



Submission of Matters to a Vote of Security Holders.

On January 23, 2019, Enesco plc (“*Enesco*”) adjourned its general meeting of shareholders without a vote. On February 21, 2019, Enesco held its reconvened general meeting of shareholders (the “*General Meeting*”) to vote on the proposals described below. At the close of business on December 10, 2018, the record date for the General Meeting, there were 437,239,125 Class A ordinary shares, nominal value \$0.10 per share (the “*Enesco Class A ordinary shares*”), of Enesco outstanding and entitled to vote. Holders of 313,640,961 Enesco Class A ordinary shares, representing a like number of votes, were present at the General Meeting, either in person or by proxy. Set forth below are the voting results from the General Meeting.

Resolution 1: To authorize, in addition to all subsisting authorities, the allotment and issuance of Enesco Class A ordinary shares to shareholders of Rowan Companies plc (“*Rowan*”), pursuant to the Transaction Agreement, dated as of October 7, 2018, by and between Enesco and Rowan, as amended by Deed of Amendment No. 1 dated as of January 28, 2019 and as such agreement may be amended further from time to time, which provides for, among other things, the acquisition of the entire issued and to be issued Class A ordinary share capital of Rowan pursuant to a scheme of arrangement (the “*Scheme of Arrangement*”) under Part 26 of the UK Companies Act 2006 in consideration for the issuance by Enesco to the Rowan shareholders who are Scheme Shareholders (as such term is defined in “The Scheme of Arrangement” section of the joint proxy statement relating to the general meeting of shareholders of Enesco) of 2.750 new Enesco ordinary shares for each Rowan Class A ordinary share (a “*Rowan ordinary share*”) that is subject to the terms of the Scheme of Arrangement (the “*Transaction*”).

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
311,532,723	1,677,645	430,593	N/A

Resolution 2: To authorize a consolidation (being a reverse stock split under English law) of Enesco ordinary shares whereby, conditional upon and effective immediately (or as soon as practicable) following the Scheme of Arrangement becoming effective, every four existing Enesco ordinary shares, each with a nominal value of \$0.10, shown in the register of members of Enesco following the updating of such register to give effect to the provisions of the Scheme of Arrangement shall be consolidated into one Enesco ordinary share with a nominal value of \$0.40 per share.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
309,439,628	3,761,860	439,473	N/A

Resolution 3: To authorize, conditional upon and effective immediately following the Scheme of Arrangement becoming effective, the allotment and issuance up to a nominal amount of Enesco ordinary shares, which represents approximately 33.3% of the expected enlarged share capital of Enesco immediately following the Scheme of Arrangement becoming effective, and up to a further same nominal amount of Enesco ordinary shares in connection with a pre-emptive offering of shares. If approved, subject to the Scheme of Arrangement becoming effective, these authorities will replace the authorities granted pursuant to resolution 10 passed at the annual general meeting of Enesco shareholders held on May 21, 2018 (the “*Enesco 2018 Annual General Meeting*”).

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
246,888,897	65,452,110	1,299,954	N/A

Resolution 4: To approve, in accordance with Section 14A of the Securities Exchange Act of 1934, as amended, on a non-binding advisory basis, the compensation payable, or that may become payable, in connection with the transaction to the named executive officers of Enesco, as well as specific compensatory arrangements between Enesco and such individuals.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
236,041,786	65,534,701	12,064,474	N/A

Resolution 5: To authorize, conditional upon and effective immediately following the Scheme of Arrangement becoming effective, the allotment and issuance of Enesco ordinary shares up to a nominal amount of \$3,716,687 for cash on a non-pre-emptive basis. If approved, subject to the Scheme of Arrangement becoming effective, this authority will replace the authority granted pursuant to resolution 11 passed at the Enesco 2018 Annual General Meeting.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
267,685,178	44,436,317	1,519,466	N/A

Resolution 6: To authorize, conditional upon and effective immediately following the Scheme of Arrangement becoming effective, the allotment and issuance of Ensco ordinary shares up to a nominal amount of \$3,716,687 for cash on a non-pre-emptive basis, such authority to be used only for the purposes of financing (or refinancing, if the power is to be used within six months after the relevant transaction) a transaction which the board of directors of Ensco deems to be an acquisition or other capital investment. If approved, subject to the Scheme of Arrangement becoming effective, this authority will replace the authority granted pursuant to resolution 12 passed at the Ensco 2018 Annual General Meeting.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
267,730,554	44,381,225	1,529,182	N/A