

# Press Release

27 AUGUST 2008

## PETROFAC LIMITED

### INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2008

Petrofac Limited (Petrofac, the group or the Company), a leading international provider of facilities solutions to the oil & gas production and processing industry, today announces its interim results for the six months ended 30 June 2008.

#### FINANCIAL HIGHLIGHTS

- Revenue up 49% to US\$1,576 million (2007: US\$1,057 million)
- EBITDA<sup>(1)</sup> up 31% to US\$179.2 million (2007: US\$137.3 million)
- Net profit<sup>(2)</sup> up 57% to US\$121.2 million (2007: US\$77.2 million)
  - Engineering & Construction net profit of US\$99.2 million, up 81%
  - Operations Services net profit of US\$12.1 million, up 10%
  - Energy Developments net profit of US\$16.3 million, up 3%
- First half order intake<sup>(3)</sup> of US\$1.7 billion (2007: US\$0.6 billion) with backlog<sup>(4)</sup> of US\$4.8 billion at 30 June 2008 (31 December 2007: US\$4.4 billion)
- Earnings per share (diluted) up 57% to 35.13 cents (2007: 22.36 cents)
- Interim dividend up 53% to 7.50 cents (4.09 pence<sup>(5)</sup>) per share (2007: 4.90 cents)

Commenting on the results, Ayman Asfari, Petrofac's group chief executive, said:

"Following continued excellent operational performance, I am very pleased to be able to report that Petrofac has continued to perform strongly in the first half of 2008.

Notwithstanding recent reductions in forecast short-term global economic growth prospects, the broad environment in which the group operates remains underpinned by long-term factors and demand for our services continues to be very strong. We expect to see significant investment in new and replacement production capacity by our customers, particularly in our core markets.

Our bidding pipeline, particularly in the Engineering & Construction division, remains healthy. We are currently bidding on several major projects with a combined value in excess of US\$10 billion, which are scheduled to be awarded in the coming months and we are anticipating that our year end backlog will show good year-on-year growth. Our bidding pipeline for next year is looking even healthier.

With continued strong demand for our services and a positive outlook for new project awards, we are confident that the group is well positioned to deliver 2008 results towards the top end of market expectations\* and strong growth over the medium-term."

\* The current market expectations for Petrofac's net profit for the year ending 31 December 2008, referred to earlier in this announcement, are based on forecasts provided to Petrofac by 13 equity analysts. The range of those forecasts is from US\$228.0 million to US\$262.0 million.

## Notes

- (1) EBITDA means earnings before interest, tax, depreciation and amortisation and is calculated as profit from continuing operations before tax and net finance costs adjusted to add back charges for depreciation, amortisation and impairment.
- (2) Net profit for the period attributable to Petrofac Limited shareholders.
- (3) Order intake comprises new contracts awarded, growth in scope of existing contracts and the rolling increment attributable to contracts which extend beyond five years. Order intake is not an audited measure.
- (4) Backlog consists of the estimated revenue attributable to the uncompleted portion of lump-sum engineering, procurement and construction contracts and variation orders plus, with regard to engineering services and facilities management contracts, the estimated revenue attributable to the lesser of the remaining term of the contract and, in the case of life-of-field facilities management contracts, five years. The group uses this key performance indicator as a measure of the visibility of future earnings. Backlog is not an audited measure.
- (5) The group reports its financial results in US dollars and, accordingly, will declare any dividends in US dollars together with a Sterling equivalent. Unless shareholders have made valid elections to the contrary, they will receive any dividends payable in Sterling. Conversion of the 2008 interim dividend from US dollars into Sterling is based upon an exchange rate of US\$1.8335:£1, being the Bank of England Sterling spot rate as at midday on 26 August 2008.

## Ends

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**Notes to Editors**

**Petrofac**

Petrofac is a leading international provider of facilities solutions to the oil & gas production and processing industry, with a diverse customer portfolio including many of the world's leading integrated, independent and national oil & gas companies. Petrofac is quoted on the London Stock Exchange (symbol: PFC) and is a constituent of the FTSE 100 Index.

Through its three divisions, Engineering & Construction, Operations Services and Energy Developments, Petrofac designs and builds oil & gas facilities; operates, maintains or manages facilities and trains personnel; and, where return criteria are met and service revenue synergies identified, co-invests with clients and partners. Petrofac's range of services allows it to help meet its customers' needs across the life cycle of oil & gas assets.

With more than 10,000 employees, Petrofac operates out of four strategically located international centres, in Aberdeen, Sharjah, Woking and Mumbai and a further 20 offices worldwide. The predominant focus of Petrofac's business is on the UK Continental Shelf (UKCS), Africa, the Middle East, the Commonwealth of Independent States (CIS) and the Asia Pacific region.

For additional information, please refer to the Petrofac website at [www.petrofac.com](http://www.petrofac.com).

The attached is an extract from the group's interim condensed consolidated financial statements for the six months ended 30 June 2008.

## Results

We are pleased to report that the group performed well during the first half of 2008, with strong growth in revenue and net profit, the award of new contracts and extensions to existing contracts and significant progress made in developing the group's oil & gas investments.

In the six months ended 30 June 2008, revenue increased by 49.1% to US\$1,576.2 million (2007: US\$1,057.1 million) and net profit increased by 57.0% to US\$121.2 million (2007: US\$77.2 million). EBITDA increased by 30.6% to US\$179.2 million (2007: US\$137.3 million).

The tax charge for the six months ended 30 June 2008 of US\$39.6 million (2007: US\$40.0 million), based on the anticipated divisional effective tax rates for the year ending 31 December 2008, represents an effective tax rate for the period of 24.6% (2007: 34.1%). The principal reason for the decrease in the group's effective tax rate is the reduction in the expected tax rate for the Engineering & Construction division (to 17.9%; compared to 27.0% in the corresponding period in 2007) due to a higher proportion of the division's profits being earned in lower tax jurisdictions.

Net interest receivable for the period increased marginally to US\$3.1 million (2007: US\$2.8 million) due principally to higher average cash balances.

<i>Net cash (US\$ million)</i>	<i>30 June 2008</i>	<i>30 June 2007</i>	<i>31 December 2007</i>
Interest-bearing loans and borrowings (A)	104.5	127.2	110.1
Cash and short term deposits (B)	565.2	518.3	581.6
Net cash (C = B - A)	460.7	391.1	471.5

The net cash generated from operations during the period was US\$168.4 million (2007: US\$146.1 million), representing 94.0% of EBITDA (2007: 106.4%). The group's net cash decreased marginally to US\$460.7 million over the six months to 30 June 2008 (31 December 2007: US\$471.5 million) as a result of operating profits generated, less cash outflows in relation to: investing activities, including the completion of the group's new purpose-built office in Sharjah, UAE, and development expenditure in relation to the Energy Developments division's Don area assets and the Chergui gas concession; financing activities, in particular, payment of the 2007 final dividend and the purchase of company shares for the purpose of making employee share scheme awards; substantial net taxes paid; and, a marginal increase in working capital utilisation. Interest-bearing loans and borrowings at 30 June 2008 were marginally lower at US\$104.5 million (31 December 2007: US\$110.1 million).

Diluted earnings per share for the six months ended 30 June 2008 increased by 57.1% to 35.13 cents per share (2007: 22.36 cents per share) reflecting the group's improved profitability.

During the first six months of 2008, order intake across the group was US\$1.7 billion (2007: US\$0.6 billion). At 30 June 2008, the group's combined backlog for the Engineering & Construction and Operations Services divisions was US\$4.8 billion (31 December 2007: US\$4.4 billion).

The group has approximately 10,100 employees, compared to around 9,600 at 31 December 2007. The Engineering & Construction division has grown to approximately 4,100 employees (December 2007: 3,800), with an additional 150 people recruited in India during the period, particularly in the Chennai office, which opened in April 2007 and which now has more than 300 employees. The Operations Services division has grown to approximately 5,600 employees (December 2007: 5,500).

## Dividend

The Board has declared an interim dividend of 7.50 cents per share (2007: 4.90 cents), an increase of 53.1%, which will be paid on 24 October 2008 to eligible shareholders on the register at 26 September 2008. Shareholders who have not elected to receive dividends in US dollars will receive a Sterling equivalent of

4.09 pence per share. The Board will set the total dividends payable for the year in the light of full year earnings to 31 December 2008 and expects to distribute approximately 30% of full year post tax profits by way of dividend.

## Segmental review

We present below an update on each of the group's three operating divisions:

<i>US\$ million</i> <i>For the six months ended</i> <i>30 June</i>	<i>Revenue</i>		<i>Operating profit<sup>1</sup></i>		<i>Net profit<sup>2</sup></i>		<i>EBITDA</i>	
	<i>2008</i>	<i>2007</i>	<i>2008</i>	<i>2007</i>	<i>2008</i>	<i>2007</i>	<i>2008</i>	<i>2007</i>
Engineering & Construction	<b>1,036.4</b>	569.6	<b>112.8</b>	67.6	<b>99.2</b>	54.7	<b>120.3</b>	74.9
Operations Services	<b>470.0</b>	427.7	<b>18.0</b>	16.8	<b>12.1</b>	11.0	<b>21.0</b>	19.7
Energy Developments	<b>77.7</b>	68.9	<b>29.6</b>	31.8	<b>16.3</b>	15.8	<b>40.8</b>	44.6
Consolidation & elimination	<b>(7.9)</b>	(9.1)	<b>(2.7)</b>	(1.7)	<b>(6.4)</b>	(4.3)	<b>(2.9)</b>	(1.9)
<b>Total</b>	<b>1,576.2</b>	1,057.1	<b>157.7</b>	114.5	<b>121.2</b>	77.2	<b>179.2</b>	137.3

<i>Growth/margin analysis %</i> <i>For the six months ended</i> <i>30 June</i>	<i>Revenue growth</i>		<i>Operating margin</i>		<i>Net margin</i>		<i>EBITDA margin</i>	
	<i>2008</i>	<i>2007</i>	<i>2008</i>	<i>2007</i>	<i>2008</i>	<i>2007</i>	<i>2008</i>	<i>2007</i>
Engineering & Construction	<b>81.9</b>	(1.6)	<b>10.9</b>	11.9	<b>9.6</b>	9.6	<b>11.6</b>	13.1
Operations Services	<b>9.9</b>	31.5	<b>3.8</b>	3.9	<b>2.6</b>	2.6	<b>4.5</b>	4.6
Energy Developments	<b>12.8</b>	198.1	<b>38.0</b>	46.2	<b>21.0</b>	22.9	<b>52.5</b>	64.7
<b>Group</b>	<b>49.1</b>	14.0	<b>10.0</b>	10.8	<b>7.7</b>	7.3	<b>11.4</b>	13.0

<sup>1</sup> Profit from operations before tax and finance costs.

<sup>2</sup> Attributable to Petrofac Limited shareholders.

### *Engineering & Construction*

The Engineering & Construction division delivered good operational performance and strong growth during the period and was successful in securing over US\$1 billion of new contract awards.

The division made good progress on its current portfolio of contracts, including mobilisation activities and early engineering work on the In Salah gas compression project in Algeria and the two gas plant projects in Syria, which were awarded during the period. The first of these projects, awarded in March 2008, is a US\$454 million lump-sum EPC contract to build the Jihar gas treatment plant for the Hayan Petroleum Company (a joint venture between the state-owned Syrian Petroleum Company and INA Industrija Nafta d.d.-Naftaplina of Croatia) and is scheduled to be delivered in the first quarter of 2011; the second project, awarded in April 2008, is a US\$556 million (including variation orders received during the period) lump-sum EPC contract to build the Ebla gas treatment plant for Petro-Canada and is expected to be delivered before the end of 2010. The Energy Developments division is evaluating taking a 10 per cent equity interest in this development. During the period, the division secured US\$115 million of follow-on work with AGIP KCO on the Kashagan development in Kazakhstan.

During the period, the division entered into an agreement to establish a joint venture company in Indonesia with IKPT, an Indonesian engineering and construction company with experience in executing liquefied natural gas (LNG) projects. The joint venture will provide project management, engineering, procurement and construction management services for oil, gas and petrochemical projects outside Indonesia. The joint venture's first major bid was for a contract to build the Gassi Touil LNG plant in Algeria. While the Petrofac / IKPT joint venture was initially confirmed as the lowest bidder, it was ultimately unsuccessful in securing the project.

In early August 2008, the division announced that it had entered an agreement with Khalda Petroleum Company (a joint venture between Apache Corporation and the state-owned Egyptian General Petroleum Corporation) to provide engineering and procurement services for an additional gas train (train 5) at the Salam gas plant, which should convert to a lump-sum EPC contract during the second half of the year. The division is currently building trains 3 and 4 under a lump-sum EPC contract.

The division's bidding pipeline remains healthy, with the division currently bidding on several major projects

in its core markets, with a combined value in excess of US\$10 billion.

Engineering & Construction's revenue increased by 81.9% to US\$1,036.4 million (2007: US\$569.6 million) compared to the corresponding period in 2007, reflecting the growth in the scale of the business. Net profit increased by 81.3% to US\$99.2 million (2007: US\$54.7 million), representing a net margin of 9.6% (2007: 9.6%). When bidding contracts of equivalent risk which are located in countries with different tax regimes the Engineering & Construction division targets a broadly similar profit margin net of local taxes. Consequently, when a higher proportion of the division's profits are being generated in lower tax rate jurisdictions (as is expected in 2008), all other things being equal, EBITDA margins and the divisional effective tax rate are lower, but net margins are unaffected.

The division's backlog increased to US\$2.7 billion at 30 June 2008 (31 December 2007: US\$2.5 billion) reflecting new awards and agreed variation orders during the period.

### *Operations Services*

The Operations Services division has continued to strengthen its capability. Petrofac Training has continued to expand the international delivery of its training services during the period, including the opening of a new technical training centre on Sakhalin Island and a health and safety and major emergency management training centre in Houston. In June 2008, Training secured a contract, for a minimum of three years, to manage the Chemical Process Technology Centre (CPTC) in Singapore. The CPTC is a world-class training centre, owned by the Economic Development Board of Singapore, with facilities which include a full-scale hydrocarbon processing plant and specialist equipment laboratories, which will facilitate operations and maintenance training, including start-up, shutdown and emergency response exercises. Elsewhere, the Dubai Petroleum Training Centre (DPTC), a joint venture with Dubai Petroleum, will be formally opened at the end of August 2008 and courses have recently commenced. The DPTC is fully equipped to meet the safety and technical training needs of the energy sector throughout the Middle East and will support a full calendar of courses. The Training business now manages 15 training facilities in 7 countries.

In June 2008, Facilities Management was awarded the duty holder contract to provide turnkey operations services on the Northern Producer, the floating production facility to be used to develop the Petrofac Energy Developments-operated Don fields in the UK North Sea. The contract is estimated to be worth approximately US\$30 million per annum. Facilities Management also secured a two-year extension of its duty holder contracts with Venture Production, effective from November 2008, and with BHP Billiton for the Irish Sea Pioneer, to the end of 2009. In the UAE, a mechanical services workshop has been established in the Jebel Ali Free Zone and the possibility of opening further workshops in the region is being reviewed. The Brownfield engineering business secured a number of new awards, including follow-on work with Venture Production in the Greater Kittiwake area, and internationally in Abu Dhabi, Qatar and Tunisia.

In July 2008, the division completed the acquisition of Eclipse Petroleum Technology Limited (Eclipse), a production engineering specialist, for an initial consideration of £7 million (US\$14 million). Further consideration in cash and shares will be determined by the level of future profitability of Eclipse, which could increase the total consideration up to a maximum of £16 million (US\$32 million). Eclipse was founded in 1999 and has approximately 50 employees operating from five offices worldwide: Aberdeen, London, Stavanger, Houston and Dubai. Its life-of-field services include: field development, production modelling and optimisation, well life cycle risk management and petroleum engineering functional consulting, which complements the well construction and well management services provided by SPD Group, which was acquired in January 2007.

This acquisition further broadens the division's capability, which now extends from management of surface facilities and well operations, to the ability to deliver solutions to enhance and improve production.

Reported revenue for the period increased by 9.9% to US\$470.0 million (2007: US\$427.7 million) and revenue excluding 'pass-through' revenue<sup>1</sup> increased by 6.9% to US\$355.7 million (2007: US\$332.8 million). Growth in the division was driven principally by international expansion, with non-UKCS revenues now accounting for 24 per cent (2007: 16 per cent) of the division's revenues, including a full period contribution from the Dubai Petroleum service operator contract (which commenced in April 2007) and overseas growth in Brownfield engineering, SPD Group and Training.

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<sup>1</sup> Pass-through revenue refers to the revenue recognised from low or zero margin third-party procurement services provided to customers.



The division's net profit increased by 9.6% to US\$12.1 million (2007: US\$11.0 million), representing a net margin on revenue excluding pass-through revenue of 3.4% (2007: 3.3%). The underlying net margin, adjusted to eliminate charges relating to the amortisation of acquisition intangibles and finance charges from the unwinding of the discount on deferred consideration was 3.8% (2007: 3.8%). Net margins in the first half of the year are typically lower than those expected in the second half of the year due to the timing of the recognition of incentive income, which is usually based on performance over a calendar year. The division expects to achieve a net margin over the full year which will demonstrate progress towards its target of 5.0% net margin on revenue excluding pass-through revenue (2007 full year actual: 4.2%).

The division's backlog ended the period higher at US\$2.1 billion (31 December 2007: US\$1.9 billion).

## *Energy Developments*

### *Developed assets*

The division's operational assets (Cendor, Ohanet and the Kyrgyz Petroleum Company (KPC) refinery) continued to perform well during the period.

The Cendor field, in Block PM304, offshore Peninsular Malaysia, produced an average of 14,800 barrels per day (bpd) of oil over the period (2007: 14,400 bpd) and achieved production uptime of over 99 per cent. New production and injector wells were completed earlier in the year, which, together with further development wells due to be drilled in the second half of the year, are expected to broadly maintain current levels of production into 2009. As operator (with a 30% interest), the division, along with its partners (Petronas, PetroVietnam and Kuwait Foreign Petroleum Exploration Company (KUFPEC)) is assessing the second phase of development of Block PM304. A successful appraisal well has recently been drilled and a field development plan to develop additional reserves is expected to be submitted for approval during the second half of the year.

The Ohanet development in Algeria, in which the division has a 10% share of a Risk Service Contract (alongside BHP Billiton, Japan Ohanet Oil & Gas Co and Woodside Energy) with Sonatrach, continues to perform in line with expectations. The 10,000 bpd capacity KPC refinery (in which the division has a 50% share) performed ahead of expectations during the period, with improved access to feedstock and increased export demand.

In Tunisia, the Chergui gas plant (in which the division has a 45% operating interest) achieved first gas in June 2008, 15 months after first access to the site. Following completion of the export pipeline, commercial export of gas commenced in early August 2008. The division is currently undertaking seismic work to assess possible further development of the Chergui field.

### *Assets under development*

In the UKCS, field development programme (FDP) approval was received from the Department of Business Enterprise and Regulatory Reform for the Don Southwest (Petrofac interest 60%) and West Don (Petrofac interest 28%) fields in May 2008. Petrofac Energy Developments, as operator, and on behalf of its co-venturers, is managing the development of the fields, which are expected to produce first oil in the first half of 2009. In January 2008, the division announced that it had signed an agreement with Sea Production Limited, a wholly owned subsidiary of Northern Offshore Limited, for the provision of the Northern Producer floating production facility. The modifications to the topsides of the Northern Producer and the development of the subsea infrastructure are progressing well and the John Shaw semi-submersible drilling rig commenced a seven well drilling programme in August 2008. There is further development potential in the Greater Don area, with the division having interests in a number of surrounding areas, including a 50% interest, alongside Valiant Petroleum (Valiant), in the Prospero prospect in Blocks 211/18c and 211/17. Valiant is managing the drilling of an appraisal well, which commenced in August 2008.

As announced in April 2008, the division is evaluating taking a 10 per cent interest in the Ebla development in Syria (where the Engineering & Construction division has an EPC contract to build the gas processing plant). The evaluation is likely to be completed during the second half of the year, after review of further well data.

Despite the first half of 2007 benefiting from the initial period of cost recovery on Cendor, the division's revenue increased 12.8% to US\$77.7 million for the six months to 30 June 2008 (2007: US\$68.9 million) compared to the corresponding period in the prior year, reflecting higher production levels and realised oil

prices from Cendor<sup>1</sup> during the period. The division continues to hedge a substantial proportion of its expected profit oil using a series of zero premium oil price collar contracts, which currently range from a floor of US\$85 per barrel to a capped price of US\$118 per barrel. Net profit for the period increased to US\$16.3 million (2007: US\$15.8 million) with the increase partly driven by the improvement in performance of the KPC refinery.

## Key risks and uncertainties

The key risks and uncertainties for the remaining six months of the year are as described on pages 24 and 25 of the group's Annual report and accounts 2007.

## Outlook

The broad environment in which the group operates remains robust and underpinned by long-term factors. Notwithstanding recent reductions in forecast short-term global economic growth prospects, global demand for oil & gas is expected to grow substantially over the medium to long-term and with limited spare capacity in existing oil & gas production facilities, we expect to see significant investment in new and replacement production capacity by our clients, particularly in our core markets. Consequently, we expect demand for the group's services to remain strong.

With the current level and duration of backlog, the Engineering & Construction division has good visibility of revenue. With a healthy bidding pipeline for 2008 and favourable operating environment, we expect to achieve strong growth for the current year and beyond, with net profit margins being broadly maintained at recent levels.

Growth in the Operations Services division is less leveraged to the current operating environment, as the division has a number of long-term (some life-of-field) contracts. Near-term growth prospects continue to be predominantly in international markets, particularly in Brownfield engineering and Training, and, following recent acquisitions, through the provision of solutions to enhance and improve production.

As noted above, our principal investment business, Energy Developments, continues to progress its portfolio of assets under development, with first oil on the Don Southwest and West Don fields being a key near-term target scheduled for the first half of 2009. The division is reviewing a number of upstream and infrastructure opportunities and expects to conclude its due diligence of the Ebla development during the second half of 2008.

Overall, we are very pleased with the group's achievements in the first half of the year, which include entry to the FTSE 100 index, less than three years since listing on the London Stock Exchange in October 2005. This is a notable achievement and a testament to the collective efforts of everyone working for the group. We are confident that this success will continue and that 2008 will be another year of strong growth.

Rodney Chase  
Chairman

Ayman Asfari  
Group Chief Executive

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<sup>1</sup> Under the terms of the production sharing agreement, the group receives approximately 30% of the upside in the oil price above an RPI index-linked base price, which is currently around US\$37 per barrel.

**INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT**  
**For the six months ended 30 June 2008**

		<i>6 months ended 30 June 2008 Unaudited US\$'000</i>	<i>6 months ended 30 June 2007 Unaudited US\$'000</i>	<i>Year ended 31 December 2007 Audited US\$'000</i>
<b>Revenue</b>	4	<b>1,576,154</b>	1,057,109	2,440,251
Cost of sales	5	<b>(1,318,633)</b>	(868,464)	(2,029,772)
<b>Gross profit</b>		<b>257,521</b>	188,645	410,479
Selling, general and administration expenses		<b>(101,395)</b>	(75,025)	(165,308)
Other income		<b>2,027</b>	1,492	3,951
Other expenses		<b>(439)</b>	(637)	(621)
<b>Profit from operations before tax and finance income/(costs)</b>		<b>157,714</b>	114,475	248,501
Finance costs		<b>(4,251)</b>	(4,948)	(8,527)
Finance income		<b>7,354</b>	7,738	18,259
<b>Profit before tax</b>		<b>160,817</b>	117,265	258,233
Income tax expense	6	<b>(39,577)</b>	(40,035)	(69,517)
<b>Profit for the period</b>		<b>121,240</b>	77,230	188,716
Attributable to:				
Petrofac Limited shareholders		<b>121,240</b>	77,230	188,716
<b>Earnings per share (US cents)</b>	7			
- Basic		<b>35.64</b>	22.53	55.14
- Diluted		<b>35.13</b>	22.36	54.61

## INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2008

The attached notes 1 to 18 form part of these interim condensed consolidated financial statements.

		<i>30 June</i> <i>2008</i> <i>Unaudited</i> <i>US\$'000</i>	<i>30 June</i> <i>2007</i> <i>Unaudited</i> <i>US\$'000</i>	<i>31 December</i> <i>2007</i> <i>Audited</i> <i>US\$'000</i>
	<i>Notes</i>			
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	9	<b>317,570</b>	176,288	256,237
Goodwill	10	<b>71,882</b>	72,397	71,743
Intangible assets	11	<b>9,527</b>	21,582	9,010
Available-for-sale financial assets		<b>1,337</b>	1,619	1,586
Derivative financial instruments	12	<b>277</b>	439	1,775
Other financial assets		<b>1,531</b>	22	23
Deferred income tax assets		<b>15,563</b>	1,747	11,472
		<b>417,687</b>	274,094	351,846
<b>Current assets</b>				
Inventories		<b>2,244</b>	2,035	2,256
Work in progress		<b>206,893</b>	321,240	270,181
Trade and other receivables		<b>657,407</b>	442,813	509,025
Due from related parties	17	<b>3,408</b>	3,422	3,147
Derivative financial instruments	12	<b>26,052</b>	10,098	27,298
Other financial assets		<b>2,472</b>	2,789	2,702
Cash and short-term deposits	13	<b>565,206</b>	518,261	581,552
		<b>1,463,682</b>	1,300,658	1,396,161
<b>TOTAL ASSETS</b>		<b>1,881,369</b>	1,574,752	1,748,007
<b>EQUITY AND LIABILITIES</b>				
<b>Equity attributable to Petrofac Limited shareholders</b>				
Share capital		<b>8,636</b>	8,636	8,636
Share premium		<b>68,203</b>	68,203	68,203
Capital redemption reserve		<b>10,881</b>	10,881	10,881
Treasury shares		<b>(44,049)</b>	(19,715)	(29,842)
Other reserves	15	<b>51,064</b>	30,832	50,467
Retained earnings		<b>459,526</b>	282,720	377,450
		<b>554,261</b>	381,557	485,795
Minority interests		<b>209</b>	209	209
<b>TOTAL EQUITY</b>		<b>554,470</b>	381,766	486,004
<b>Non-current liabilities</b>				
Interest-bearing loans and borrowings		<b>76,513</b>	92,074	81,640
Provisions		<b>23,104</b>	15,837	19,046
Other financial liabilities		<b>14,395</b>	20,438	13,870
Deferred income tax liabilities		<b>37,590</b>	28,126	34,137
		<b>151,602</b>	156,475	148,693
<b>Current liabilities</b>				
Trade and other payables		<b>413,585</b>	426,963	408,017
Due to related parties	17	<b>578</b>	50	744
Interest-bearing loans and borrowings		<b>27,956</b>	35,148	28,455
Derivative financial instruments	12	<b>7,250</b>	-	52
Other financial liabilities		<b>1,005</b>	1,884	812
Income tax payable		<b>43,232</b>	30,278	47,577
Billings in excess of cost and estimated earnings		<b>145,592</b>	186,152	208,105
Accrued contract expenses		<b>536,099</b>	356,036	419,548
		<b>1,175,297</b>	1,036,511	1,113,310
<b>TOTAL LIABILITIES</b>		<b>1,326,899</b>	1,192,986	1,262,003
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,881,369</b>	1,574,752	1,748,007

The attached notes 1 to 18 form part of these interim condensed consolidated financial statements.

**INTERIM CONDENSED CONSOLIDATED CASH FLOW STATEMENT**  
**For the six months ended 30 June 2008**

	<i>6 months ended 30 June 2008 Unaudited US\$'000</i>	<i>6 months ended 30 June 2007 Unaudited US\$'000</i>	<i>Year ended 31 December 2007 Audited US\$'000</i>
<i>Notes</i>			
<b>OPERATING ACTIVITIES</b>			
Profit before tax	<b>160,817</b>	117,265	258,233
Adjustments for:			
Depreciation, amortisation and impairment	<b>21,523</b>	22,792	52,758
Share-based payments	<b>4,331</b>	1,820	5,412
Difference between other long-term employment benefits paid and amounts recognised in the income statement	<b>4,324</b>	3,025	5,852
Net finance income	<b>(3,103)</b>	(2,790)	(9,732)
Gain on disposal of property, plant and equipment	<b>(71)</b>	(8,541)	(8,834)
Gain on disposal of held for sale assets	<b>-</b>	-	(243)
Other non-cash items, net	<b>(1,193)</b>	619	1,756
<b>Operating profit before working capital changes</b>	<b>186,628</b>	134,190	305,202
Trade and other receivables	<b>(148,382)</b>	(106,800)	(171,360)
Work in progress	<b>63,288</b>	46,629	97,688
Due from related parties	<b>(261)</b>	4,303	4,578
Inventories	<b>12</b>	(92)	(313)
Current financial assets	<b>(133)</b>	(427)	(395)
Trade and other payables	<b>15,171</b>	83,152	64,044
Billings in excess of cost and estimated earnings	<b>(62,513)</b>	61,162	83,115
Accrued contract expenses	<b>116,551</b>	(75,967)	(12,455)
Due to related parties	<b>(166)</b>	(132)	562
Other non-current items, net	<b>(1,821)</b>	87	133
<b>Cash generated from operations</b>	<b>168,374</b>	146,105	370,799
Interest paid	<b>(3,191)</b>	(3,629)	(7,004)
Income taxes paid, net	<b>(44,566)</b>	(16,538)	(32,417)
<b>Net cash flows from operating activities</b>	<b>120,617</b>	125,938	331,378
<b>INVESTING ACTIVITIES</b>			
Purchase of property, plant and equipment	<b>(82,117)</b>	(56,604)	(117,157)
Acquisition of subsidiaries, net of cash acquired	<b>-</b>	(3,137)	(4,902)
Payment of deferred consideration on acquisition	<b>-</b>	-	(64)
Purchase of intangible oil & gas assets	<b>(1,400)</b>	(1,776)	(48,604)
Proceeds from disposal of property, plant and equipment	<b>184</b>	11,205	12,166
Proceeds from disposal of available-for-sale financial assets	<b>137</b>	-	-
Net foreign exchange differences	<b>(564)</b>	2,023	829
Interest received	<b>7,702</b>	7,863	18,562
<b>Net cash flows used in investing activities</b>	<b>(76,058)</b>	(40,426)	(139,170)

The attached notes 1 to 18 form part of these interim condensed consolidated financial statements.

**INTERIM CONDENSED CONSOLIDATED CASH FLOW STATEMENT**  
**For the six months ended 30 June 2008 (continued)**

		<i>6 months ended 30 June 2008 Unaudited US\$'000</i>	<i>6 months ended 30 June 2007 Unaudited US\$'000</i>	<i>Year ended 31 December 2007 Audited US\$'000</i>
	<i>Notes</i>			
<b>FINANCING ACTIVITIES</b>				
Repayment of interest-bearing loans and borrowings		<b>(3,713)</b>	(1,157)	(2,767)
Shareholders' loan note transactions, net		-	173	216
Treasury shares purchased	14	<b>(16,969)</b>	(11,571)	(21,698)
Equity dividends paid		<b>(38,015)</b>	(22,374)	(39,479)
<b>Net cash flows used in financing activities</b>		<b>(58,697)</b>	(34,929)	(63,728)
<b>NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS</b>				
		<b>(14,138)</b>	50,583	128,480
Cash and cash equivalents at 1 January		<b>565,886</b>	437,406	437,406
<b>CASH AND CASH EQUIVALENTS AT PERIOD END</b>	13	<b>551,748</b>	487,989	565,886

The attached notes 1 to 18 form part of these interim condensed consolidated financial statements.

**INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**For the six months ended 30 June 2008**

	<i>Attributable to shareholders of Petrofac Limited</i>								
	<i>Issued share capital</i>	<i>Share premium</i>	<i>Capital redemption reserve</i>	<i>Treasury shares</i>	<i>Other reserves (note 15)</i>	<i>Retained earnings</i>	<i>Total</i>	<i>Minority interests</i>	<i>Total equity</i>
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$' 000</i>	<i>US\$' 000</i>	<i>US\$' 000</i>
<b>For the six months ended 30 June 2008</b>									
Balance at 1 January 2008	8,636	68,203	10,881	(29,842)	50,467	377,450	485,795	209	486,004
Foreign currency translation	-	-	-	-	(512)	-	(512)	-	(512)
Net gain on maturity of cash flow hedges recognised in income statement	-	-	-	-	(23,460)	-	(23,460)	-	(23,460)
Net changes in fair value of derivatives	-	-	-	-	13,509	-	13,509	-	13,509
Net changes in fair value of available-for-sale financial assets	-	-	-	-	(112)	-	(112)	-	(112)
Total income and expenses for the period recognised in equity	-	-	-	-	(10,575)	-	(10,575)	-	(10,575)
Net profit for the period	-	-	-	-	-	121,240	121,240	-	121,240
Total income and expenses for the period	-	-	-	-	(10,575)	121,240	110,665	-	110,665
Share-based payments charge (note 14)	-	-	-	-	4,331	-	4,331	-	4,331
Shares vested during the period (note 15)	-	-	-	2,762	(2,762)	-	-	-	-
Treasury shares purchased (note 14)	-	-	-	(16,969)	-	-	(16,969)	-	(16,969)
Transfer to reserve for share-based payments (note 15)	-	-	-	-	9,603	-	9,603	-	9,603
Dividends (note 8)	-	-	-	-	-	(39,164)	(39,164)	-	(39,164)
<b>Balance at 30 June 2008 (unaudited)</b>	<b>8,636</b>	<b>68,203</b>	<b>10,881</b>	<b>(44,049)</b>	<b>51,064</b>	<b>459,526</b>	<b>554,261</b>	<b>209</b>	<b>554,470</b>

The attached notes 1 to 18 form part of these interim condensed consolidated financial statements.

**INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**For the six months ended 30 June 2008 (continued)**

	<i>Attributable to shareholders of Petrofac Limited</i>								
	<i>Issued share capital</i>	<i>Share premium</i>	<i>Capital redemption reserve</i>	<i>Treasury shares</i>	<i>Other reserves (note 15)</i>	<i>Retained earnings</i>	<i>Total</i>	<i>Minority interests</i>	<i>Total equity</i>
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$' 000</i>	<i>US\$' 000</i>	<i>US\$' 000</i>
<b>For the six months ended 30 June 2007</b>									
Balance at 1 January 2007	8,629	66,210	10,881	(8,144)	19,611	227,508	324,695	209	324,904
Foreign currency translation	-	-	-	-	2,288	-	2,288	-	2,288
Net gain on maturity of cash flow hedges recognised in income statement	-	-	-	-	(5,607)	-	(5,607)	-	(5,607)
Net changes in fair value of derivatives	-	-	-	-	6,736	-	6,736	-	6,736
Net changes in fair value of available-for-sale financial assets	-	-	-	-	(121)	-	(121)	-	(121)
Total income and expenses for the period recognised in equity	-	-	-	-	3,296	-	3,296	-	3,296
Net profit for the period	-	-	-	-	-	77,230	77,230	-	77,230
Total income and expenses for the period	-	-	-	-	3,296	77,230	80,526	-	80,526
Share-based payments charge (note 14)	-	-	-	-	1,820	-	1,820	-	1,820
Shares issued on acquisition	7	1,993	-	-	-	-	2,000	-	2,000
Treasury shares	-	-	-	(11,571)	-	-	(11,571)	-	(11,571)
Transfer to reserve for share-based payments (note 15)	-	-	-	-	6,105	-	6,105	-	6,105
Dividends (note 8)	-	-	-	-	-	(22,018)	(22,018)	-	(22,018)
<b>Balance at 30 June 2007 (unaudited)</b>	<b>8,636</b>	<b>68,203</b>	<b>10,881</b>	<b>(19,715)</b>	<b>30,832</b>	<b>282,720</b>	<b>381,557</b>	<b>209</b>	<b>381,766</b>
<b>For the year ended 31 December 2007</b>									
Balance at 1 January 2007	8,629	66,210	10,881	(8,144)	19,611	227,508	324,695	209	324,904
Foreign currency translation	-	-	-	-	(72)	-	(72)	-	(72)
Net gain on maturity of cash flow hedges recognised in income statement	-	-	-	-	(22,183)	-	(22,183)	-	(22,183)
Net changes in fair value of derivatives	-	-	-	-	41,734	-	41,734	-	41,734
Net changes in fair value of available-for-sale financial assets	-	-	-	-	(140)	-	(140)	-	(140)
Total income and expenses for the year recognised in equity	-	-	-	-	19,339	-	19,339	-	19,339
Net profit for the year	-	-	-	-	-	188,716	188,716	-	188,716
Total income and expenses for the year	-	-	-	-	19,339	188,716	208,055	-	208,055
Share-based payments charge	-	-	-	-	5,412	-	5,412	-	5,412
Shares issued on acquisition	7	1,993	-	-	-	-	2,000	-	2,000
Treasury shares	-	-	-	(21,698)	-	-	(21,698)	-	(21,698)
Transfer to reserve for share-based payments (note 15)	-	-	-	-	6,105	-	6,105	-	6,105
Dividends (note 8)	-	-	-	-	-	(38,774)	(38,774)	-	(38,774)
<b>Balance at 31 December 2007 (audited)</b>	<b>8,636</b>	<b>68,203</b>	<b>10,881</b>	<b>(29,842)</b>	<b>50,467</b>	<b>377,450</b>	<b>485,795</b>	<b>209</b>	<b>486,004</b>

The attached notes 1 to 18 form part of these interim condensed consolidated financial statements.



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## For the six months ended 30 June 2008

### 1 CORPORATE INFORMATION

Petrofac Limited is a limited liability company registered in Jersey under the Companies (Jersey) Law 1991 and is the holding company for the international group of Petrofac subsidiaries (together “the group”). The group’s principal activities are the provision of facilities solutions to the oil & gas production and processing industry and appraisal, development and operation of oil & gas production and refining projects. The interim condensed consolidated financial statements of the group for the six months ended 30 June 2008 were authorised for issue in accordance with a resolution of the Board of Directors on 26 August 2008.

### 2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

#### *Basis of preparation*

The interim condensed consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments and available-for-sale financial assets that have been measured at fair value. The presentation currency of the interim condensed consolidated financial statements is United States dollars (US\$) and all values in the interim condensed consolidated financial statements are rounded to the nearest thousand (US\$’000) except where otherwise stated. Certain comparative information has been reclassified to conform to current period presentation and prior period earnings per share numbers have been revised to be consistent with the current period presentation.

#### *Statement of compliance*

The interim condensed consolidated financial statements of Petrofac Limited and all its subsidiaries for the six months ended 30 June 2008 have been prepared in accordance with IAS 34 ‘Interim Financial Statements’ and applicable requirements of Jersey law. They do not include all of the information and disclosures required in the annual financial statements and should be read in conjunction with the consolidated financial statements of the group as at and for the year ended 31 December 2007.

#### *Accounting policies*

The accounting policies and methods of computation adopted in the preparation of these interim condensed consolidated financial statements are consistent with those followed in the preparation of the group’s financial statements for the year ended 31 December 2007, except as noted below.

The group has adopted new and revised Standards and Interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) of the IASB that are relevant to its operations and effective for accounting periods beginning on or after 1 January 2008. The principal effects of the adoption of these new and amended standards and interpretations are discussed below:

#### ***IFRIC 11 IFRS 2 Group and Treasury Share Transactions***

This interpretation clarifies that where any arrangement is made whereby an employee is granted rights to an entity’s equity instrument; it is to be accounted for as an equity-settled scheme. This treatment would also hold true where the entity buys the instruments from an existing shareholder or any other party to provide the equity instruments to the employee. The adoption of this interpretation did not affect the group’s operating results or financial position for the period ended 30 June 2008.

#### ***IFRIC 14 IAS 19 The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction***

This interpretation provides guidance on how to assess the limit on the amount of surplus in a defined benefit scheme that can be recognised as an asset under IAS 19 Employee Benefits. The adoption of this interpretation did not affect the group’s operating results or financial position for the period ended 30 June 2008 as the group does not have any defined benefit scheme for its employees.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## For the six months ended 30 June 2008

### 3 SEGMENT INFORMATION

The group's primary continuing operations are organised on a worldwide basis into three business segments: Engineering & Construction, Operations Services and Energy Developments. The following tables present revenue and profit information relating to the group's primary business segments for the six months ended 30 June 2008, six months ended 30 June 2007 and the year ended 31 December 2007. Included within the consolidation and eliminations columns are certain balances, which due to their nature, are not allocated to segments.

	<i>Engineering &amp; Construction US\$'000</i>	<i>Operations Services US\$'000</i>	<i>Energy Developments US\$'000</i>	<i>Corporate &amp; others US\$'000</i>	<i>Consolidation adjustments &amp; eliminations US\$'000</i>	<i>Total US\$'000</i>
<b>Six months ended 30 June 2008 (unaudited)</b>						
<b>Revenue</b>						
External sales	1,034,143	464,323	77,688	-	-	1,576,154
Inter-segment sales	2,231	5,698	-	-	(7,929)	-
<b>Total revenue</b>	<b>1,036,374</b>	<b>470,021</b>	<b>77,688</b>	<b>-</b>	<b>(7,929)</b>	<b>1,576,154</b>
<b>Segment results</b>	112,834	18,034	29,562	(159)	(454)	159,817
Unallocated corporate costs	-	-	-	(2,103)	-	(2,103)
Profit / (loss) before tax and finance income / (costs)	112,834	18,034	29,562	(2,262)	(454)	157,714
Finance costs	(262)	(1,785)	(32)	(4,675)	2,503	(4,251)
Finance income	8,198	436	117	2,722	(4,119)	7,354
Profit / (loss) before income tax	120,770	16,685	29,647	(4,215)	(2,070)	160,817
Income tax (expense)	(21,618)	(4,582)	(13,312)	(65)	-	(39,577)
<b>Profit / (loss) for the year</b>	<b>99,152</b>	<b>12,103</b>	<b>16,335</b>	<b>(4,280)</b>	<b>(2,070)</b>	<b>121,240</b>
<b>Other segment information</b>						
Depreciation	7,481	2,071	11,274	226	(413)	20,639
Amortisation	-	884	-	-	-	884
Other long-term employment benefits	3,854	914	93	27	-	4,888
Share-based payments	2,120	1,053	496	662	-	4,331

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**For the six months ended 30 June 2008**

**3 SEGMENT INFORMATION (continued)**

	<i>Engineering &amp; Construction US\$'000</i>	<i>Operations Services US\$'000</i>	<i>Energy Developments US\$'000</i>	<i>Corporate &amp; others US\$'000</i>	<i>Consolidation adjustments &amp; eliminations US\$'000</i>	<i>Total US\$'000</i>
<b>Six months ended 30 June 2007 (unaudited)</b>						
<b>Revenue</b>						
External sales	567,030	421,175	68,904	-	-	1,057,109
Inter-segment sales	2,607	6,487	-	-	(9,094)	-
<b>Total revenue</b>	<b>569,637</b>	<b>427,662</b>	<b>68,904</b>	<b>-</b>	<b>(9,094)</b>	<b>1,057,109</b>
<b>Segment results</b>	<b>67,584</b>	<b>16,782</b>	<b>31,821</b>	<b>12</b>	<b>(70)</b>	<b>116,129</b>
Unallocated corporate costs	-	-	-	(1,654)	-	(1,654)
Profit / (loss) before tax and finance income / (costs)	67,584	16,782	31,821	(1,642)	(70)	114,475
Finance costs	(442)	(2,205)	(367)	(4,549)	2,615	(4,948)
Finance income	7,750	608	121	1,934	(2,675)	7,738
Profit / (loss) before income tax	74,892	15,185	31,575	(4,257)	(130)	117,265
Income tax (expense)/income	(20,188)	(4,139)	(15,815)	105	2	(40,035)
<b>Profit / (loss) for the period</b>	<b>54,704</b>	<b>11,046</b>	<b>15,760</b>	<b>(4,152)</b>	<b>(128)</b>	<b>77,230</b>
<b>Other segment information</b>						
Depreciation	7,294	1,966	12,765	125	(325)	21,825
Amortisation	-	967	-	-	-	967
Other long-term employment benefits	2,685	626	44	16	-	3,371
Share-based payments	885	441	195	299	-	1,820
	<i>Engineering &amp; Construction US\$'000</i>	<i>Operations Services US\$'000</i>	<i>Energy Developments US\$'000</i>	<i>Corporate &amp; others US\$'000</i>	<i>Consolidation adjustments &amp; eliminations US\$'000</i>	<i>Total US\$'000</i>
<b>For the year ended 31 December 2007 (audited)</b>						
<b>Revenue</b>						
External sales	1,409,817	897,602	132,832	-	-	2,440,251
Inter-segment sales	5,131	13,372	-	-	(18,503)	-
<b>Total revenue</b>	<b>1,414,948</b>	<b>910,974</b>	<b>132,832</b>	<b>-</b>	<b>(18,503)</b>	<b>2,440,251</b>
<b>Segment results</b>	<b>158,197</b>	<b>44,891</b>	<b>51,637</b>	<b>(236)</b>	<b>51</b>	<b>254,540</b>
Unallocated corporate costs	-	-	-	(6,039)	-	(6,039)
Profit / (loss) before tax and finance income / (costs)	158,197	44,891	51,637	(6,275)	51	248,501
Finance costs	(662)	(4,384)	(205)	(8,572)	5,296	(8,527)
Finance income	18,013	1,247	331	3,857	(5,189)	18,259
Profit / (loss) before income tax	175,548	41,754	51,763	(10,990)	158	258,233
Income tax (expense)/income	(38,454)	(12,857)	(18,375)	169	-	(69,517)
<b>Profit / (loss) for the year</b>	<b>137,094</b>	<b>28,897</b>	<b>33,388</b>	<b>(10,821)</b>	<b>158</b>	<b>188,716</b>
<b>Other segment information</b>						
Depreciation	15,654	4,567	22,476	449	(845)	42,301
Amortisation	-	1,771	-	-	-	1,771
Impairment	-	-	8,686	-	-	8,686
Other long-term employment benefits	5,075	1,492	7	31	-	6,605
Share-based payments	2,667	1,382	589	774	-	5,412

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**For the six months ended 30 June 2008**

**4 REVENUES**

	<i>6 months ended 30 June 2008 Unaudited US\$'000</i>	<i>6 months ended 30 June 2007 Unaudited US\$'000</i>	<i>Year ended 31 December 2007 Audited US\$'000</i>
Rendering of services	1,518,338	1,007,030	2,346,431
Sale of crude oil	52,182	46,014	85,592
Sale of processed hydrocarbons	5,634	4,065	8,228
	<u>1,576,154</u>	<u>1,057,109</u>	<u>2,440,251</u>

Included in revenues from rendering of services are Operations Services revenues of a “pass-through” nature with zero or low margins amounting to US\$114,371,000 (six months ended 30 June 2007: US\$94,836,000; year ended 31 December 2007: US\$227,048,000).

**5 COST OF SALES**

Included in cost of sales for the six months ended 30 June 2008 is US\$ nil (six months ended 30 June 2007: US\$8,296,000; year ended 31 December 2007: US\$8,590,000) profit on disposal of fixed assets used to undertake various engineering and construction contracts.

**6 INCOME TAX**

Income tax expense is recognised based on management’s best estimate of each division’s annual income tax rate expected for the full financial year.

The major components of the income tax expense are as follows:

	<i>6 months ended 30 June 2008 Unaudited US\$'000</i>	<i>6 months ended 30 June 2007 Unaudited US\$'000</i>	<i>Year ended 31 December 2007 Audited US\$'000</i>
<b>Current income tax</b>			
Current income tax charge	40,445	36,163	69,208
<b>Deferred income tax</b>			
Relating to origination and reversal of temporary differences	<u>(868)</u>	<u>3,872</u>	<u>309</u>
	<u>39,577</u>	<u>40,035</u>	<u>69,517</u>

The group’s effective tax rate for the six months is 24.6% (six months ended 30 June 2007: 34.1%; year ended 31 December 2007: 26.9%). The reduction in the effective tax rate from the previous year is due to lower taxed income in the Engineering & Construction division.

**7 EARNINGS PER SHARE**

Basic earnings per share amounts are calculated by dividing the net profit for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary shareholders, after adjusting for any dilutive effect, by the weighted average number of ordinary shares outstanding during the period, adjusted for the effects of ordinary shares granted under the employee share award schemes which are held in trust.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**For the six months ended 30 June 2008**

**7 EARNINGS PER SHARE (continued)**

The following reflects the income and share data used in calculating basic and diluted earnings per share:

	<i>6 months ended 30 June 2008 Unaudited US\$'000</i>	<i>6 months ended 30 June 2007 Unaudited US\$'000</i>	<i>Year ended 31 December 2007 Audited US\$'000</i>
Net profit attributable to ordinary shareholders for basic and diluted earnings per share	<u>121,240</u>	<u>77,230</u>	<u>188,716</u>
	<i>6 months ended 30 June 2008 Unaudited '000</i>	<i>6 months ended 30 June 2007 Unaudited '000</i>	<i>Year ended 31 December 2007 Audited '000</i>
Weighted average number of ordinary shares for basic earnings per share	<u>340,176</u>	342,701	342,246
Weighted average number of ordinary shares granted under share-based payment schemes	<u>4,952</u>	<u>2,707</u>	<u>3,313</u>
Adjusted weighted average number of ordinary shares for diluted earnings per share	<u>345,128</u>	<u>345,408</u>	<u>345,559</u>

**8 DIVIDENDS PAID AND PROPOSED**

	<i>6 months ended 30 June 2008 Unaudited US\$'000</i>	<i>6 months ended 30 June 2007 Unaudited US\$'000</i>	<i>Year ended 31 December 2007 Audited US\$'000</i>
<i>Declared and paid during the period</i>			
Equity dividends on ordinary shares:			
Final dividend for 2006: 6.43 cents per share	-	22,018	22,018
Interim dividend 2007: 4.90 cents per share	-	-	16,756
Final dividend for 2007: 11.50 cents per share	<u>39,164</u>	<u>-</u>	<u>-</u>
	<u>39,164</u>	<u>22,018</u>	<u>38,774</u>

The Company proposes an interim dividend of 7.50 cents per share which was approved by the Board on 26 August 2008 for payment on 24 October 2008.

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the six months ended 30 June 2008

#### 9 PROPERTY, PLANT AND EQUIPMENT

During the period, the group incurred capital expenditure of US\$33,842,000 (30 June 2007: US\$ nil) on the development of its Don area assets, US\$15,916,000 (30 June 2007: US\$6,979,000) on the construction of a new office building in Sharjah UAE, US\$7,249,000 on the acquisition of additional land in Sharjah for further new office development and US\$13,674,000 (30 June 2007: US\$34,893,000) relating to the Chergui gas concession in Tunisia.

#### 10 GOODWILL

The increase in the goodwill balance in the current period represents exchange differences of US\$139,000.

#### 11 INTANGIBLE ASSETS

Movements in intangible assets comprise additions to intangible oil & gas assets of US\$1,400,000 representing further appraisal drilling costs in respect of the group's interest in Permit NT/P68 Australia.

#### 12 DERIVATIVE FINANCIAL INSTRUMENTS

The movement during the period is due to changes in the fair value of derivative financial instruments which the group uses to hedge its risk against foreign currency exposure on sales, purchases and borrowings that are entered into in a currency other than US dollars and oil price revenue fluctuations.

On 20 March 2008, the group entered into a zero premium oil price collar to hedge its exposure to fluctuations in oil prices which mature on a monthly basis from 1 April 2008 to 31 December 2008. The collar hedges 135,000 barrels of oil production with a floor price of US\$95.00 per barrel and a capped price of US\$118.30 per barrel.

During the period the group entered into foreign exchange forward contracts designated as cash flow hedges for the sales of Euro 50,000,000 (equivalent US\$76,750,000) and purchases of Sterling 17,562,000 (equivalent US\$34,109,000).

#### 13 CASH AND CASH EQUIVALENTS

For the purposes of the interim condensed consolidated cash flow statement, cash and cash equivalents comprise the following:

	<i>6 months ended 30 June 2008 Unaudited US\$'000</i>	<i>6 months ended 30 June 2007 Unaudited US\$'000</i>	<i>Year ended 31 December 2007 Audited US\$'000</i>
Cash at bank and in hand	<b>103,234</b>	143,588	106,454
Short-term deposits	<b>461,972</b>	374,673	475,098
Cash and short term deposits	<b>565,206</b>	518,261	581,552
Bank overdrafts	<b>(13,458)</b>	(30,272)	(15,666)
	<b>551,748</b>	487,989	565,886

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**For the six months ended 30 June 2008**

**14 SHARE-BASED PAYMENTS**

During the period, the Company acquired 1,554,194 of its own shares at a cost of US\$16,969,000 for the purpose of making awards under the group's employee share schemes and these shares have been classified in the balance sheet as treasury shares within equity.

The following shows the movements in the number of shares held under the three group employee share schemes:

	<i>Deferred Bonus Share Plan*</i> Number	<i>Performance Share Plan</i> Number	<i>Restricted Share Plan</i> Number
Outstanding at 1 January 2008	2,558,711	864,181	394,216
Granted during the period	1,777,080	456,240	78,331
Vested during the period	(326,170)	-	(5,180)
Forfeited during the period	(5,896)	-	-
<b>Outstanding at 30 June 2008</b>	<b>4,003,725</b>	<b>1,320,421</b>	<b>467,367</b>

\* Includes invested and matching shares.

The fair value of the equity-settled awards granted during the period ended 30 June 2008 in respect of the Deferred Bonus Share Plan were estimated based on the quoted closing market price of 522p per Company share at the date of grant with an assumed vesting rate of 93% per annum over the vesting period of the plan.

The fair value of the non-market based equity-settled awards granted during the period ended 30 June 2008 representing 50% of the total Performance Share Plan award were estimated based on the quoted closing market price of 522p per Company share at the date of grant with an assumed vesting rate of 100% per annum over the three year vesting period of the plan. The remaining 50% of these awards which are market performance based were fair valued by an independent valuer at 287p per share using a Monte Carlo simulation model taking into account the terms and conditions of the plan rules and using the following assumptions at the date of grant:

Expected share price volatility (based on median of comparator group's three year volatilities)	32.0%
Share price correlation with comparator group	22.0%
Risk-free interest rate	3.8%
Expected life of share award	3 years

The fair value of the equity-settled awards granted at various dates during the period ended 30 June 2008 in respect of the Restricted Share Plan were based on an average market price of 608p with an assumed vesting rate of 100% per annum over the vesting period of the plan.

The group has recognised an expense in the income statement for the period to 30 June 2008 relating to employee share-based incentives of US\$4,331,000 (30 June 2007: US\$1,820,000) which has been transferred to the reserve for share-based payments along with US\$9,603,000 of the remaining bonus liability accrued for the year ended 31 December 2007 (30 June 2007: US\$6,105,000) which has been voluntarily elected or mandatorily obliged to be settled in shares granted during the period.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**For the six months ended 30 June 2008**

**15 OTHER RESERVES**

	<i>Net unrealised gains/(losses) on available-for- sale financial assets US\$'000</i>	<i>Net unrealised (losses)/ gains on derivatives US\$'000</i>	<i>Foreign currency translation US\$'000</i>	<i>Reserve for share-based payments US\$'000</i>	<i>Total US\$'000</i>
Balance at 1 January 2008	598	28,891	4,817	16,161	50,467
Foreign currency translation	-	-	(512)	-	(512)
Net gains on maturity of cash flow hedges recognised in income statement	-	(23,460)	-	-	(23,460)
Net changes in fair value of derivatives	-	13,509	-	-	13,509
Net changes in fair value of available-for-sale financial assets	(112)	-	-	-	(112)
Share-based payments charge	-	-	-	4,331	4,331
Transfer during the period	-	-	-	9,603	9,603
Shares vested during the period	-	-	-	(2,762)	(2,762)
<b>Balance at 30 June 2008 (unaudited)</b>	<b>486</b>	<b>18,940</b>	<b>4,305</b>	<b>27,333</b>	<b>51,064</b>
Balance at 1 January 2007	738	9,340	4,889	4,644	19,611
Foreign currency translation	-	-	2,288	-	2,288
Net gains on maturity of cash flow hedges recognised in income statement	-	(5,607)	-	-	(5,607)
Net changes in fair value of derivatives	-	6,736	-	-	6,736
Net changes in fair value of available-for-sale financial assets	(121)	-	-	-	(121)
Share-based payments charge	-	-	-	1,820	1,820
Transfer during the period	-	-	-	6,105	6,105
<b>Balance at 30 June 2007 (unaudited)</b>	<b>617</b>	<b>10,469</b>	<b>7,177</b>	<b>12,569</b>	<b>30,832</b>
Balance at 1 January 2007	738	9,340	4,889	4,644	19,611
Foreign currency translation	-	-	(72)	-	(72)
Net gains on maturity of cash flow hedges recognised in income statement	-	(22,183)	-	-	(22,183)
Net changes in fair value of derivatives	-	41,734	-	-	41,734
Net changes in fair value of available-for-sale financial assets	(140)	-	-	-	(140)
Share-based payments charge	-	-	-	5,412	5,412
Transfer during the year	-	-	-	6,105	6,105
<b>Balance at 31 December 2007 (audited)</b>	<b>598</b>	<b>28,891</b>	<b>4,817</b>	<b>16,161</b>	<b>50,467</b>

**16 CAPITAL COMMITMENTS**

At 30 June 2008 the group had capital commitments of US\$142,547,000 (31 December 2007: US\$29,630,000; 30 June 2007: US\$33,323,000).

Included in the above are commitments relating to the development of the Don area assets of US\$119,797,000 (31 December 2007: nil; 30 June 2007: nil), additional appraisal and development well costs on PM304 of US\$15,582,000 (31 December 2007: nil; 30 June 2007: nil) and for the construction of a new office building in Sharjah, United Arab Emirates amounting to US\$1,637,000 (31 December 2007: US\$10,260,000; 30 June 2007: US\$19,609,000).



## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the six months ended 30 June 2008

#### 17 RELATED PARTY TRANSACTIONS

The following table provides the total amount of transactions which have been entered into with related parties:

		<i>Sales to related parties US\$'000</i>	<i>Purchases from related parties US\$'000</i>	<i>Amounts owed by related parties US\$'000</i>	<i>Amounts owed to related parties US\$'000</i>
Joint ventures	<b>Six months ended 30 June 2008 (unaudited)</b>	<b>2,768</b>	<b>104</b>	<b>3,408</b>	<b>410</b>
	Six months ended 30 June 2007 (unaudited)	2,343	233	3,422	50
	Year ended 31 December 2007 (audited)	180	507	3,147	625
Other directors' interests	<b>Six months ended 30 June 2008 (unaudited)</b>	-	<b>522</b>	-	<b>168</b>
	Six months ended 30 June 2007 (unaudited)	-	254	-	-
	Year ended 31 December 2007 (audited)	-	614	-	119

All sales to and purchases from joint ventures are made at normal market prices and the pricing policies and terms of these transactions are approved by the group's management.

All related party balances at 30 June 2008 will be settled in cash.

Purchases in respect of other directors' interests of US\$522,000 represent the market rate based costs of chartering the services of an aeroplane used for the transport of senior management and directors of the Company on company business, which is owned by an offshore trust of which the Chief Executive of the Company is one of the beneficiaries.

#### Compensation of key management personnel

	<i>6 months ended 30 June 2008 Unaudited US\$'000</i>	<i>6 months ended 30 June 2007 Unaudited US\$'000</i>	<i>Year ended 31 December 2007 Audited US\$'000</i>
Short-term employee benefits	<b>1,627</b>	1,233	5,063
Other long-term employment benefits	<b>33</b>	22	43
Share-based payments	<b>690</b>	395	906
Fees paid to non-executive directors	<b>305</b>	255	546
	<b><u>2,655</u></b>	<u>1,905</u>	<u>6,558</u>

#### 18 EVENTS AFTER THE BALANCE SHEET DATE

On 25 July 2008, the group acquired a 100% interest in the share capital of Eclipse Petroleum Technology Limited, a specialist production engineering company, for an initial consideration of Sterling 7,000,000 (equivalent US\$13,915,000), comprised of Sterling 6,000,000 (equivalent US\$11,927,000) in cash and Sterling 1,000,000 (equivalent US\$1,988,000) to be satisfied with 158,177 ordinary shares vesting in two years' time. Further, consideration in cash and shares will be determined by the level of future profitability and in no event will exceed an additional amount of Sterling 9,000,000 (equivalent US\$17,890,000).

The group is currently reviewing the assets and liabilities acquired as a result of this business combination. It is considered impracticable to disclose further information in respect of these assets and liabilities as this transaction occurred shortly before the publication of these financial statements.

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors confirm that, to the best of their knowledge, the condensed set of financial statements on pages 7 to 21 has been prepared in accordance with IAS 34 'Interim Financial Reporting', and that the interim management report on pages 1 to 6 includes a fair review of the information required by DTR 4.2.7 and DTR 4.2.8.

The directors of Petrofac Limited are listed in the *Petrofac Annual Report and Accounts 2007*.

By the order of the Board

Ayman Asfari  
Chief Executive Officer  
26 August 2008

Keith Roberts  
Chief Financial Officer  
26 August 2008

## **INDEPENDENT REVIEW REPORT TO PETROFAC LIMITED**

### **Introduction**

We have been engaged by the Company to review the Interim condensed consolidated financial statements for the six months ended 30 June 2008 which comprises the Interim condensed consolidated income statement, the Interim condensed consolidated balance sheet, the Interim condensed consolidated cash flow statement, the Interim condensed consolidated statement of changes in equity and the related explanatory notes. We have read the other information contained in the interim report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the Company in accordance with guidance contained in ISRE 2410 (UK and Ireland) "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the conclusions we have formed.

### **Directors' Responsibilities**

The interim report is the responsibility of, and has been approved by, the directors. The directors are responsible for preparing the interim report in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Services Authority.

As disclosed in note 2, the annual consolidated financial statements of Petrofac Limited are prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board. The Condensed Consolidated Financial Statements included in this interim report has been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting".

### **Our Responsibility**

Our responsibility is to express to the Company a conclusion on the interim condensed consolidated financial statements in the interim report based on our review.

### **Scope of Review**

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the Interim condensed consolidated financial statements in the interim report for the six months ended 30 June 2008 is not prepared, in all material respects, in accordance with International Accounting Standard 34 and the Disclosure and Transparency Rules of the United Kingdom's Financial Services Authority.

Ernst & Young LLP  
London  
26 August 2008

## SHAREHOLDER INFORMATION

Petrofac shares are traded on the London Stock Exchange using code 'PFC.L'.

### Registrar

Capita Registrars (Jersey) Limited  
12 Castle Street  
St Helier  
Jersey JE2 3RT

### Company Secretary and registered office

Ogier Corporate Services (Jersey) Limited  
Whiteley Chambers  
Don Street  
St Helier  
Jersey JE4 9WG

### UK Transfer Agent

Capita Registrars  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU

### Legal Advisers to the Company

#### *As to English Law*

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3 More London Place  
London SE1 2AQ

#### *As to Jersey Law*

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Whiteley Chambers  
Don Street  
St Helier  
Jersey JE4 9WG

### Joint Brokers

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1 Cabot Square  
London E14 4QJ

Lehman Brothers  
25 Bank Street  
London E14 5LE

### Auditors

Ernst & Young LLP  
1 More London Place  
London SE1 2AF

### Corporate and Financial PR

Bell Pottinger Corporate & Financial  
6<sup>th</sup> Floor Holborn Gate  
330 High Holborn  
London WC1V 7QD

### Financial calendar

26 September 2008  
24 October 2008  
31 December 2008  
9 March 2009

Interim dividend record date  
Interim dividend payment  
2008 financial year end  
2008 full year results announcement

Dates correct at time of print, but subject to change.

The group's investor relations website can be found through [www.petrofac.com](http://www.petrofac.com).