

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Worley Group Limited

ABN

17 096 090 158

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A total of 55,593,887 fully paid ordinary shares comprising 22,403,507 shares to be issued as part of the institutional placement conducted on 7-8 October 2004 and approximately 33,190,390 shares (subject to rounding effects in the entitlement offer) to be issued as part of an entitlement offer by way of a prospectus lodged with ASIC on 11 October 2004. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares.
The shares are more fully described in section 8.9 of the prospectus lodged with ASIC on 11 October 2004. |

+ See chapter 19 for defined terms.

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<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes. New ordinary shares issued as part of the placement and entitlement offer will rank equally with existing ordinary shares in all respects from the date of allotment.</p>				
<p>5 Issue price or consideration</p>	<p>\$4.10 per new ordinary share.</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds of the issue will be used to fund the acquisition of Parsons E&C Corporation, a Delaware company, by a subsidiary of Worley as announced to the market on 7 October 2004.</p>				
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>Friday 29 October 2004 for the initial allotment and Tuesday 16 November 2004 for the final allotment. For more details about the allotment dates refer to section 1 of the prospectus lodged with ASIC on 11 October 2004.</p>				
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1413 989 1458">Number</th> <th data-bbox="989 1413 1287 1458">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1458 989 1816"> <p>There will be approximately 204,950,598 fully paid ordinary shares on issue after issue of all the shares to be issued in the institutional placement and the entitlement offer (subject to rounding effects in the entitlement offer).</p> </td> <td data-bbox="989 1458 1287 1816"> <p>Fully paid ordinary shares.</p> </td> </tr> </tbody> </table>	Number	⁺ Class	<p>There will be approximately 204,950,598 fully paid ordinary shares on issue after issue of all the shares to be issued in the institutional placement and the entitlement offer (subject to rounding effects in the entitlement offer).</p>	<p>Fully paid ordinary shares.</p>
Number	⁺ Class				
<p>There will be approximately 204,950,598 fully paid ordinary shares on issue after issue of all the shares to be issued in the institutional placement and the entitlement offer (subject to rounding effects in the entitlement offer).</p>	<p>Fully paid ordinary shares.</p>				

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Not applicable.	Not applicable.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividends may be declared by the directors out of profits. For more details refer to section 4.8 of the prospectus lodged with ASIC on 11 October 2004.	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No.
12 Is the issue renounceable or non-renounceable?	Non-renounceable.
13 Ratio in which the +securities will be offered	2 new ordinary shares will be offered for every 9 existing ordinary shares held.
14 +Class of +securities to which the offer relates	Fully paid ordinary shares.
15 +Record date to determine entitlements	7.00pm (EST) on 12 October 2004.
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes.
17 Policy for deciding entitlements in relation to fractions	Fractional entitlements rounded to the nearest whole new ordinary share.
18 Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries except Australia and New Zealand.

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19 Closing date for receipt of acceptances or renunciations

The institutional part of the entitlement offer closed on Friday 8 October 2004 (and shares will be allotted on 29 October 2004).

The retail part of the entitlement offer closes on Wednesday 3 November 2004 (and shares will be allotted on Tuesday 16 November 2004, provided that shareholders whose applications are received by Friday 22 October 2004 may have entitlement shares allotted as part of the initial allotment on 29 October 2004).

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20	Names of any underwriters	Fully underwritten by UBS AG, Australia Branch (ABN 47 088 129 613)
21	Amount of any underwriting fee or commission	Subject to the Underwriter having performed its obligations under the Underwriting Agreement, Worley will pay to the Underwriter a base fee of \$3.8 million and an incentive fee of \$1.5 million.
22	Names of any brokers to the issue	None.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	None.
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Wednesday 13 October 2004.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.

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32 How do +security holders dispose of their entitlements (except by sale through a broker)?

Entitlements are non-renounceable.

33 +Despatch date

Tuesday 16 November 2004.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

39 Class of +securities for which
quotation is sought

40 Do the +securities rank equally in all
respects from the date of allotment
with an existing +class of quoted
+securities?

If the additional securities do not
rank equally, please state:

- the date from which they do
- the extent to which they
participate for the next dividend,
(in the case of a trust,
distribution) or interest payment
- the extent to which they do not
rank equally, other than in
relation to the next dividend,
distribution or interest payment

41 Reason for request for quotation
now

Example: In the case of restricted securities, end of
restriction period

(if issued upon conversion of
another security, clearly identify that
other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)		

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Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

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- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 11 October 2004
(Director / Company Secretary)

Print name: David Housego

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