

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme WorleyParsons Limited (**WorleyParsons**)

ACN/ARSN 096 090 158

1. Details of substantial holder (1)

Name Jacobs Engineering Group Inc. (**Jacobs**)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the

substantial holder on 24/06/2019

The previous notice was given to the company on 29/04/2019

The previous notice was dated 26/04/2019

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)
Ordinary shares	58,197,867	11.21%	51,381,257	9.90%

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 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
13 May 2019	Jacobs	Change in relevant interest as securities were loaned under a securities lending agreement (see Annexure A). Jacobs retained a relevant interest under s 608(8) of the Corporations Act by virtue of right to redelivery of the affected shares	N/A	6,816,610 ordinary shares	6,816,610 ordinary shares
24 June 2019	Jacobs	Loss of relevant interest in shares on termination of securities lending agreement and discharge of redelivery obligation via cash payment (see Annexure A)	See Annexure A	6,816,610 ordinary shares	6,816,610 ordinary shares

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
Jacobs	Jacobs	Jacobs	Relevant interest under section 608(1) of the Corporations Act 2001 (Cth) as the registered holder and beneficial owner of the shares	51,381,257 ordinary shares	51,381,257 ordinary shares

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 relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
Jacobs	1999 Bryan Street, Suite 1200, Dallas TX 75201, USA

ANNEXURE A

This is "Annexure A" of 1 page referred to in the Form 604 (*Notice of change of interests of substantial holder*) lodged by Jacobs.

Date: 25 June 2019

Signed for and on behalf of Jacobs by:



Signature

Print name: Justin Johnson

Print position: Assistant Secretary

Type of agreement	Global Master Securities Lending Agreement (GMSLA)
Parties to agreement	Goldman Sachs Financial Markets Pty Limited (Borrower) Jacobs Engineering Group Inc. (Jacobs)
Transfer date	13 May 2019
Holder of voting rights	The Borrower or such other registered holder of the shares from time to time.
Are there any restrictions on voting rights? If yes, detail	No.
Scheduled return date	28 June 2019 unless terminated sooner
Does the borrower have the right to return early?	No, subject to a right to accelerate the parties' delivery and payment obligations by notice following an event of default where the Borrower is the Non-Defaulting Party.
Does the lender have the right to recall early? If yes, detail	No, subject to a right to accelerate the parties' delivery and payment obligations by notice following an event of default where Jacobs is the Non-Defaulting Party.
Will the securities be returned on settlement? If yes, detail any exceptions.	The Borrower had the option to return the shares on settlement or make a cash payment equivalent in value to the shares, based on the closing price of WorleyParsons ordinary shares on the termination date of the lending arrangement. The Borrower elected to make a cash payment. The amount of consideration received by Jacobs was \$96,182,367.10 based on a closing price of \$14.11 per share as at 19 June 2019. This cash amount was reduced by \$2,606,663.82 after taking into account cash payments made under a cash-settled equity swap in relation to the same number of shares entered into by Jacobs with the Borrower.

A copy of the relevant GMSLA will be provided to WorleyParsons Limited or the Australian Securities and Investments Commission upon request.