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1 March 2017

**BY ELECTRONIC LODGEMENT**

Company Announcements  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**ashurst**

Dear Sir/Madam

**Notice of Initial Substantial Holder - WorleyParsons Limited ACN 096 090 158**

We act for Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (**Dar Group**).

On behalf of Dar Group, we **enclose** ASIC Form 603 (*Notice of initial substantial shareholder*) advising that Dar Group has become a substantial shareholder of WorleyParsons Limited ACN 096 090 158 (**WorleyParsons**), having acquired a relevant interest in 21,492,136 ordinary shares in WorleyParsons, corresponding to approximately 8.71% of the issued capital of WorleyParsons.

Samurai Investments, a related body corporate of Dar Group, has also entered into a cash-settled equity swap with Citigroup Global Markets Australia Pty Limited, which as at the date of this letter relates to a notional 11,706,269 shares in WorleyParsons (equivalent to approximately 4.74% of the issued share capital of WorleyParsons). Key terms of the cash-settled equity swap are described in Annexure B to the enclosed substantial holder notice. The cash-settled equity swap does not give Dar Group, any of its related bodies corporate or Mr Talal Shair any relevant interest in shares in WorleyParsons.

Yours faithfully  
**Ashurst Australia**



**Phil Breden/Sarah Dulhunty**  
Partners

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme      WorleyParsons Limited

ACN/ARSN      096 090 158

**1. Details of substantial holder (1)**

Name      Dar Al-Handasah Consultants Shair and Partners Holdings Ltd

ACN/ARSN (if applicable)      N/A

This notice is given by **Dar Al-Handasah Consultants Shair and Partners Holdings Ltd**, a company incorporated in Jersey (**Dar**), each of its related bodies corporate as set out in **Annexure A** (each a **Dar Group Company** and together the **Dar Group Companies**) and Talal Shair.

The holder became a substantial holder on      27/02/2017

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares ( <b>Shares</b> )	21,492,136	21,492,136	8.71%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Dar	Relevant interest under s608(1) of the <i>Corporations Act 2001</i> (Cth) ( <b>Corporations Act</b> ) as registered holder of the Shares.	21,492,136
Dar Group Companies	Each Dar Group Company has a relevant interest in the Shares by virtue of section 608(3) of the <i>Corporations Act</i> .	21,492,136
Talal Shair	Talal Shair has a relevant interest in the Shares by virtue of section 608(3) of the <i>Corporations Act</i> .	21,492,136

Note: Samurai Investments, a Dar Group Company, entered into a cash-settled equity swap with Citigroup Global Markets Australia Pty Limited, which as at the date of this notice relates to a notional 11,706,269 Shares (equivalent to approximately 4.74% of the Shares currently on issue). Key terms of the cash-settled equity swap are described in **Annexure B**. The cash-settled equity swap does not give Samurai Investments, Dar, any Dar Group Company or Talal Shair any relevant interest in Shares.

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Dar, each Dar Group Company and Talal Shair	Dar	Dar	21,492,136 Shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Dar, each Dar Group Company and Talal Shair	27/02/2017	\$10.35 per Share		21,492,136 Shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Dar Group Companies	Each Dar Group Company is either a body corporate that controls Dar or is controlled by an entity that controls Dar.

## 7. Addresses

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

Name	Address
Dar, each Dar Group Company and Talal Shair	C/- Dar Al-Handasah Consultants Shair and Partners Holdings Ltd, Office No. 2401, Index Tower, Dubai International Financial Centre, Sheikh Zayed Road, Dubai, United Arab Emirates

## Signature

print name Fouad Emmanuel El Khoury

capacity Authorised signatory

sign here




date 01/03/2017

### 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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys 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.

# Annexure A

This is Annexure A of 7 pages to the Form 603 Notice of initial substantial holder signed by me and dated 1 March 2017.

  
Name: Fouad Emmanuel El Khoury  
Authorised signatory for Dar

Date: 1 March 2017

<b>Related Body Corporate</b>
Samurai Investments
Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (DIFC)
Dar AlHandasah Consultants Shair & Partners BSC (closed)
Dar Angola Consultants Limitada
Dar Al-Handasah Consultants Shair & Partners – Mozambique Lda
Dar Al-Handasah Consultants (Shair & Partners) Beirut – Lebanon SAL
Dar Al-Handasah Consultants (Shair & Partners) SAL
Dar Al-Handasah (Cairo) for Design & Technical Consultants Ltd
Dar Al-Handasah Consultants (Shair & Partners) Cameroon SARL
British Isles Dar Consultants Overseas Ltd
Dar Al-Handasah Al-Magrib SARL
Dar Al-Handasah Consultants Shair & Partners Ghana Ltd
Dar Al-Handasah (Sha'ir & Partners) Jordan
Dar Al-Handasah Consultants Shair & Partners Senegal SA
DAH Real Estates Sarl
Dar Al Handasah Shair and Partners – Mauritania – SARL
DAR Airport Project SPC Ltd
Dar Al-Handasah (Egypt) for Design and Technical Consultants Ltd
Dar Al-Handasah Consultants Libya
Dar Consultants (India) Private Ltd
Dar Holdings USA, Inc
Dar Al-Handasah Consultants (Shair & Partners) (South Africa) (Pty) Ltd
Maffei Engineering SPA
Eurl Dar Al-Handasah Algerie
Dar Al-Handasah Consultants (Shair & Partners) India Private Ltd
Dar Group Company Ltd
R&H Rail (Pty) Ltd
TSD Consulting Services (Pty) Ltd
D2 Consult International GmbH

<b>Related Body Corporate</b>
D2 Consult Chile
Dar Al-Handasah Sdn
Perunding Jurutera DAH Sdn Bhd
Dar Muhendislik Musavirlik AS
Dar Al-Handasah Turkmenistan
Dar Plus Ltd
Dar Al-Handasah (UK) Ltd
IPA Advisory Ltd
IPA Energy + Water Economics Ltd
Dar Planning & Management Ltd
Dar Al-Handasah Project Finance Holdings Ltd
Project Finance Advisors Limited Inc
Project Finance Advisory Ltd
Dar Al-Handasah Consultants (Shair & Partners) (UK) Ltd
Dar Consultants (UK) Ltd
The Penspen Group Ltd
Penspen Ltd
Bayt Al Tasamim - for Engineering Consultancy LLC
Manchester Jetline Ltd
Penspen Singapore Pte Ltd
Penspen De Venezuela
Gaspen Sdn Bhd
PLGS Holdings Inc
Penspen Corporation
GreyStar Mexico
Pinnacle Energy
GreyStar Louisiana
GreyStar Cayman Islands
GTES
Pencol International Ltd
Penspen Process Ltd
Penspen Ltd
Penspen Services Ltd

<b>Related Body Corporate</b>
Penspen SA de CV
Servios de Ingenieria Y Proyetos Latama SA de CV
Penspen International Ltd
Qaceno
Penspen (Nigeria) Ltd
Penspen Spencer B
Spencer (M) Sdn Bhd
Pencol International (Nigeria) Ltd
Currie & Brown Holdings Ltd
Currie & Brown (CI) Ltd
Currie & Brown – Oman Ltd
Currie & Brown (Consultants) Ltd
Currie & Brown – International Ltd (LLC)
Currie & Brown Holdings (Australia) Pty Ltd
Currie & Brown (Padgham) Pty Ltd
Currie & Brown (Burnsbridge) Pty Ltd
Currie & Brown (Australia) Pty Ltd
Currie & Brown (Singapore) Pty Ltd
Currie Brown Indonesia PT
Currie & Brown Asia Pacific Malaysia Sdn Bhd
Currie & Brown (Shenzhen) Ltd
Currie & Brown (Chongqing) Ltd
Currie & Brown (Shanghai) Ltd
Currie & Brown (Beijing) Ltd
Currie & Brown Vietnam Company Ltd
Currie & Brown (Macau) Ltd
Currie & Brown (China) Ltd
Currie & Brown (Thailand) Ltd
Widnell Ltd
Currie & Brown International Ltd
Sweett Group Ltd
Currie & Brown (France) SARL
Currie & Brown, Inc



<b>Related Body Corporate</b>
Currie & Brown (Japan) Ltd
CBX-J
Currie & Brown (Padgham) Private Ltd
Currie & Brown (India) Private Ltd
Currie & Brown Mexico SA de CV
Currie & Brown UK Ltd
Rapiere Software Ltd
Currie & Brown (Investment D&G) Ltd
Sweett (France) SAS
VV Sweett Inc
Cyril Sweett Saudi Arabia Ltd
Cyril Sweett Ltd
Cyril Sweett Trustee Company Ltd
Sweett Ltd
Sweett (UK) Ltd
Pelican Woodcliff Sweett Inc
Sweett International (Holding) Ltd
Currie & Brown Iberia SLU
Currie & Brown (Italia) Srl
Currie & Brown (Ireland) Ltd
Burns Bridge UAE Pty Ltd
Cyril Sweett (Cyprus) Ltd
Cyril Sweett International Ltd
Sweett Group (Middle East) Engineering Consultancy LLC
Cyril Sweett International
Currie & Brown (Investments) Ltd
Currie & Brown (Investment Services) Ltd
Express Lift Investments Ltd
Sweett & Partners Ltd
Currie & Brown Equitix Ltd
ACP North Hub Ltd
Landrum & Brown, Inc
Landrum & Brown Worldwide Services, Inc

<b>Related Body Corporate</b>
L&B Colombia SAS
L&B Global Holdings LLC
KBJ-L&B Architects, LLC
L&B Aviation, LLC
L&B Worldwide, LLC
Landrum & Brown UK Ltd
L&B Worldwide Australia Pty Ltd
L&B China, LLC
L&B Transportation Technology Consultancy (Shanghai) Co., Ltd
Integral Group Holdings, LLC
Integral Group, Inc
Integral Group (NC), PLLC
Cobalt Engineering & Consulting Inc
Elementa Consulting Ltd
Integral Group LLC
Integral Group Consulting (BC) LLP
Integral Group Engineering (Ontario) LP
Integral Group LLC
Ross & Baruzzini, Inc
Mitchell Planning Associates, Inc
Mitchell Data Services, Inc
The Perkins + Will Group, Ltd
Perkins + Will, Inc
Perkins + Will North Carolina Inc
P + W Nevada, Inc
Perkins + Will, PLLC
Perkins + Will Architects of Ohio, LLP
Perkins & Will-CRA, LLC
Perkins + Will CT, Inc
Perkins & Will Architects, Inc
Nelson/Nygaard Consulting Associates, Inc
Perkins + Will International Ltd
Perkins + Will Global LLC



Related Body Corporate
Perkins + Will Participacoes Ltda
Perkins + Will Arquitetura Ltda
Perkins + Will Federal, LLC
Perkins + Will Architecture Design Consulting (Shanghai) Co., Ltd
1315 Peachtree Street, LLC
Perkins + Will, Inc
Perkins + Will Architects, PC
Perkins + Will Architects New Jersey PC
Perkins + Will Canada Corp
Perkins + Will (LA), An Architectural Corp
Perkins + Will Canada Architects Co
Perkins + Will Architects (Manitoba) Inc
Perkins + Will Architects (Saskatchewan) Inc
Busby Perkins + Will (Alberta) Ltd
Perkins + Will Canada Inc
Pierre-Yves Rochon Inc
P. Y. Rochon, SAS
Perkins + Will UK, Ltd
Portland Design Associates Ltd
Pringle Brandon Middle East Design LLC
Perkins + Will Singapore Pte Ltd
Perkins + Will Federal Design Group, Inc
Perkins + Will Virginia, Inc
Genesis Planning LLC
T. Y. Lin International Group, Ltd
T.Y. Lin International Pte Ltd
T. Y. Lin International Sdn Bhd
T. Y. Lin International Vietnam Co Ltd
SMA Bersekutu Sdn Bhd
PT Konsultant T. Y. Lin International
DAR Services Outsourcing (Chongqing) Co., Ltd
C. Y. L. Engineering Consulting Inc
T. Y. Lin International China Ltd

<b>Related Body Corporate</b>
T. Y. Lin International Engineering Consulting (China) Co., Ltd
T. Y. Lin (Chongqing) International Engineering Technology Co., Ltd
BON Engineering Consultants Pte Ltd
BON Vietnam Joint Venture Co., Ltd
T. Y. Lin International Group Myanmar Ltd
T. Y. Lin International
T. Y. Lin International Great Lakes Inc
H.J. Ross Associates, Inc
T.Y. Lin International Panama, SA
T.Y. Lin International VE, SA
T. Y. Lin International Engineering, Architecture & Land Surveying, PC
T.Y. Lin Colombia SAS
T.Y. Lin International Canada Inc
Lindbergh & Associates LLC
IDEAM, SA
ADEAM Engenharia E Consultoria Ltda
FHEID Ingenieros SL
Ingenieros Estructurales IDEAM

Annexure B

This is Annexure B of 1 page to the Form 603 Notice of initial substantial holder signed by me and dated **1 March 2017**.



Name: Fouad Emmanuel El Khoury  
Authorised signatory for Dar

Date: 1 March 2017

Type of derivative instrument	Cash-settled equity swap
Identity of taker	Samurai Investments
Relevant security	Fully paid ordinary shares in WorleyParsons Limited (Shares)
Entry date	19 January 2017
Number of securities to which the derivative relates	11,706,269 Shares
Price	Average price of A\$8.98 per Share
Long equity derivative positions held by taker and its associates	Relevant interest in 21,492,136 Shares  Economic interest in 11,706,269 Shares under the cash-settled equity swap  Total long position (relevant interest plus economic interest): 33,198,405 Shares
Identity of associates of the taker	Dar Group Companies