

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001. Amended 01/01/11

Name of entity	WorleyParsons Limited
ABN	17 096 090 158

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Peter Wood
Date of last notice	13 November 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	2 October, 2018
No. of securities held prior to change	<p><u>Ordinary Shares:</u></p> <p>Direct: 366,467</p> <p>Indirect: 716,326</p> <p><u>Performance Rights:</u> 498,314</p> <p><u>Share Price Performance Rights:</u> 143,991</p> <p>(143,991 Share Price Performance Rights, each being a conditional entitlement to a certain number of ordinary shares in the Company and, in total, converting into a maximum number of 287,982, such shares in accordance with the WorleyParsons' Performance Rights Plan.)</p>
Class	Ordinary Shares
Number acquired	288,870
Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

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No. of securities held after change	<p>Ordinary Shares:</p> <p>Direct: 655,337 (includes 76,225 Ordinary Shares subject to a two-year restriction period ending on 30 September 2020).</p> <p>Indirect: 716,326</p> <p>Performance Rights: 338,857 (includes 49,939 lapsed rights)</p> <p>Share Price Performance Rights: 54,315 (54,315 Share Price Performance Rights, each being a conditional entitlement to a certain number of Ordinary Shares in the Company and, in total, converting into a maximum number of 108,630, such shares in accordance with the WorleyParsons' Performance Rights Plan.)</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>- Off-market trade (vesting of Share Price Performance Rights)</p> <p>- Shares issued (vesting of Performance Rights and vesting of the balance of the Share Price Performance Rights)</p>

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
<p>No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed</p>	
Interest acquired	
Interest disposed	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	