

3 December 2021

Adviser, Listings Compliance
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam,

APPENDIX 3Y - CHANGE OF DIRECTOR'S INTEREST NOTICE

I attach a Change of Director's Interest Notice in relation to the issue of ordinary shares and lapse of rights in accordance with the Worley Limited Performance Rights Plan.

I note this form was lodged late due to an inadvertent administrative oversight in the Company Secretary's office. It was due within 5 business days of the changes which occurred on 30 September 2021 during a permitted window under Worley's Securities Dealing Policy. Upon becoming aware of this, the Company has immediately notified ASX of the changes.

I confirm that Worley has in place appropriate letters of appointment with each Director to ensure compliance with the notification obligations under the Listing Rules, and I undertake regular reviews of the shareholdings of Directors. I have reviewed and improved those processes and am confident the appropriate safeguards are in place against the risk of any recurrence.

Worley Limited previously lodged the related Appendix 2A and Appendix 3H. These were lodged on time and within the required 5 business days.

Yours faithfully,



Nuala O'Leary
Group Company Secretary

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	9 December 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) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	30 September 2021
No. of securities held prior to change	138,669 Fully paid ordinary shares 208,772 Performance rights 18,557 Deferred restricted share rights 87,992 Deferred equity rights
Class	WOR fully paid ordinary shares and WORAI performance rights

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number acquired	5,627 Fully paid ordinary shares
Number disposed	17,432 Performance rights 9,279 Deferred restricted share rights
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Not applicable – ordinary shares were issued for nil consideration following the vesting and automatic exercise of deferred restricted share rights in accordance with the Company's Performance Rights Plan.
No. of securities held after change	144,296 Fully paid ordinary shares 191,340 Performance rights 9,278 Deferred restricted share rights 87,992 Deferred equity rights
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares following the vesting and automatic exercise of deferred restricted share rights in accordance with the Worley Limited Performance Rights Plan. Performance rights and deferred restricted share rights lapsed 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	

+ See chapter 19 for defined terms.

No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
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.