

## PETROFAC LIMITED

# BOARD DIVERSITY AND INCLUSION POLICY

### Vision

As a global business, we represent diverse cultures and backgrounds that, combined with a dedication to Petrofac values and behaviours, provide our greatest source of strength. We believe that by building an inclusive environment where everyone feels respected, has a sense of belonging and the support to succeed, we will attract the best talent, prompting greater innovation as we work together to enable the world's evolving energy needs.

### Purpose

The purpose of this Policy is to ensure that the Petrofac Board has an inclusive and diverse membership and, as a whole, has the expertise and experience to guide the business and strategy for the benefit of its shareholders and stakeholders alike.

### Policy Statement

The Board believes that its membership should include a mixture of skills, professional and industry backgrounds, geographical experience, personal and cognitive strengths, gender, tenure, ethnicity, and diversity of thought. The Board also recognises that a diverse range of views, insights, perspectives, and opinions will improve its decision-making and ability to drive value for all Petrofac stakeholders.

Beyond its composition, the Board commits to role modelling inclusive language, behaviours and practice in all undertakings. It acknowledges that a culture of inclusion and diversity is cultivated through a clear tone from the top, achieved through the thoughtful and active championing of Petrofac's diversity and inclusion commitments and core values.

### Commitment

Petrofac operates under the principle that we should be a Group where anyone with ambition and talent can excel, feeling involved, engaged, and respected, irrespective of age, gender, race or ethnicity, marital status, sexual orientation, disability, religious or other beliefs, educational and socio-economic background, cognitive and personal strengths, or any of the other qualities that make people unique. This applies as much to the Board and its Committees as it does to the Group as a whole.

Petrofac endeavours to create an environment that encourages collaboration, openness and respect, where concerns can be raised and discussed without any fear of reprisal. Petrofac is committed to the prevention of unlawful and unfair discrimination and values the differences that a diverse workforce brings to the organisation.

The Board will oversee the development of a diverse succession pipeline. The Board will also support and monitor management's actions to increase the proportion of Board and senior leadership roles held by women, people from ethnic minority backgrounds, and other under-represented groups across Petrofac, in support of the FTSE Women Leader Review, the Parker Review and best practice recommendations, to ensure it is made up of an appropriate balance of skills, experience and knowledge required to effectively oversee the management of the Group in delivery of its strategy.

### Objectives

The Chair will lead the Board's diversity and inclusion agenda, setting measurable objectives which drive continuous improvement. The selection of candidates to join the Board will continue to be made based on merit and on the individual's ability to contribute to the effectiveness of the Board, which in turn will be dependent on the pool of candidates available. All appointments and succession plans will aim to promote diversity of gender, social and ethnic backgrounds, and cognitive and personal strengths.

In line with the recommendation from the FTSE Women Leaders Review and in accordance with the UK Listing Rules, the Board will aspire to comprise:

- at least 40% women;
- with at least one senior Board position (Chair, Group Chief Executive, Chief Financial Officer or Senior Independent Director) being filled by a woman; and
- at least one director from a non-white minority ethnic background;

in all cases acknowledging that in periods of Board change, there may be times when this balance is not achieved or maintained.

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## Monitoring and Reporting

The Nominations Committee of the Board will be responsible for ensuring that the Board has the right balance of skills, experience, and knowledge and, in accordance with its terms of reference, shall:

- regularly review Board composition, succession planning and talent management, which will include the broader aspects of diversity in order to identify when new board appointments may be required;
- engage with executive search firms [who have signed up to the Voluntary Code of Conduct for Executive Search Firms for best practice on gender and ethnic diversity], who understand Petrofac's values and approach to diversity and inclusion, and who will agree to comply with those values in identifying and proposing suitable candidates for appointment to the Board;
- identify suitable candidates for appointment to the Board on merit against an objective criteria, having regard to the skills, experience, background, independence, and expertise of current Board members and the types of skills that will be required to maximise overall Board effectiveness and diversity;
- regularly receive updates on succession planning and talent management from the Group Director of HR, ensuring such plans are based on merit and objective criteria, in the context of the skills, experience, independence and knowledge which the Board, as a whole, requires to be effective;
- report annually on Board diversity as required by the UK Corporate Governance Code, UK Listing Rules, and any other regulatory and statutory requirements within the corporate governance section of the Annual Report, including the implementation of this policy; and
- review the Board Diversity Policy regularly and recommend any revisions to the Board.

This policy was approved by the Board on 23 November 2023 and will be reviewed annually.



**Tareq Kawash**  
**Group Chief Executive**