rabun**

*Chairman, President & CEO*  
EnSCO plc

### **Louis Raspino**

*President & CEO*  
Pride International, Inc.

### **Jay Swent**

*Senior Vice President & CFO*  
EnSCO plc



## Forward-Looking Statements

*Statements included in this document regarding the consummation of the proposed transaction, benefits, expected synergies and other expense savings and operational and administrative efficiencies, opportunities, timing, expense and effects of the transaction, contemplated financing of the transaction, financial performance, accretion to earnings, revenue growth, future dividend levels, credit ratings or other attributes of the combined companies and other statements that are not historical facts, are forward-looking statements. Forward-looking statements include words or phrases such as "anticipate," "believe," "contemplate," "estimate," "expect," "intend," "plan," "project," "could," "may," "might," "should," "will" and words and phrases of similar import. These statements involve risks and uncertainties including, but not limited to, actions by regulatory authorities, rating agencies or other third parties, actions by the respective companies' security holders, costs and difficulties related to integration of acquired businesses, delays, costs and difficulties related to the transaction, market conditions, and the combined companies' financial results and performance, consummation of financing, satisfaction of closing conditions, ability to repay debt and timing thereof, availability and terms of any financing and other factors detailed in risk factors and elsewhere in each company's Annual Report on Form 10-K for the year ended December 31, 2009, and their respective other filings with the Securities and Exchange Commission (the "SEC"), which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). Should one or more of these risks or uncertainties materialize (or the other consequences of such a development worsen), or should underlying assumptions prove incorrect, actual outcomes may vary materially from those forecasted or expected. All information in this document is as of today. Except as required by law, both companies disclaim any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.*



# Ensco plc to Acquire Pride International

## Introduction

## Shareholder Value

- Ensco acquires all outstanding shares of Pride
  - \$15.60 cash per share, plus
  - 0.4778 newly-issued Ensco shares
  - \$41.60 total value per share of Pride as of 4 Feb '11
  - 21% premium to Pride's closing price of \$34.39 on 4 Feb '11
- Immediately accretive to Ensco's earnings and cash flow before synergies

## Financing

- \$2.8 billion cash component financed through:
  - Existing cash
  - New debt facility
- Debt financing commitments secured

## Synergies

- At least \$50 million of annual cost synergies expected beginning full year 2012
- Opportunities for significant revenue synergies

## Board Members

- Board to be expanded to ten members
  - Ensco's eight directors, plus
  - Two Pride directors

## Leadership Team

- Dan Rabun, Chairman, President & CEO
- Jay Swent, Senior Vice President & CFO
- Remaining executive management team to be announced at a later date

# Strategic Rationale



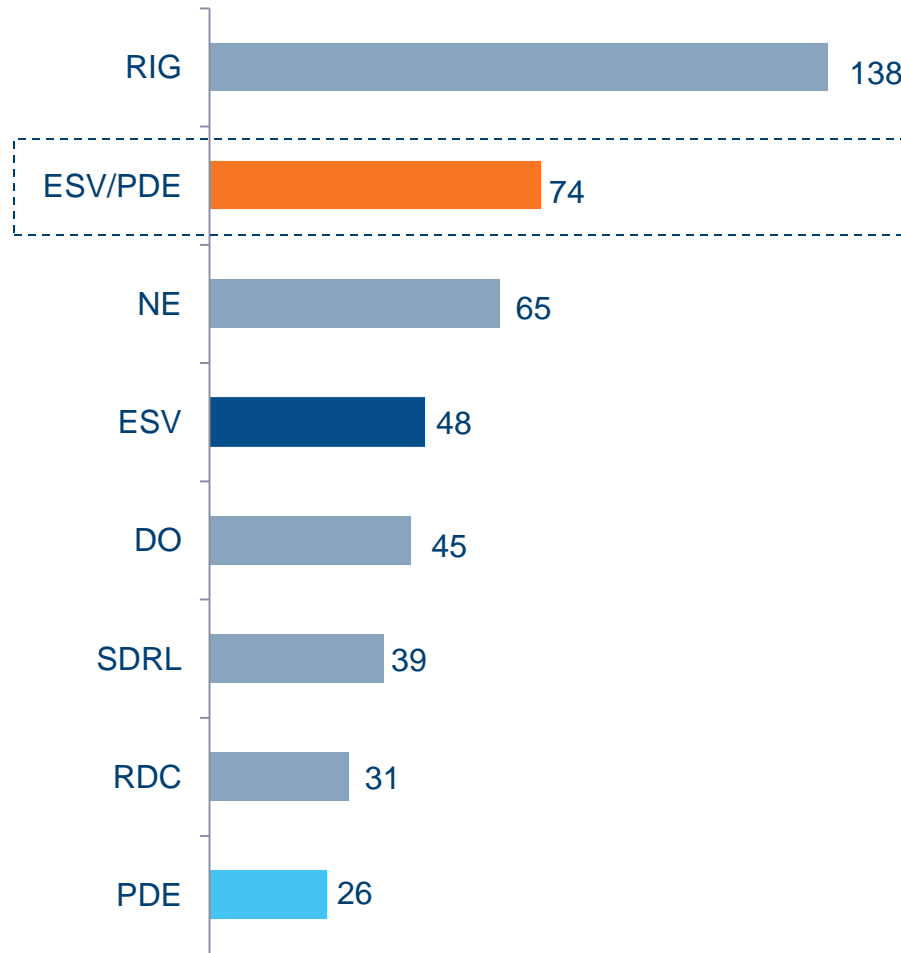
# Create World's Second Largest Offshore Driller

## Complementary Fleets, Markets & Customers

- Wider range of enhanced drilling technologies
  - drillships, semisubmersibles, premium jackups
- Expand into strategic, high-growth markets
- Broaden customer base with leading national and international oil companies, as well as many independent operators
- Immediately accretive to shareholders
- Improve financial structure
- Shared core values
  - safety, employee development, operational excellence, customer satisfaction



# World's Second Largest Offshore Rig Fleet



Source: ODS Petrodata – 3 Feb 2011 - Based on total competitive industry-wide semisubmersibles and drillships (301) and premium jackups (379) including under construction and on order.



# Wide Range of Advanced Drilling Technologies

7

ULTRA-DEEPWATER  
DRILLSHIPS



13

DYNAMICALLY POSITIONED  
SEMISUBMERSIBLES



7

MOORED  
SEMISUBMERSIBLES



47

PREMIUM  
JACKUP RIGS

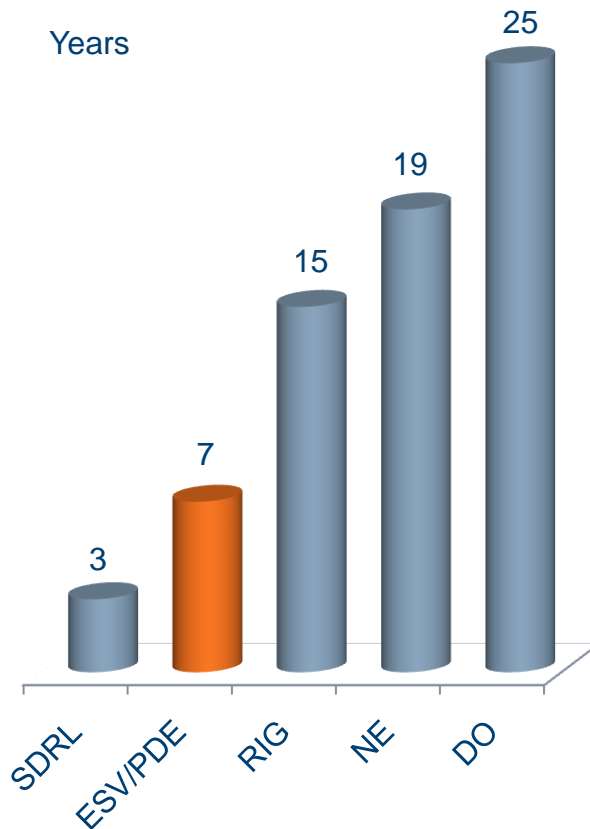


Note: Includes rigs under construction.

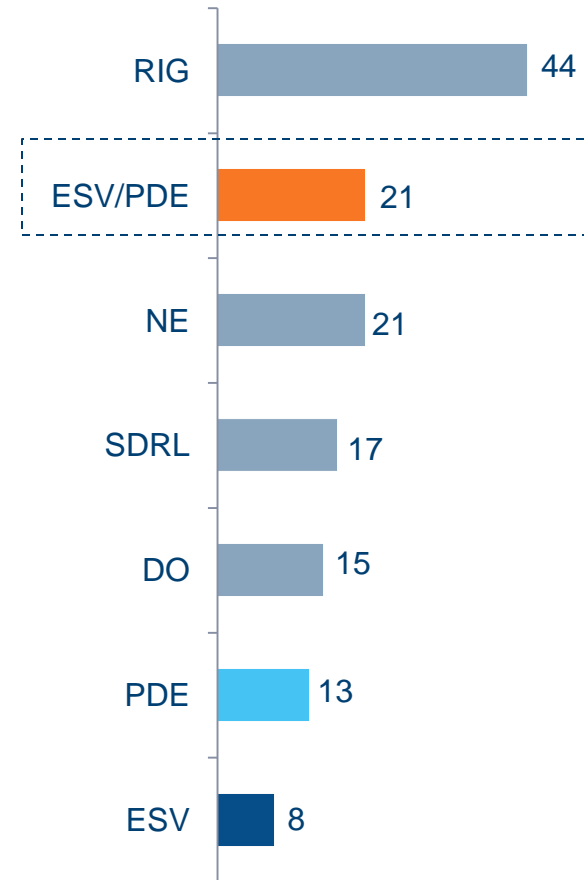


# Second Youngest/Largest Deepwater Fleet (4,500'+)

## Avg. Age of Fleet



## Fleet Size

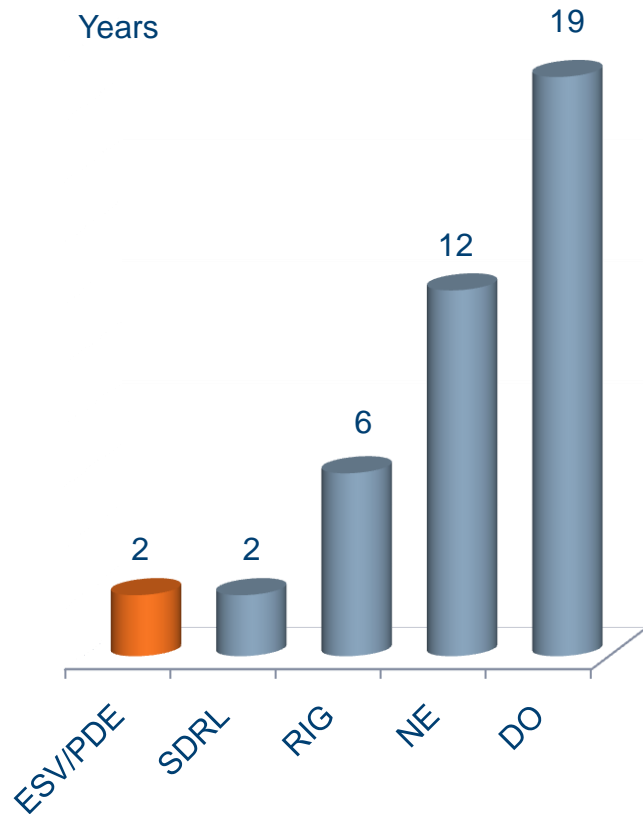


Source: ODS Petrodata – 3 Feb 2011 - Deepwater includes competitive semisubmersibles and drillships able to drill in 4,500' and greater water depths including rigs that are cold stacked, under construction and on order. Average age excludes rigs under construction and on order. Enesco and Pride have three ultra-deepwater semis and two drillships, respectively, currently under construction.

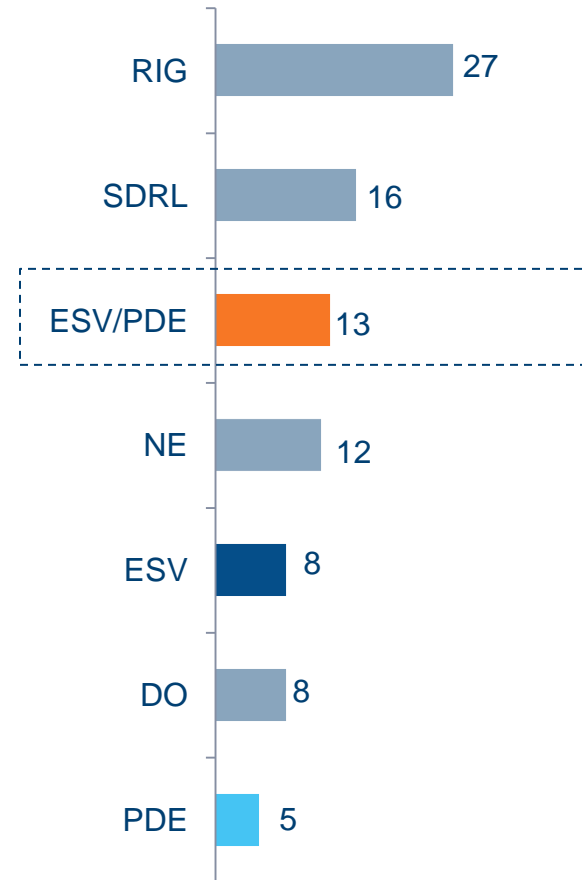


# Youngest & Third Largest Ultra-Deepwater Fleet (7,500'+)

## Avg. Age of Fleet



## Fleet Size

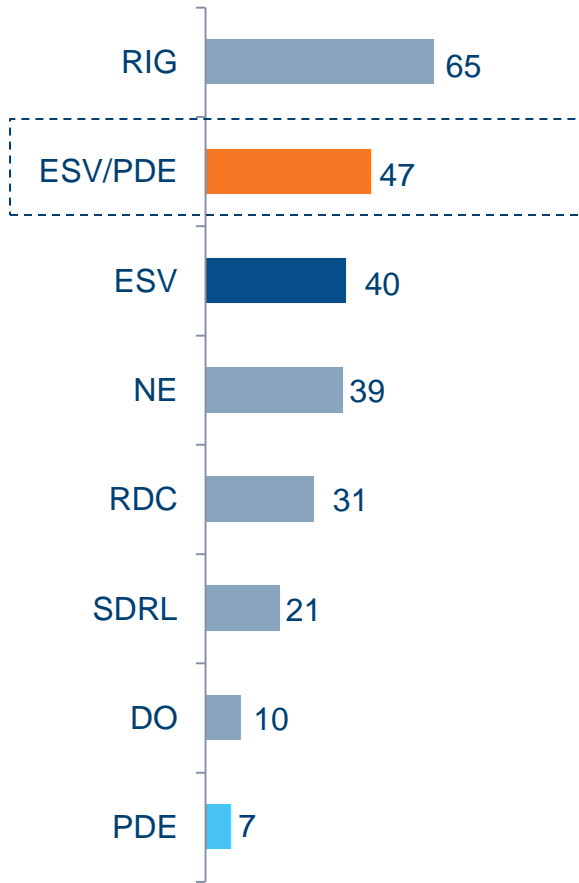


Source: ODS Petrodata – 3 Feb 2011 – Ultra-deepwater includes competitive semisubmersibles and drillships able to drill in 7,500' and greater water depths including rigs that are cold stacked, under construction and on order. Average age excludes rigs under construction and on order. Enesco and Pride have three ultra-deepwater semis and two drillships, respectively, currently under construction.

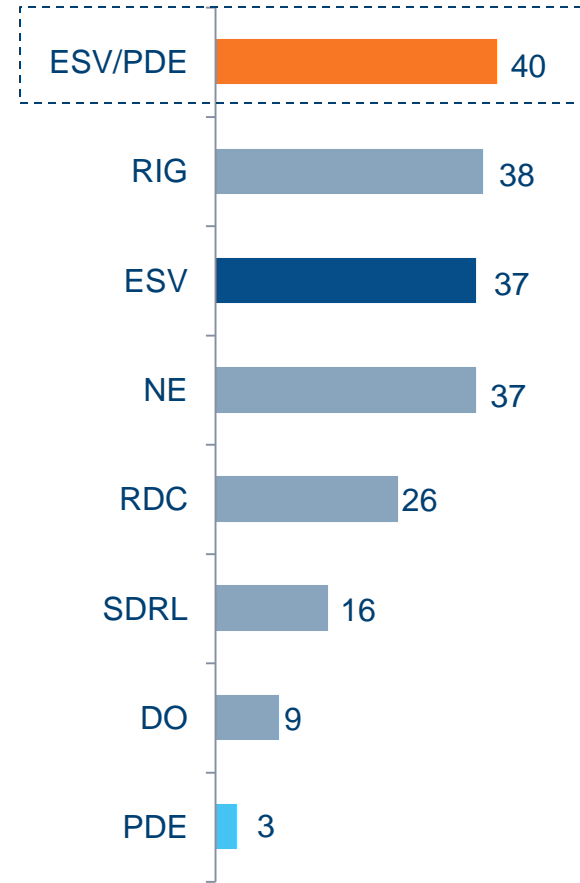


# Largest Active Premium Jackup Fleet

## Premium Jackups



## Active



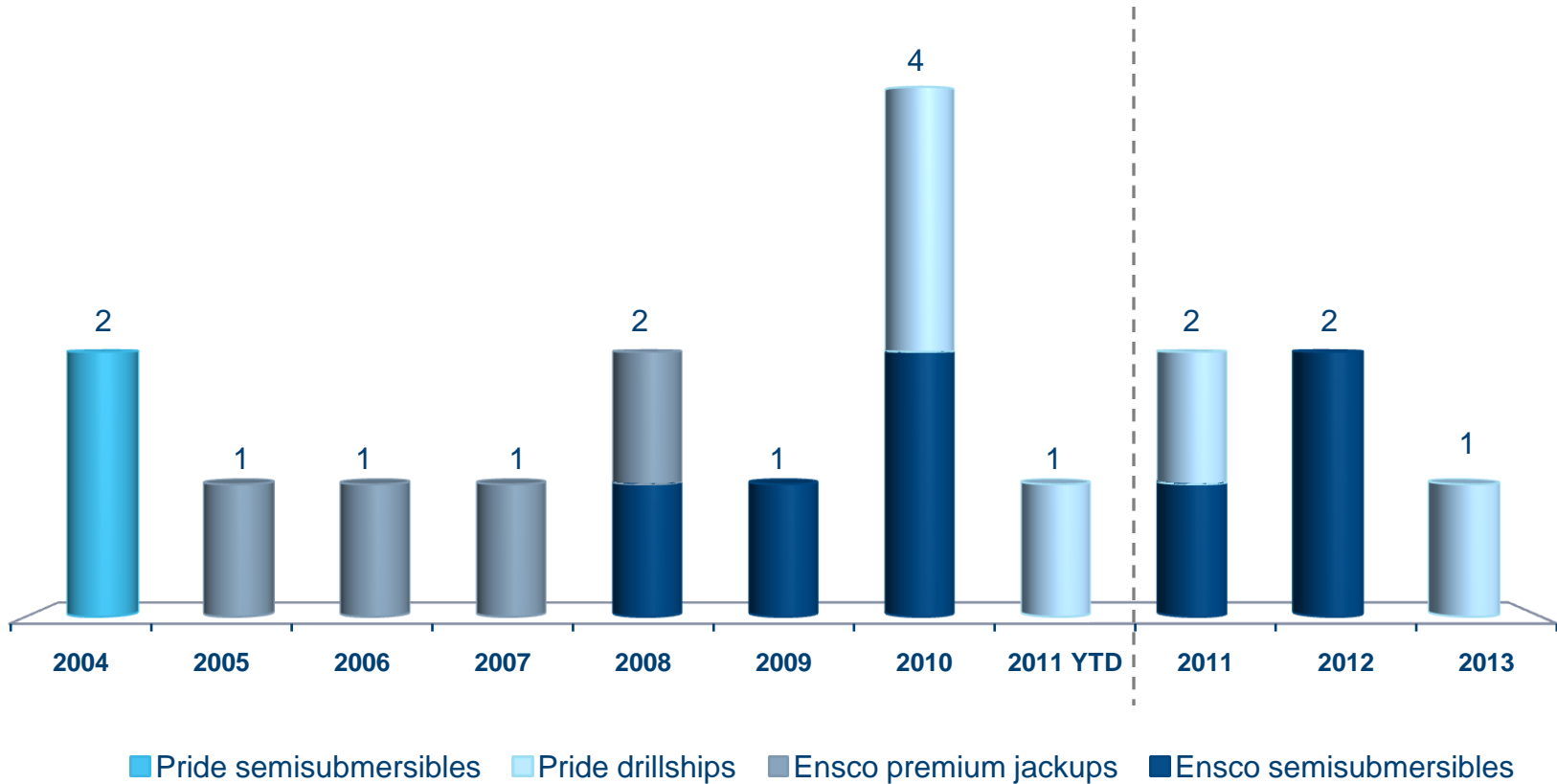
Source: ODS Petrodata – 3 Feb 2011 - Premium jackups include competitive, 250' and larger independent-leg rigs, harsh standard jackups and all rigs under construction or on order. Active does not include rigs cold stacked, under construction or on order.

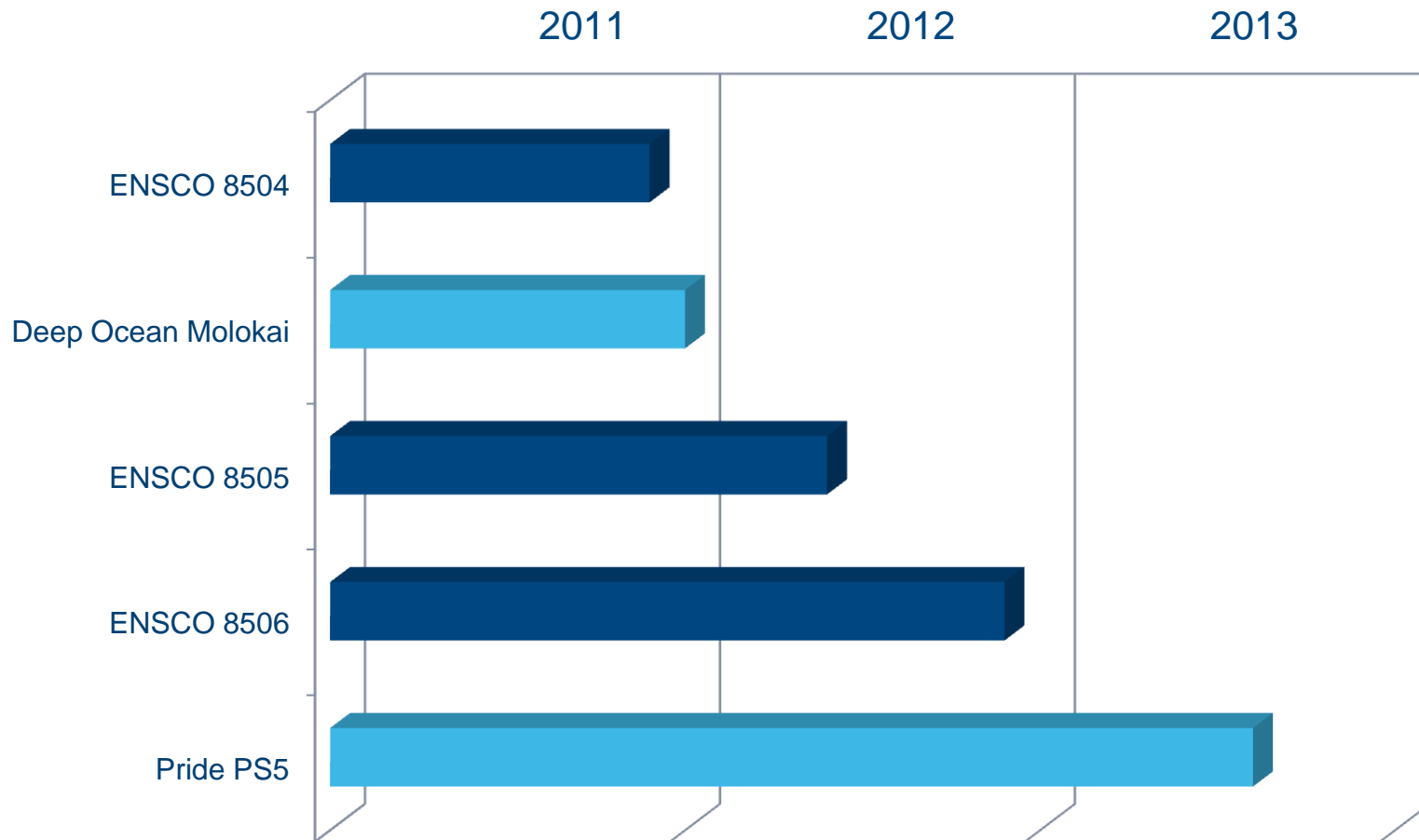


# Organic Growth from Newbuild Programs

**13 Delivered**

**5 Under Construction**





U.S. Gulf of Mexico			
	ESV	PDE	Total
Ships		3	3
Semis	3		3
Jackups	9	2	11

Mexico			
	ESV	PDE	Total
Jackups	4		4

Brazil			
	ESV	PDE	Total
Semis		9	9

French Guiana			
	ESV	PDE	Total
Semi	1		1

Europe & Mediterranean			
	ESV	PDE	Total
Semi		1	1
Jackups	10		10

West Africa			
	ESV	PDE	Total
Ships		2	2
Semis		2	2
Jackup		1	1

Under Construction			
	ESV	PDE	Total
Ships		2	2
Semis	3		3

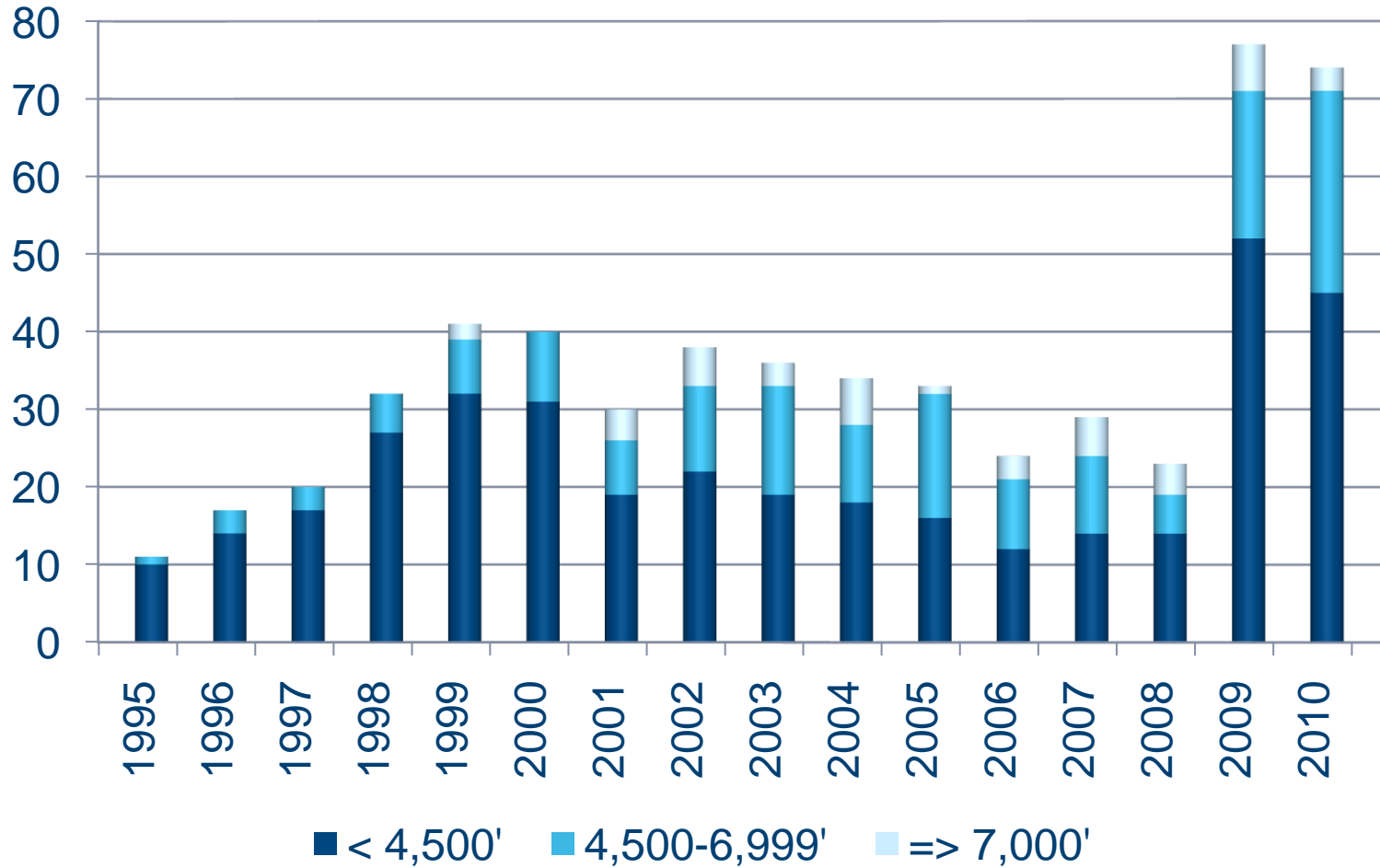
Middle East			
	ESV	PDE	Total
Jackups	8	4	12

Asia Pacific			
	ESV	PDE	Total
Semi	1		1
Jackups	9		9

# Deepwater Drilling Opportunity

○ Golden Triangle   ● Emerging





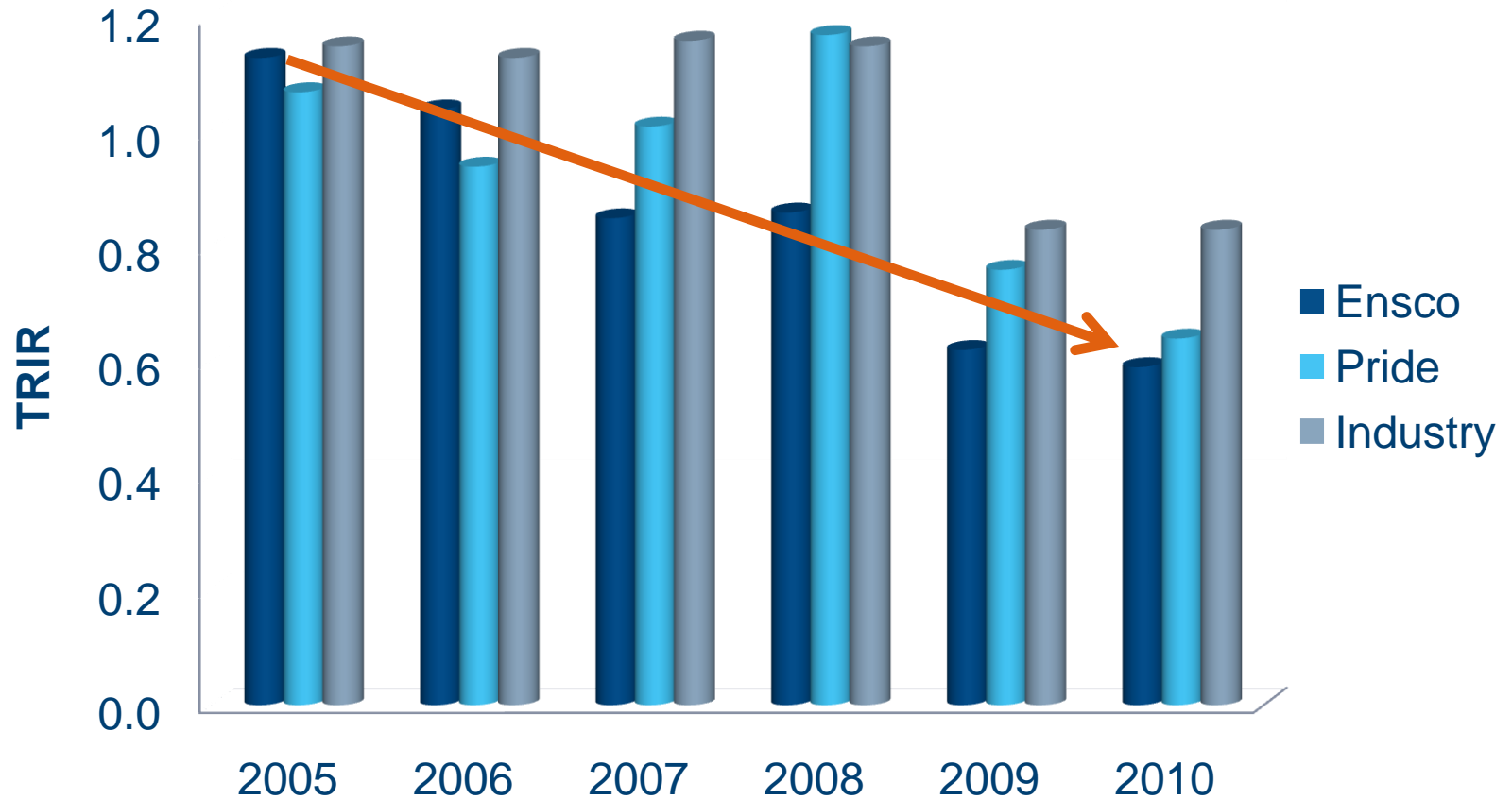


# Expand Customer Base – Minimal Overlap

EnSCO

Pride



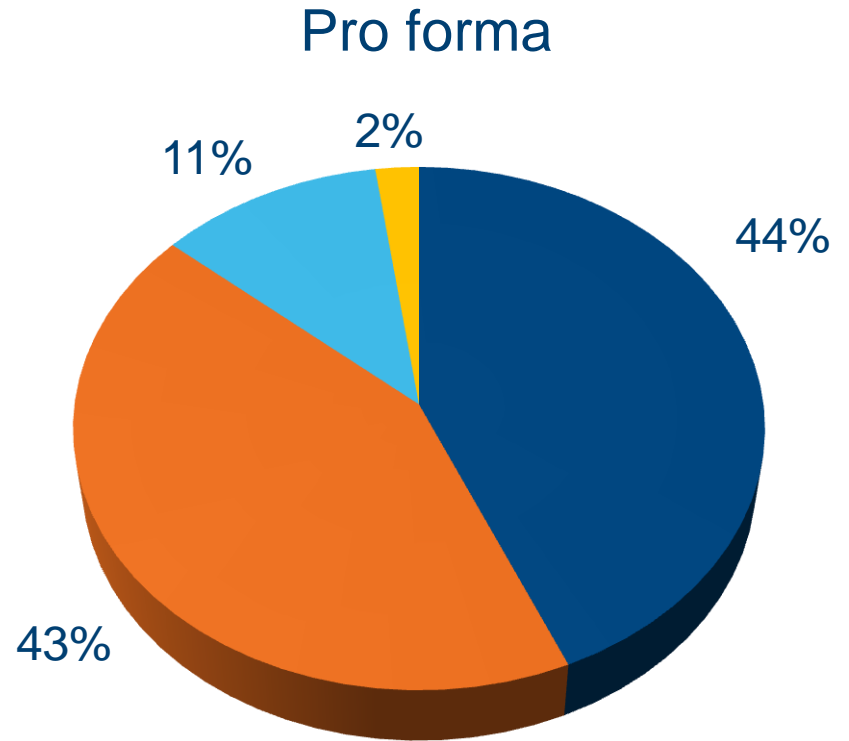
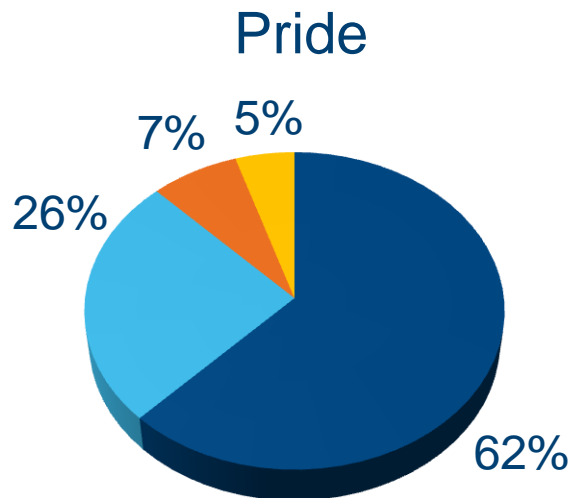
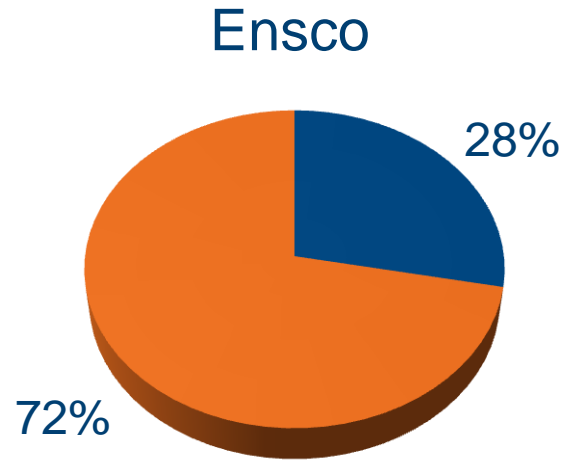


TRIR = total recordable incident rate. IADC industry stats are 3Q10 for U.S., S. America, Middle East, Asia Pacific, Europe and Africa waters. EnSCO and Pride stats are as of 31 Dec 2010.

## A Shared Core Value

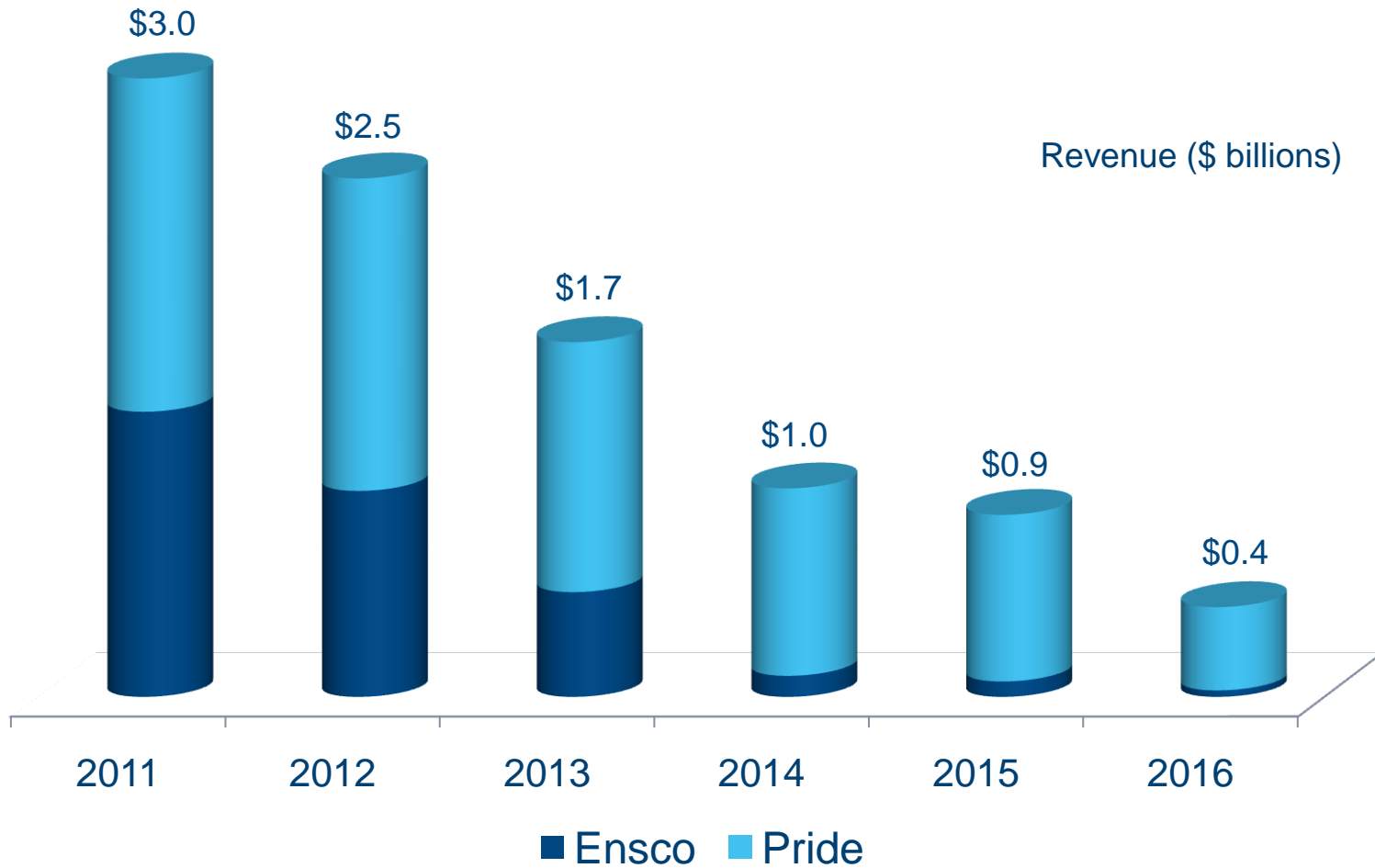
- Goal is a zero-incident workplace
- Executive management commitment and attention
- Dedicated SHE personnel – corporate/region/rig
- Comprehensive training programs
- Quality control and audit
- Dedicated safety management systems
- Root-cause analysis to prevent re-occurrence of incidents

# Financial Profile

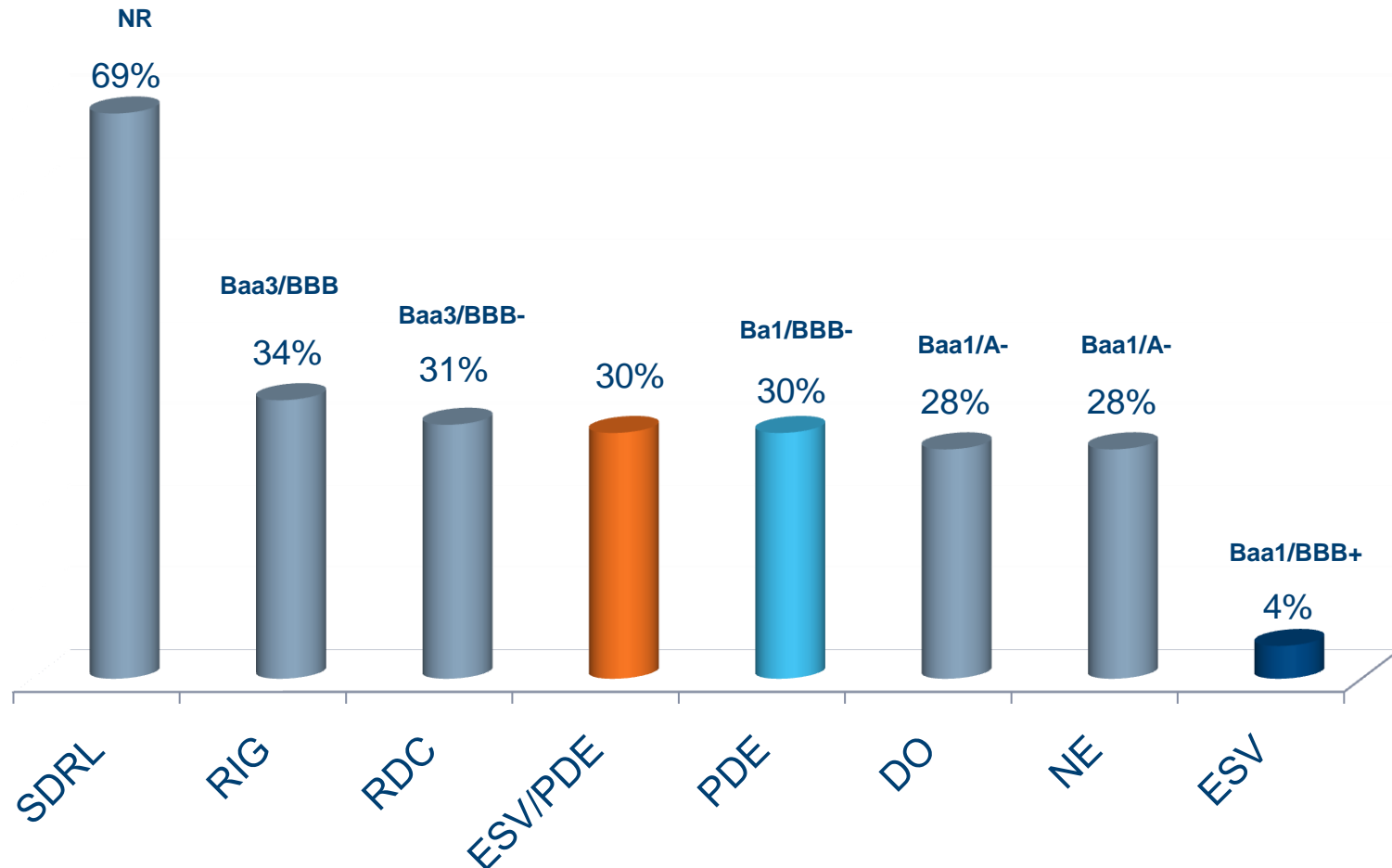


■ Deepwater 
 ■ Jackups  
■ Midwater 
 ■ Other

**Approximately \$10 billion**



## Anticipate Investment Grade Rating



Source: Bloomberg - Moody's and Standard & Poor's Ratings. Leverage Ratio = LTD + current portion LTD + other long-term liabilities divided by total debt + shareholders' equity as of 9/30/10, except NE and DO as of 12/31/10 and ESV/PDE pro forma estimate after closing.


## Maintain Flexibility

- Continue \$0.35 per share quarterly cash dividend
- Revenue backlog and projected cash flows support newbuild programs and pro forma debt
- Increase scale - \$16 billion enterprise value
- Enhance diversification: fleet, markets, customers
- Improve weighted average cost of capital
- \$700 million fully available revolving credit facility; may increase to ~\$1.5 billion
- \$560 million share repurchase authorization

## Next Steps


An orange rectangular box with the word "Regulatory" in white text.

Regulatory

- 
- A blue arrow pointing to the right, indicating a flow from the Regulatory box to the list of items.
- Hart-Scott Rodino
  - Other customary regulatory approvals

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Approvals/Closing

- 
- A blue arrow pointing to the right, indicating a flow from the Approvals/Closing box to the list of items.
- EnSCO and Pride shareholder votes
  - Anticipated closing: second quarter 2011

## The Future of Offshore Drilling

- Create world's second largest offshore driller
- Complementary rig fleets, geographic scope and customers
- Wider range of enhanced drilling technologies
- Accelerate growth in strategic, high-growth markets
- Broaden customer base with leading national and international oil companies, as well as many independent operators
- Shared core values
- Immediately accretive to shareholders
- Improve financial structure



# The Future of Offshore Drilling

**ENSCO**





## **Important Additional Information Regarding The Transaction Will Be Filed With The SEC**

In connection with the proposed transaction, Ensco will file a registration statement including a joint proxy statement/prospectus of Ensco and Pride with the SEC. INVESTORS AND SECURITY HOLDERS OF ENSCO AND PRIDE ARE ADVISED TO CAREFULLY READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS TO IT) WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION, THE PARTIES TO THE TRANSACTION AND THE RISKS ASSOCIATED WITH THE TRANSACTION. A definitive joint proxy statement/prospectus will be sent to security holders of Ensco and Pride seeking their approval of the proposed transaction. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when available) and other relevant documents filed by Ensco and Pride with the SEC from the SEC's website at [www.sec.gov](http://www.sec.gov). Security holders and other interested parties will also be able to obtain, without charge, a copy of the joint proxy statement/prospectus and other relevant documents (when available) by directing a request by mail or telephone to either Investor Relations, Ensco plc, 500 N. Akard, Suite 4300, Dallas, Texas 75201, telephone 214-397-3015, or Investor Relations, Pride International, Inc., 5847 San Felipe, Suite 3300, Houston, Texas 77057, telephone 713-789-1400. Copies of the documents filed by Ensco with the SEC will be available free of charge on Ensco's website at [www.enscoplc.com](http://www.enscoplc.com) under the tab "Investors." Copies of the documents filed by Pride with the SEC will be available free of charge on Pride's website at [www.prideinternational.com](http://www.prideinternational.com) under the tab "Investor Relations." Security holders may also read and copy any reports, statements and other information filed with the SEC at the SEC public reference room at 100 F Street N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) 732-0330 or visit the SEC's website for further information on its public reference room.

Ensco and Pride and their respective directors, executive officers and certain other members of management may be deemed to be participants in the solicitation of proxies from their respective security holders with respect to the transaction. Information about these persons is set forth in Ensco's proxy statement relating to its 2010 General Meeting of Shareholders and Pride's proxy statement relating to its 2010 Annual Meeting of Stockholders, as filed with the SEC on 5 April 2010 and 1 April 2010, respectively, and subsequent statements of changes in beneficial ownership on file with the SEC. Security holders and investors may obtain additional information regarding the interests of such persons, which may be different than those of the respective companies' security holders generally, by reading the joint proxy statement/prospectus and other relevant documents regarding the transaction, which will be filed with the SEC.