

**Form 605**

Corporations Act 2001

Section 671B

**Notice of ceasing to be a substantial holder****To Company Name/Scheme** WorleyParsons Ltd**ACN/ARSN** 096 090 158**1. Details of substantial holder (1)****Name** Ausbil Investment Management Limited**ACN/ARSN (if applicable)** 076 316 473**The holder ceased to be a substantial holder on** 27/02/2017**The previous notice was given to the company on** 6/12/2016**The previous notice was dated** 02/12/2016**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
27/02/2017	Ausbil Investment Management Limited	On market trading	Refer to Annexure B	Refer to Annexure B	Refer to Annexure B

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

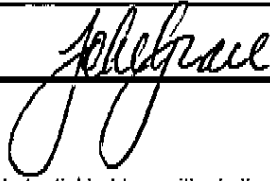
**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Ausbil Investment Management Limited	Level 27, 225 George Street, Sydney NSW 2000

**Signature****print name** John Grace**capacity** Director of Equities

sign here



date 1/03/2017

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure B  
Ausbl Investment Management Limited  
WorleyParsons Ltd

Security	Type	Accrual	Cash	Units In(out)	Consideration
WOR	On Market	08/12/2016	12/12/2016	65,000	\$ (626,190.50)
WOR	On Market	09/12/2016	13/12/2016	13,000	\$ (125,799.70)
WOR	On Market	09/12/2016	13/12/2016	73,000	\$ (706,413.70)
WOR	On Market	09/12/2016	13/12/2016	14,000	\$ (135,476.60)
WOR	On Market	12/12/2016	14/12/2016	3,500	\$ (34,097.70)
WOR	On Market	12/12/2016	14/12/2016	5,000	\$ (48,711.00)
WOR	On Market	12/12/2016	14/12/2016	10,000	\$ (97,422.00)
WOR	On Market	12/12/2016	14/12/2016	5,000	\$ (48,711.00)
WOR	On Market	12/12/2016	14/12/2016	10,000	\$ (97,422.00)
WOR	On Market	12/12/2016	14/12/2016	15,000	\$ (146,133.00)
WOR	On Market	12/12/2016	14/12/2016	23,000	\$ (224,070.60)
WOR	On Market	12/12/2016	14/12/2016	6,000	\$ (58,453.20)
WOR	On Market	12/12/2016	14/12/2016	2,000	\$ (19,484.40)
WOR	On Market	12/12/2016	14/12/2016	5,000	\$ (48,711.00)
WOR	On Market	12/12/2016	14/12/2016	5,000	\$ (48,711.00)
WOR	On Market	12/12/2016	14/12/2016	14,000	\$ (136,390.80)
WOR	On Market	12/12/2016	14/12/2016	15,000	\$ (146,133.00)
WOR	On Market	12/12/2016	14/12/2016	25,000	\$ (243,555.00)
WOR	On Market	12/12/2016	14/12/2016	7,000	\$ (68,195.40)
WOR	On Market	12/12/2016	14/12/2016	62,000	\$ (604,016.40)
WOR	On Market	12/12/2016	14/12/2016	50,000	\$ (487,110.00)
WOR	On Market	12/12/2016	14/12/2016	5,000	\$ (48,711.00)
WOR	On Market	12/12/2016	14/12/2016	3,500	\$ (34,097.70)
WOR	On Market	12/12/2016	14/12/2016	12,000	\$ (116,906.40)
WOR	On Market	12/12/2016	14/12/2016	5,000	\$ (48,711.00)
WOR	On Market	13/12/2016	15/12/2016	3,000	\$ (28,647.30)
WOR	On Market	13/12/2016	15/12/2016	4,000	\$ (38,196.40)
WOR	On Market	13/12/2016	15/12/2016	22,000	\$ (210,080.20)
WOR	On Market	13/12/2016	15/12/2016	5,000	\$ (47,745.50)
WOR	On Market	13/12/2016	15/12/2016	10,000	\$ (95,491.00)
WOR	On Market	13/12/2016	15/12/2016	18,000	\$ (171,883.80)
WOR	On Market	13/12/2016	15/12/2016	25,000	\$ (238,727.50)
WOR	On Market	13/12/2016	15/12/2016	7,000	\$ (66,843.70)
WOR	On Market	13/12/2016	15/12/2016	1,500	\$ (14,323.65)
WOR	On Market	13/12/2016	15/12/2016	5,000	\$ (47,745.50)
WOR	On Market	13/12/2016	15/12/2016	10,000	\$ (95,491.00)
WOR	On Market	13/12/2016	15/12/2016	15,000	\$ (143,236.50)
WOR	On Market	13/12/2016	15/12/2016	25,000	\$ (238,727.50)
WOR	On Market	13/12/2016	15/12/2016	6,000	\$ (57,294.60)
WOR	On Market	13/12/2016	15/12/2016	49,500	\$ (472,680.45)
WOR	On Market	13/12/2016	15/12/2016	6,000	\$ (57,294.60)
WOR	On Market	13/12/2016	15/12/2016	3,000	\$ (28,647.30)
WOR	On Market	13/12/2016	15/12/2016	5,000	\$ (47,745.50)
WOR	On Market	10/01/2017	12/01/2017	(36,447)	\$ 369,430.44
WOR	On Market	10/01/2017	12/01/2017	(170,673)	\$ 1,729,958.60
WOR	On Market	10/01/2017	12/01/2017	(33,182)	\$ 336,336.07
WOR	On Market	11/01/2017	13/01/2017	4,793	\$ (48,658.54)
WOR	On Market	11/01/2017	13/01/2017	9,565	\$ (97,103.88)
WOR	On Market	19/01/2017	23/01/2017	(24,515)	\$ 241,249.66
WOR	On Market	19/01/2017	23/01/2017	(9,639)	\$ 94,856.44
WOR	On Market	25/01/2017	30/01/2017	20,000	\$ (197,212.00)
WOR	On Market	02/02/2017	06/02/2017	(23,832)	\$ 238,851.45
WOR	On Market	02/02/2017	06/02/2017	(105,389)	\$ 1,056,240.17
WOR	On Market	02/02/2017	06/02/2017	(37,941)	\$ 380,256.08
WOR	On Market	20/02/2017	22/02/2017	10,000	\$ (83,347.00)

WOR	On Market	20/02/2017	22/02/2017	5,000	\$ (41,673.50)
WOR	On Market	20/02/2017	22/02/2017	20,000	\$ (166,694.00)
WOR	On Market	20/02/2017	22/02/2017	15,000	\$ (125,020.50)
WOR	On Market	20/02/2017	22/02/2017	30,000	\$ (250,041.00)
WOR	On Market	20/02/2017	22/02/2017	65,000	\$ (541,755.50)
WOR	On Market	20/02/2017	22/02/2017	80,000	\$ (666,776.00)
WOR	On Market	20/02/2017	22/02/2017	15,000	\$ (125,020.50)
WOR	On Market	20/02/2017	22/02/2017	5,000	\$ (41,673.50)
WOR	On Market	20/02/2017	22/02/2017	20,000	\$ (166,694.00)
WOR	On Market	20/02/2017	22/02/2017	10,000	\$ (83,347.00)
WOR	On Market	20/02/2017	22/02/2017	29,753	\$ (247,982.33)
WOR	On Market	20/02/2017	22/02/2017	80,000	\$ (666,776.00)
WOR	On Market	20/02/2017	22/02/2017	30,000	\$ (250,041.00)
WOR	On Market	20/02/2017	22/02/2017	141,395	\$ (1,178,484.91)
WOR	On Market	20/02/2017	22/02/2017	167,000	\$ (1,391,894.90)
WOR	On Market	20/02/2017	22/02/2017	18,000	\$ (150,024.60)
WOR	On Market	20/02/2017	22/02/2017	10,000	\$ (83,347.00)
WOR	On Market	20/02/2017	22/02/2017	28,852	\$ (240,472.76)
WOR	On Market	20/02/2017	22/02/2017	20,000	\$ (166,694.00)
WOR	On Market	27/02/2017	01/03/2017	(131,784)	\$ 1,363,964.40
WOR	On Market	27/02/2017	01/03/2017	(82,357)	\$ 852,394.95
WOR	On Market	27/02/2017	01/03/2017	(692,005)	\$ 7,162,251.75
WOR	On Market	27/02/2017	01/03/2017	(201,792)	\$ 2,088,547.20
WOR	On Market	27/02/2017	01/03/2017	(438,213)	\$ 4,535,504.55
WOR	On Market	27/02/2017	01/03/2017	(877,627)	\$ 9,083,439.45
WOR	On Market	27/02/2017	01/03/2017	(1,224,204)	\$ 12,670,511.40
WOR	On Market	27/02/2017	01/03/2017	(185,088)	\$ 1,915,660.80
WOR	On Market	27/02/2017	01/03/2017	(61,031)	\$ 631,670.85
WOR	On Market	27/02/2017	01/03/2017	(276,944)	\$ 2,866,370.40
WOR	On Market	27/02/2017	01/03/2017	(116,737)	\$ 1,208,227.95
WOR	On Market	27/02/2017	01/03/2017	(230,746)	\$ 2,388,221.10
WOR	On Market	27/02/2017	01/03/2017	(564,854)	\$ 5,846,238.90
WOR	On Market	27/02/2017	01/03/2017	(1,102,993)	\$ 11,415,977.55
WOR	On Market	27/02/2017	01/03/2017	(414,631)	\$ 4,291,430.85
WOR	On Market	27/02/2017	01/03/2017	(1,085,032)	\$ 11,230,081.20
WOR	On Market	27/02/2017	01/03/2017	(2,182,315)	\$ 22,586,960.25
WOR	On Market	27/02/2017	01/03/2017	(252,749)	\$ 2,615,952.15
WOR	On Market	27/02/2017	01/03/2017	(132,752)	\$ 1,373,983.20
WOR	On Market	27/02/2017	01/03/2017	(212,483)	\$ 2,199,199.05
WOR	On Market	27/02/2017	01/03/2017	(289,811)	\$ 2,999,543.85
Total				- 9 690 408.00	

John Grace  
 Director of Equities  
 01-Mar-17

