

Our ref: PIB\EZHA\02 3004 2505
Partner: Phil Breden
Direct line: +61 2 9258 5823
Email: phil.breden@ashurst.com

Ashurst Australia
Level 11
5 Martin Place
Sydney NSW 2000
Australia

GPO Box 9938
Sydney NSW 2001
Australia

Tel +61 2 9258 6000
Fax +61 2 9258 6999
DX 388 Sydney
www.ashurst.com

12 April 2017

BY ELECTRONIC LODGEMENT

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

ashurst

Dear Sir/Madam

Notice of Change of Interests of 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 604 (*Notice of change of interests of substantial shareholder*) in relation to WorleyParsons Limited ACN 096 090 158 (**WorleyParsons**).

As disclosed in ASIC Form 603 (*Notice of initial substantial holder*) of Dar Group, its related bodies corporate and Mr Talal Shair dated 1 March 2017, 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). 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 604
Corporations Act 2001
Section 671B

Notice of change of interests of 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 set out in **Annexure A** (each a **Dar Group Company** and together the **Dar Group Companies**) and Talal Shair.

There was a change in the interests of the substantial holder on

10/04/2017

The previous notice was given to the company on

01/03/2017

The previous notice was dated

01/03/2017

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	21,492,136	8.71%	37,407,686	15.15%

Note: As disclosed in the Form 603 (*Notice of initial substantial holder*) of Dar, the Dar Group Companies and Talal Shair dated 1 March 2017, Samurai Investments, a Dar Group Company, has 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). The cash-settled equity swap does not give Dar, any Dar Group Company or Talal Shair any relevant interest in Shares.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20/03/17	Dar	Relevant interest under section 608(1) of the Corporations Act 2001 (Cth) (Corporations Act) as registered holder of the Shares.	\$10.35 per Share	42,872 Shares	42,872
	Dar Group Companies	Each Dar Group Company has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
	Talal Shair	Talal Shair has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
22/03/17	Dar	Relevant interest under section 608(1) of the Corporations Act as registered holder of the Shares.	\$10.33 per Share	507,128 Shares	507,128
	Dar Group Companies	Each Dar Group Company has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
	Talal Shair	Talal Shair has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above

24/03/17	Dar	Relevant interest under section 608(1) of the Corporations Act as registered holder of the Shares.	\$10.35 per Share	15,681 Shares	15,681
	Dar Group Companies	Each Dar Group Company has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
	Talal Shair	Talal Shair has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
27/03/17	Dar	Relevant interest under section 608(1) of the Corporations Act as registered holder of the Shares.	\$10.35 per Share	44,076 Shares	44,076
	Dar Group Companies	Each Dar Group Company has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
	Talal Shair	Talal Shair has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
28/03/17	Dar	Relevant interest under section 608(1) of the Corporations Act as registered holder of the Shares.	\$10.35 per Share	5,121 Shares	5,121
	Dar Group Companies	Each Dar Group Company has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
	Talal Shair	Talal Shair has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
29/03/17	Dar	Relevant interest under section 608(1) of the Corporations Act as registered holder of the Shares.	\$10.35 per Share	672 Shares	672
	Dar Group Companies	Each Dar Group Company has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
	Talal Shair	Talal Shair has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
10/04/17	Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (DIFC) (Dar DIFC)	Relevant interest arises under sections 608(1)(c) and 608(8) of the Corporations Act as a result of a crossing through the market.	\$11.50 per Share	15,300,000 Shares	15,300,000
	Dar and Dar Group Companies (other than Dar DIFC)	Dar and each Dar Group Company (other than Dar DIFC) have a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
	Talal Shair	Talal Shair has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Dar, each Dar Group Company and Talal Shair	Dar	Dar	Relevant interest under sections 608(1) and 608(3) of the Corporations Act	22,107,686 Shares	22,107,686
Dar DIFC, Dar, each Dar Group Company (other than Dar DIFC) and Talal Shair	Persons who have sold ordinary shares to Dar DIFC pursuant to a crossing through the market.	Dar DIFC (subject to settlement of the relevant transactions)	Relevant interest under sections 608(1), 608(3) and 608(8) of the Corporations Act as a result of a crossing through the market.	15,300,000 Shares	15,300,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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
VV Sweett Inc	Ceased to be controlled by Dar or any Dar Group Company
Pelican Woodcliff Sweett Inc	Ceased to be controlled by Dar or any Dar Group Company

6. 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 12/04/2017

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A of 7 pages to the Form 604 Notice of change of interests of substantial holder signed by me and dated 12 April 2017.


Name: Fouad Emmanuel El Khoury
Authorised signatory for Dar

Date: 12 April 2017

Related Body Corporate
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

Related Body Corporate
D2 Consult International GmbH
D2 Consult Chile
Dar Muhendislik Musavirlık 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
Penspen SA de CV

Related Body Corporate
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
Currie & Brown (Japan) Ltd

Related Body Corporate
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
Cyril Sweett Saudi Arabia Ltd
Cyril Sweett Ltd
Currie & Brown (Trustees) Ltd
Sweett Ltd
Sweett (UK) Ltd
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
L&B Colombia SAS
L&B Global Holdings LLC
KBJ-L&B Architects, LLC

Related Body Corporate
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
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
Perkins + Will Participacoes Ltda
Perkins + Will Arquitetura Ltda
Perkins + Will Federal, LLC
Perkins + Will Architecture Design Consulting (Shanghai) Co., Ltd

Related Body Corporate
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
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

Related Body Corporate
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