

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

WorleyParsons Limited (**WorleyParsons**)

ABN

17 096 090 158

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>1. Issued – 115,153,461 new Shares pursuant to the institutional tranche of the accelerated pro-rata non-renounceable entitlement offer announced to ASX on 22 October 2018 (Institutional Entitlement Offer).</p> <p>2. Expected to be issued on Thursday, 15 November 2018 – 71,397,710 new Shares pursuant to the retail tranche of the accelerated pro-rata non-renounceable entitlement offer announced to ASX on 22 October 2018 (Retail Entitlement Offer).</p> <p>Together, the Institutional Entitlement Offer and Retail Entitlement Offer are the Entitlement Offer.</p> |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The new Shares to be issued under the Institutional Entitlement Offer and the Retail Entitlement Offer will be on the same terms as existing Shares on issue. |

+ See chapter 19 for defined terms.

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>The new Shares to be issued under the Institutional Entitlement Offer and the Retail Entitlement Offer will be on the same terms as existing Shares on issue and will rank equally in all respects with those existing Shares from the issue date.</p>
5	Issue price or consideration	A\$15.56 per new Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The proceeds received from the issue of Shares under the Institutional Entitlement Offer and the Retail Entitlement Offer will be used to partially fund WorleyParsons' acquisition of Jacobs Engineering Group Inc.'s Energy, Chemicals and Resources division.</p>
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Not applicable
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of ⁺ securities issued under an exception in rule 7.2	Not applicable

⁺ See chapter 19 for defined terms.

6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	Not applicable	
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable	
7	<p>⁺Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>The issue date for the new Shares under the Institutional Entitlement Offer is Wednesday, 31 October 2018.</p> <p>The proposed issue date for new Shares under the Retail Entitlement Offer is Thursday, 15 November 2018.</p>	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		460,765,966	Shares
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	1,862,683	Performance rights
		174,186	Share Price Performance Rights (174,186 SPPRs convert into a maximum number of 348,372 shares in WorleyParsons, in accordance with WorleyParsons' Performance Rights Plan.)
		1	Special voting share
		1,066,193	Exchangeable shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividends will be paid on the Shares, as for all members, as declared by WorleyParsons from time to time.	

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 new Share for every 1.47 existing Shares held at the Record Date for the Institutional Entitlement Offer and Retail Entitlement Offer.
14	+Class of +securities to which the offer relates	Shares
15	+Record date to determine entitlements	7:00pm (Sydney Time), Wednesday, 24 October 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Any fractions arising in the calculation of entitlements will be rounded up to the next highest whole number of new Shares
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	For the Institutional Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong, Singapore, Malaysia, United Arab Emirates, United Kingdom, Norway, Switzerland and France and any other jurisdictions as agreed between WorleyParsons and the Underwriters. For the Retail Entitlement Offer, all countries other than Australia and New Zealand and any other jurisdictions as agreed between WorleyParsons and the Underwriters.
19	Closing date for receipt of acceptances or renunciations	The closing date for acceptances under the Institutional Entitlement Offer was Tuesday, 23 October 2018. The closing date for acceptances under the Retail Entitlement Offer is Wednesday, 7 November 2018.
20	Names of any underwriters	UBS AG, Australia Branch ABN 47 088 129 613 and Macquarie Capital (Australia) Limited ABN 79 123 199 548 (together, the Underwriters)

+ See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	<p>Underwriting fee – 1.58% of the proceeds of the Entitlement Offer less the gross proceeds received by WorleyParsons from John Grill and his affiliated entities to the Underwriters.</p> <p>Management and arranging fee – 0.4% of the proceeds of the Entitlement Offer to UBS AG, Australia Branch ABN 47 088 129 613 only.</p>
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or other disclosure document is being prepared in connection with the Entitlement Offer. A Retail Entitlement Offer Booklet and Entitlement and Acceptance Form was sent to retail shareholders on or around Monday, 29 October 2018.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.

+ See chapter 19 for defined terms.

33 +Issue date

The issue date for the Institutional Entitlement Offer is Wednesday, 31 October 2018.

The proposed issue date for the Retail Entitlement Offer is Thursday, 15 November 2018.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	Not applicable.							
39	+Class of +securities for which quotation is sought	Not applicable.							
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Not applicable.							
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not applicable.							
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <tr> <th>Number</th> <th>+Class</th> </tr> <tr> <td>N/A</td> <td>N/A</td> </tr> </table>	Number	+Class	N/A	N/A	<table border="1"> <tr> <th>+Class</th> </tr> <tr> <td>N/A</td> </tr> </table>	+Class	N/A
Number	+Class								
N/A	N/A								
+Class									
N/A									

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


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(Company secretary)

Date: 30 October 2018

Print name: Nuala O'Leary

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