

Ashurst Australia
Level 11
5 Martin Place
Sydney NSW 2000
Australia

GPO Box 9938
Sydney NSW 2001
Australia

Tel +61 2 9258 6000
Fax +61 2 9258 6999
DX 388 Sydney
www.ashurst.com

2 November 2018

BY ELECTRONIC LODGEMENT

Company Announcements
ASX Limited
Exchange Centre,
20 Bridge Street
Sydney NSW 2000

ashurst

Dear Sir/Madam

Notice of Change of Interests of Substantial Holder - WorleyParsons Limited ACN 096 090 158

We act for Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (**Dar Group**).

In accordance with section 671B(1)(b) of the *Corporations Act 2001* (Cth), we **enclose** an ASIC Form 604 (*Notice of change of interests of substantial shareholder*) in relation to the movement in Dar Group's substantial holding in WorleyParsons Limited ACN 096 090 158 (**WorleyParsons**). This movement reflects the dilution of Dar Group's voting power in WorleyParsons as a result of the issue of shares under the institutional component of the pro rata accelerated non-renounceable entitlement offer announced by WorleyParsons to ASX on 22 October 2018.

Yours faithfully

Ashurst

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme WorleyParsons Limited

ACN/ARSN 098 090 158

1. Details of substantial holder (1)

Name Dar Al-Handasah Consultants Shair and Partners Holdings Ltd

ACN/ARSN (if applicable) N/A

This notice is given by Dar Al-Handasah Consultants Shair and Partners Holdings Ltd, a company incorporated in DIFC (Dar), each of its related bodies corporate set out in Annexure A (each a Dar Group Company and together the Dar Group Companies) and Talal Shair.

There was a change in the interests of the substantial holder on 31/10/2018
The previous notice was given to the company on 01/08/2018
The previous notice was dated 01/08/2018

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	62,474,391	22.89%	74,363,851	19.10%

Note: Samurai Investments, a Dar Group Company, has a cash-settled equity swap with Citigroup Global Markets Australia Pty Limited, which at the date of this notice relates to a notional 8,101,511 Shares (equivalent to approximately 2.08% of the Shares currently on issue). The cash-settled equity swap does not give Samurai Investments, Dar, any Dar Group Company or Talal Shair any relevant interest in the Shares.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
06/08/2018	Dar	A relevant interest under section 608(1) of the Corporations Act as a result of an off-market transfer of 121,400 Shares from Samurai Investments.	\$18.71	121,400 Shares	121,400
	Samurai Investments	A relevant interest under section 608(3) of the Corporations Act as a result of an off-market transfer of 121,400 Shares to Dar.	As above	121,400 Shares	121,400
24/10/2018	Dar	A relevant interest under section 608(1) of the Corporations Act as a result of an off-market transfer of 6,163,844 Shares from Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (Jersey) (Dar Jersey).	\$15.81	6,163,844 Shares	6,163,844
	Dar Jersey	A relevant interest under section 608(3) of the Corporations Act as a result of an off-market transfer of 6,163,844 Shares to Dar.	As above	6,163,844 Shares	6,163,844

31/10/2018	Dar Jersey	A relevant interest under section 608(1) of the Corporations Act as a result of the acquisition of Shares under the institutional component of the pro rata accelerated non-renounceable entitlement offer announced to ASX on 22 October 2018.	\$15.56 per Share	11,889,460 Shares	11,889,460
	Dar and Dar Group Companies (other than Dar Jersey)	Each Dar Group Company has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above
	Talal Shair	Talal Shair has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above	As above

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Dar Jersey	Citicorp Nominees Pty Ltd	Not applicable	Relevant interest under section 608(1) of the Corporations Act as registered holder of the Shares.	29,366,966 Shares	29,366,966
Dar, each Dar Group Company (other than Dar Jersey) and Talal Shair			Dar, each Dar Group Company (other than Dar Jersey) and Talal Shair have a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above
Dar	HSBC Custody Nominees (Australia) Pty Ltd	Not applicable	Relevant interest under section 608(1) of the Corporations Act as registered holder of the Shares.	44,996,885 Shares	44,996,885
Each Dar Group Company and Talal Shair			Each Dar Group Company and Talal Shair have a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act.	As above	As above

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
GPO Ingenieria SAC	Ceased to be controlled by Dar or any Dar Group Company
Currie & Brown Vietnam Company Ltd	Ceased to be controlled by Dar or any Dar Group Company
Dar Group Ltd	Became associates of Dar and each Dar Group Company
Dar International Ltd	Became associates of Dar and each Dar Group Company
Currie & Brown Aero Ltd	Became associates of Dar and each Dar Group Company
James Nisbet & Partners Ltd	Became associates of Dar and each Dar Group Company
Mehio Currie & Brown Ltd	Became associates of Dar and each Dar Group Company
PCT Sweett Ltd	Became associates of Dar and each Dar Group Company

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Dar, each Dar Group Company and Talal Shair	C/- Dar Al-Handasah Consultants Shair and Partners Holdings Ltd, Office No. 2401, Index Tower, Dubai International Financial Centre, Dubai, 506855, United Arab Emirates.

Signature

print name DANY AOUN

capacity Authorised signatory

sign here

date 02/11/2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A of 8 pages to the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 2 November 2018.

Name: Dany Aoun
 Authorised signatory for Dar

Date: 02/11/2018

Related Body Corporate
Samurai Investments
Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (Jersey)
Dar AlHandasah Consultants Shair & Partners BSC (closed)
Dar Angola Consultants Limitada
Dar Al-Handasah Consultants Shair & Partners – Mozambique Lda
Dar Al-Handasah Consultants (Shair & Partners) Beirut – Lebanon SAL
Dar Al-Handasah Consultants (Shair & Partners) SAL
Dar Al-Handasah Consultants Shair & Partners (Ivory Coast)
Dar Al-Handasah (Cairo) for Design & Technical Consultants Ltd
Dar Al-Handasah Consultants (Shair & Partners) Cameroon SARL
British Isles Dar Consultants Overseas Ltd
Dar Al-Handasah Al-Magrib SARL
Dar Al-Handasah Consultants Shair & Partners Ghana Ltd
Dar Al-Handasah (Sha'ir & Partners) Jordan
Dar Al-Handasah Consultants Shair & Partners Senegal SA
Dar Al Handasah Consultants (Shair & Partners)
DAH Real Estates Sarl
Dar Al Handasah Shair and Partners – Mauritania – SARL
DAR Airport Project SPC Ltd
Dar Al-Handasah (Egypt) for Design and Technical Consultants Ltd
Dar Al-Handasah Consultants Libya
Dar Consultants (India) Private Ltd
Dar Holdings USA, Inc
Dar Al-Handasah Consultants (Shair & Partners) (South Africa) (Pty) Ltd
Dar Al Iraq Consultants (Shair and Partners)
Maffels Engineering SPA
Maffels Inc
Maffels Engineering Pty Ltd

Related Body Corporate
Maffeis Engineering Gmbh
Maffeis Engineering (UK) Ltd
Eurl Dar Al-Handasah Algerie
Dar Al-Handasah Consultants (Shair & Partners) India Private Ltd
Dar Group Company Ltd
Dar Group (U.K.) Ltd
R&H Rail (Pty) Ltd
TSD Consulting Services (Pty) Ltd
D2 Consult International GmbH
D2 Consult Chile
Dar Muhendislik Musavirlik AS
Dar Al-Handasah Turkmenistan
Dar Plus Ltd
150 Holborn Real Estate Ltd
Dar 150 Hoborn Development Ltd
Dar Al-Handasah (UK) Ltd
Dar Group Ltd
Dar International Ltd
IPA Advisory Ltd
IPA Energy + Water Economics Ltd
Dar Al-Handasah Project Finance Holdings Ltd
Project Finance Advisory Limited Inc
Project Finance Advisory Ltd
Dar Al-Handasah Consultants (Shair & Partners) (UK) Ltd
Dar Consultants (UK) Ltd
The Penspen Group Ltd
Penspen Ltd
Bayt Al Tasamim - for Engineering Consultancy LLC
Manchester Jetline Ltd
Penspen Singapore Pte Ltd
Penspen De Venezuela
Gaspen Sdn Bhd
PLGS Holdings Inc

Related Body Corporate
Penspen Corporation
GreyStar Mexico
Pinnacle Energy
GreyStar Louisiana
GreyStar Cayman Islands
GTES
Pencol International Ltd
Penspen Process Ltd
Penspen Ltd
Penspen Services Ltd
Penspen SA de CV
Servios de Ingenieria Y Proyetos Latama SA de CV
Penspen International Ltd
Qaceno
Penspen (Nigeria) Ltd
Spencer (B) Sdn Bhd
Spencer (M) Sdn Bhd
Pencol International (Nigeria) Ltd
Currie & Brown Holdings Ltd
Currie & Brown (CI) Ltd
Currie & Brown – Oman Ltd
Currie & Brown (Consultants) Ltd
Currie & Brown – International Ltd (LLC)
Currie & Brown Holdings (Australia) Pty Ltd
Currie & Brown (Padgham) Pty Ltd
Currie & Brown (Burnsbridge) Pty Ltd
Currie & Brown (Australia) Pty Ltd
Currie & Brown (Singapore) Pte Ltd
Currie Brown Indonesia PT
Currie & Brown Asia Pacific Malaysia Sdn Bhd
Currie & Brown (Shenzhen) Ltd
Currie & Brown (Chongqing) Ltd
Currie & Brown (Shanghai) Ltd

Related Body Corporate
Currie & Brown (Beijing) Ltd
Currie & Brown (Macau) Ltd
Currie & Brown (China) Ltd
Currie & Brown (Thailand) Ltd
Widnell Ltd
Currie & Brown International Ltd
Sweett Group Ltd
Currie & Brown (France) SARL
Currie & Brown, Inc
Currie & Brown (Japan) Ltd
CBX-J
Currie & Brown (Padgham) Private Ltd
Currie & Brown (India) Private Ltd
Currie & Brown Mexico SA de CV
Currie & Brown UK Ltd
Rapiere Software Ltd
Currie & Brown (Investments D&G) Ltd
Currie & Brown Saudi Limited
Cyril Sweett Ltd
Sweett (UK) Ltd
Sweett International (Holding) Ltd
Currie & Brown Iberia SLU
Currie & Brown (Italia) Srl
Currie & Brown (Ireland) Ltd
Cyril Sweett (Cyprus) Ltd
Cyril Sweett International Ltd
Sweett Group (Middle East) Engineering Consultancy LLC
Cyril Sweett International
Currie & Brown (Investments) Ltd
Currie & Brown (Investment Services) Ltd
Express Lift Investments Ltd
Sweett & Partners Ltd
Currie & Brown Equitix Ltd

Related Body Corporate
ACP North Hub Ltd
Currie & Brown Aero Ltd
James Nisbet & Partners Ltd
Mehio Currie & Brown Ltd
PCT Sweett Ltd
Landrum & Brown, Inc
Landrum & Brown Worldwide Services, LLC
L&B Colombia SAS
L&B Global Holdings LLC
KBJ-L&B Architects, LLC
KBJ Architects, LLC
L&B Aviation, LLC
L&B Worldwide, LLC
Landrum & Brown UK Ltd
L&B Worldwide Australia Pty Ltd
L&B China, LLC
L&B Transportation Technology Consultancy (Shanghai) Co., Ltd
Integral Group Holdings, LLC
Integral Group Inc
Integral Group (NC), PLLC
Cobalt Engineering & Consulting Inc
Elementa Consulting Ltd
Integral Group LLC
Integral Group Consulting (BC) LLP
Integral Group Engineering (Ontario) LP
Integral Group Consulting Engineers Pty Ltd
Ross & Baruzzini, Inc
Mitchell Planning Associates, Inc
Mitchell Data Services, Inc
The Perkins + Will Group, Ltd
Perkins + Will, Inc
Perkins + Will North Carolina Inc
P + W Nevada, Inc

Related Body Corporate
Perkins + Will, PLLC
Perkins + Will Architects of Ohio, LLP
Perkins & Will-CRA, LLC
Perkins + Will CT, Inc
Perkins & Will Architects, Inc
Nelson/Nygaard Consulting Associates, Inc
Perkins + Will International, Ltd
Perkins + Will Global LLC
Perkins + Will Participacoes Ltda
Perkins + Will Arquitetura Ltda
Perkins + Will Federal, LLC
Perkins + Will Architecture Design Consulting (Shanghai) Co., Ltd
1315 Peachtree Street, LLC
Perkins & Will, Inc
Perkins & Will Architects, PC
Perkins Will Architects New Jersey PC
Perkins + Will Canada Corp
Perkins + Will (LA), An Architectural Corp
Perkins + Will Canada Architects Co
Perkins + Will Architects (Manitoba) Inc
Perkins + Will Architects (Saskatchewan) Inc
Busby Perkins + Will (Alberta) Ltd
Perkins + Will Canada Inc
Pierre-Yves Rochon Inc
P. Y. Rochon, SAS
Perkins + Will UK, Ltd
Portland Design Associates Ltd
Pringle Brandon Middle East Design LLC
Perkins + Will Singapore Pte Ltd
Perkins + Will Federal Design Group, Inc
Perkins + Will Virginia, Inc
Genesis Planning LLC
Sink Combs Dethlefs

Related Body Corporate
T. Y. Lin International Group, Ltd
T.Y. Lin International Pte Ltd
T. Y. Lin International Sdn Bhd
T. Y. Lin International Vietnam Co Ltd
SMA Bersekutu Sdn Bhd
PT Konsultant T. Y. Lin International
T.Y.Lin International Taiwan Consulting Engineers, Inc
C. Y. L. Engineering Consulting Inc
T. Y. Lin International China Ltd
T. Y. Lin International Engineering Consulting (China) Co., Ltd
T. Y. Lin (Chongqing) International Engineering Technology Co., Ltd
Sichuan Zhongdi Project Supervision Co., Ltd
BON Engineering Consultants Pte Ltd
BON Vietnam Joint Venture Co., Ltd
T. Y. Lin International Group Myanmar Ltd
T. Y. Lin International
T. Y. Lin International Great Lakes Inc
H.J. Ross Associates, Inc
T.Y. Lin International Panama, SA
T.Y. Lin International VE, SA
T. Y. Lin International Engineering & Architecture, PC
T.Y. Lin Colombia SAS
T.Y. Lin International Canada Inc
Lindbergh & Associates LLC
Chongqing Honglin Desheng Engineering Consulting Co., Ltd
T.Y.Lin International, LLC
IDEAM, SA
ADEAM Engenharia E Consultoria Ltda
FHEID Ingenieros SL
Ingenieros Estructurales IDEAM
GPO Group, SA
GPO Colombia SAS
KANDO Corporation Tecnica y Gestion, SLU

Related Body Corporate
GPO Peru SAC
GPO Brasil Empreendimentos e Participações Ltda
GPO Sistran Engenharia Ltda
GPO Ingenieria de Sistemas, SLU
GPO Ingenieria y Arquitectura SLU
Transitworks, Inc
Sam Schwartz Consulting, LLC
Consultoria Instalacion y Mantenimiento Avanzado SLU
The Lauck Group Inc
P+W Denmark ApS
Perkins+Will EMEA LLC
Schmidt Hammer Lassen Architects k/s
Schmidt Hammer Lassen Architects BV
Schmidt, Hammer Lassen Ltd
Schmidt, Hammer Lassen Asia Ltd
Schmidt Hammer Lassen Architects China Ltd
CAGE, Inc
Currie & Brown (SF) LLC
Maffei Engineering (Pty) Ltd
Maffei Engineering Ltd
Maffei Engineering GmbH