

**Form 605**

Corporations Act 2001

Section 671B

**Notice of ceasing to be a substantial holder**To Company Name/Scheme WORLEYPARSONS LTDACN/ARSN 096 090 158**1. Details of substantial holder(1)**Name BlackRock Group (BlackRock Inc. and subsidiaries named in AnnexuresACN/ARSN (if applicable) to this form)The holder ceased to be a  
substantial holder on 04 /12 /2018The previous notice was given to the company on 04 /12 /2018The previous notice was dated 30 /11 /2018**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
	Annexure A				

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

**4. Addresses**

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

Name	Address
Annexure B	

**Signature**print name Kayla Mulvihillcapacity \*Authorised Signatory**sign here**date 06 / 12 /2018

\* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

**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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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 of 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 1 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

06-Dec-18  
**Kayla Mulvihill,**  
**Authorised Signatory**  
**Date**

## 2. Changes in relevant interests

WORLEYPARSONS LTD (WOR)							
Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		CCY	Class (6) and number of securities affected	Person's votes affected	
03-Dec-18	BlackRock (Netherlands) B.V.	on mkt buy	13.20	AUD	ord	2,975	2,975
03-Dec-18	BlackRock (Netherlands) B.V.	on mkt buy	13.20	AUD	ord	12,913	12,913
03-Dec-18	BlackRock Investment Management (Australia) Limited	on mkt sell	13.80	AUD	ord	-46,291	-46,291
03-Dec-18	BlackRock Fund Advisors	on mkt buy	13.60	AUD	ord	1,406	1,406
03-Dec-18	BlackRock Investment Management (Australia) Limited	on mkt buy	14.01	AUD	ord	15,841	15,841
03-Dec-18	BlackRock Fund Advisors	on mkt buy	14.01	AUD	ord	92,588	92,588
04-Dec-18	BlackRock Investment Management (Australia) Limited	on mkt buy	13.89	AUD	ord	5,073	5,073
04-Dec-18	BlackRock Investment Management (UK) Limited	on mkt sell	13.89	AUD	ord	-13,735	-13,735
04-Dec-18	BlackRock Investment Management (UK) Limited	on mkt sell	13.89	AUD	ord	-185,533	-185,533
04-Dec-18	BlackRock Investment Management (UK) Limited	on mkt sell	13.89	AUD	ord	-27,339	-27,339
04-Dec-18	BlackRock Institutional Trust Company, National Association	on mkt sell	13.89	AUD	ord	-9,612	-9,612
04-Dec-18	BlackRock Institutional Trust Company, National Association	on mkt buy	14.07	AUD	ord	2,096	2,096
04-Dec-18	BlackRock Institutional Trust Company, National Association	on mkt sell	13.83	AUD	ord	-4,187	-4,187
04-Dec-18	BlackRock Institutional Trust Company, National Association	on mkt sell	13.83	AUD	ord	-419	-419
04-Dec-18	BlackRock Advisors, LLC	on mkt sell	13.83	AUD	ord	-14,043	-14,043
04-Dec-18	BlackRock Institutional Trust Company, National Association	on mkt sell	13.83	AUD	ord	-33,821	-33,821
04-Dec-18	BlackRock Institutional Trust Company, National Association	on mkt sell	13.83	AUD	ord	-9,569	-9,569
04-Dec-18	BlackRock Financial Management, Inc.	on mkt sell	13.83	AUD	ord	-4,166	-4,166
04-Dec-18	BlackRock Asset Management Canada Limited	on mkt sell	13.83	AUD	ord	-9,073	-9,073
04-Dec-18	BlackRock Institutional Trust Company, National Association	on mkt sell	13.83	AUD	ord	-26,585	-26,585
04-Dec-18	BlackRock Institutional Trust Company, National Association	on mkt sell	13.83	AUD	ord	-10,373	-10,373
04-Dec-18	BlackRock Advisors (UK) Limited	on mkt sell	13.85	AUD	ord	-713	-713
04-Dec-18	BlackRock Investment Management (UK) Limited	on mkt sell	13.85	AUD	ord	-8,300	-8,300

## Annexure B

This is Annexure B of 1 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

06-Dec-18

Kayla Mulvihill,  
Authorised Signatory

Date

### 7. Addresses

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

Name	Address
<b>BlackRock Group</b>	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock (Netherlands) B.V.	Rembrandt Tower, 17th floor Amstelplein Amsterdam Netherlands
BlackRock Advisors (UK) Limited	12 Throgmorton Avenue. London, EC2N 2DL, United Kingdom
BlackRock Advisors, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Asset Management Canada Limited	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1 Canada
BlackRock Financial Management, Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Fund Advisors	400 Howard Street San Francisco, CA, 94105 United States
BlackRock Institutional Trust Company, National Association	1225 17th Street, Suite 300, Denver, CO 80202 (Colorado, USA)
BlackRock Investment Management (Australia) Limited	Level 26, 101 Collins Street Melbourne VIC 3000 Australia (Victoria, Australia)
BlackRock Investment Management (UK) Limited	12 Throgmorton Avenue London EC2N 2DL United Kingdom