
Form 605**Corporations Law
Section 671B
Notice of ceasing to be a substantial holder**

To Company
Name/Scheme
ACN/ARBN

WorleyParsons Limited
096 090 158

1. Details of substantial holder (1)

Name Franklin Resources, Inc. and its affiliates
ACN (if applicable) N/A

There was a change in the interests of
the substantial holder on
The previous notice was given to the
company on

07 December 2016

18 November 2016

The previous notice was dated

18 November 2016

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
See Annexure B	See Annexure B	See Annexure B	See Annexure B	See Annexure B	See Annexure B

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows: NOT APPLICABLE

Name and ACN (if applicable)	Nature of association
Not Applicable	

4. Addresses

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

Name	Address
See Annexure A	See Annexure A

Signature

print name Lori A. Weber

Capacity: Assistant Secretary,
Franklin Resources, Inc.

Sign here

09 December 2016

Annexure A

1 Names and addresses of all associates for whom composite notice is given:

Name	Address
BALANCED EQUITY MANAGEMENT PTY. LIMITED	Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia
C&EE GENERAL PARTNER LIMITED	1133 Connecticut Avenue, NW, Suite 400, Washington, DC, 20036, United States,
sha –HANA INFRASTRUCTURE FUND MANAGEMENT CO., LTD	18 th Floor, SKC Building 23-10, Youido-Dong, Youngdungpo-Gu, Seoul, S. Korea 150-734
DARBY ADMINISTRACAO DE INVESTIMENTOS LTDA.	Av. Brigadeiro de Faria Lima, 3311, 5 th floor, suite 502 – part C, Itaim Bibi, postal code 04538-133, City of São Paulo, State of São Paulo – Brazil
DARBY ASIA INVESTORS (HK), LTD.	Suite 911-919, Jardine House, 1 Connaught Place, Central, Hong Kong
DARBY ASIA INVESTORS, LTD.	Unit 1607-1608, 16 th Floor, Charter House, 8 Connaught Road, Central, Hong Kong
DARBY ASIA INVESTORS (INDIA) PRIVATE LIMITED	Sakhar Bhavan, 1 st Floor, 230 Backbay Reclamation Nariman Point, Mumbai 400-021, India
DARBY ASIA MEZZANINE FUND II MANAGEMENT CO., LTD.	M&C Corporate Services Limited, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, KY1-1104, Cayman Islands
DARBY ASIA OPPORTUNITIES FUND III MANAGEMENT CO., LTD.	Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
DARBY ASIA PRIVATE DEBT FUND IV MANAGEMENT CO., LTD.	Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, Cayman Islands, KY1-1104, Cayman Islands
DARBY BRAZIL MEZZANINE MANAGEMENT, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY COLPATRIA CAPITAL SAS	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY CONVERGING EUROPE FUND III MANAGEMENT	15, Rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg
DARBY EMERGING MARKETS INVESTMENTS, LTD.	c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808
DARBY EUROPE MEZZANINE MANAGEMENT	PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands
DARBY HOLDINGS, INC.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY LATIN AMERICAN INVESTORS, LTD.	P.O. Box 309GT, Ugland House, South Church Street, Georgetown, Grand Cayman, Cayman Islands
DARBY LATIN AMERICAN MEZZANINE INVESTMENTS	Rua Jeronimo Da Veiga 45 – 4 th Floor 04536-000 Sao Paulo (Sp) Brazil
DARBY LATIN AMERICAN MEZZANINE MANAGEMENT II, LLC	c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE, 19808, United States
DARBY LATIN AMERICAN PRIVATE DEBT FUND III MANAGEMENT CO., LLC (“DLAPD”)	c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE, 19808, United States
DARBY MEXICO PRIVATE EQUITY, S.A.P.I. DE C.V.	Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico
DARBY OVERSEAS INVESTMENTS, LTD.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DARBY OVERSEAS PARTNERS, L.P.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
DK CONSULTING LTD.	20 th Floor, Korea First Bank Building, 100 Gongpyungdong, Jongno-Gu, Seoul, 110-702 Korea.

DARBY-PROBANCO INVESTORS, LLC	1133 Connecticut Avenue, NW, Suite 400, Washington, DC 20036
FIDUCIARY INTERNATIONAL HOLDING, INC.	1717 Pennsylvania Avenue N.W., Suite 630 Washington DC 20006
FIDUCIARY INTERNATIONAL, INC.	280 Park Avenue, New York, NY 10017
FIDUCIARY INVESTMENT MANAGEMENT INTERNATIONAL, INC.	1133 Connecticut Avenue, NW, Suite 330, Washington D.C. 20036
Fiduciary Trust (International) Sarl	16 rue de la Pélisserie, 1204, Geneva, Switzerland
FIDUCIARY TRUST COMPANY INTERNATIONAL	280 Park Avenue, New York, NY 10017
FIDUCIARY TRUST COMPANY OF CANADA	350 Seventh Avenue SW, Suite 3000, Calgary, Alberta, T2P 3N9
FIDUCIARY TRUST INTERNATIONAL LIMITED	Cannon Place, 78 Cannon Street, London, EC4N 6HL, England
FIDUCIARY TRUST INTERNATIONAL OF CALIFORNIA	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FIDUCIARY TRUST INTERNATIONAL OF DELAWARE	1220 North Market Street, Wilmington, Delaware 19801
FIDUCIARY TRUST INTERNATIONAL OF THE SOUTH	2 Alhambra Plaza, PH-1, Coral Gables, FL 33134, U.S.A.
FRANKLIN ADVISERS, INC.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FRANKLIN ADVISERS GP, LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FRANKLIN ADVISORY SERVICES, LLC	55 Challenger Road, Suite 501, Ridgefield Park, NJ, 07660
FRANKLIN ALTERNATIVE STRATEGIES ADVISERS GP, LLC	The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, DE, 19801, United States
FRANKLIN ALTERNATIVE STRATEGIES ADVISERS, LLC	The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, DE, 19801
FRANKLIN CAPITAL CORPORATION	47 West 200 South, Salt Lake City, UT 84104-1621
FRANKLIN MDP GP, LLC	280 Park Avenue, New York, NY, 10017, United States
FRANKLIN MUTUAL ADVISERS, LLC	101 John F. Kennedy Parkway, Short Hills, NJ 07028-2789
FRANKLIN TEMPLETON ASSET MANAGEMENT (INDIA) PRIVATE LIMITED	Indiabulls Finance Centre, Tower 2, 12th and 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai, Mumbai City, Maharashtra-MH, 400013, India
FRANKLIN TEMPLETON ASSET MANAGEMENT (MALAYSIA) SDN.BHD.	Suite 1005, 10 th Floor, Wisma Hamzah-Kwong Hing No. 1, Leboh Ampang, 50100, Kuala Lumpur, Malaysia
Franklin Templeton Asset Management Mexico, S.A. de C.V., Sociedad Operadora de Fondos de Inversion	Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico
FRANKLIN TEMPLETON AUSTRIA GMBH	Universitätsring 10, 4th Floor, Vienna, Austria, 1010
FRANKLIN TEMPLETON CAPITAL HOLDINGS PRIVATE LIMITED	1st Floor, Empire Tower, 26-28 Ham Nghi District 1, Ho Chi Minh City, Vietnam
FRANKLIN TEMPLETON COMPANIES, LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FRANKLIN TEMPLETON FINANCIAL SERVICES CORP.	One Franklin Parkway, San Mateo, CA 94403
FRANKLIN TEMPLETON FRANCE S.A.	16-18 Avenue George V, 75008 Paris, France
FRANKLIN TEMPLETON FUND MANAGEMENT LIMITED	Toronto Square, Infirmary Street, Leeds, LS1 2HJ, England
FRANKLIN TEMPLETON GLOBAL INVESTORS LIMITED	5 Morrison Street, Edinburgh, Scotland, EH3 8BH, Scotland
FRANKLIN TEMPLETON GSC ASSET MANAGEMENT SDN.BHD	Suite 31-02, 31st Floor, Menara Keck Seng, 203 Jalan Bukit Bintang, 55100, Kuala Lumpur, Malaysia
FRANKLIN TEMPLETON HOLDING LIMITED	C/O Pricewaterhouse Coopers LLP Cathedral Square, Port Louis, Mauritius
FRANKLIN TEMPLETON INSTITUTIONAL, LLC	280 Park Avenue, New York, NY 10017

FRANKLIN TEMPLETON INSTITUTIONAL GP, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
FRANKLIN TEMPLETON INTERNATIONAL SERVICES (INDIA) PRIVATE LIMITED	Franklin Templeton Park, 18-23, Financial District, Nanakramguda, Hyderabad - 500019 India
FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.à r.l.	8A, rue Albert Borschette, L-1246, Luxembourg
FRANKLIN TEMPLETON INVESTIMENTOS (BRASIL) LTDA.	Rua Jerônimo Da Veiga, 45 - 4º Andar São Paulo-Sp, 04536-000, Brasil
FRANKLIN TEMPLETON INVESTMENTS POLAND SP Z.O.O.	Rondo ONZ 1, 00-124 Warszawa
FRANKLIN TEMPLETON INVESTMENT MANAGEMENT GMBH	St. Helier Jersey, Channel Islands
FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED	Cannon Place, 78 Cannon Street, London, EC4N 6HL, England
FRANKLIN TEMPLETON INVESTMENT SERVICES GMBH	Mainzer Landstr. 16, D-60325 Frankfurt-Am-Main, Germany
FRANKLIN TEMPLETON INVESTMENT SERVICES MEXICO S DE R.L.	Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico
FRANKLIN TEMPLETON INVESTMENT TRUST MANAGEMENT CO., LTD.	3rd Floor, CCMM Building, 101 Yeouigongwon-ro, Yeongdeungpo-gu, Seoul, 07241, Republic of Korea
FRANKLIN TEMPLETON INVESTMENTS (ASIA) LIMITED	17 th Floor, Chaater House, 8 Connaught Road Central, Hong Kong
FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED	Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia
FRANKLIN TEMPLETON INVESTMENTS CORP.	5000 Yonge Street Suite 900, Toronto, Ontario M2N 0A7, Canada
FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED	1-9-10 Roppongi, Minato-ku, Tokyo, Japan
FRANKLIN TEMPLETON INVESTMENTS (ME) LIMITED	Level 7, Gate Precinct Building 3, Unit 5, Dubai International Financial Centre, Sheikh Zayed Road, Dubai, UAE
FRANKLIN TEMPLETON INVESTMENTS SOUTH AFRICA (PTY) LTD	First Floor Kildare House, The Oval 1 Oakdale Road, Newlands, Cape Town, 7700, South Africa
FRANKLIN TEMPLETON INVESTOR SERVICES, LLC	10600 White Rock Road, Rancho Cordova, Ca 95670-6032
FRANKLIN TEMPLETON LUXEMBOURG S.A.	8A, rue Albert Borschette, L-1246, Luxembourg
FRANKLIN TEMPLETON MAGYARORSZAG KFT	SAS Center, Sas u. 10-12, Budapest 1051, Hungary
FRANKLIN TEMPLETON MANAGEMENT LUXEMBOURG SA	8A, rue Albert Borschette, L-1246, Luxembourg
FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FRANKLIN TEMPLETON REAL ESTATE ADVISORS GP, LLC	280 Park Avenue, New York, NY, 10017, United States
FRANKLIN TEMPLETON REAL ESTATE ADVISORS II GP, LLC	280 Park Avenue, New York, NY, 10017, United States
FRANKLIN TEMPLETON REAL ESTATE GROUP CARRY, L.P.	c/o Franklin Templeton Institutional, LLC, 280 Park Avenue, New York, NY, 10017, United States
FRANKLIN TEMPLETON REAL ESTATE GROUP CARRY II, L.P.	c/o Franklin Templeton Institutional, LLC, 280 Park Avenue, New York, NY, 10017, United States
FRANKLIN TEMPLETON SERVICES (INDIA) PRIVATE LIMITED	Indiabulls Finance Centre, Tower 2, 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai, 400013, India
FRANKLIN TEMPLETON SERVICES, LLC	One Franklin Parkway, San Mateo, CA 94403
Franklin Templeton Servicios de Asesoría Mexico, S. de R.L. de C.V.	Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico
FRANKLIN TEMPLETON SLOVAKIA, S.R.O.	Karadžičova 8/A, 821 08 Bratislava, Slovak Republic
FRANKLIN TEMPLETON STRATEGIC INVESTMENTS LTD.	P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.
FRANKLIN TEMPLETON SWITZERLAND LTD	Bahnhofstrasse 22, Ch-8022 Zurich, Switzerland
FRANKLIN TEMPLETON TRUSTEE SERVICES PRIVATE LIMITED	Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation, Nariman Point, Mumbai 400-021 India
FRANKLIN/TEMPLETON DISTRIBUTORS, INC.	One Franklin Parkway, San Mateo, CA 94403

FRANKLIN/TEMPLETON TRAVEL, INC.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
FT OPPORTUNISTIC DISTRESSED FUND LTD	Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.
FTC INVESTOR SERVICES INC.	350 Seventh Avenue SW, Suite 3000, Calgary, Alberta, T2P 3N9
FTCI (CAYMAN) LTD.	11 Dr. Roy's Drive, Grand Cayman, Cayman Islands
FTI South Africa	First Floor Kildare House, The Oval 1 Oakdale Road, Newlands, Cape Town, 7700, South Africa
ITI CAPITAL MARKETS LIMITED	Century Centre, 75 Ttk Road, Chennai, India 600018
LSIMC, LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
MUTUAL RECOVERY FUND, LTD.	P.O. Box 309GT, Ugland House, George Town, Grand Cayman, Cayman Islands, KY1-1104.
K2 Advisors Holdings, LLC	300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States
K2 Advisors LLC	300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States
K2/D&S Management Co., L.L.C.	300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States
K2 Advisors Japan Ltd.	Ark Hills Sengokuyama Mori Tower, 1-9-10 Roppongi, 40th Floor, Minato-ku, Tokyo 106-0032
K2 Advisors Hong Kong Limited	17th Floor, Chater House, 8 Connaught Road, Central, Hong Kong
K2/Highland Management Co., L.L.C.	300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States
RIVA FINANCIAL SYSTEMS LIMITED	St. George's Tower, Hope Street, Douglas IM1 1AR, Isle of Man
TEMPLETON ASSET MANAGEMENT (LABUAN) LIMITED	Tiara Labuan, Jalan Tanjung Batu, 87000 F.T. Labuan, Malaysia
TEMPLETON ASSET MANAGEMENT (POLAND) TFI S.A.	Rondo 1, 26th Floor, Rondo ONZ 1, Warsaw, 00-124, Poland
TEMPLETON ASSET MANAGEMENT LTD.	7 Temasek Boulevard, #38-03 Suntec Tower One, Singapore, 038987
Templeton Asset Management Limited Mexico, S. de R.L. de C.V.	Montes Urales, No. 770-401, Lomas de Chapultepec, Ciudad de México, D.F., Mexico, 11000
TEMPLETON CHINA RESEARCH LIMITED	17/F, Charter House, 8 Connaught Road Central, Hong Kong
TEMPLETON DO BRASIL LTDA.	Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil
TEMPLETON FRANKLIN GLOBAL DISTRIBUTORS, LTD.	Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda
TEMPLETON GLOBAL ADVISORS LIMITED	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
TEMPLETON GLOBAL HOLDINGS LTD.	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
TEMPLETON INTERNATIONAL, INC.	One Franklin Parkway, San Mateo, CA 94403
TEMPLETON INVESTMENT COUNSEL, LLC	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
TEMPLETON RESTRUCTURED INVESTMENTS, L.L.C.	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
TEMPLETON RESTRUCTURED INVESTMENTS III, LTD.	300 S.E. 2 nd Street, Fort Lauderdale, FL 33301
TEMPLETON RESTRUCTURED INVESTMENTS IV, LTD.	The offices of Mourant Ozannes Corporate Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, P.O. Box 1348, Grand Cayman, KY1-1108, Cayman Islands
TEMPLETON WORLDWIDE, INC.	One Franklin Parkway, San Mateo, CA 94403
TEMPLETON/FRANKLIN INVESTMENT SERVICES, INC.	26515 Carmel Rancho Blvd., Carmel, CA 93923
TSEMF III (JERSEY) LIMITED	Elian Corporate Services (Jersey) Limited, 44 Esplanade, St Helier, Jersey, JE4 9WG, Jersey (Channel Islands)
TSEMF IV (JERSEY) LIMITED	Elian Corporate Services (Jersey) Limited, 44 Esplanade, St Helier, Jersey, JE4 9WG, Jersey (Channel Islands)

This is the annexure of 5 pages marked Annexure A signed by me and dated 09 December, 2016.

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Lori A. Weber, Assistant Secretary
Franklin Resources, Inc.

Annexure B
Details of Entitlement and Relevant Interests

1. Date of Change	2. Person Whose Relevant Interest Changed	3. Nature of Change	4. Consideration in AUD\$	5. Class and Number of Securities affected/ Ordinary	6. Persons votes effected
11/29/2016	Balanced Equity Management Pty Limited	Disposal	(48,455)	(5,500)	(5,500)
12/1/2016	Balanced Equity Management Pty Limited	Disposal	(100,786)	(10,600)	(10,600)
12/6/2016	Balanced Equity Management Pty Limited	Disposal	(875,262)	(90,500)	(90,500)
11/17/2016	Templeton Global Advisors Limited	Disposal	(506,143)	(58,456)	(58,456)
11/18/2016	Templeton Global Advisors Limited	Disposal	(974,070)	(112,400)	(112,400)
11/21/2016	Templeton Global Advisors Limited	Disposal	(2,307,169)	(262,800)	(262,800)
11/22/2016	Templeton Global Advisors Limited	Disposal	(5,101,785)	(557,104)	(557,104)
11/23/2016	Templeton Global Advisors Limited	Disposal	(2,124,584)	(231,798)	(231,798)
11/28/2016	Templeton Global Advisors Limited	Disposal	(301) USD	(45) ADR	(45) ADR
12/6/2016	Templeton Global Advisors Limited	Disposal	(3,899,511)	(403,846)	(403,846)
12/7/2016	Templeton Global Advisors Limited	Disposal	(1,671,060)	(174,491)	(174,491)
11/17/2016	Templeton Investment Counsel, LLC	Disposal	(166,235)	(19,200)	(19,200)
11/18/2016	Templeton Investment Counsel, LLC	Disposal	(325,845)	(37,600)	(37,600)
11/21/2016	Templeton Investment Counsel, LLC	Disposal	(785,510)	(89,475)	(89,475)
11/22/2016	Templeton Investment Counsel, LLC	Disposal	(1,706,130)	(186,303)	(186,303)
11/23/2016	Templeton Investment Counsel, LLC	Disposal	(713,036)	(77,792)	(77,792)
12/6/2016	Templeton Investment Counsel, LLC	Disposal	(1,446,455)	(149,800)	(149,800)
12/7/2016	Templeton Investment Counsel, LLC	Disposal	(621,660)	(64,912)	(64,912)

This is the annexure of 2 pages marked Annexure B referred to in the Form 605: Notice of ceasing to be a substantial holder signed by me and dated 09 December 2016.

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Lori A. Weber, Assistant Secretary,
Franklin Resources, Inc.