



WorleyParsons
resources & energy

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WorleyParsons Limited
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9 January 2018

Ms Luxmy Wigneswaran
Principal Advisor, Listings Compliance
ASX Compliance Pty Limited
20 Bridge Street
Sydney NSW 2000
By email: Luxmy.Wigneswaran@asx.com.au

Dear Ms Wigneswaran,

APPENDIX 3Y - CHANGE IN DIRECTOR'S INTEREST NOTICE

We refer to your letter of 5 January 2018 regarding the late lodgement of an Appendix 3Y for Mr Christopher Haynes. The Appendix 3Y was not released within the required 5 business days due to an oversight in relation to Mr Haynes' participation in the retail component of the Company's accelerated non-renounceable pro-rata entitlement offer (**Offer**) announced to ASX on 9 October 2017.

The Appendix 3Y was released as soon as possible after Mr Haynes became aware that he had participated in the Offer. There have been no previous instances of late lodgement of an Appendix 3Y by Mr Haynes and both the Company and Mr Haynes regret this oversight.

The Company has in place systems that are ordinarily effective in ensuring that we receive and disclose all information required by Listing Rule 3.19B in the time required. This includes requiring directors to provide notification prior to dealing in securities and to notify the Company Secretary each time their notifiable interests change in a manner that enables the Company to comply with Listing Rule 3.19B.

However, we have reviewed the administrative error that caused the late lodgement of the Appendix 3Y and, recognising the importance of compliance with Listing Rule 3.19B, we are taking positive steps to strengthen our processes to ensure that an oversight of this kind does not occur again.

Yours sincerely,

Nuala O'Leary
Group Company Secretary



5 January 2018

Ms Nuala O'Leary
Company Secretary
WorleyParsons Limited
Level 15, 141 Walker Street
North Sydney NSW 2060

By Email

Dear Ms O'Leary

WorleyParsons Limited (the "Company"): Appendix 3Y – Change of Director's Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 3 January 2018 for Mr Christopher Haynes (the "Appendix 3Y").
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.
 - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.
 - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.
3. Listing rule 3.19B which states as follows.



An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

The Appendix 3Y indicates that a change in the director's notifiable interest occurred on 2 November 2017. It appears that the Appendix 3Y should have been lodged with ASX by 9 November 2017. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B. It also appears the director concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by email. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e. before 9.30am AEDT) on Wednesday 10 January 2018.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely,

[sent electronically without signature]

Lux Wigneswaran
Principal Adviser, Listings Compliance (Sydney)