



WorleyParsons

resources & energy

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WorleyParsons Limited
ABN 17 096 090 158

22 October 2018

ASX Market Announcements
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
Sydney NSW 2000

WorleyParsons Limited (ASX Code: WOR)

Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84

WorleyParsons Limited (ACN 096 090 158) (**WorleyParsons**) has today announced a fully underwritten accelerated pro-rata non-renounceable entitlement offer (**Offer**) of 1 ordinary share in WorleyParsons (**New Shares**) for every 1.47 ordinary shares in WorleyParsons held by eligible WorleyParsons shareholders at 7.00pm on 24 October 2018 (**Record Date**).

WorleyParsons gives notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 that:

1. the New Shares will be offered without disclosure to investors under Part 6D.2 of the Corporations Act;
2. as at the date of this notice, WorleyParsons has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to WorleyParsons; and
 - (b) section 674 of the Corporations Act as it applies to WorleyParsons;
3. as at the date of this notice, there is no “excluded information” of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act which is required to be disclosed under section 708AA(7)(d) of the Corporations Act; and
4. the effect that the issue of New Shares will have on the control of WorleyParsons and the consequences of that effect will depend upon a number of factors, including investor demand. However, given the structure of the Offer as a fully underwritten pro-rata offer and the current level of substantial holders (based on substantial holding notices that have been given to WorleyParsons and lodged with ASIC on or before the date of this notice), the potential effect that the issue of the New Shares will have on the control of WorleyParsons is as follows:
 - (a) if all eligible shareholders take up their entitlement under the Offer, there will be no material effect on the control of WorleyParsons;
 - (b) to the extent that any eligible shareholder fails to take up their entitlement under the Offer, that eligible shareholder’s percentage holding in WorleyParsons’ shares will be diluted by the issue of the New Shares;



- (c) the percentage holding in WorleyParsons' shares of shareholders with registered addresses outside Australia and New Zealand (excluding relevant institutional holders) will be diluted as a result of the issue of the New Shares; and
- (d) although the issue of New Shares which are not taken up by eligible shareholders under the Offer may increase the voting power of the underwriters in WorleyParsons (or eligible institutional investors who may be allocated New Shares via the bookbuild process to be conducted by the underwriter), it is not expected to have any material effect on the control of WorleyParsons.

Yours sincerely

Nuala O'Leary
Company Secretary
WorleyParsons Limited