

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

| | |
|-----------------------|--------------------|
| Name of entity | Worley Limited |
| ABN | ABN 17 096 090 158 |

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.

| | |
|----------------------------|---------------------------|
| Name of Director | Robert Christopher Ashton |
| Date of last notice | 7 October 2020 |

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 | Direct |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | |
| Date of change | 2 December 2020 |
| No. of securities held prior to change | 138,669 Fully paid ordinary shares 59,186 Performance rights 18,557 Deferred restricted share rights |
| Class | Rights issued in accordance with the Worley Limited Performance Rights Plan (being performance rights and deferred rights) |

+ See chapter 19 for defined terms.

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| | |
|---|---|
| Number acquired | 149,586 Performance rights 87,992 Deferred equity rights |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Not applicable – performance rights and deferred equity rights were issued for nil consideration in accordance with the Worley Limited Performance Rights Plan. |
| No. of securities held after change | 138,669 Fully paid ordinary shares 208,772 Performance rights 18,557 Deferred restricted share rights 87,992 Deferred equity rights |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of performance rights and deferred equity rights in accordance with the Worley Limited Performance Rights Plan. |

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 | |

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| | |
|---|--|
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |
| Interest after change | |

Part 3 – ⁺Closed period

| | |
|---|----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | No |
| 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? | |

⁺ See chapter 19 for defined terms.