**Petrofac Limited**
**Annual General Meeting**
**18 May 2018**

Copy of an ordinary resolution (resolution number 14) passed by shareholders at the Annual General Meeting of Petrofac Limited

THAT the general authority conferred on the Directors by Article 2.2 of the Articles to allot shares be and is hereby restricted to the allotment of (a) ordinary shares of US$0.02 each up to an aggregate nominal amount of US$2,306,084 and (b) any shares to be allotted to satisfy awards under any Employee Share Scheme (as defined in the Articles), provided that this restriction shall expire on 18 August 2019 or, if earlier, at the conclusion of the AGM of the Company to be held in 2018, and that the restriction imposed on the Directors by way of an ordinary resolution at the AGM held on 11 May 2017 be and is hereby revoked.

Copy of an special resolution (resolution number 15) passed by shareholders at the Annual General Meeting of Petrofac Limited

THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with Article 2.16 of the Articles to allot, without rights of pre-emption applying, up to a nominal amount of US$345,912 comprising ordinary shares of US$0.02 each, to which Article 2.8 of the Articles would otherwise apply, as they in their absolute discretion see fit in any number of tranches. Such authority to expire on 18 August 2019 or, if earlier, at the conclusion of the AGM of the Company to be held in 2019, except that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted after the expiry of such power and the Directors may allot ordinary shares in pursuance of such an offer or agreement as if such power had not expired, and the power granted by way of a special resolution passed under Article 2.16 of the Articles at the AGM held on 11 May 2017 be and is hereby revoked.

Copy of a special resolution (resolution number 16) passed by shareholders at the Annual General Meeting of Petrofac Limited

THAT the Company be generally and unconditionally authorised to make purchases on a stock exchange (within the meaning of article 57(4) of the Companies (Jersey) Law 1991) of ordinary shares in the capital of the Company, provided that:

(a) the maximum number of ordinary shares hereby authorised to be purchased is 34,591,274 ordinary shares of US$0.02 each;

(b)the minimum price (exclusive of any expenses) which may be paid for any such share is US$0.02 per share;

(c)the maximum price (exclusive of any expenses) which may be paid for any such share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);

(d) the authority hereby conferred shall expire on 18 August 2019 or, if earlier, at the conclusion of the AGM of the Company to be held in 2019;

(e) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority, which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of such a contract as if this authority had not expired, and

THAT the Company be and is hereby authorised to hold the ordinary shares so purchased as treasury shares of the Company.

Copy of a special resolution (resolution number 17) passed by shareholders at the Annual General Meeting of Petrofac Limited

THAT, pursuant to Article 15.1 of the Articles, prior to the AGM of the Company to be held in 2019, a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.