

# 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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>WorleyParsons Limited</b>
<b>ABN</b>	<b>17 096 090 158</b>

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.

<b>Name of Director</b>	John Michael Grill
<b>Date of last notice</b>	24 October 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	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered holder of shares: - Wilaci Pty Limited - Haju Pty Limited - Juha Pty Limited - Serpentine Foundation Pty Limited - Serpentine Superannuation Pty Limited
Date of change	31 October 2018
No. of securities held prior to change	Fully paid ordinary shares: Direct: 2,826,277 Indirect: 25,083,115
Class	Fully paid ordinary shares
Number acquired	Indirect: 6,426,736
Number disposed	Not applicable.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$15.56 per share
No. of securities held after change	Fully paid ordinary shares: Direct: 2,826,277 Indirect: 31,509,851

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Participation in the WorleyParsons' Institutional Entitlement Offer announced to the ASX on 22 October 2018.
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#### 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	
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	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

#### Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No. Under the WorleyParsons Securities Dealing Policy, prior written clearance is not required to acquire WorleyParsons shares under a rights issue, as in the case of the Institutional Entitlement Offer.
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?	

<sup>+</sup> See chapter 19 for defined terms.