RESOLUTIONS
OF
PETROFAC LIMITED

(incorporated and registered in Jersey with registered number 81792)

(Passed on 12 November 2021)

At a general meeting of Petrofac Limited (the "**Company**"), duly convened and held at 10.00 a.m. (London time) on 12 November 2021 at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ the following Resolutions were approved as ordinary resolutions:

1 Subscription by Ayman Asfari and family

THAT the subscription by Ayman Asfari and family for 23,783,684 New Shares pursuant to the Capital Raise be and is hereby approved.

2 Subscription by Schroders

THAT the subscription by Schroders for up to 34,222,244 New Shares pursuant to the Capital Raise be and is hereby approved.

3 Capital Raise

THAT, subject to and conditional upon Resolution 1 being passed, the Company's Board of Directors be and are hereby generally and unconditionally authorised:

(A) to exercise all powers of the Company pursuant to and in accordance with its Articles of Association to allot shares and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of US$3,478,121.70 pursuant to the Capital Raise and the Director Subscriptions, which authority shall be in addition to the existing authority conferred on the Company's Board of Directors on 17 June 2021, which shall continue in full force and effect. The authority conferred by this resolution shall expire on 31 December 2021 (unless previously revoked or varied by the Company in a general meeting), save that the Company may, before such expiry, revocation or variation, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Company's Board of Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied; and

(B) to allot relevant securities pursuant to the Capital Raise and the Director Subscriptions, at an issue price of £1.15 (US$1.58), which is at a 27.2% discount to the Closing Price of the Shares as at 25 October 2021 (being the last Business Day before the announcement of the Capital Raise), such power (unless and to the extent previously revoked, varied or renewed by the Company in an general meeting) to expire on 31 December 2021.

By order of the board of directors of the Company:

Petrofac Limited
Registered Number: 81792
44 Esplanade, St Helier, Jersey JE4 9WG