

Delivering a more sustainable world

NOTICE OF MEETING 2021



Dear Shareholder



On behalf of the Board of Worley Limited,
I am pleased to invite you to our
2021 virtual Annual General Meeting.
We enclose the Notice of Meeting which
sets out the business of the meeting.

Worley Limited's 2021 Annual General Meeting will be held on Wednesday 3 November 2021 commencing at 10.00am (AEDT). In light of these unprecedented times and the potential health risks of COVID-19, we will again invite shareholders to participate in our Annual General Meeting online utilising the same online platform that we successfully used last year. Please refer to the enclosed Online Meeting Details on page 13 for information on how to view the meeting, vote and ask questions in real time online. We regret that we cannot invite shareholders to attend the meeting in person but we are grateful that meeting technology will allow us to connect with you in a safe way and discuss the progress that Worley has achieved over the 2021 financial year.

Even if you plan to vote online during the meeting, I encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot vote on the day. Proxy appointments should be lodged with Computershare Investor Services by post or fax or online by 10.00am (AEDT) by Monday, 1 November 2021. See pages 4 and 5 of the Notice of Meeting for further details.

Corporate shareholders are encouraged to complete a "Certificate of Appointment of Corporate Representative" to enable a person to participate in the meeting on their behalf. This certificate may be obtained by contacting our share registry as set out on page 5 of the Notice of Meeting.

Further details relating to the various resolutions proposed at the meeting are set out in the Explanatory Notes accompanying the Notice of Meeting. I urge all shareholders to read this material carefully before voting on the proposed resolutions. Subject to the abstentions noted, the Board unanimously recommends that shareholders vote in favor of all resolutions set out in the Notice of Meeting.

As usual, we are inviting shareholders to submit written questions before the meeting. You may lodge your questions online at www.investorvote.com.au. Questions must be received by 5.00pm (AEDT) on Wednesday 27 October 2021. We will endeavor to address as many questions as possible during the meeting. However, there may not be sufficient time available to address all questions raised. Please note that individual responses will not be sent to shareholders.

We continue to strive for excellence in all that we do to create value for our shareholders and other stakeholders. I look forward to engaging with you at the meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read "John Grill". The signature is fluid and cursive, with a horizontal line underneath.

John Grill AO
Chair

Notice of Meeting

Worley Limited
ABN 17 096 090 158

Notice is given that the 2021 Annual General Meeting (AGM) of Worley Limited (Company or Worley) will be held on Wednesday 3 November 2021 commencing at 10.00am (AEDT). Shareholders are invited to participate in the Company's AGM online using the link enclosed in the Online Meeting Details on page 13.

BUSINESS

1. Financial Report

To receive and consider the Financial Report, which includes the Directors' Report and Auditor's Report, as set out in the Company's Annual Report for the financial year ended 30 June 2021.

2. Re-election and election of directors

To consider, and if thought fit, pass each of the following resolutions as ordinary resolutions:

- a) "That Andrew Liveris, who retires in accordance with rule 8.1(e)(2) of the Company's Constitution, and, being eligible, is re-elected as a director of the Company."
- b) "That Thomas Gorman, who retires in accordance with rule 8.1(e)(2) of the Company's Constitution, and, being eligible, is re-elected as a director of the Company."
- c) "That Emma Stein, who retires in accordance with rule 8.1(e)(1) of the Company's Constitution, and, being eligible, is elected as a director of the Company."
- d) "That Anne Templeman-Jones, who retires in accordance with rule 8.1(e)(2) of the Company's Constitution, and, being eligible, is re-elected as a director of the Company."
- e) "That Wang Xiao Bin, who retires in accordance with rule 8.1(e)(2) of the Company's Constitution, and, being eligible, is re-elected as a director of the Company."

3. Remuneration Report

"To adopt the Remuneration Report as set out in the Company's Annual Report for the financial year ended 30 June 2021." Note: The vote on this resolution is advisory only and does not bind the directors or the Company.

4. Grant of deferred equity rights to Robert Christopher Ashton

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That approval be given under ASX Listing Rule 10.14 for the grant of up to 112,796 deferred equity rights to Robert Christopher Ashton in accordance with the Company's Performance Rights Plan and on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

5. Grant of long-term performance rights to Robert Christopher Ashton

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That approval be given under ASX Listing Rule 10.14 for the grant of up to 185,308 long-term performance rights to Robert Christopher Ashton in accordance with the Company's Performance Rights Plan on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

By order of the Board



Nuala O'Leary

Group Company Secretary

Additional Information

VOTING ENTITLEMENTS

A shareholder's voting entitlement at the AGM will be taken to be the entitlement of the person shown in the register of shareholders as at 7.00pm (AEDT) on Monday 1 November 2021.

Voting exclusions

Item 3

In accordance with the Corporations Act 2001 (Cth) (Corporations Act), the Company will disregard any votes cast on Item 3:

- by or on behalf of a member of its key management personnel (KMP) named in the Remuneration Report for the financial year ended 30 June 2021 or their closely related parties (such as close family members and any controlled companies of those persons), regardless of the capacity in which the vote is cast; and
- as a proxy by a person who is a member of its KMP at the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on Item 3:

- in accordance with a direction on the proxy form; or
- by the Chair of the meeting pursuant to an express authorization to exercise the proxy even though item 3 is connected with the remuneration of the Company's KMP.

Items 4 and 5

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes on Items 4 or 5:

- cast in favor of Item 4 or 5 by or on behalf of Robert Christopher Ashton or his associates, regardless of the capacity in which the vote is cast; and
- cast as a proxy by a person who is a member of KMP at the date of the AGM or their closely related parties (such as close family members and any controlled companies of those persons),

unless the vote is cast on Item 4 or 5:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair of the meeting as proxy for a person entitled to vote on the resolution pursuant to an express authorization to exercise the proxy as the Chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxies

- A shareholder entitled to attend the AGM and vote has a right to appoint a proxy.
- The proxy need not be a shareholder of Worley.
- Any instrument appointing a proxy in which the name of the appointee is not completed will be regarded as given in favor of the Chair of the meeting.
- The appointment of one or more duly appointed proxies will not preclude a shareholder from attending the AGM and voting personally. The appointment of a proxy is not revoked by the shareholder attending and taking part in the AGM, but if the shareholder votes on any resolution, any proxy is not entitled to vote, and must not vote, as the shareholder's proxy on the resolution.
- Shareholders who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the AGM. When appointing two proxies, write both names on the proxy form.
- The proxy form should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the number of votes. Neither proxy may vote on a show of hands.
- Shareholders can direct their proxy how to vote by following the instructions on the proxy form, and are encouraged to do so, even if they plan to vote online during the meeting. This will ensure that your votes can still be counted if for any reason you cannot vote on the day (for example, if there is an issue with your internet connection on the day of the meeting). If the Chair of the meeting is appointed as a shareholder's proxy or becomes their proxy by default, the Chair can be directed how to vote by ticking the relevant box next to each Item on the proxy form (that is, "For", "Against" or "Abstain").
- If you appoint a member of the Company's KMP or one of their closely related parties (such as close family members and any controlled companies of those persons) as proxy, they will not be able to cast your votes on Items 3, 4 and 5 unless you direct them how to vote or the Chair of the meeting is your proxy.
- If you appoint the Chair of the meeting as your proxy or the Chair of the meeting is appointed as your proxy by default, and you do not mark a voting box for Item 3, 4 and 5, by submitting the proxy form, you will be expressly authorizing the Chair of the meeting to exercise the proxy in

respect of the relevant Item even though those Items are connected with the remuneration of the Company's KMP. The Chair of the meeting intends to vote all available proxies in favor of each Item of business.

- Proxy forms (other than those lodged online) must be signed by the shareholder or the shareholder's attorney, or, if the shareholder is a corporation, must be signed in accordance with section 127 of the Corporations Act or under the hand of its attorney or duly authorized officer.
- If the proxy form is signed by a person who is not the registered shareholder (for example, an attorney), the relevant authority (for example, in the case of a proxy form signed by an attorney, the power of attorney or a certified copy of the power of attorney) must be provided to the Company or Computershare Investor Services, no later than 48 hours before the AGM. If the relevant authority is not received, the person listed as the proxy on the proxy form will not be permitted to act as a proxy.
- If a body corporate is appointed as a proxy, write the full name of that body corporate (for example, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
 - provides satisfactory evidence to the Company or the share registry of its corporate representative's appointment before the AGM.If no such evidence is received before the AGM, the body corporate (through its representative) will not be permitted to act as a proxy.
- To be effective, proxy forms must be received by the Company at its registered office or lodged with Computershare Investor Services no later than 48 hours before the AGM. That is, proxy forms must be received no later than 10.00am (AEDT) on Monday 1 November 2021.
- Proxy forms may be lodged with Computershare Investor Services:
 - by post: GPO Box 242, Melbourne VIC 3001;
 - by fax: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - online: by visiting www.investorvote.com.au. To use the online facility, shareholders will require their SRN/HRN and postcode. Shareholders will be taken to have duly executed their proxy forms if they lodge them in accordance with the instructions in the Notice of Meeting, on the proxy form and supplied via the online facility no later than 10.00am (AEDT) on Monday 1 November 2021.
- All Items of business will be determined on a poll. If a shareholder's proxy is either not recorded as attending the virtual AGM or does not vote on a poll on a resolution in accordance with the shareholder's directions, the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

Body corporate representatives

- A corporation, by resolution of its directors, may authorize a person to act as its representative to vote at the AGM.
- A representative appointed by a corporation will be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of Worley.
- To evidence the authorization, either a "Certificate of Appointment of Corporate Representative" executed in accordance with section 127 of the Corporations Act or under the hand of its attorney, or an equivalent document evidencing the appointment, is required.
- A "Certificate of Appointment of Corporate Representative" may be obtained by contacting the Company's share registry on 1300 850 505 (within Australia) or on +61 3 9415 4000 (outside Australia) or online at www.investorcentre.com under the help tab, "Printable Forms".
- The certificate or equivalent document must be provided to the Company or its share registry before the AGM.

Technical difficulties

It is possible that technical difficulties may arise during the course of a virtual meeting. The Chair of the meeting has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid instructions. For this reason, shareholders are encouraged to lodge a directed proxy in advance of the meeting even if they plan to participate in the meeting.

Explanatory Notes

Worley Limited

ABN 17 096 090 158

These Explanatory Notes and Online Meeting Instructions form part of the Notice of Meeting for the 2021 virtual Annual General Meeting (AGM) of Worley Limited (Company or Worley) and should be read with the Notice of Meeting.

BUSINESS

1. Financial Report

The Company's Financial Report, which includes the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2021 (FY2021) may be accessed online from the Results Center page at the Investor Relations section of the Group's website (www.worley.com). The reports are also set out on pages 53 to 138 of the Company's Annual Report for FY2021 ("Annual Report").

During consideration of this Item of business, shareholders will have a reasonable opportunity to ask questions and make comments on the Company's Financial Report, including the Directors' Report and the Auditor's Report, and the business and management of the Company generally.

The Chair will also give shareholders a reasonable opportunity to ask the Company's auditor, Ernst & Young, questions relevant to:

- the conduct of the audit (including the independence of the auditor);
- the preparation and content of the Auditor's Report; and
- the accounting policies adopted by the Company in relation to the preparation of its financial statements.

2. Re-election and election of directors

Proposed director changes relevant to the composition of the Board are as follows:

- Andrew Liveris will retire by rotation at the end of the AGM in accordance with the Company's Constitution, and offers himself for re-election;
- Thomas Gorman will retire by rotation at the end of the AGM in accordance with the Company's Constitution, and offers himself for re-election;
- Emma Stein will retire at the end of the AGM in accordance with the Company's Constitution, and offers herself for election;
- Anne Templeman-Jones will retire by rotation at the end of the AGM in accordance with the Company's Constitution, and offers herself for re-election; and
- Wang Xiao Bin will retire by rotation at the end of the AGM in accordance with the Company's Constitution, and offers himself for re-election.

Resolution 2(a) - Andrew Liveris

Andrew was appointed to the Board effective 5 September 2018. He is the Deputy Chair, Lead Independent Director and a member of the Health, Safety and Sustainability Committee, the People and Remuneration Committee and the Nominations Committee.

Andrew is the former Chairman and Chief Executive Officer of The Dow Chemical Company and the former Executive Chairman of DowDuPont. He had over 40 years' global leadership experience with The Dow Chemical Company, with roles in manufacturing, engineering, sales, marketing, and business and general management around the world.

Andrew is a director of IBM, Saudi Aramco, The Minderoo Foundation Pty Ltd, a modern philanthropic organization that affects social change, and NOVONIX Limited, a company supporting lithium-ion battery technologies.

Andrew was formerly the Vice Chair of the Business Roundtable and was the Chairman of the United States Business Council. He has held previous Australian Government roles as Chair of the National COVID-19 Coordination Commission (NCCC) Manufacturing Taskforce and Co-Chair of the Territory Economic Reconstruction Commission.

In 2012, Andrew co-founded The Hellenic Initiative (THI) to support economic renewal in Greece through entrepreneurship, business development and investment.

Andrew is a Chartered Engineer and a Fellow of the Institution of Chemical Engineers, as well as a Fellow of the Australian Academy of Technological Sciences and Engineering (now Australian Academy of Technology and Engineering). He earned a Bachelor's degree (first class honors) in Chemical Engineering from the University of Queensland and was awarded the University Medal for that year. In 2005, he was awarded an Honorary Doctorate in Science by his alma mater as well as being named *Alumnus of the Year*. He was appointed an Officer of the Order of Australia in 2014 for his services to international business and was awarded an Honorary Doctorate in Engineering from Michigan State University in 2015.

Andrew is a resident of Australia and United States of America.

Andrew complies with the Company's Non-Executive Director Minimum Shareholding Requirements.

The Nominations Committee conducted an individual review of Andrew Liveris in June 2021. On the basis of that review, the Nominations Committee recommended, and the Board endorsed, Andrew Liveris as a candidate for re-election.

Directors' recommendation

The Board (with Andrew Liveris abstaining) recommends that shareholders vote in favor of the re-election of Andrew Liveris as a director.

The Board regards Andrew Liveris as an independent director.

Resolution 2(b) - Thomas Gorman

Thomas was appointed to the Board effective 18 December 2017. He is Chair of the People and Remuneration Committee and a member of the Health, Safety and Sustainability Committee and the Nominations Committee.

Thomas' appointment follows his 30-year career in executive positions at Ford Motor Company and Brambles Limited. He retired as Chief Executive Officer of Brambles in February 2017. He has worked in multiple functions including finance, operations, logistics, marketing, and business development across the United States, England, France and Australia.

Thomas is a director of Orora Limited, Sims Limited and Alcoa Corporation.

Thomas graduated, cum laude, from Tufts University with degrees in Economics and International Relations, obtained an MBA, with distinction, from Harvard Business School, and an MA in International Relations from The Fletcher School of Law and Diplomacy at Tufts University.

Thomas is a resident of United States of America.

Thomas complies with the Company's Non-Executive Director Minimum Shareholding Requirements.

The Nominations Committee conducted an individual review of Thomas Gorman in June 2021. On the basis of that review, the Nominations Committee recommended, and the Board endorsed, Thomas Gorman as a candidate for re-election.

Directors' recommendation

The Board (with Thomas Gorman abstaining) recommends that shareholders vote in favor of the re-election of Thomas Gorman as a director.

The Board regards Thomas Gorman as an independent director.

Resolution 2(c) - Emma Stein

Emma was appointed to the Board effective 10 December 2020. She is a member of the People and Remuneration Committee and the Nominations Committee.

Emma currently serves as a non-executive director of Adbri Limited and Iberdrola Australia Limited.

Emma is a former non-executive director of Alumina Limited, Cleanaway Waste Management Limited, Programmed Maintenance Services Limited, Transfield Services Infrastructure Fund, Clough Limited and the Diversified Utilities Energy Trust (DUET) Group.

Before moving to Australia in 2003, Emma gained international experience in management and leadership and strategy development and implementation in global industrial, energy and utilities markets. Her career included roles in strategic planning, operational management in the fuels sectors and specifically, as UK Managing Director at Gaz de France Energy and UK Gas Divisional Managing Director at British Fuels.

Emma holds tertiary qualifications in Science from the University of Manchester and a Master of Business Administration (MBA) from Manchester Business School. Emma is an Honorary Fellow of the University of Western Sydney and a Fellow of the Australian Institute of Company Directors.

Emma is a resident of Australia.

Emma complies with the Company's Non-Executive Director Minimum Shareholding Requirements.

Emma Stein was introduced to Worley by Dar Group, to act as an independent director of Worley but not as a representative of Dar Group.

Appropriate independence and background checks were completed before Emma was appointed to the Board.

Each member of the Nominations Committee conducted a review of Emma Stein prior to her appointment and then the Nominations Committee conducted an individual review of Emma Stein in June 2021. On the basis of that review, the Nominations Committee recommended, and the Board endorsed, Emma Stein as a candidate for election.

Directors' recommendation

The Board (with Emma Stein abstaining) recommends that shareholders vote in favor of the election of Emma Stein as a director.

The Board regards Emma Stein as an independent director.

Resolution 2(d) - Anne Templeman-Jones

Anne was appointed to the Board effective 1 November 2017. She is Chair of the Audit and Risk Committee and a member of the Nominations Committee.

Anne is Chair of Blackmores Limited and non-executive director of Commonwealth Bank of Australia and Cyber Security Cooperative Research Centre.

Anne is a former non-executive director of GUD Holdings Limited, The Citadel Group Limited, HT&E Limited, Cuscal Limited, HBF Health Limited, Pioneer Credit Limited, TAL Superannuation Fund, Notre Dame University and the McCusker Foundation for Alzheimers' Research.

Anne has executive experience in institutional and commercial banking, wealth management, insurance, strategy and risk. She previously held several senior executive roles in Switzerland and Australia with PricewaterhouseCoopers, the Bank of Singapore (OCBC Bank), ANZ and Westpac.

Anne has a Masters in Risk Management from the University of New South Wales, an Executive MBA from the AGSM at the University of New South Wales and a Bachelor of Commerce from the University of Western Australia. She is a Chartered Accountant and a Fellow of the Australian Institute of Company Directors.

Anne is a resident of Australia.

Anne complies with the Company's Non-Executive Director Minimum Shareholding Requirements.

The Nominations Committee conducted an individual review of Anne Templeman-Jones in June 2021. On the basis of that review, the Nominations Committee recommended, and the Board endorsed, Anne Templeman-Jones as a candidate for re-election.

Directors' recommendation

The Board (with Anne Templeman-Jones abstaining) recommends that shareholders vote in favor of the re-election of Anne Templeman-Jones as a director.

The Board regards Anne Templeman-Jones as an independent director.

Resolution 2(e) - Wang Xiao Bin

Xiao Bin was appointed to the Board effective 1 December 2011. She is a member of the Audit and Risk Committee and the Nominations Committee.

Xiao Bin is an executive director and Senior Vice President of China Resources Power Holdings Company Limited.

Xiao Bin was previously a director of Corporate Finance (Asia Pacific) at ING Investment Banking, responsible for execution of capital markets and merger and acquisition transactions in the region. She formerly worked at PricewaterhouseCoopers in Australia in the Audit and Business Advisory division.

Xiao Bin has over 18 years' experience in the power industry, including its major shift towards a low-carbon future and meeting industrial and consumer demand for clean, reliable and affordable energy.

Xiao Bin qualified as a Chartered Accountant and Certified Practising Accountant (CPA) in Australia. She holds a Bachelor of Commerce from Murdoch University, Australia and a graduate diploma in Applied Finance and Investment from the Securities Institute of Australia (now FINSIA).

Xiao Bin is a resident of Hong Kong, China.

Xiao Bin complies with the Company's Non-Executive Director Minimum Shareholding Requirements.

The Nominations Committee conducted an individual review of Wang Xiao Bin in June 2021. On the basis of that review, the Nominations Committee recommended, and the Board endorsed, Wang Xiao Bin as a candidate for re-election.

Directors' recommendation

The Board (with Wang Xiao Bin abstaining) recommends that shareholders vote in favor of the re-election of Wang Xiao Bin as a director.

The Board regards Wang Xiao Bin as an independent director.

3. Remuneration Report

The Remuneration Report is set out on pages 62 to 88 of the Annual Report ("Remuneration Report"). It is also available online from the Results Center page in the Investor Relations section of the Group's website (www.worley.com).

In summary, the Remuneration Report sets out the remuneration policy for the Group. It:

- reports and explains the remuneration arrangements in place for non-executive directors, the executive director and other executive KMPs;
- explains Board policies in relation to the nature and value of remuneration paid to non-executive directors, executive directors and executives; and
- discusses the relationship between Worley's remuneration practices and its performance.

The key remuneration outcomes for this period include the following:

- the short-term incentive payout was 35% of maximum for Mr Ashton and other executive KMP. The payouts reflect the financial and operating performance compared to stretch targets for FY2021;
- medium term incentives, comprising deferred equity, will fully vest; and
- long-term incentives which will not vest to executives.

During FY2021, the Board reviewed the executive remuneration framework to ensure it strongly aligns to our remuneration strategy and principles and our strategy to transform and grow our business with our customers in sustainability. For FY2022, our executive remuneration will continue to have the same variable remuneration components and vesting timeframes. A performance condition was introduced for the deferred equity plan in FY2021 and this will be retained. However, we will strengthen the framework by making the following key changes in FY2022:

- rebalance the remuneration mix to reduce the maximum cash STI to 150% of target and increase equity, with the majority weighted towards LTI. These changes improve the alignment and competitiveness of our remuneration mix to both the Australian and global peer groups; and
- we will evolve the STI framework to strengthen the shared and individual performance focus and enable our strategic transformation.

Further detail is outlined in the Remuneration Report.

The Corporations Act requires each listed company to put a non-binding resolution to its shareholders to adopt its Remuneration Report. In line with those requirements, this vote will be advisory only and does not bind the directors or the Company. However, the Board will take the outcome of this vote and the discussion at the AGM into consideration when determining the Company's remuneration policy.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

Directors' recommendation

The Board unanimously recommends that shareholders approve the adoption of the Remuneration Report.

A voting exclusion applies to this Item of business as set out in the "voting entitlements" section within the "additional information" section of this Notice of Meeting.

4. Grant of deferred equity rights to Mr Robert Christopher Ashton

Worley is now a company with true global presence and continuing strong Australian heritage. The recent transformation of Worley's business, with a stronger North American context, led to a revision of the Group's executive remuneration framework in FY2019. This framework supports the business strategy and drives sustainable outperformance over the short and long term. It must be internationally competitive to attract, motivate, retain and mobilize executive talent across the Worley business.

As part of this framework, executives receive an annual award of deferred equity rights, which is internationally competitive, particularly in North America, creates strong shareholder alignment and focuses Worley's executives on the long term.

The grant of deferred equity rights will have a performance hurdle which must be achieved before any equity rights vest (become available) to Mr Ashton. The performance hurdle aligns with the Company's strategy, reflects the transformation of the business and is designed to drive the right behaviors. Key terms of the deferred equity rights grant are described below.

ASX Listing Rule 10.14 provides that a listed company must not issue shares to a director under an employee incentive scheme unless shareholder approval is first obtained. Resolution 4 seeks shareholder approval for the grant to the Chief Executive Officer (CEO) and Managing Director, Mr Ashton (who is a director of Worley covered by ASX Listing Rule 10.14.1), of 112,796 deferred equity rights. This grant will be made under the Company's Performance Rights Plan (PR Plan) on the terms and conditions set out in the Notice of Meeting.

Background

The deferred equity rights are one of the at-risk equity components within the Company's variable pay arrangements. If the vesting conditions are not met, no deferred equity rights will vest and Mr Ashton will not receive shares.

The Company is seeking approval for the grant of deferred equity rights in accordance with the ASX Listing Rules, both as a matter of good corporate governance and to preserve flexibility as to how it sources any shares received by Mr Ashton on vesting of deferred equity rights (that is, whether the shares are purchased on-market (which would not require shareholder approval) or newly issued (which would require such approval)). If approval is not received, then, subject to the achievement of the performance measures and other conditions described below, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Ashton.

What are deferred equity rights?

Deferred equity rights are rights to receive shares subject to satisfaction of vesting conditions. If the vesting conditions are met, shares will be allocated to Mr Ashton. Mr Ashton is eligible to receive one share for each deferred share right that vests.

Worley uses deferred equity rights because they align the executive and shareholder experience and no value is derived by the executive unless the rights vest.

What are the vesting conditions?

The general vesting condition is that Mr Ashton must be an employee of the Group on the relevant vesting date and his performance must be satisfactory up until that time.

The Board will set a Strategic Execution Condition each year based upon the Company's key strategic priorities. The Board has determined that for the FY2022 deferred equity, achievement of the Strategic Execution Condition will be assessed at the end of the performance period against a key performance indicator. This will measure significant progress in creating value for all stakeholders and increasing contribution to delivering a more sustainable world. This is fundamental to the Company's strategy to deliver growth and shareholder value and help Worley's customers to achieve their sustainability goals.

What are the performance hurdles?

The key performance indicator will measure growth in gross margin delivered from customer projects in the defined sustainability pathways.

Details of the key performance indicator will be notified to the CEO. The key performance indicator is a quantitative, measurable target. The Company considers the target to be commercial-in-confidence, such that publication of that information prior to the end of the performance period may be prejudicial to the interests of the Company.

What is the performance period and when do the deferred equity rights vest?

The performance period for the FY2022 deferred equity rights will be the two years from 1 July 2021 until 30 June 2023. Depending on the extent to which the Strategic Execution Condition is achieved, deferred equity rights will vest in two equal tranches in each of September 2023 and September 2024.

How will the performance hurdle be assessed?

Following the end of the two-year performance period, the Board will determine the outcome of the Strategic Execution Condition, having regard to the results achieved against the key performance indicator.

- If the Board determines that the key performance indicator has been achieved: all of the rights will vest.
- If the Board determines that the key performance indicator has only been partially achieved: the extent to which the rights will vest (if at all) will be determined by the Board. Any unvested rights will lapse and the Strategic Execution Condition will not be re-tested.

In making its determination, the Board will have regard to the results achieved against the key performance indicator. For example, the Board may determine that all or a proportion of the rights are to vest. Similarly, the Board could determine that none of the rights are to vest.

Performance against the Strategic Execution Condition, including the rationale for the vesting percentage, will be disclosed in the Remuneration Report following the end of the performance period.

How has the number of deferred equity rights been determined?

The number of deferred equity rights proposed to be granted to Mr Ashton is 112,796. This number has been determined by dividing 70% of his fixed pay as at 1 July 2021 by the volume weighted average price (VWAP) of shares over the 10 trading days immediately following the day on which the Company released its financial results for FY2021, \$10.55 (that is, $\$1,700,000 \times 70\% / \$10.55 = 112,796$ deferred equity rights). The rights were valued using a simple face value methodology and accordingly no independent valuation was obtained.

70% is the maximum percentage of fixed pay for Mr Ashton's deferred equity rights, as approved by the Board in its discretion.

What is the maximum number of shares that Mr Ashton may receive on vesting?

Each deferred equity right that vests entitles Mr Ashton to one share. Therefore, the maximum number of shares Mr Ashton may receive on the vesting of the deferred equity rights is 112,796.

When does the Company propose to grant deferred equity rights to Mr Ashton?

Subject to shareholder approval, the Company will grant 112,796 deferred equity rights to Mr Ashton shortly after the AGM but in any event no later than 12 months after the date of the AGM.

Provisions applying generally to deferred equity rights and other equity rights granted under the PR Plan

Price: Executives participating in the PR Plan are not required to pay any amount for their deferred equity rights or equity rights granted under the PR Plan (together, rights), nor any amount for shares they receive on vesting or conversion of the rights. This is because the rights and shares form part of the executive's remuneration incentives. There is no loan given in relation to the grant of rights.

Automatic exercise: Once vested, equity rights are automatically exercised and the resulting shares are automatically allocated to the executives, unless the Company permits the executives to elect to exercise their vested rights at a later time. It is currently intended that the Company will issue the shares allocated on vesting of the rights to the executives. However, the Board retains the discretion to instead acquire the shares on-market. Where there is a withholding tax obligation on vesting, the Company may withhold a number of shares equal to the value of the tax and social security obligations. The Company then pays the relevant tax authority on behalf of the executive. Any rights that do not vest will automatically lapse.

Trading restrictions: Shares the executives receive will be subject to the Company's Securities Dealing Policy and any other trading restrictions that the Board determines in its discretion.

Minimum shareholding requirement: Executives participating in the PR Plan are subject to the Company's minimum shareholding requirement of two times fixed pay (or four times for the CEO and Managing Director). Trading of shares received under the PR Plan is subject to the terms of the minimum shareholding requirement.

Dividend and voting entitlements: Rights carry no dividend or voting entitlements. It is only once the rights have vested and shares have been received that executives have a right to dividends and to vote at meetings of the Company's shareholders. Those rights exist even where trading restrictions apply to the shares.

Corporate actions: The rules of the PR Plan regulate the treatment of rights in the event of a takeover (or other change in control), bonus issue, rights issue or capital reorganization. For example, in the event of a change of control, the Board will have discretion to determine whether any or all unvested rights vest. Generally, in the event of a bonus issue, rights issue or capital reorganization, the Board may adjust the number of rights, so as to ensure no advantage or disadvantage to the executives. The rights carry no other entitlement to participate in new share issues made by the Company.

Malus and clawback: The Board may deem any unvested rights to have lapsed or exercise clawback powers if, in the Board's opinion, the executives have: (1) acted fraudulently or dishonestly; (2) are in breach of any obligations to the Group, including those outlined in Worley's Code of Conduct; (3) are responsible, through negligence or intentional disregard for Company procedures and policy, for a serious event that resulted in, or had the potential to result in, significant negative harm to people (permanent disability, illness or loss of life) or our environment; or (4) have received rights or shares on the basis of: (i) Company financial statements that are later restated; or (ii) one or more share prices, which, in the Board's opinion, reflected financial statements that have since been restated. The Board also has powers where, in the Board's opinion, rights vest as a result of the fraud, dishonesty or breach of obligations of another person and, in the Board's opinion, the rights would not otherwise have vested.

Service condition: In the ordinary course, executives must continue to remain Group employees up until the applicable vesting date and their performance must remain satisfactory to become eligible to have their rights vest and to exercise those rights such that they convert into shares.

Discretionary vesting: Generally, rights lapse on cessation of employment. However, under the PR Plan, the Board has vesting discretions. Where a member of KMP leaves the Group before their rights have vested, the Board has discretion to determine that some or all of the rights will vest, and the basis (that is, the conditions, timing and so on) on which such vesting occurs. The Board's past practice has generally been to exercise this discretion where a member of KMP is a "good leaver". It believes that this discretion continues to be in the Company's best interests.

Expiry date: The rights expire seven years after the date on which they are granted.

Current total remuneration and prior awards under the PR Plan

Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Ashton's current total remuneration:

Remuneration component	Amount
Total fixed remuneration (including superannuation)	AUD 1,700,000
Short-term incentive (maximum)	AUD 2,550,000
Deferred equity rights (maximum)	AUD 1,190,000
Long-term performance rights (maximum)	AUD 1,955,000

The ASX Listing Rules require this Notice of Meeting to state the number and average price of rights previously granted to Mr Ashton under the PR Plan. Mr Ashton has previously been awarded 551,093 equity rights under the PR Plan, at no cost.

Other directors entitled to participate in the PR Plan

Currently, no other director is eligible to participate in the Company's employee incentive schemes.

Other information

Details of any deferred equity rights issued under the PR Plan will be published in Worley's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of deferred equity rights under the PR Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Directors' recommendation

The non-executive directors recommend that shareholders vote in favor of the grant of deferred equity rights to Mr Ashton in accordance with the terms outlined above.

A voting exclusion applies to this Item of business as set out in the 'voting entitlements' section within the "additional information" section of this Notice of Meeting.

5. Grant of long-term performance rights to Mr Robert Christopher Ashton

Resolution 5 seeks shareholder approval for the grant of 185,308 long-term performance rights to the CEO and Managing Director, Mr Ashton, under the PR Plan on the terms and conditions set out in the Notice of Meeting.

Background

It is proposed that Mr Ashton's long-term incentive award for FY2022 will be delivered as performance rights under the PR Plan.

ASX Listing Rule 10.14 provides that a listed company must not issue shares to a director under an employee incentive scheme unless shareholder approval is first obtained. The Company is seeking approval for the grant of the long-term equity to Mr Ashton in accordance with the ASX Listing Rules, both as a matter of good corporate governance and to preserve flexibility as to how it sources any shares received by Mr Ashton on vesting of the long-term equity (that is, whether the shares are purchased on-market (which would not require shareholder approval) or newly issued (which would require such approval)).

If approval is not received, then, subject to the achievement of the performance measures and other conditions described below, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Ashton.

What is a long-term performance right?

Each long-term performance right is a right to receive one share subject to the satisfaction of vesting conditions. If the vesting conditions are met, shares will be allocated to Mr Ashton. Mr Ashton is eligible to receive one share for each long-term performance right that vests.

Worley uses long-term performance rights as its long-term incentive instrument because they align the executive and shareholder experience and no value is derived by the executive unless the rights vest.

Key terms of the long-term performance rights grant are described below and in the Explanatory Note to Item 4.

What are the vesting conditions?

The general vesting condition is that Mr Ashton must be an employee of the Group on the vesting date and his performance must be satisfactory up until that time.

The long-term performance rights will be split into two tranches. Each tranche will only vest to the extent that the specific performance hurdle for that tranche is satisfied over the performance period.

What are the performance hurdles?

A relative total shareholder return (TSR) hurdle must be satisfied for the first tranche of 92,654 long-term performance rights (TSR Tranche) to vest. The second tranche of 92,654 long-term performance rights (EPS Tranche) will be subject to an earnings per share (EPS) growth hurdle. The Board retains full discretion in the determination and calculation of the vesting outcomes.

TSR Tranche

The Board believes that the TSR hurdle imposes a challenging but achievable target for Mr Ashton that rewards performance, contributing to the creation of shareholder wealth.

The long-term equity subject to the TSR hurdle will vest in accordance with the following table:

Relative TSR percentile ranking	Proportion of long-term equity subject to the TSR hurdle that may vest
Less than 50th percentile	0%
At 50th percentile	50%
More than the 50th and less than the 75th percentile	Pro-rated vesting between 50% and 100%
At the 75th percentile or greater	100%

The TSR measure represents the change in the capital value of a listed entity's share price over a four-year period, plus reinvested dividends, expressed as a percentage of the opening value.

For FY2022, relative TSR will be measured against two separate comparator groups:

- A core peer group of companies (weighted 80%) that compete against Worley for customers, people and projects. The core peer group for FY2022 will include Aker Solutions, Fluor Corp, KBR, Petrofac, SNC Lavalin, Technip Energies and Wood; and
- A second comparator group (weighted 20%) consisting of AECOM, Arcadis, Jacobs, Parsons, Stantec, Sweco, Tetra Tech and WSP Global.

The TSR performance of each company in each peer group will be determined and the Company's TSR performance ranked against them. The Board then determines the level of satisfaction of the performance hurdle and therefore the level of vesting. The Board has discretion to adjust the groups, including to take into account takeovers, mergers or demergers that might occur during the performance period.

EPS Tranche

The Board has chosen EPS as a performance hurdle because it provides a clear line of sight between the CEO and Managing Director's performance and Company performance. It ensures that the award continues to align with Company strategy, is sufficiently motivational and challenging and continues to retain focus on shareholders and executives' mutual interests.

EPS is determined by dividing the Group underlying net profit after tax and amortizations (NPATA) by the weighted average number of shares during the financial year. The Group underlying NPATA may be adjusted by the Board, where appropriate, to better reflect operating

performance. Growth in EPS will be measured by comparing the EPS for the financial year immediately preceding the issue of the long-term equity, to the annual compound growth in EPS over the performance period.

The long-term equity subject to the EPS hurdle will vest in accordance with the following table:

Annual compound growth in EPS over the performance period	Proportion of long-term equity subject to the EPS hurdle that may vest
Less than 4% p.a.	0%
4% p.a.	50%
More than 4% p.a. but less than 8% p.a.	Pro-rated vesting between 50% and 100%
8% p.a. or greater	100%

What is the performance period and when do the long-term performance rights vest?

The performance period for the FY2022 long-term performance rights will be the four years from 1 July 2021 until 30 June 2025. Depending on the extent to which the TSR and EPS performance hurdles are achieved, performance rights will vest in September 2025.

How has the number of long-term performance rights been determined?

The number of long-term performance rights proposed to be granted to Mr Ashton is 185,308. That number has been determined by dividing 115% of his fixed pay as at 1 July 2021 by the volume weighted average price (VWAP) of shares over the 10 trading days immediately following the day on which the Company released its financial results for FY2021, \$10.55 (that is, $\$1,700,000 \times 115\% / \$10.55 = 185,308$ long-term performance rights). The rights were valued using a simple face value methodology and accordingly no independent valuation was obtained. 115% is the maximum percentage of fixed pay for Mr Ashton's long-term performance rights, as approved by the Board in its discretion.

What will Mr Ashton receive on vesting of the long-term performance rights?

Subject to the performance hurdles and vesting schedules described above, the TSR Tranche and EPS Tranche will both vest on 30 September 2025, provided that Mr Ashton remains an employee of the Group and his performance is satisfactory up until that time. On vesting, Mr Ashton will receive a share for each long-term performance right that vests.

When does the Company propose to grant the long-term performance rights to Mr Ashton?

Subject to shareholder approval, the Company will grant the long-term performance rights to Mr Ashton shortly after the AGM but in any event no later than 12 months after the date of the AGM.

Provisions applying generally to performance rights granted under the PR Plan

The provisions applying generally to performance rights granted under the PR Plan are set out in the Explanatory Note for Item 4 under the heading "Provisions applying generally to deferred equity rights and other equity rights granted under the PR Plan".

Other directors entitled to participate in the PR Plan

Currently, no other director is eligible to participate in the Company's employee incentive schemes.

Other information

Details of Mr Ashton's current total remuneration and the number of equity rights previously granted to Mr Ashton under the PR Plan are set out in the Explanatory Note to Item 4.

Details of any long-term performance rights issued under the PR Plan will be published in Worley's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of long-term performance rights under the PR Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Directors' recommendation

The non-executive directors recommend that shareholders vote in favor of the grant of long-term performance rights to Mr Ashton in accordance with the terms outlined above.

A voting exclusion applies to this Item of business as set out in the "voting entitlements" section within the "additional information" section of this Notice of Meeting.

ONLINE MEETING INSTRUCTIONS

Worley Limited's 2021 virtual Annual General Meeting will be held on Wednesday 3 November 2021 commencing at 10.00am (AEDT).

As previously noted, you are encouraged to lodge a directed proxy by 10.00am (AEDT) on Monday, 1 November 2021 even if you plan to participate in the AGM online. This will ensure that your vote will be counted even if you cannot vote during the meeting as planned.

Online registration will commence at 9.00am (AEDT). To register, shareholders will need their shareholder number and postcode. Proxyholders will need their proxy number, which will be provided by Computershare Investor Services following lodgement of the proxy appointment and no later than 24 hours prior to the meeting.

If you choose to participate online on the day of the meeting, you will be able to view a live webcast of the meeting, ask questions and submit your vote in real time.

To participate online you will need to visit web.lumiagm.com/381065357 on your smartphone, tablet or computer.

The unique 9-digit Meeting ID number is 381-065-357.

For further instructions on how to participate online please view the Online meeting guide at www.computershare.com.au/onlinemeetingguide

Please ensure your browser is compatible. You will need the latest versions of Chrome, Safari, Edge or Firefox.



worley.com

WOR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Monday, 1 November 2021**.

Proxy form

How to vote on items of business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each Item of business. If you do not mark a box, your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item, your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy, write both names and the percentage of votes or number of securities for each in step 1 overleaf.

A proxy need not be a securityholder of the Company.

Voting restrictions applying to key management personnel: If you appoint a member of the Company's key management personnel ("KMP") or one of their closely related parties as your proxy, that person will not be able to cast your votes on items 3, 4 and 5 unless you direct them how to vote or the Chair of the Meeting is your proxy. If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is appointed as your proxy by default, and you do not mark a voting box for items 3, 4 and 5 then by submitting this form you will be expressly authorising the Chair of the meeting to exercise the proxy in respect of items 3, 4 and 5 even though the item is connected with the remuneration of the Company's KMP.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise, this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING ONLINE

To access the dedicated Meeting website, you will be required to log-in using your SRN or HIN. Instructions are available in the Online Meeting User Guide. We recommend that you complete the set-up in the guide before the commencement of the Meeting. The guide and other important information about the Meeting are available at www.edocumentview.com.au/WOR2021

Lodge your proxy form:

XX

Online:

Lodge your proxy form online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians), go to www.intermediaryonline.com

By mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By fax:

1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)



PLEASE NOTE: For security reasons, it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Worley Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Worley Limited to be held on Wednesday, 3 November 2021 at 10:00am (AEDT) and at any adjournment or postponement of that meeting. Shareholders can participate in the meeting online at web.lumiagm.com/381065357.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), by submitting this proxy form, I/we expressly authorise the Chair to exercise my/our proxy on Items 3, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 3, 4 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2(a). To re-elect Andrew Liveris as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b). To re-elect Thomas Gorman as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(c). To elect Emma Stein as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(d). To re-elect Anne Templeman-Jones as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(e). To re-elect Wang Xiao Bin as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Grant of deferred equity rights to Robert Christopher Ashton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Grant of long-term performance rights to Robert Christopher Ashton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

WOR

9 9 9 9 9 9 A



Computershare

