

## NOTICE OF PLAN MEETINGS

Claim No: CR-2025-001258

CR-2025-001257

IN THE HIGH COURT OF JUSTICE

BUSINESS AND PROPERTY COURTS  
OF ENGLAND AND WALES

IN THE MATTER OF (1) PETROFAC LIMITED and (2) PETROFAC INTERNATIONAL (UAE)  
LLC

- and -

IN THE MATTER OF THE COMPANIES ACT 2006

RESTRUCTURING PLAN

(under Part 26A of the Companies Act 2006)

Between

Petrofac Limited ("**PL**")

and

Petrofac International (UAE) LLC ("**PIUL**")

(together, the "**Plan Companies**" and each a "**Plan Company**")

and

THE PLAN CREDITORS

**NOTICE IS HEREBY GIVEN** that the High Court of Justice of England and Wales (the "**Court**") has directed that 12 meetings (the "**Plan Meetings**") of the Plan Companies and the creditors specified therein (the "**Plan Creditors**") shall be convened on 23 April 2025.

Seven Plan Meetings will be convened by PL (the "**PL Plan Meetings**") for the purpose of considering and, if thought fit, approving (with or without modification, addition or condition approved or imposed by the Court) the restructuring plan proposed in respect of PL pursuant to Part 26A of the Companies Act 2006 (the "**PL Restructuring Plan**") and five Plan Meetings will be convened by PIUL (the "**PIUL Plan Meetings**") for the purpose of considering and, if thought fit, approving (with or without modification, addition or condition approved or imposed by the Court) the restructuring plan proposed in respect of PIUL pursuant to Part 26A of the Companies Act 2006 (the "**PIUL Restructuring Plan**") (together with the PL Restructuring Plan, the "**Restructuring Plans**") as set out in Appendix 2 (*The Restructuring Plans*) to the statement required to be furnished to Plan Creditors pursuant to section 901D of the Companies Act 2006 (the "**Explanatory Statement**").

**NOTICE IS HEREBY GIVEN** that such meetings will be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ, United Kingdom and via video conference for Plan Creditors and proxies who are unable to attend the physical meetings on 23 April 2025 as follows:

<b>Plan Meeting</b>	<b>PL Restructuring Plan or PIUL Restructuring Plan</b>	<b>Class(es) of Plan Creditor entitled to attend &amp; vote</b>	<b>Date &amp; Time (London time) of Plan Meeting</b>
PL Senior Secured Funded Creditors Plan Meeting	PL Restructuring Plan	Senior Secured Funded Creditors (other than the CBG Notes Providers)	10:00 a.m. on 23 April 2025
PIUL Senior Secured Funded Creditors Plan Meeting	PIUL Restructuring Plan	Senior Secured Funded Creditors (other than the CBG Notes Providers)	As soon as possible after the conclusion of the PL Senior Secured Funded Creditors Plan Meeting
PL CBG Notes Providers Plan Meeting	PL Restructuring Plan	CBG Notes Providers	As soon as possible after the conclusion of the PIUL Senior Secured Funded Creditors Plan Meeting
PIUL CBG Notes Providers Plan Meeting	PIUL Restructuring Plan	CBG Notes Providers	As soon as possible after the conclusion of the PL CBG Notes Providers Plan Meeting
PL ABN Plan Meeting	PL Restructuring Plan	ABN	As soon as possible after the conclusion of the PIUL CBG Notes Providers Plan Meeting
PIUL ABN Plan Meeting	PIUL Restructuring Plan	ABN	As soon as possible after the conclusion of the PL ABN Plan Meeting
PL Argonaut Plan Meeting	PL Restructuring Plan	Argonaut	As soon as possible after the conclusion of the PIUL ABN Plan Meeting
PIUL Argonaut Plan Meeting	PIUL Restructuring Plan	Argonaut	As soon as possible after the conclusion of the PL Argonaut Plan Meeting
Shareholder Claimants Plan Meeting	PL Restructuring Plan	Shareholder Claimants	As soon as possible after the conclusion of the PIUL Argonaut Plan Meeting

PL Other Unsecured Plan Creditors Plan Meeting	PL Restructuring Plan	(i) Thai Oil (ii) Director Claimants (iii) PL Insurance Restitutionary Claimants	As soon as possible after the conclusion of the Shareholder Claimants Plan Meeting
PIUL Other Plan Creditors Plan Meeting	PIUL Restructuring Plan	(i) Thai Oil (ii) Thai Oil JV Partners (iii) PSS BV	As soon as possible after the conclusion of the PL Other Unsecured Plan Creditors Plan Meeting
PL Thai Oil JV / PSS Plan Creditors Plan Meeting	PL Restructuring Plan	(i) Thai Oil JV Partners (ii) PSS BV	As soon as possible after the conclusion of the PIUL Other Plan Creditors Plan Meeting

A capitalised term used in this notice which is not otherwise defined herein shall have the meaning given to it in the Explanatory Statement.

**1** The purpose of the Plan Meetings will be to consider and vote upon the following resolutions:

(a) In respect of the PL Plan Meetings:

“THAT the PL Restructuring Plan (in its present form or with, or subject to, any modification, addition or condition approved or imposed by the Court), a print of which has been produced to the PL Plan Meetings and, for the purpose of identification only, signed by the Chairman thereof, be and is hereby approved.”; and

(b) In respect of the PIUL Plan Meetings:

“THAT the PIUL Restructuring Plan (in its present form or with, or subject to, any modification, addition or condition approved or imposed by the Court), a print of which has been produced to the PIUL Plan Meetings and, for the purpose of identification only, signed by the Chairman thereof, be and is hereby approved.”

**2** All Plan Creditors as at the Record Time are requested to attend the Plan Meeting(s) at the time and place above indicated either in person (physically or by video conference) or by proxy.

**3** In order for a Plan Creditor to vote at the relevant Plan Meeting(s), it is required that:

- (a) in respect of all Plan Creditors other than the Existing Senior Secured Notes Creditors and Shareholder Claimants, Part 1 (*Plan Creditor administrative and Entitlement information*) and Part 3 (*Voting Instructions*) of the Plan Creditor Letter;
- (b) in respect of the Existing Senior Secured Notes Creditors, Part 1 (*Plan Creditor Administrative Information*), Part 2 (*Blocking Existing Senior Secured Notes*) and Part 3 (*Voting Instructions*) of the Plan Creditor Letter; and

- (c) in respect of Shareholder Claimants, either the Voting Form or the Shareholder Claimant Letter,

are completed and submitted, in accordance with the procedures described in the Plan Creditor Letter, the Voting Form and/or Shareholder Claimant Letter (as applicable), to Kroll Issuer Services Limited (as Information Agent) by online form via the Plan Website at <https://deals.is.kroll/petrofac> or the Shareholder Plan Website at <https://deals.is.kroll.com/petrofac-fsma> (as applicable) as soon as possible, and, in any event, no later than 5:00 p.m. (New York time) on 16 April 2025 (being the Voting Instructions Deadline).

- 4 Those Plan Creditors who are Sanctioned Persons (as defined in the Explanatory Statement) are not eligible to vote on either Restructuring Plan at the relevant Plan Meeting(s).
- 5 Plan Creditors may vote in person physically or via video conference at the Plan Meetings or they may appoint another person, whether a Plan Creditor or not, as their proxy to attend and vote in their place. Each Plan Creditor or its proxy will be required to register their attendance at the Plan Meeting(s) prior to its commencement. Registration will commence from 9:30 a.m. (London time) on 23 April 2025.
- 6 Plan Creditors that are natural persons, and representatives and proxies, must provide an Identification Document as proof of personal identity, and the identification details contained therein must match those provided in Part 3 (*Voting Instructions*) of the Plan Creditor Letter, the Voting Form or the Shareholder Claimant Letter (as applicable) at the registration of the Plan Meetings, which shall commence from 9:30 a.m. (London time) on 23 April 2025. In addition, any natural person acting as representative of a Plan Creditor or proxy on behalf of a Plan Creditor in person should produce:
  - (a) a duplicate copy of Part 3 (*Voting Instructions*) of the Plan Creditor Letter, the Voting Form or the Shareholder Claimant Letter (as applicable) in which they are named as representative or proxy, which will be compared against the copy provided to the Information Agent; and
  - (b) in case of a corporation, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).
- 7 For Plan Creditors, representatives or proxies unable to attend the physical Plan Meeting(s), the Plan Meetings can be attended remotely on the Zoom video-conference platform at the times set out above, subject to the Plan Creditor or its representative or proxy providing the Information Agent:
  - (a) with relevant evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board minutes; and
  - (b) a validly completed Plan Creditor Letter, Voting Form or Shareholder Claimant Letter (as applicable),

by no later than 5:00 p.m. (New York time) on 16 April 2025 (being the Voting Instructions Deadline) in order to receive Zoom access details for the relevant Plan Meeting(s). In addition, Plan Creditors that are natural persons, representatives or proxies must provide an Identification Document as proof of personal identity (and the passport or identification details contained therein must match Part 3 (*Voting Instructions*) of the Plan Creditor Letter, the Voting Form or the Shareholder Claimant Letter (as applicable)) at the at registration of

the Plan Meeting(s) commencing from 9:30 a.m. (London time) on 23 April 2025, which they may be asked to show (by holding it up to the camera) to the Information Agent prior to being admitted to the Plan Meeting(s).

- 8** On 14 March 2025, a draft version of the Explanatory Statement (including certain key Restructuring Documents appended thereto) was made available to Plan Creditors via the Plan Website and the Shareholder Plan Website. Since then, certain amendments have been made to the Explanatory Statement (including certain of the Restructuring Documents appended thereto).
- 9** Copies of the final versions of the relevant Restructuring Plans, the Plan Creditor Letter, the Voting Form, the Shareholder Claimant Letter and the Explanatory Statement have been made available to the relevant Plan Creditors online via the Plan Website at <https://deals.is.kroll/petrofac> and the Shareholder Plan Website at <https://deals.is.kroll.com/petrofac-fsma>. Where applicable, comparisons against the draft versions made available on 14 March 2025 have also been, or will shortly be, made available.
- 10** It is required that the Plan Creditor Letter, the Voting Form or the Shareholder Claimant Letter (as applicable) is validly completed, signed and submitted in accordance with the procedures described in the Explanatory Statement to Kroll Issuer Services Limited (as Information Agent) by online form via the Plan Website at <https://deals.is.kroll/petrofac> or the Shareholder Plan Website at <https://deals.is.kroll.com/petrofac-fsma> (as applicable) as soon as possible and, in any event, no later than 5.00 p.m. (New York time) on 16 April 2025.
- 11** The Restructuring Plans will be binding on all Plan Creditors to the respective Plan Companies if:

  - (a) a majority representing at least 75% in value present and voting of either (i) each class of Plan Creditors in respect of each Restructuring Plan; or (ii) at least one “in the money” class of Plan Creditors in respect of each Restructuring Plan, has voted in favour of the relevant Restructuring Plan;
  - (b) the Court sanctions the Restructuring Plans; and
  - (c) a copy of the Sanction Order has been published in the Gazette.
- 12** By the Convening Order, the Court has appointed Matthew Harding of Linklaters LLP or, failing him, Chris Stevenson of Linklaters LLP or such other person as the Plan Companies elect, to act as chairperson of the meetings referred to above and has directed the chairperson to report the result of such meetings to the Court.
- 13** The Restructuring Plans will be subject to the subsequent approval of the Court. The Sanction Hearing is expected to be held from 30 April to 2 May 2025.

Linklaters LLP  
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Solicitors for the Plan Companies  
Dated 28 March 2025