

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme **WORLEYPARSONS LIMITED**
ACN/ARSN **096 090 158**

1. Details of substantial holder

Name **UBS Group AG and its related bodies corporate**

ACN/ARSN (if applicable): _____

There was a change in the interests of the substantial holder on **16 December 2016**

The previous notice was given to the company on **19 December 2016**

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's Votes	Voting Power (5)	Person's Votes	Voting Power (5)
Ordinary	24,069,439	9.77%	17,631,919	7.15%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and Number of securities affected	Person's votes affected
Please see Appendix B.					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
UBS Asset Management (Australia) Ltd	Various Custodians	UBS Asset Management (Australia) Ltd	Fund Manager with power to exercise control over voting shares	1,438,498 Ordinary	1,438,498
UBS Asset Management (Deutschland) GmbH	Various Custodians	UBS Asset Management (Deutschland) GmbH	Fund Manager with power to exercise control over voting shares	9,502 Ordinary	9,502

UBS Asset Management Life Limited	Various Custodians	UBS Asset Management Life Limited	Fund Manager with power to exercise control over voting shares	31,228 Ordinary	31,228
UBS Asset Management (Singapore) Ltd	Various Custodians	UBS Asset Management (Singapore) Ltd	Fund Manager with power to exercise control over voting shares	14,458 Ordinary	14,458
UBS Asset Management Trust Company	Various Custodians	UBS Asset Management Trust Company	Fund Manager with power to exercise control over voting shares	7,012 Ordinary	7,012
UBS Asset Management (UK) Limited	Various Custodians	UBS Asset Management (UK) Limited	Fund Manager with power to exercise control over voting shares	14,231 Ordinary	14,231
UBS Fund Management (Switzerland) AG	Various Custodians	UBS Fund Management (Switzerland) AG	Fund Manager with power to exercise control over voting shares	177,291 Ordinary	177,291
UBS AG London Branch	Various Custodians	UBS AG London Branch	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	3,481,059 Ordinary	3,481,059
	Citicorp Nominees Pty Ltd	UBS AG London Branch	Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A)	171,651 Ordinary	171,651
UBS Securities Australia Ltd	Warbont Nominees Pty Ltd	UBS Securities Australia Ltd	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	5,857,095 Ordinary	5,857,095
	Brispot Nominees Pty Ltd	UBS Securities Australia Ltd	Beneficial Owner	3,720,738 Ordinary	3,720,738
	N/A	UBS Securities Australia Ltd	Beneficial Owner	50,000 Options	50,000
UBS Securities LLC	Various Custodians	UBS Securities LLC	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	2,377,783 Ordinary	2,377,783
UBS AG Australia Branch	UBS Nominees Pty Ltd	UBS AG Australia Branch	Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A)	281,373 Ordinary	281,373

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
Details of all UBS offices can be found through the following link: http://apps2.ubs.com/locationfinder/	

SIGNATURE

Print Name: Weixiao Qin

Capacity: Authorised signatory

Sign Here:

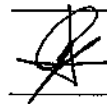


Date: 20 December 2016

Print Name: Serene Peh

Capacity: Authorised signatory

Sign Here:



Date: 20 December 2016

Contact details for this notice:

Serene Peh
Compliance & Operational Risk Control
(T) +65 6495 5283

Appendix A

Holder of relevant interest	UBS AG, London Branch	UBS AG, London Branch	UBS Securities Australia Ltd
Type of agreement	Securities Lending Agreement	Prime Brokerage Agreement	Securities Lending Agreement
Parties to agreement	(i) UBS AG, London Branch ("UBS AG")/ UBS Limited (ii) Client (Please refer to Appendix A-1.)	(i) UBS AG, London Branch ("UBS AG") (ii) Client (Please refer to Appendix A-1.)	(i) UBS AG, Australia Branch ("UBS AG")/ UBS Securities Australia Limited (ii) Client (Please refer to Appendix A-1.)
Transfer date	Please refer to Appendix A-1.	Please refer to Appendix A-1.	Please refer to Appendix A-1.
Holder of voting rights	UBS AG/ UBS Limited	UBS AG	UBS AG/ UBS Securities Australia Limited
Are there any restrictions on voting rights?	Please refer to the details below.	No.	Please refer to the details below.
If yes, detail	Since all right and title in the securities passes to the transferee (i.e. UBS AG/ UBS Limited), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).	N/A	Since all right and title in the securities passes to the transferee (i.e. UBS AG/ UBS Securities Australia Limited), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).
Scheduled return date (if any)	None.	None.	None, subject to the terms of the relevant loan.
Does the borrower have the right to return early?	Yes.	Yes.	Yes.
If yes, detail	The borrower (i.e. UBS AG/ UBS Limited) has the right to return at its discretion subject to the terms of the relevant loan.	The borrower (i.e. UBS AG) has the right to return at its discretion.	The borrower (i.e. UBS AG/ UBS Securities Australia Limited) has the right to return at its discretion.
Does the lender have the right to recall early?	Yes.	Yes.	Yes.
If yes, detail	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.
Will the securities be returned on settlement?	Yes.	Yes.	Yes.
If yes, detail any exceptions	None.	None.	None.

The information in this appendix is based on the relevant standard UBS agreement.

A copy of the agreement is available to the company, or responsible entity to whom the prescribed form must be given, or to ASIC, upon request.

Holder of relevant interest	UBS Securities LLC	UBS AG, Australia Branch
Type of agreement	Securities Lending Agreement	Prime Brokerage Agreement
Parties to agreement	(i) UBS Securities LLC ("UBS Sec LLC") (ii) Client (Please refer to Appendix A-1.)	(i) UBS AG, Australia Branch ("UBS AG") (ii) Client (Please refer to Appendix A-1.)
Transfer date	Please refer to Appendix A-1.	Please refer to Appendix A-1.
Holder of voting rights	UBS Sec LLC	UBS AG
Are there any restrictions on voting rights?	No.	Please refer to the details below.
If yes, detail	N/A	Since all right and title in the securities passes to the transferee (i.e. UBS AG), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).
Scheduled return date (if any)	None unless agreed to by the parties.	None, subject to the terms of the relevant loan.
Does the borrower have the right to return early?	Yes. Either party can terminate the loan upon notice unless otherwise agreed.	Yes.
If yes, detail	The borrower (i.e. UBS Sec LLC) has the right to return at its discretion.	The borrower (i.e. UBS AG) has the right to return at its discretion.
Does the lender have the right to recall early?	Yes. Either party can terminate the loan upon notice unless otherwise agreed.	Yes.
If yes, detail	The lender has the right to return at its discretion.	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.
Will the securities be returned on settlement?	Yes (equivalent securities).	Yes.
If yes, detail any exceptions	None.	None.

The information in this appendix is based on the relevant standard UBS agreement.

A copy of the agreement is available to the company, or responsible entity to whom the prescribed form must be given, or to ASIC, upon request.

Securities Lending Agreement - UBS AG, London Branch / UBS Limited

Parties to agreement	Transfer date
BlackRock CDN MSCI EAFE Equity Index Class D	(i) 27 January 2016
BlackRock Institutional Trust Company N.A.	(i) 17 October 2016
BlackRock Advisors (UK) Limited as an agent acting on behalf of its clients	(i) 17 October 2016
Citibank NA as an agent acting on behalf of its clients	(i) 15 April 2016 (ii) 12 May 2016 (iii) 18 May 2016 (iv) 12 July 2016 (v) 20 July 2016 (vi) 21 July 2016 (vii) 28 July 2016 (viii) 31 August 2016 (ix) 21 October 2016 (x) 14 November 2016
HSBC Bank Plc as an agent acting on behalf of its clients	(i) 14 June 2016 (ii) 7 September 2016
The Northern Trust Company as an agent acting on behalf of its clients	(i) 1 August 2016 (ii) 28 September 2016 (iii) 20 October 2016
State Street Bank & Trust Company as an agent acting on behalf of its clients	(i) 17 June 2016 (ii) 20 October 2016 (iii) 14 December 2016
The Bank of New York Mellon as an agent acting on behalf of its clients	(i) 18 April 2016
The Bank of New York Mellon Corporation	(i) 1 August 2016

Prime Brokerage Agreement - UBS AG, London Branch

Parties to agreement	Transfer date
Tribeca Segregated Portfolio Company on behalf and for the account of the Tribeca Global Natural Resources Segregated Portfolio	(i) 15 November 2016 (ii) 5 December 2016 (iii) 6 December 2016

Securities Lending Agreement - UBS AG, Australia Branch/ UBS Securities Australia Limited

Parties to agreement	Transfer date
BNP Paribas Securities Services Australia Branch	(i) 12 December 2016 (ii) 15 December 2016 (iii) 16 December 2016

Citibank NA as an agent acting on behalf of its clients	(i) 11 January 2016 (ii) 25 January 2016 (iii) 20 October 2016 (iv) 14 December 2016
Macquarie Bank Ltd	(i) 27 July 2016 (ii) 28 July 2016
National Australia Bank Limited	(i) 15 December 2016
State Street Bank & Trust Company as an agent acting on behalf of its clients	(i) 30 November 2016

Securities Lending Agreement - UBS Securities LLC

Parties to agreement	Transfer date
Barclays Global Investment NA as an agent acting on behalf of its clients	(i) 9 August 2016 (ii) 20 October 2016
The Northern Trust Company as an agent acting on behalf of its clients	(i) 19 April 2016 (ii) 18 May 2016
State Street Bank & Trust Company as an agent acting on behalf of its clients	(i) 25 January 2016 (ii) 18 February 2016 (iii) 17 May 2016 (iv) 9 August 2016 (v) 20 October 2016 (vi) 30 November 2016
The Bank of New York Mellon as an agent acting on behalf of its clients	(i) 1 August 2016

Prime Brokerage Agreement - UBS AG, Australia Branch

Parties to agreement	Transfer date
Equity Trustees Limited as responsible entity for Tribeca Global Natural Resources Fund	(i) 22 September 2016 (ii) 23 September 2016 (iii) 27 September 2016 (iv) 11 November 2016 (v) 15 November 2016 (vi) 6 December 2016

Date of change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Number of securities	Class
16-Dec-16	UBS Securities Australia Ltd	Sell	48	(5)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	105	(11)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	10	(1)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	200	21	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	323	34	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	1,036	109	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	29,947	(3,149)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	21,308	(2,244)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	14,689	1,555	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	665,701	(70,178)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	668,382	70,532	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	255,638	26,920	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	223,392	(23,579)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	998,099	105,247	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	668,762	(70,511)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	813,462	(85,642)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	1,104,404	116,291	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	336,616	(35,514)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	28,631	3,026	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	149,729	(15,782)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	19	(2)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	380,341	40,081	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	112,973	11,874	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	155,617	(16,379)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Sell	75,478	(7,956)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Buy	6,433	678	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Stock borrowed	N/A	8,201	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Stock returned	N/A	(1,300,000)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Stock returned	N/A	(141,601)	Ordinary
16-Dec-16	UBS Securities Australia Ltd	Stock returned	N/A	(569,914)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(100,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(330,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(300,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(1,000,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(500,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(60,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(400,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(50,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(26,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(19,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(30,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(300,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(90,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(268,621)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(76,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(200,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(50,000)	Ordinary
16-Dec-16	UBS AG London Branch	Stock returned	N/A	(200,000)	Ordinary
16-Dec-16	UBS Securities LLC	Stock returned	N/A	(480,000)	Ordinary