

**FAX COVER SHEET**

DATE: 02 APRIL 2020	
TO: Market Announcements Office	FROM: RICKY NEWSOME
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 9011 61 2 9347 0005	FAX NUMBER: 410-345-2035
PHONE NUMBER:	PHONE NUMBER: 410-345-2306
NUMBER OF PAGES INCLUDING COVER SHEET: 6	

To Whom It May Concern:

See attached **Form 603** for **Worley Limited**.

Please contact me at the above phone number or by email at richard.newsome@troweprice.com if you have any questions.

This form is also being sent to the company.

Regards,

Ricky Newsome
T. Rowe Price Associates, Inc.
Legal Compliance
Phone: (410) 345-2306
Fax: (410) 345-2035

This facsimile message is confidential and is intended solely for the use of the named addressee(s) and may also be privileged. Unless authorized, you should not copy or use this facsimile message for any purpose nor disclose its contents to any other person. If you are not the intended recipient, please notify the sender immediately by telephone.

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**Id. Company Name/Scheme Worley LtdACN/ARSN 096 090 158**1. Details of substantial holder (1)**Name T. Rowe Price Associates, Inc.

ACN/ARSN (If applicable)

The holder became a substantial holder on 31/03/2020**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	26,060,003	26,060,003	5.00%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
T. Rowe Price Associates, Inc.	Power to exercise vote and/or dispose of securities as discretionary investment manager	15,887,984
T. Rowe Price International Ltd	Power to exercise vote and/or dispose of securities as discretionary investment manager	10,172,019

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure 1			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure 2				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
T. Rowe Price Associates, Inc.	
T. Rowe Price International Ltd	T. Rowe Price International Ltd. is a wholly owned subsidiary of T. Rowe Price Associates, Inc.

7. Addresses

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

Name	Address
T. Rowe Price Associates, Inc.	100 East Pratt Street, Baltimore, MD 21202
T. Rowe Price International Ltd.	60 Queen Victoria Street, London, EC4N 4TZ, United Kingdom

Signature

print name Gary Greb capacity Vice President
 sign here  date 02 /04 /2020

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 7 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 671D(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
- (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

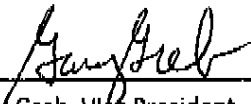
To make any annexure conform to the regulations, you must:

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

Annexure 1

Holder of Relevant Interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
T. Rowe Price Associates, Inc.	Bank of New York Mellon	Bank of New York Mellon	923,123 ordinary shares
T. Rowe Price Associates, Inc.	JP Morgan Chase	JP Morgan Chase	12,581,366 ordinary shares
T. Rowe Price Associates, Inc.	Northern Trust Company	Northern Trust Company	285,706 ordinary shares
T. Rowe Price Associates, Inc.	State Street Bank & Trust Co	State Street Bank & Trust Co	2,097,789 ordinary shares
T. Rowe Price International Ltd	Bank of New York Mellon	Bank of New York Mellon	68,989 ordinary shares
T. Rowe Price International Ltd	Citigroup Hong Kong	Citigroup Hong Kong	942,995 ordinary shares
T. Rowe Price International Ltd	JP Morgan Chase	JP Morgan Chase	8,081,362 ordinary shares
T. Rowe Price International Ltd	National Australia Bank	National Australia Bank	235,345 ordinary shares
T. Rowe Price International Ltd	Northern Trust Company	Northern Trust Company	694,440 ordinary shares
T. Rowe Price International Ltd	State Street Bank & Trust Co	State Street Bank & Trust Co	148,888 ordinary shares

This is annexure 1 referred to on page 1 of Form 603 (Notice of Initial Substantial Holder)


 Gary Greb, Vice President

2-Apr-20

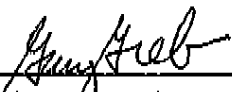
Annexure 2

Holder of Relevant Interest	Date of Acquisition	Consideration (cash - AUD)	Number of Shares	Class
T. Rowe Price International Ltd.	6-Dec-19	14.605	222	Ordinary
T. Rowe Price International Ltd.	6-Dec-19	14.530	38	Ordinary
T. Rowe Price Associates, Inc.	16-Dec-19	15.376	1,155	Ordinary
T. Rowe Price International Ltd.	16-Dec-19	15.481	551	Ordinary
T. Rowe Price International Ltd.	17-Dec-19	15.660	1,244	Ordinary
T. Rowe Price International Ltd.	27-Dec-19	15.523	6,356	Ordinary
T. Rowe Price International Ltd.	6-Jan-20	15.708	21,425	Ordinary
T. Rowe Price International Ltd.	6-Jan-20	15.690	3,053	Ordinary
T. Rowe Price International Ltd.	6-Jan-20	15.715	63,272	Ordinary
T. Rowe Price Associates, Inc.	7-Jan-20	16.073	13,294	Ordinary
T. Rowe Price International Ltd.	8-Jan-20	16.109	5,229	Ordinary
T. Rowe Price International Ltd.	9-Jan-20	15.960	14,079	Ordinary
T. Rowe Price International Ltd.	9-Jan-20	16.098	136	Ordinary
T. Rowe Price International Ltd.	9-Jan-20	15.960	3,889	Ordinary
T. Rowe Price International Ltd.	9-Jan-20	15.960	23,768	Ordinary
T. Rowe Price International Ltd.	9-Jan-20	16.098	783	Ordinary
T. Rowe Price International Ltd.	9-Jan-20	15.948	377	Ordinary
T. Rowe Price International Ltd.	14-Jan-20	16.050	5,308	Ordinary
T. Rowe Price International Ltd.	14-Jan-20	16.050	24,780	Ordinary
T. Rowe Price International Ltd.	20-Jan-20	16.039	1,227	Ordinary
T. Rowe Price International Ltd.	21-Jan-20	15.960	130,031	Ordinary
T. Rowe Price International Ltd.	21-Jan-20	15.960	24,908	Ordinary
T. Rowe Price International Ltd.	23-Jan-20	15.554	5,523	Ordinary
T. Rowe Price International Ltd.	23-Jan-20	15.550	25,210	Ordinary
T. Rowe Price International Ltd.	24-Jan-20	15.928	426	Ordinary
T. Rowe Price International Ltd.	29-Jan-20	15.505	481	Ordinary
T. Rowe Price International Ltd.	30-Jan-20	15.290	18	Ordinary
T. Rowe Price International Ltd.	5-Feb-20	14.382	105	Ordinary
T. Rowe Price International Ltd.	5-Feb-20	14.382	4,280	Ordinary
T. Rowe Price Associates, Inc.	12-Feb-20	14.500	696	Ordinary
T. Rowe Price Associates, Inc.	12-Feb-20	14.500	13	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-20	14.373	37	Ordinary
T. Rowe Price International Ltd.	19-Feb-20	14.073	422	Ordinary
T. Rowe Price International Ltd.	20-Feb-20	14.416	18	Ordinary
T. Rowe Price International Ltd.	21-Feb-20	14.080	13,226	Ordinary
T. Rowe Price Associates, Inc.	21-Feb-20	14.405	134,985	Ordinary
T. Rowe Price International Ltd.	21-Feb-20	14.080	1,228	Ordinary
T. Rowe Price International Ltd.	24-Feb-20	14.219	4,972	Ordinary
T. Rowe Price International Ltd.	24-Feb-20	14.219	216	Ordinary
T. Rowe Price International Ltd.	25-Feb-20	13.946	2,724	Ordinary
T. Rowe Price International Ltd.	25-Feb-20	13.946	7,160	Ordinary
T. Rowe Price International Ltd.	25-Feb-20	13.946	343	Ordinary
T. Rowe Price International Ltd.	27-Feb-20	13.216	2,672	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.216	75,209	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.192	24,268	Ordinary

Annexure 2

T. Rowe Price Associates, Inc.	27-Feb-20	13.216	5,633	Ordinary
T. Rowe Price International Ltd.	27-Feb-20	13.216	1,957	Ordinary
T. Rowe Price International Ltd.	27-Feb-20	13.216	63,176	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.192	23,018	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.192	314	Ordinary
T. Rowe Price International Ltd.	27-Feb-20	13.120	435	Ordinary
T. Rowe Price International Ltd.	2-Mar-20	12.660	177,787	Ordinary
T. Rowe Price International Ltd.	2-Mar-20	12.660	103,678	Ordinary
T. Rowe Price International Ltd.	5-Mar-20	12.250	5,967	Ordinary
T. Rowe Price International Ltd.	5-Mar-20	12.250	71,108	Ordinary
T. Rowe Price Associates, Inc.	6-Mar-20	12.142	53,574	Ordinary
T. Rowe Price Associates, Inc.	6-Mar-20	11.770	1,990	Ordinary
T. Rowe Price Associates, Inc.	9-Mar-20	8.832	2,374	Ordinary
T. Rowe Price International Ltd.	9-Mar-20	9.448	424	Ordinary
T. Rowe Price International Ltd.	10-Mar-20	9.749	2,763	Ordinary
T. Rowe Price Associates, Inc.	11-Mar-20	10.026	7,384	Ordinary
T. Rowe Price Associates, Inc.	11-Mar-20	10.026	188	Ordinary
T. Rowe Price Associates, Inc.	11-Mar-20	10.026	1,736	Ordinary
T. Rowe Price International Ltd.	13-Mar-20	9.610	18,273	Ordinary
T. Rowe Price International Ltd.	13-Mar-20	7.772	1,147	Ordinary
T. Rowe Price International Ltd.	16-Mar-20	8.358	809	Ordinary
T. Rowe Price International Ltd.	17-Mar-20	7.193	261	Ordinary
T. Rowe Price International Ltd.	17-Mar-20	7.674	1,659	Ordinary
T. Rowe Price Associates, Inc.	18-Mar-20	6.513	19,614	Ordinary
T. Rowe Price International Ltd.	18-Mar-20	5.979	770	Ordinary
T. Rowe Price International Ltd.	19-Mar-20	4.886	1,631	Ordinary
T. Rowe Price Associates, Inc.	20-Mar-20	5.601	15,855	Ordinary
T. Rowe Price International Ltd.	23-Mar-20	4.945	50,172	Ordinary
T. Rowe Price International Ltd.	25-Mar-20	5.387	6,000	Ordinary
T. Rowe Price International Ltd.	26-Mar-20	5.971	1,869	Ordinary
T. Rowe Price Associates, Inc.	31-Mar-20	6.150	160,206	Ordinary
T. Rowe Price International Ltd.	31-Mar-20	6.150	22,555	Ordinary

This is annexure 2 referred to on page 1 of Form 603 (Notice of Initial Substantial Holder)


 Gary Greb, Vice President

2-Apr-20