

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 30/9/2001. Amended 01/01/11

Name of entity	WorleyParsons Limited
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	Andrew Wood
Date of last notice	17 November 2015

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	8 November 2016
No. of securities held prior to change	Ordinary Shares: Andrew Wood: 165,189 Majlis Pty Ltd: 609,376 A&A Wood Super Fund Pty Ltd: 74,500 Performance Rights: 314,217 (53,084 rights lapsed since last notice) Share Price Performance Rights: 100,175
Class	a. Performance Rights b. Share Price Performance Rights
Number acquired	a. 152,450 b. 89,676 (89,676 Share Price Performance Rights, each being a conditional entitlement to a certain number of ordinary shares in the Company and, in total, converting into a maximum number of 179,352, such shares in accordance with the Company's Performance Rights Plan.)
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	-

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No. of securities held after change	<p>Ordinary Shares:</p> <p>Andrew Wood: 165,189</p> <p>Majlis Pty Ltd: 609,376</p> <p>A&A Wood Super Fund Pty Ltd: 74,500</p> <p>Performance Rights: 466,667</p> <p>Share Price Performance Rights: 189,851</p> <p>(189,851 Share Price Performance Rights, each being a conditional entitlement to a certain number of ordinary shares in the Company and, in total, converting into a maximum number of 379,702, such shares in accordance with the Company's Performance Rights Plan.)</p>
Nature of change <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Performance Rights and Share Price Performance Rights granted in FY2017 as equity compensation benefits for the Chief Executive Officer pursuant to the Company's Performance Rights Plan.</p>

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	-
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 <p>Note: Details are only required for a contract in relation to which the interest has changed</p>	-
Interest acquired	-
Interest disposed	-
Value/Consideration <p>Note: If consideration is non-cash, provide details and an estimated valuation</p>	-
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?	-