Petrofac Limited

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

30 June 2009

CONTENTS

GROUP FINANCIAL HIGHLIGHTS

US$1,586 million
Revenue
Six months ended 30 June 2008: US$1,576m

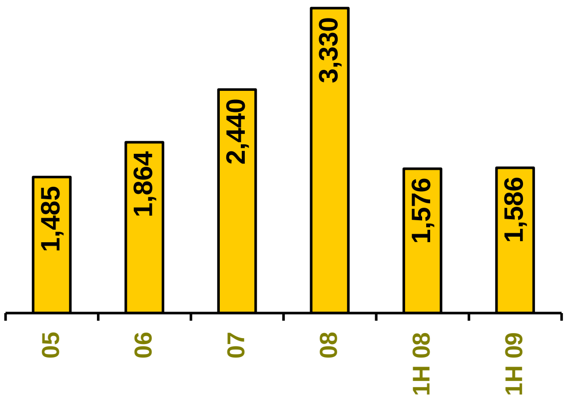
US$8.4 billion
Backlog[1]
As at 31 December 2008: US$4.0 billion

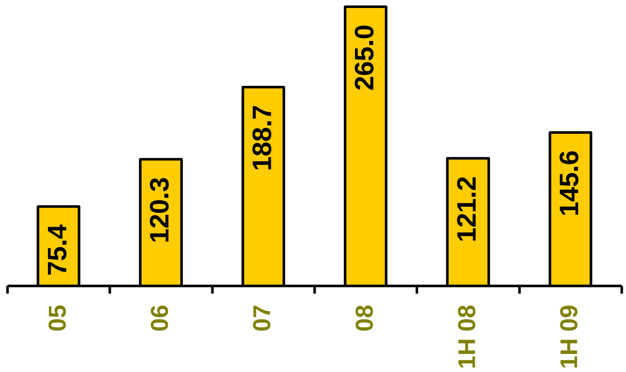
US$207.5 million
EBITDA[2]
Six months ended 30 June 2008: US$179.2m

42.7 cents
Earnings per share (diluted)
Six months ended 30 June 2008: 35.1 cents

US$145.6 million
Net profit[3]
Six months ended 30 June 2008: US$121.2m

10.70 cents
Interim dividend per share
Six months ended 30 June 2008: 7.50 cents





1 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. Other companies in the oil & gas industry may calculate this measure differently.

2 EBITDA means earnings before interest, tax, depreciation, amortisation and impairment and is calculated as profit before tax and net finance income adjusted to add back charges for depreciation, amortisation and impairment charges (as per note 3 to the interim condensed consolidated financial statements).

3 Profit for the period attributable to Petrofac Limited shareholders.

BUSINESS REVIEW

Results

We are pleased to report that the group has had a strong first half of 2009, with growth in net profit of over 20% combined with substantial new contract awards. Backlog at 30 June stood at US$8.4 billion, having more than doubled over the period.

In the six months ended 30 June 2009, revenue was broadly unchanged at US$1,586.4 million (2008: US$1,576.2 million), however, net profit increased by 20.1% to US$145.6 million (2008: US$121.2 million) and EBITDA increased by 15.8% to US$207.5 million (2008: US$179.2 million).

The net cash generated from operations during the period was US$529.6 million (2008: US$167.8million), representing 255.2% of EBITDA (2008: 93.6%). The group's net cash increased to US$787.6 million over the six months to 30 June 2009 (31 December 2008: US$551.8 million) as a result of:

- operating profits generated of US$223.8 million
- net working capital inflows of US$305.8 million, including over US$397 million of advance payments received in relation to new Engineering & Construction awards less approximately US$185 million of cash outflows in relation to the growth of work in progress on other Engineering & Construction projects
- taxes paid of over US$35 million
- investing activities, including approximately US$176 million in relation to capital expenditure on Energy Developments' portfolio of assets, particularly on the Don fields
- less financing activities, in particular, payment of the 2008 final dividend of approximately US$62 million.

Net cash (US$ million)	*30 June 2009*	*30 June 2008*	*31 December 2008*
Cash and short term deposits	900.2	565.2	694.4
Interest-bearing loans and borrowings	(112.6)	(104.5)	(142.6)
Net cash	787.6	460.7	551.8

Interest-bearing loans and borrowings at 30 June 2009 were lower at US$112.6 million (31 December 2008: US$142.6 million) after repayment of an overdraft facility previously utilised by the Offshore Engineering & Operations and Training business units. Since 30 June 2009, further advance payments on Engineering & Construction projects secured in the first half of the year have been received, totalling approximately US$200 million. A further US$150 million is expected to be received over the coming weeks.

Net finance income for the period increased to US$3.6 million (2008: US$3.1 million) due principally to higher average net cash balances.

The tax charge for the six months ended 30 June 2009 of US$28.8 million (2008: US$39.6 million), based on the anticipated reporting segment effective tax rates for the year ending 31 December 2009, represents an effective tax rate for the period of 16.5% (2008: 24.6%). The principal reason for the decrease in the group's effective tax rate is confirmation during the period of the applicability of a lower tax rate in relation to the group's projects in Oman. Other contributing factors include a higher proportion of Engineering & Construction profits being earned in lower tax rate jurisdictions.

Diluted earnings per share for the six months ended 30 June 2009 increased by 21.5% to 42.70 cents per share (2008: 35.13 cents per share) reflecting the group's improved profitability.

During the first six months of 2009, order intake across the group was very strong at US$5.8 billion (2008: US$1.7 billion), taking the group's combined backlog to US$8.4 billion at 30 June 2009 (31 December 2008: US$4.0 billion). Since 30 June 2009, the group has been awarded a further US$0.6 billion of new contracts[1].

At 30 June 2009, the group had approximately 11,400 employees, compared to around 11,100 at 31 December 2008, with the growth attributable to the Engineering & Construction reporting segment.

[1] In July, Engineering & Construction's joint venture with Mubadala Petroleum Services LLC, Petrofac Emirates, secured, in partnership with GS Engineering & Construction of South Korea, a US$2.1 billion project to build a natural gas liquids (NGL) train in Abu Dhabi. Petrofac Emirates share of the scope is approximately US$1.0 billion, and Petrofac has a 50% interest in the Petrofac Emirates joint venture. As described in more detail in the Segmental Review, Offshore Engineering & Operations secured a £75 million project (£25m per annum for three years) in the UK North Sea in July.

BUSINESS REVIEW

Dividend

The Board has declared an interim dividend of 10.70 cents per share (2008: 7.50 cents), an increase of 42.7%, which will be paid on 23 October 2009 to eligible shareholders on the register at 25 September 2009. Shareholders who have not elected to receive dividends in US dollars will receive a Sterling equivalent of 6.46 pence per share. The Board will set the total dividends payable for the year to 31 December 2009 according to the group's earnings and, as previously announced, expects to distribute approximately 35% of full year post tax profits by way of dividend.

Segmental review

On 1 January 2009, the group reorganised its operations into seven business units, reporting under four segments:

Business unit		Reporting segment
Engineering & Construction, Sharjah Engineering & Construction Ventures	>	Engineering & Construction
Offshore Engineering & Operations	>	Offshore Engineering & Operations
Engineering Services Training Services Production Solutions	>	Engineering, Training Services and Production Solutions
Energy Developments	>	Energy Developments

We present below an update on each of the group's reporting segments:

US$ million	*Revenue*		*Operating profit*[1]		*Net profit*		*EBITDA*	
For the six months ended 30 June	***2009***	*2008*	***2009***	*2008*	***2009***	*2008*	***2009***	*2008*
Engineering & Construction	**1,060.7**	922.8	**129.5**	99.6	**121.2**	88.7	**140.5**	102.6
Offshore Engineering & Operations	**294.9**	377.1	**4.5**	6.9	**2.9**	4.7	**4.8**	7.7
Engineering, Training Services and Production Solutions	**184.0**	271.0	**17.4**	24.3	**14.8**	17.8	**21.1**	31.1
Energy Developments	**82.2**	77.7	**24.8**	29.6	**9.8**	16.3	**46.7**	40.8
Corporate, consolidation & elimination	**(35.4)**	(72.4)	**(5.5)**	(2.7)	**(3.1)**	(6.3)	**(5.6)**	(2.9)
Group	**1,586.4**	1,576.2	**170.7**	157.7	**145.6**	121.2	**207.5**	179.2

Growth/margin analysis %	*Revenue growth*		*Operating margin*		*Net margin*		*EBITDA margin*	
For the six months ended 30 June	***2009***	*2008*	***2009***	*2008*	***2009***	*2008*	***2009***	*2008*
Engineering & Construction	***14.9***	*91.6*	***12.2***	*10.8*	***11.4***	*9.6*	***13.2***	*11.1*
Offshore Engineering & Operations	***(21.8)***	*13.9*	***1.5***	*1.8*	***1.0***	*1.3*	***1.6***	*2.0*
Engineering, Training Services and Production Solutions	***(32.1)***	*47.0*	***9.5***	*9.0*	***8.1***	*6.6*	***11.5***	*11.5*
Energy Developments	***5.8***	*12.8*	***30.2***	*38.1*	***12.0***	*21.0*	***56.9***	*52.6*
Group	***0.7***	*49.1*	***10.8***	*10.0*	***9.2***	*7.7*	***13.1***	*11.4*

[1] Profit from operations before tax and finance costs.

BUSINESS REVIEW

Engineering & Construction

The Engineering & Construction reporting segment includes the group's Sharjah-based Engineering & Construction business unit and Engineering & Construction Ventures, which has been established to replicate the success of the Sharjah business, but in new markets, such as Abu Dhabi and Saudi Arabia. Together, the Engineering & Construction businesses secured US$5.4 billion of new contract awards in the first half of the year, and a further US$0.5 billion of new awards since 30 June 2009[1].

Good progress continues to be made on the current contract portfolio, including mobilisation activities on the new contracts secured during the first half:

Asab field development, Abu Dhabi

- Awarded in January 2009, the Asab field development is a 44-month US$2.3 billion lump-sum engineering, procurement and construction (EPC) project with Abu Dhabi Company for Onshore Oil Operations (ADCO) to upgrade facilities at the onshore Asab oil field in Abu Dhabi.

Karan utilities and cogeneration package, Saudi Arabia

- Awarded in February 2009, the Karan utilities and cogeneration package is a 34-month project with Saudi Aramco to build utilities and cogeneration facilities at the Khursaniyah gas plant in Saudi Arabia. The capacity of the plant is being extended to accommodate approximately 1.8 billion cubic feet of high pressure sour gas from the offshore Karan field.

El Merk central processing facility, Algeria

- Awarded in March 2009, El Merk is a 44-month US$2.2 billion EPC project for a consortium led by Sonatrach and Anadarko. The group will design and build the El Merk central processing facility in the Berkine Basin, which will have a design capacity of approximately 100,000 barrels of oil per day, 29,000 barrels of condensate per day, 31,000 barrels of liquid petroleum gas (LPG) per day together with a natural gas liquids (NGL) train with a nominal capacity of 600 million standard cubic feet of gas per day.

Kauther gas compression, Oman

- Awarded in late June 2009, the Kauther gas compression contract is a US$0.4 billion EPC project for a gas compression system and associated facilities at the Kauther gas plant. The contract scope also includes commissioning and six months of initial operations. The project follows on from the successful completion of the Kauther gas plant in 2007, which Petrofac built on an EPC basis for PDO Oman. In early 2008, Petrofac was asked to carry out the front end engineering and design for a gas depletion-compression project and then invited to submit a commercial proposal for the EPC on a negotiated basis.

Engineering & Construction's revenue increased by 14.9% to US$1,060.7 million (2008: US$922.8 million) compared to the corresponding period in 2008, reflecting increased levels of activity. Net profit increased by 36.6% to US$121.2 million (2008: US$88.7 million), representing a net margin of 11.4% (2008: 9.6%). The growth in net margin is due to continued strong operational performance, augmented by the recovery of prior year bid costs of approximately US$10 million from a joint venture partner, the contribution from projects nearing completion and the first-time profit recognition on a project awarded in 2008.

During the first half, Engineering & Construction grew its headcount from 3,400 to 3,800, with the majority of the growth in Engineering & Construction Ventures.

At 30 June, the Engineering & Construction backlog stood at US$6.9 billion, just under three times the 2008 year-end level (US$2.4 billion), reflecting the high level of order intake during the first half.

[1] See footnote 1 on page 2.

BUSINESS REVIEW

Offshore Engineering & Operations

The Offshore Engineering & Operations business provides operations, maintenance and brownfield engineering services, predominantly in the UK Continental Shelf (UKCS) principally on a reimbursable basis, but often with incentive income linked to the successful delivery of performance targets. Many of its operations contracts are long-term (typically three to five years) and in the case of the provision of Duty Holder services[1] are generally open-ended.

Bidding activity increased over the period both in the UKCS and international markets. Whereas in prior years contracts were often 'rolled-over' with the existing supplier, under similar terms and conditions, customers are now more likely to retender contracts on their expiry as they seek improved efficiencies in the current lower oil price environment. In July, we were pleased to announce the award of an engineering and construction contract with Apache for the Forties field in the North Sea. The contract is expected to generate revenue of approximately £25 million per annum. During the first half of 2009, Offshore Engineering & Operations extended its engineering and construction contract with Venture Production to the end of March 2010.

As a consequence of the strength of the US dollar against Sterling, reported revenue for the period decreased by 21.8% to US$294.9 million (2008: US$377.1 million) and revenue excluding 'pass-through' revenue[2] decreased by 27.8% to US$209.3 million (2008: US$290.0 million). Approximately 90% of Offshore Engineering & Operations' revenue is generated in the UKCS and those revenues are generally denominated in Sterling. The US dollar was stronger against Sterling in the first half of 2009 compared to the corresponding period in 2008, thereby having a significant impact on the US dollar value of reported revenues for the Offshore Engineering & Operations reporting segment. On a constant currency basis, revenue excluding pass through revenue decreased by approximately 6%.

Financial reporting exchange rates **US$/Sterling**	**6 months ended 30 June 2009**	**Year ended 31 December 2008**	**6 months ended 30 June 2008**
Average rate for period	1.49	1.85	1.98
Period-end rate	1.64	1.46	1.99

Net profit was lower at US$2.9 million (2008: US$4.7 million), again reflecting the strengthening of the US dollar against Sterling as well as the more challenging trading environment. On a constant currency basis, net profit was approximately 3% lower. Net margin on revenue excluding pass-through revenue was marginally lower at 1.4% (2008: 1.6%). 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.

During the first half, headcount was broadly unchanged at 4,200.

Backlog for Offshore Engineering & Operations remained broadly unchanged over the period, standing at US$1.1 billion at 30 June (31 December 2008: US$1.1 billion), however, on a constant currency basis backlog would be marginally lower at US$1.0 billion.

Engineering, Training Services and Production Solutions

Engineering Services, Training Services and Production Solutions are reported within this segment. These businesses provide services primarily on a reimbursable basis. The Production Solutions business unit includes the group's operations and maintenance contract with Dubai Petroleum and encompasses many of the group's consultancy businesses which have particular expertise in optimising the performance of mature phase production. In addition to continuing to provide these consultancy services on a stand-alone basis, the group is in the early stages of developing a new commercial offering for customers whereby they will be packaged together and offered on a tariff or quasi-equity basis.

Engineering Services predominantly provides early stage engineering studies such as conceptual studies or front-end engineering and design (FEED). With the rapid fall in oil prices in the second half of 2008 and a more uncertain economic outlook, a significant number of customers have postponed such studies or re-phased work, resulting in a reduction in activity. While the level of staff employees in our Woking engineering office has remained broadly unchanged, we have made a substantial reduction in the number of

[1] Contracts where the group takes full responsibility for managing a customer's asset and is responsible for the safety case of the asset, reporting to the Department of Energy and Climate Change.

[2] Pass-through revenue refers to the revenue recognised from low or zero margin third-party procurement services provided to customers.

self-employed contractors. In Training Services, there has been a reduction in technical and other training activities as customers have sought to defer discretionary expenditure. Activity levels for Production Solutions, which are principally focused on the group's service operator role for Dubai Petroleum, have remained robust.

Reported revenue for the period decreased by 32.1% to US$184.0 million (2008: US$271.0 million) and revenue excluding 'pass-through' revenue decreased by 31.6% to US$166.8 million (2008: US$243.7 million). While a proportion of the reporting segment's revenues are non-US dollar denominated and were therefore impacted by the strengthening of the US dollar, the decrease is primarily due to the decrease in activity levels for Engineering Services and Training Services.

Net profit was lower at US$14.8 million (2008: US$17.8 million), again reflecting the reduction in activity in Engineering Services and Training Services and the strengthening of the US dollar. Net margin on revenue excluding pass-through revenue increased to 8.9% (2008: 7.3%), reflecting an increase in net margins in Engineering Services, due to an increased contribution from the lower-cost Mumbai and Chennai engineering offices, and in Production Solutions due to excellent operational performance in the first half particularly on the Dubai Petroleum contract.

At 30 June 2009, headcount, which includes long term contractors, was broadly unchanged at 3,000 (31 December 2008: 3,000), although this includes an increase in our engineering offices in Mumbai and Chennai of around 200 employees[1], offset by a reduction in self-employed contractors at our Woking engineering office, predominantly due to lower activity levels.

Backlog for the Engineering, Training Services and Production Solutions reporting segment was lower at US$0.3 billion at 30 June (31 December 2008: US$0.5 billion) due to expected lower activity in Production Solutions' well operations management business.

Energy Developments

Where the group can leverage its service capabilities to mitigate risks and reduce costs, Energy Developments selectively co-invests alongside the group's partners in oil & gas upstream developments and energy infrastructure to create additional value for the group. Good progress was made on Energy Developments' existing portfolio of operational assets (Don Southwest, West Don, Chergui, Cendor, Ohanet and the Kyrgyz Petroleum Company refinery) during the period.

The highlight of the first half was the commencement of production from both the Don Southwest and West Don fields in the UK North Sea. This represents a very significant milestone in the development and was achieved in less than a year from field development programme (FDP) approval. The first of two planned production wells on West Don came on-stream in late April, followed by two production wells on Don Southwest in late June, although one of the wells requires further intervention to remove a suspected completion blockage prior to bringing it on-stream. The second production well on West Don was brought on-stream in August and the injection well on West Don and two injection wells on Don Southwest are expected to be brought on-stream during the next few weeks. During the drilling of the Don Southwest water injection wells, two cost-effective pilot holes were drilled into adjacent reservoir structures, both of which discovered oil. One of the pilot holes was drilled into an area known as the "Horst". This area has excellent reservoir quality with high oil saturations. The other pilot hole was drilled into Area H, which revealed a 60 feet oil column in the Brent formation. These areas are being interpreted and are expected to be exploited during further stages of development of the field.

The Cendor field, in Block PM304, offshore Peninsular Malaysia, produced an average of 14,400 bpd of oil over the period (2008: 14,800 bpd) and achieved production uptime of over 99 per cent. As operator (with a 30% interest), Energy Developments, along with its partners (Petronas, PetroVietnam and Kuwait Foreign Petroleum Exploration Company (KUFPEC)) is assessing a second phase of development of Block PM304. FEED studies will be commenced in the fourth quarter of 2009 and a field development plan to develop the near field opportunities is expected to be submitted for approval in the second half of 2010.

The Ohanet development in Algeria, in which Energy Developments has a 10% share of a Risk Service Contract (alongside BHP Billiton, Japan Ohanet Oil & Gas Co and Woodside Energy) with Sonatrach, continues to

[1] Engineering offices in Mumbai and Chennai are managed by Engineering Services, and headcount statistics are reported within the Engineering, Training Services and Production Solutions reporting segment; however, these offices principally provide engineering services to support Engineering & Construction. At 30 June 2009, the Mumbai and Chennai offices had a total of approximately 1,200 employees.

perform in line with expectations, as does the 10,000 bpd capacity KPC refinery (in which Energy Developments has a 50% share).

In Tunisia, the Chergui gas plant (in which the Energy Developments has a 45% operating interest) produced an average of 24.3 million standard cubic feet per day (mmscfd) of gas during the period, which is in excess of the nameplate design capacity of 20 mmscfd following commissioning of a refrigeration unit and debottlenecking of the plant. Following recent seismic studies, it is planned to tie a pre-drilled third well into the plant over the coming months.

During July, Energy Developments acquired a floating production facility, AH001, from Hess and Endeavour Energy UK. The AH001 had been deployed on the Hess operated Ivanhoe and Rob Roy Fields, in the UK North Sea, since 1989 with the Renee and Rubie Fields produced over it since 1999. The vessel, weighing approximately 17,000 tonnes, has a processing capacity of 70,000 bpd of oil and 42.5 mmscfd of gas with water injection capability of 72,000 bpd and treatment of 75,000 bpd. The vessel will remain in dry dock at the McNulty offshore facility in Newcastle-upon-Tyne, while options for its upgrade, modification and redeployment on fields, including those where Energy Developments has or can take an interest are considered.

Despite oil prices during the first half of 2009 averaging less than half those of the corresponding period in the prior year[1], Energy Developments' revenue increased to US$82.2 million (2008: US$77.7 million), reflecting commencement of exports from the Chergui gas plant in the second half of 2008 and the sale of the first tanker shipment of production from West Don in June 2009. Despite the commencement of production from the Chergui gas plant and the Don area development, net profit for the period was lower at US$9.8 million (2008: US$16.3 million) due principally to lower oil prices.

Key risks and uncertainties

The key risks and uncertainties for the group are as described on pages 28 and 29 of the group's Annual report and accounts 2008.

Outlook

Notwithstanding the significantly lower oil price environment experienced in the first half of the year the group has performed well and, subject to any unforeseen circumstances, we are confident that we will deliver earnings growth for the full year of at least 20 per cent. With over US$6 billion of new contract awards secured in the year to date the group has record backlog giving outstanding revenue visibility and underpinning the group's confidence that strong growth in earnings will continue well beyond the current year.

In Engineering & Construction, our largest reporting segment, recent contract awards are expected to support strong growth in revenue in the second half of the year. The terms on which these contracts were secured and our progress to date on these awards together with the continued good performance from the rest of our contract portfolio gives us confidence that we can maintain net margins in this segment of around 10% over the medium-term. Furthermore, our ongoing bidding activity in key markets in the Middle East and Africa and the Commonwealth of Independent States continues to position us well for the future.

Revenues in Offshore Engineering & Operations are expected to remain resilient in constant currency terms for the balance of the year. Bidding activity has increased recently and we would look to secure additional business over the coming months which will help position us for growth over the medium-term. However, we do recognise that cost control remains a high priority for our customers, particularly in high-cost markets such as the UKCS, and, as a consequence, we have implemented programmes to reduce our own fixed costs and particularly our property costs. We expect margins for the full year to be somewhat lower than last year.

In Engineering, Training Services and Production Solutions we are also seeing an increase in new business opportunities. However, activity levels in Engineering Services and Training Services are expected to remain subdued for, at least, the balance of this year.

---

[1] Brent, a benchmark crude, averaged US$52 per barrel for the six months ended 30 June 2009, compared to US$109 per barrel for the corresponding period in 2008. Energy Developments policy is to hedge an appropriate proportion of its oil price exposure on a rolling 12-month basis, typically between 50% and 75% of its lower estimate of forecast production, for those assets that have achieved steady-state production. At 30 June 2009, a series of commodity price collars and swaps had been entered into for the Cendor and Chergui assets.

BUSINESS REVIEW

Our near-term focus in Energy Developments remains on tying in the injection wells on the Don assets and commissioning the gas lift on the floating production facility, which is expected to lead to an increase in production levels as the year progresses. In 2010, the second phase of the development should enable us to access additional reserves, following recent discoveries in the Don Southwest field. In addition, we continue to evaluate a number of upstream and energy infrastructure opportunities.

Overall, we are very pleased with the group's achievements in the first half of the year, and our excellent growth prospects.

Rodney Chase	Ayman Asfari
Chairman	Group Chief Executive

INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT
For the six months ended 30 June 2009

	Notes	***6 months ended 30 June 2009 Unaudited US$'000***	*6 months ended 30 June 2008 Unaudited US$'000*	*Year ended 31 December 2008 Audited US$'000*
Revenue	4	**1,586,408**	1,576,154	3,329,536
Cost of sales	5	**(1,321,858)**	(1,318,633)	(2,751,063)
Gross profit		**264,550**	257,521	578,473
Selling, general and administration expenses		**(94,912)**	(101,395)	(227,765)
Other income		**2,729**	2,027	7,421
Other expenses		**(1,666)**	(439)	(2,543)
Profit from operations before tax and finance income/(costs)		**170,701**	157,714	355,586
Finance costs		**(3,586)**	(4,251)	(13,906)
Finance income		**7,210**	7,354	16,688
Profit before tax		**174,325**	160,817	358,368
Income tax expense	6	**(28,754)**	(39,577)	(93,379)
Profit for the period		**145,571**	121,240	264,989
Attributable to:				
Petrofac Limited shareholders		**145,571**	121,240	264,989
Earnings per share (US cents)	7			
- Basic		**43.22**	35.64	78.03
- Diluted		**42.70**	35.13	77.11

The attached notes 1 to 17 form part of these interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the six months ended 30 June 2009

	6 months ended 30 June 2009 Unaudited US$'000	*6 months ended 30 June 2008 Unaudited US$'000 As restated*	*Year Ended 31 December 2008 Audited US$'000*
Profit for the period	**145,571**	121,240	264,989
Foreign currency translation	**15,249**	(512)	(84,232)
Net gains on maturity of cash flow hedges recycled in the period	**(6,732)**	(23,460)	(32,103)
Net changes in fair value of derivatives and financial assets designated as cash flow hedges	**49,838**	12,720	(25,907)
Net changes in the fair value of available-for-sale financial assets	**-**	(112)	(879)
Impairment of available-for-sale financial assets	**-**	-	355
Other comprehensive income (loss)	**58,355**	(11,364)	(142,766)
Total comprehensive income for the period	**203,926**	109,876	122,223
Attributable to:			
Petrofac Limited shareholders	**203,926**	109,876	122,223

The attached notes 1 to 17 form part of these interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED BALANCE SHEET
At 30 June 2009

	Notes	***30 June 2009 Unaudited US$'000***	*30 June 2008 Unaudited US$'000 As restated*	*31 December 2008 Audited US$'000*
ASSETS				
Non-current assets				
Property, plant and equipment	9	**599,724**	317,570	413,064
Goodwill	10	**96,668**	71,882	97,534
Intangible assets	11	**61,068**	9,527	38,353
Available-for-sale financial assets		**537**	1,337	566
Derivative financial instruments	12	**29,064**	277	7,227
Other financial assets		**2,223**	1,531	1,899
Deferred income tax assets		**53,353**	15,563	46,444
		842,637	417,687	605,087
Current assets				
Inventories		**5,665**	2,244	4,077
Work in progress		**437,461**	206,893	252,695
Trade and other receivables		**636,810**	657,407	700,931
Due from related parties	17	**2,805**	3,408	2,907
Derivative financial instruments	12	**19,153**	26,052	5,631
Other financial assets		**3,020**	2,472	4,078
Cash and short-term deposits	13	**900,177**	565,206	694,415
		2,005,091	1,463,682	1,664,734
TOTAL ASSETS		**2,847,728**	1,881,369	2,269,821
EQUITY AND LIABILITIES				
Equity attributable to Petrofac Limited shareholders				
Share capital		**8,636**	8,636	8,636
Share premium		**68,203**	68,203	68,203
Capital redemption reserve		**10,881**	10,881	10,881
Shares to be issued		**1,988**	-	1,988
Treasury shares	14	**(57,246)**	(44,049)	(69,333)
Other reserves	15	**24,417**	87,241	(39,292)
Retained earnings		**662,597**	459,526	577,739
		719,476	590,438	558,822
Minority interests		**2,659**	209	209
TOTAL EQUITY		**722,135**	590,647	559,031
Non-current liabilities				
Interest-bearing loans and borrowings		**86,345**	76,513	88,188
Provisions	9	**79,998**	23,104	29,663
Other financial liabilities		**11,317**	14,395	32,265
Deferred income tax liabilities		**33,398**	37,590	38,196
		211,058	151,602	188,312
Current liabilities				
Trade and other payables		**530,995**	413,585	513,329
Due to related parties	17	**459**	578	559
Interest-bearing loans and borrowings		**26,265**	27,956	54,412
Derivative financial instruments	12	**2,126**	7,250	6,244
Other financial liabilities		**12,689**	1,005	118
Income tax payable		**115,372**	43,232	110,428
Billings in excess of cost and estimated earnings		**607,711**	145,592	285,527
Accrued contract expenses		**618,918**	499,922	551,861
		1,914,535	1,139,120	1,522,478
TOTAL LIABILITIES		**2,125,593**	1,290,722	1,710,790
TOTAL EQUITY AND LIABILITIES		**2,847,728**	1,881,369	2,269,821

The attached notes 1 to 17 form part of these interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED CASH FLOW STATEMENT
For the six months ended 30 June 2009

	Notes	***6 months ended 30 June 2009 Unaudited US$'000***	*6 months ended 30 June 2008 Unaudited US$'000*	*Year ended 31 December 2008 Audited US$'000*
OPERATING ACTIVITIES				
Profit before tax		**174,325**	160,817	358,368
Adjustments for:				
Depreciation, amortisation, impairment and write-off		**36,802**	21,523	63,366
Share-based payments	14	**6,111**	4,331	9,448
Difference between other long-term employment benefits paid and amounts recognised in the income statement		**4,339**	4,324	9,007
Net finance (income)		**(3,624)**	(3,103)	(2,782)
Loss (gain) on disposal of property, plant and equipment		**100**	(71)	41
Other non-cash items, net		**5,698**	(1,193)	11,303
Operating profit before working capital changes		**223,751**	186,628	448,751
Trade and other receivables		**68,254**	(148,946)	(194,817)
Work in progress		**(184,766)**	63,288	17,486
Due from related parties		**102**	(261)	240
Inventories		**(1,588)**	12	(1,821)
Current financial assets		**639**	(133)	(1,680)
Trade and other payables		**32,062**	15,171	104,708
Billings in excess of cost and estimated earnings		**322,184**	(62,513)	77,422
Accrued contract expenses		**67,057**	116,551	117,505
Due to related parties		**(100)**	(166)	(185)
		527,595	169,631	567,609
Other non-current items, net		**1,957**	(1,821)	(1,927)
Cash generated from operations		**529,552**	167,810	565,682
Interest paid		**(2,276)**	(3,191)	(11,526)
Income taxes paid, net		**(35,247)**	(44,566)	(67,418)
Net cash flows from operating activities		**492,029**	120,053	486,738
INVESTING ACTIVITIES				
Purchase of property, plant and equipment	9	**(176,430)**	(82,117)	(255,542)
Acquisition of subsidiaries, net of cash acquired		**-**	-	(40,774)
Purchase of intangible oil & gas assets	11	**(20,290)**	(1,400)	(37,036)
Additions to other intangible assets		**(1,127)**	-	-
Proceeds from disposal of property, plant and equipment		**358**	184	1,031
Proceeds from disposal of available-for-sale financial assets		**95**	137	-
Purchase of available-for-sale financial assets		**(103)**	-	-
Interest received		**7,263**	7,702	16,704
Net cash flows used in investing activities		**(190,234)**	(75,494)	(315,617)

INTERIM CONDENSED CONSOLIDATED CASH FLOW STATEMENT
For the six months ended 30 June 2009 (continued)

	Notes	***6 months ended 30 June 2009 Unaudited US$'000***	*6 months ended 30 June 2008 Unaudited US$'000*	*Year ended 31 December 2008 Audited US$'000*
FINANCING ACTIVITIES				
Proceeds from interest-bearing loans and borrowings		**-**	-	25,000
Repayment of interest-bearing loans and borrowings		**(5,000)**	(3,713)	(6,213)
Treasury shares purchased	14	**-**	(16,969)	(42,500)
Equity dividends paid		**(61,756)**	(38,015)	(64,135)
Net cash flows used in financing activities		**(66,756)**	(58,697)	(87,848)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		**235,039**	(14,138)	83,273
Cash and cash equivalents at 1 January		**649,159**	565,886	565,886
CASH AND CASH EQUIVALENTS AT PERIOD END	13	**884,198**	551,748	649,159

The attached notes 1 to 17 form part of these interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the six months ended 30 June 2009

	Attributable to Petrofac Limited Shareholders									
For the six months ended 30 June 2009	*Issued share capital US$'000*	*Share premium US$'000*	*Capital redemption reserve US$'000*	*Shares to be issued US$'000*	**Treasury shares US$'000 (note 14)*	*Other reserves US$'000 (note 15)*	*Retained earnings US$'000*	*Total US$'000*	*Minority interests US$'000*	*Total equity US$'000*
Balance at 1 January 2009	8,636	68,203	10,881	1,988	(69,333)	(39,292)	577,739	558,822	209	559,031
Net profit for the period	-	-	-	-	-	-	145,571	145,571	-	145,571
Other comprehensive income	-	-	-	-	-	58,355	-	58,355	-	58,355
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**58,355**	**145,571**	**203,926**	**-**	**203,926**
Share-based payments charge (note 14)	-	-	-	-	-	6,111	-	6,111	-	6,111
Shares vested during the period (note 14)	-	-	-	-	12,087	(11,706)	(381)	-	-	-
Transfer to reserve for share-based payments (note 14)	-	-	-	-	-	10,949	-	10,949	-	10,949
Dividends (note 8)	-	-	-	-	-	-	(60,332)	(60,332)	-	(60,332)
Movement in minority interest	-	-	-	-	-	-	-	-	2,450	2,450
Balance at 30 June 2009 (unaudited)	**8,636**	**68,203**	**10,881**	**1,988**	**(57,246)**	**24,417**	**662,597**	**719,476**	**2,659**	**722,135**

*Shares held by Petrofac Employee Benefit Trust.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the six months ended 30 June 2009 (continued)

	Attributable to Petrofac Limited Shareholders									
For the six months ended 30 June 2008	*Issued share capital US$'000*	*Share premium US$'000*	*Capital redemption reserve US$'000*	*Shares to be issued US$'000*	**Treasury shares US$'000 (note 14)*	*Other reserves US$'000 (note 15)*	*Retained earnings US$'000*	*Total US$'000*	*Minority interests US$'000*	*Total equity US$'000*
Balance at 1 January 2008 as previously reported	8,636	68,203	10,881	-	(29,842)	50,467	377,450	485,795	209	486,004
Restatement	-	-	-	-	-	36,966	-	36,966	-	36,966
Balance at 1 January 2008 as restated	8,636	68,203	10,881	-	(29,842)	87,433	377,450	522,761	209	522,970
Net profit for the period	-	-	-	-	-	-	121,240	121,240	-	121,240
Other comprehensive loss	-	-	-	-	-	(11,364)	-	(11,364)	-	(11,364)
Total comprehensive income	-	-	-	-	-	(11,364)	121,240	109,876	-	109,876
Share-based payments charge (note 14)	-	-	-	-	-	4,331	-	4,331	-	4,331
Shares vested during the period (note 14)	-	-	-	-	2,762	(2,762)	-	-	-	-
Treasury shares purchased (note 14)	-	-	-	-	(16,969)	-	-	(16,969)	-	(16,969)
Transfer to reserve for share-based payments (note 14)	-	-	-	-	-	9,603	-	9,603	-	9,603
Dividends (note 8)	-	-	-	-	-	-	(39,164)	(39,164)	-	(39,164)
Balance at 30 June 2008 (unaudited)	8,636	68,203	10,881	-	(44,049)	87,241	459,526	590,438	209	590,647

	Attributable to Petrofac Limited Shareholders									
For the year ended 31 December 2008	*Issued share capital US$'000*	*Share premium US$'000*	*Capital redemption reserve US$'000*	*Shares to be issued US$'000*	**Treasury shares US$'000*	*Other reserves US$'000 (note 15)*	*Retained earnings US$'000*	*Total US$'000*	*Minority interests US$'000*	*Total equity US$'000*
Balance at 1 January 2008 as previously reported	8,636	68,203	10,881	-	(29,842)	50,467	377,450	485,795	209	486,004
Restatement	-	-	-	-	-	36,966	-	36,966	-	36,966
Balance at 1 January 2008 As restated	8,636	68,203	10,881	-	(29,842)	87,433	377,450	522,761	209	522,970
Net profit for the year	-	-	-	-	-	-	264,989	264,989	-	264,989
Other comprehensive loss	-	-	-	-	-	(142,766)	-	(142,766)	-	(142,766)
Total comprehensive income	-	-	-	-	-	(142,766)	264,989	122,223	-	122,223
Shares to be issued on acquisition	-	-	-	1,988	-	-	-	1,988	-	1,988
Share-based payments charge (note 14)	-	-	-	-	-	9,448	-	9,448	-	9,448
Shares vested/forfeited during the year (note 14)	-	-	-	-	3,009	(3,009)	-	-	-	-
Treasury shares purchased (note 14)	-	-	-	-	(42,500)	-	-	(42,500)	-	(42,500)
Transfer to reserve for share-based payments (note 14)	-	-	-	-	-	9,602	-	9,602	-	9,602
Dividends (note 8)	-	-	-	-	-	-	(64,700)	(64,700)	-	(64,700)
Balance at 31 December 2008	8,636	68,203	10,881	1,988	(69,333)	(39,292)	577,739	558,822	209	559,031

*Shares held by Petrofac Employee Benefit Trust.

The attached notes 1 to 17 form part of these interim condensed consolidated financial statements.

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 2009 were authorised for issue in accordance with a resolution of the Board of Directors on 21 August 2009.

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.

Statement of compliance

The interim condensed consolidated financial statements of Petrofac Limited and all its subsidiaries for the six months ended 30 June 2009 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 2008.

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 2008, 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 2009. The principal effects of the adoption of these new and amended standards and interpretations are discussed below:

IFRS 8 Operating Segments
This standard requires the disclosure of operating segments as reviewed by the chief operating decision maker of the group and replaces the requirements to disclose primary and secondary operating segments. The group announced the restructuring of its operating segments in late 2008 and segment information according to the new structure is presented in note 3.

IAS 1 Revised Presentation of Financial Statements
The revised standard gives guidance on disclosure of owner and non-owner changes in equity as well as introduction of statement of comprehensive income, either separately or as part of statement of changes in equity. The group has opted to disclose comprehensive income as part of the statement of changes in equity.

3 SEGMENT INFORMATION

With effect from 1 January 2009, the group's management was restructured on a worldwide basis to deliver the group's services through seven business units, Engineering & Construction, Engineering & Construction Ventures, Engineering Services, Offshore Engineering & Operations, Training, Production Solutions and Energy Developments. As a result the segment information has been realigned to fit the new group organisational structure which now comprises four operating segments being Engineering & Construction, Offshore Engineering & Operations, Engineering, Training Services and Production Solutions and Energy Developments, rather than as was historically the case, split between three operating divisions Engineering & Construction, Operations Services and Energy Developments.

The following tables represent revenue and profit information relating to the group's primary business segments for the six months ended 30 June 2009 and the comparative segmental information has been restated to reflect the revised group structure.

Included within the Engineering, Training Services and Production Solutions segment are three diverse businesses none of which have ever met the quantitative thresholds set by IFRS 8 'Operating Segments' for determining reportable segments.

The consolidation adjustments and corporate columns include certain balances which due to their nature are not allocated to segments.

	Engineering & Construction US$'000	*Offshore Engineering & Operations US$'000*	*Engineering, Training Services & Production Solutions US$'000*	*Energy Developments US$'000*	*Corporate & others US$'000*	*Consolidation adjustments & eliminations US$'000*	*Total US$'000*
Six months ended 30 June 2009 (unaudited)							
Revenue							
External sales	1,060,711	288,891	154,627	82,179	-	-	1,586,408
Inter-segment sales	-	6,055	29,324	-	-	(35,379)	-
Total revenue	1,060,711	294,946	183,951	82,179	-	(35,379)	1,586,408
Segment results	129,472	4,479	17,440	24,845	(611)	(174)	175,451
Unallocated corporate costs	-	-	-	-	(4,750)	-	(4,750)
Profit / (loss) before tax and finance income / (costs)	129,472	4,479	17,440	24,845	(5,361)	(174)	170,701
Finance costs	-	(154)	(1,342)	(4,782)	(3,269)	5,961	(3,586)
Finance income	8,521	10	86	63	4,964	(6,434)	7,210
Profit / (loss) before income tax	137,993	4,335	16,184	20,126	(3,666)	(647)	174,325
Income tax (expense) / income	(16,835)	(1,387)	(1,367)	(10,298)	1,000	133	(28,754)
Profit / (loss) for the period	121,158	2,948	14,817	9,828	(2,666)	(514)	145,571
Other segment information							
Depreciation & amortisation	11,058	335	3,680	21,881	124	(276)	36,802
Other long-term employment benefits	4,509	788	198	27	32	-	5,554
Share-based payments	2,880	774	763	642	1,052	-	6,111

3 SEGMENT INFORMATION (continued)

Six months ended 30 June 2008 (unaudited)	*Engineering & Construction US$'000*	*Offshore Engineering & Operations US$'000*	*Engineering, Training Services & Production Solutions US$'000*	*Energy Developments US$'000*	*Corporate & others US$'000*	*Consolidation adjustments & eliminations US$'000*	*Total US$'000*
Revenue							
External sales	900,477	373,832	224,157	77,688	-	-	1,576,154
Inter-segment sales	22,310	3,257	46,858	-	-	(72,425)	-
Total revenue	922,787	377,089	271,015	77,688	-	(72,425)	1,576,154
Segment results	99,646	6,911	24,311	29,562	(159)	(454)	159,817
Unallocated corporate costs	-	-	-	-	(2,103)	-	(2,103)
Profit / (loss) before tax and finance income / (costs)	99,646	6,911	24,311	29,562	(2,262)	(454)	157,714
Finance costs	-	(368)	(1,679)	(32)	(4,675)	2,503	(4,251)
Finance income	8,162	283	189	117	2,722	(4,119)	7,354
Profit / (loss) before income tax	107,808	6,826	22,821	29,647	(4,215)	(2,070)	160,817
Income tax (expense)	(19,084)	(2,087)	(5,029)	(13,312)	(65)	-	(39,577)
Profit / (loss) for the period	88,724	4,739	17,792	16,335	(4,280)	(2,070)	121,240
Other segment information							
Depreciation & amortisation	2,917	755	6,764	11,274	226	(413)	21,523
Other long-term employment benefits	3,854	334	580	93	27	-	4,888
Share-based payments	1,744	758	671	496	662	-	4,331

Year ended 31 December 2008 (audited)	*Engineering & Construction US$'000*	*Offshore Engineering & Operations US$'000*	*Engineering, Training Services & Production Solutions US$'000*	*Energy Developments US$'000*	*Corporate & others US$'000*	*Consolidation adjustments & eliminations US$'000*	*Total US$'000*
Revenue							
External sales	1,968,522	767,795	439,862	153,357	-	-	3,329,536
Inter-segment sales	25,017	8,769	70,542	-	-	(104,328)	-
Total revenue	1,993,539	776,564	510,404	153,357	-	(104,328)	3,329,536
Segment results	241,160	23,172	48,258	51,713	(1,176)	(215)	362,912
Unallocated corporate costs	-	-	-	-	(7,326)	-	(7,326)
Profit / (loss) before tax and finance income / (costs)	241,160	23,172	48,258	51,713	(8,502)	(215)	355,586
Finance costs	-	(914)	(3,656)	(8,247)	(7,547)	6,458	(13,906)
Finance income	19,395	32	998	224	8,075	(12,036)	16,688
Profit / (loss) before income tax	260,555	22,290	45,600	43,690	(7,974)	(5,793)	358,368
Income tax (expense) / income	(54,206)	(5,847)	(12,507)	(21,810)	(571)	1,562	(93,379)
Profit / (loss) for the year	206,349	16,443	33,093	21,880	(8,545)	(4,231)	264,989
Other segment information							
Depreciation & amortisation	11,210	1,504	13,632	22,254	425	(840)	48,185
Impairment	-	-	-	5,355	-	-	5,355
Write-off of intangible oil & gas assets	-	-	-	9,826	-	-	9,826
Other long-term employment benefits	7,867	816	1,427	60	53	-	10,223
Share-based payments	3,855	1,485	1,679	1,059	1,370	-	9,448

3 SEGMENT INFORMATION (continued)

The significant movements in total group assets as at 30 June 2009 compared to total assets as at 31 December 2008 are primarily in the following segments:

	Engineering & Construction US$'000	*Energy Developments US$'000*
Total assets as at 30 June 2009	**2,006,507**	**666,429**
Total assets as at 31 December 2008	1,593,925	488,541

- Increase in Engineering & Construction segment assets is primarily due to an increase in cash and bank balances of US$193,088,000 as a result of advances received from customers on long-term contracts and an increase of US$186,995,000 in work in progress mainly as a result of progress on newly awarded contracts and on existing contracts where variation orders have been agreed but not yet billed. The corresponding impact of the receipt of cash advances from customers is an increase in billings in excess of cost and estimated earnings shown in current liabilities of US$322,282,000.
- Increase in Energy Developments segment assets during the period is primarily due to an increase in the net book value of property, plant and equipment of US$177,865,000 mainly as a result of further capitalisation of development costs related to the segment's Don area assets (see note 9).

4 REVENUES

	6 months ended 30 June 2009 Unaudited US$'000	*6 months ended 30 June 2008 Unaudited US$'000*	*Year ended 31 December 2008 Audited US$'000*
Rendering of services	**1,524,098**	1,518,338	3,214,782
Sale of crude oil & gas	**58,983**	52,182	102,036
Sale of processed hydrocarbons	**3,327**	5,634	12,718
	1,586,408	1,576,154	3,329,536

Included in revenues from rendering of services are Operations Services revenues of a "pass-through" nature with zero or low margins amounting to US$102,804,000 (six months ended 30 June 2008: US$114,371,000; year ended 31 December 2008: US$275,947,000).

5 COST OF SALES

Also included in cost of sales are forward points and ineffective portions on derivative financial instruments designated as cash flow hedges of US$2,346,000 gain (six months ended 30 June 2008: US$13,453,000 loss; year ended 31 December 2008: US$11,826,000 loss).

6 INCOME TAX

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

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

	6 months ended 30 June 2009 Unaudited US$'000	*6 months ended 30 June 2008 Unaudited US$'000*	*Year ended 31 December 2008 Audited US$'000*
Current income tax			
Current income tax charge	**51,489**	40,445	128,243
Adjustments in respect of current income tax of previous years	**(14,218)**	-	4,373
Deferred income tax			
Relating to origination and reversal of temporary differences	**(5,935)**	(868)	(33,393)
Adjustments in respect of deferred income tax of previous years	**(2,582)**	-	(5,844)
	28,754	39,577	93,379

The group's effective tax rate for the six months is 16.5% (six months ended 30 June 2008: 24.6%; year ended 31 December 2008: 26.1%). The principal reason for the decrease in the group's effective tax rate is the confirmation during the period of the applicability of a lower tax rate in relation to the group's projects in Oman. Other contributing factors include a higher proportion of Engineering & Construction segmental profits being earned in lower tax rate jurisdictions.

With effect from the 2009 year of assessment Jersey abolished the exempt company regime for existing companies. Profits arising in the Company for the 2009 year of assessment and future periods will be subject to tax at the rate of 0%.

In the prior year the Company was exempt from taxation under the provisions of Article 123A of the Income tax (Jersey) Law 1961 as amended.

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.

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

	6 months ended 30 June 2009 Unaudited US$'000	*6 months ended 30 June 2008 Unaudited US$'000*	*Year ended 31 December 2008 Audited US$'000*
Net profit attributable to ordinary shareholders for basic and diluted earnings per share	**145,571**	121,240	264,989

7 EARNINGS PER SHARE (continued)

	6 months ended 30 June 2009 Unaudited ’000	*6 months ended 30 June 2008 Unaudited ’000*	*Year ended 31 December 2008 Audited ’000*
Weighted average number of ordinary shares for basic earnings per share	**336,776**	340,176	339,585
Effect of diluted potential ordinary shares granted under share-based payment schemes	**4,172**	4,952	4,072
Adjusted weighted average number of ordinary shares for diluted earnings per share	**340,948**	345,128	343,657

8 DIVIDENDS PAID AND PROPOSED

	6 months ended 30 June 2009 Unaudited US$’000	*6 months ended 30 June 2008 Unaudited US$’000*	*Year ended 31 December 2008 Audited US$’000*
Declared and paid during the period			
Equity dividends on ordinary shares:			
Final dividend for 2007: 11.50 cents per share	**-**	**39,164**	39,164
Interim dividend 2008: 7.50 cents per share	**-**	**-**	25,536
Final dividend for 2008: 17.90 cents per share	**60,332**	**-**	-
	60,332	**39,164**	64,700

The Company proposes an interim dividend of 10.70 cents per share which was approved by the Board on 21 August 2009 for payment on 23 October 2009.

9 PROPERTY, PLANT AND EQUIPMENT

During the period, the group incurred capital expenditure of US$184,475,000 (30 June 2008: US$33,842,000; 31 December 2008: US$167,265,000) on the development of its Don area assets, US$8,606,000 (30 June 2008: US$13,674,000; 31 December 2008: US$24,939,000) on the Chergui gas concession in Tunisia, appraisal well costs of US$4,255,000 (30 June 2008: US$5,132,000; 31 December 2008: US$6,020,000) on Cendor in Malaysia and US$3,055,000 (30 June 2008: US$ nil; 31 December 2008: US$ nil) on the Ohanet asset in Algeria.

Included in the Don capital expenditure above are capitalised decommissioning costs of US$45,791,000 (30 June 2008: US$ nil; 31 December 2008: US$ 1,257,000).

10 GOODWILL

The net decrease in the goodwill balance in the current period represents foreign exchange gains of US$10,514,000 and reductions as a result of reassessment of deferred consideration payable on the acquisitions of SPD Group Limited of US$2,572,000, Caltec Limited of US$6,994,000 and Eclipse Petroleum Technology Limited of US$1,814,000.

11 INTANGIBLE ASSETS

Movements in intangible assets mainly comprise additions to intangible oil & gas assets of US$20,290,000 representing further appraisal drilling costs in respect of the group’s interest in the Cendor field in Malaysia.

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 exposure to oil price revenue fluctuations.

During the period the group entered into various crude oil swaps hedging oil production of 66,000 bbl with maturities ranging from 1 July 2009 to 31 December 2009. Two crude oil collars were also contracted hedging 60,000 bbl of oil production with maturities from 1 January 2010 to 30 June 2010. In addition, two fuel oil swaps were also entered into for hedging gas production of 13,500MT with maturities from 1 October 2009 to 30 June 2010.

During the period the group entered into the following foreign exchange forward contracts designated as cash flow hedges:

Currencies	**Sales**		**Purchases**	
	Foreign currency amount	**US$ equivalent**	**Foreign currency amount**	**US$ equivalent**
	’000	***US$’000***	***’000***	***US$’000***
Euro	192,000	266,560	330,000	428,843
Sterling	-	-	40,560	55,185
Yen	527,800	5,859	-	-
Kuwaiti Dinars	16,000	55,691	-	-
UAE Dirhams	71,666	19,506	-	-

13 CASH AND CASH EQUIVALENTS

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

	30 June 2009 Unaudited US$’000	*30 June 2008 Unaudited US$’000*	*31 December 2008 Audited US$’000*
Cash at bank and in hand	**112,093**	103,234	107,461
Short-term deposits	**788,084**	461,972	586,954
Cash and short term deposits	**900,177**	565,206	694,415
Bank overdrafts	**(15,979)**	(13,458)	(45,256)
	884,198	551,748	649,159

14 TREASURY SHARES AND SHARE-BASED PAYMENTS

During the period, the Company acquired nil (30 June 2008: 1,554,194; 31 December 2008: 5,854,194) of its own shares at a cost of US$ nil (30 June 2008: US$16,969,000; 31 December 2008: US$42,500,000) 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. In addition during the period 2,158,122 shares (including 67,971 accrued dividend shares) with a cost of $12,087,000 were transferred out of the Employee Benefit Trust on vesting of various employee share scheme awards as shown below.

Of the 7,382,184 shares held in the Petrofac Employee Benefit Trust at 30 June 2009, 5,504,819 are still being held in a Lehman Brothers client custody account pending release on the finalisation of their legal administration.

14 TREASURY SHARES AND SHARE-BASED PAYMENTS (continued)

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

	Deferred Bonus Share Plan Number*	*Performance Share Plan Number*	*Restricted Share Plan Number*
Outstanding at 1 January 2009	3,755,383	1,298,809	1,184,711
Granted during the period	2,774,600	576,780	76,008
Vested during the period	(1,673,943)	(411,028)	(5,180)
Forfeited during the period	(28,418)	(3,318)	(3,142)
Outstanding but not exercisable at 30 June 2009	**4,827,622**	**1,461,243**	**1,252,397**
Made up of following awards:			
2006	-	-	154,649
2007	758,022	436,603	229,207
2008	1,297,164	447,860	792,533
2009	2,772,436	576,780	76,008
	4,827,622	**1,461,243**	**1,252,397**

* Includes invested and matching shares.

The fair value of the equity-settled awards granted during the period ended 30 June 2009 in respect of the Deferred Bonus Share Plan were estimated based on the quoted closing market price of 545p per Company share at the date of grant with an assumed vesting rate of 99% 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 2009 representing 50% of the total Performance Share Plan award were estimated based on the quoted closing market price of 545p 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 456p 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)	49.0%
Share price correlation with comparator group	36.0%
Risk-free interest rate	2.1%
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 2009 in respect of the Restricted Share Plan were based on an average market price of 430p 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 2009 relating to employee share-based incentives of US$6,111,000 (six months ended 30 June 2008: US$4,331,000; year ended 31 December 2008: US$9,448,000) which has been transferred to the reserve for share-based payments along with US$10,949,000 of the remaining bonus liability accrued for the year ended 31 December 2008 (30 June 2008: US$9,603,000; 31 December 2008: US$9,602,000) which has been voluntarily elected or mandatorily obliged to be settled in shares granted during the period.

15 OTHER RESERVES

	Net unrealised gains/(losses) on available-for-sale financial assets US$'000	*Net unrealised (losses)/ gains on derivatives US$'000*	*Foreign currency translation US$'000*	*Reserve for share-based payments US$'000*	*Total US$'000*
Balance at 1 January 2009	74	7,847	(79,415)	32,202	(39,292)
Foreign currency translation	-	-	15,249	-	15,249
Net gains on maturity of cash flow hedges recycled in the period	-	(6,732)	-	-	(6,732)
Net changes in fair value of derivatives and financial assets designated as cash flow hedges	-	49,838	-	-	49,838
Share-based payments charge (note 14)	-	-	-	6,111	6,111
Transfer during the period (note 14)	-	-	-	10,949	10,949
Shares vested during the period (note 14)				(11,706)	(11,706)
Balance at 30 June 2009 (unaudited)	**74**	**50,953**	**(64,166)**	**37,556**	**24,417**
Balance at 1 January 2008 (as restated)*	598	65,857	4,817	16,161	87,433
Foreign currency translation	-	-	(512)	-	(512)
Net gains on maturity of cash flow hedges recycled in the period	-	(23,460)	-	-	(23,460)
Net changes in fair value of derivatives and financial assets designated as cash flow hedges	-	12,720	-	-	12,720
Changes in fair value of available-for-sale financial assets	(112)	-	-	-	(112)
Share-based payments charge (note 14)	-	-	-	4,331	4,331
Transfer during the period (note 14)	-	-	-	9,603	9,603
Shares vested during the period	-	-	-	(2,762)	(2,762)
Balance at 30 June 2008 (unaudited)*	486	55,117	4,305	27,333	87,241
Balance at 1 January 2008 (as restated)*	598	65,857	4,817	16,161	87,433
Foreign currency translation	-	-	(84,232)	-	(84,232)
Net gains on maturity of cash flow hedges recycled in the year	-	(32,103)	-	-	(32,103)
Net changes in fair value of derivatives and financial assets designated as cash flow hedges	-	(25,907)	-	-	(25,907)
Changes in fair value of available-for-sale financial assets	(879)	-	-	-	(879)
Impairment of available-for-sale financial assets	355	-	-	-	355
Share-based payments charge (note 14)	-	-	-	9,448	9,448
Transfer during the year	-	-	-	9,602	9,602
Shares vested during the year	-	-	-	(3,009)	(3,009)
Balance at 31 December 2008 (audited)	74	7,847	(79,415)	32,202	(39,292)

*During 2008, the Company identified that in prior periods certain gains and losses on cash flow hedges had been recycled to accrued contract expenses from other reserves (net unrealised (losses)/gains on derivatives) ahead of the contract costs to which they relate impacting the income statement. As a result US$36,966,000 was reclassified from accrued contract expenses to other reserves at 1 January 2008. The net changes in fair value of derivatives as at 30 June 2008 have also been restated by US$36,177,000.

16 CAPITAL COMMITMENTS

At 30 June 2009 the group had capital commitments of US$83,663,000 (31 December 2008: US$44,035,000; 30 June 2008: US$142,547,000).

Included in the above are commitments relating to the development of the Don area assets of US$59,418,000 (31 December 2008: US$8,610,000; 30 June 2008: US$119,797,000), additional appraisal and development well costs on the Cendor project in Malaysia of US$21,358,000 (31 December 2008: US$26,468,000; 30 June 2008: US$15,582,000) and on the Ohanet investment of US$2,545,000 (31 December 2008: US$ nil; 30 June 2008: US$ nil).

17 RELATED PARTY TRANSACTIONS

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

		Sales to related parties US$'000	*Purchases from related parties US$'000*	*Amounts owed by related parties US$'000*	*Amounts owed to related parties US$'000*
Joint ventures	**Six months ended 30 June 2009 (unaudited)**	**349**	**13**	**2,805**	**436**
	Six months ended 30 June 2008 (unaudited)	2,768	104	3,408	410
	Year ended 31 December 2008 (audited)	9,081	1,858	2,907	367
Other directors' interests	**Six months ended 30 June 2009 (unaudited)**	**-**	**588**	**-**	**23**
	Six months ended 30 June 2008 (unaudited)	-	522	-	168
	Year ended 31 December 2008 (audited)	-	1,277	-	192

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 2009 will be settled in cash.

Purchases in respect of other directors' interests of US$588,000 (six months ended 30 June 2008: US$522,000; year ended 31 December 2008: US$1,277,000) reflect the market rate based costs of chartering the services of an aeroplane used for the transport of senior management and directors of the group on company business, which is owned by an offshore trust of which the Chief Executive of the Company is a beneficiary.

Compensation of key management personnel

	6 months ended 30 June 2009 Unaudited US$'000	*6 months ended 30 June 2008 Unaudited US$'000*	*Year ended 31 December 2008 Audited US$'000*
Short-term employee benefits	**1,428**	1,627	5,542
Other long-term employment benefits	**23**	33	59
Share-based payments	**780**	690	1,311
Fees paid to non-executive directors	**249**	305	554
	2,480	2,655	7,466

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors confirm that, to the best of their knowledge, the condensed set of financial statements on pages 9 to 25 has been prepared in accordance with IAS 34 'Interim Financial Reporting', and that the interim management report on pages 2 to 8 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 2008*.

By the order of the Board

Ayman Asfari	Keith Roberts
Chief Executive Officer	Chief Financial Officer
21 August 2009	21 August 2009

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 2009 in the interim report which comprises the Interim condensed consolidated income statement, the Interim condensed consolidated statement of comprehensive income, 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 have 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 2009 are 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
21 August 2009

SHAREHOLDER INFORMATION
At 30 June 2009

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

Freshfields Bruckhaus Deringer LLP
65 Fleet Street
London EC4Y 1HS

As to Jersey Law

Ogier
Whiteley Chambers
Don Street
St Helier
Jersey JE4 9WG

Joint Brokers

Goldman Sachs
Peterborough Court
113 Fleet Street
London EC4A 2BB

JP Morgan Cazenove
20 Moorgate
London EC2R 6DA

Auditors

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

Corporate and Financial PR

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

Financial calendar

25 September 2009	Interim dividend record date
23 October 2009	Interim dividend payment
31 December 2009	2009 financial year end
8 March 2010	2009 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.