

# 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.

<b>Name of entity</b>	<b>Worley Group Limited</b>
<b>ABN</b>	<b>17 096 090 158</b>

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.

<b>Name of Director</b>	<b>Grahame Campbell</b>
<b>Date of last notice</b>	<b>30 September 2004</b>

### 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.

<b>Direct or indirect interest</b>	<b>Indirect</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Beneficial interest in shares acquired under the Worley Group Limited Non-Executive Director Plan and beneficial interest in shares acquired in name of related entity.</b>
<b>Date of change</b>	<b>29 October 2004</b>
<b>No. of securities held prior to change</b>	<b>Grahame Campbell : 9,268 Grandamico Pty Ltd : 358,150</b>
<b>Class</b>	<b>Ordinary</b>
<b>Number acquired</b>	<b>Grahame Campbell : 2,060 Grandamico Pty Ltd : 79,589</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$334,760.90</b>
<b>No. of securities held after change</b>	<b>Grahame Campbell : 11,328 Grandamico Pty Ltd : 437,739</b>

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<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p><b>Shares acquired in the Initial Allotment under the Worley Group Limited Entitlement Offer as set out in the Prospectus dated 11 October 2004.</b></p>
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**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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<b>Interest after change</b>	

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<b>Name of entity</b>	<b>Worley Group Limited</b>
<b>ABN</b>	<b>17 096 090 158</b>

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.

<b>Name of Director</b>	<b>John M Green</b>
<b>Date of last notice</b>	<b>30 September 2004</b>

### 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.

<b>Direct or indirect interest</b>	<b>Indirect and Direct</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Beneficial interest in shares acquired under the Worley Group Limited Non-Executive Director Plan.</b>
<b>Date of change</b>	<b>29 October 2004</b>
<b>No. of securities held prior to change</b>	<b>John Green : 516,249 John M Green &amp; Jennifer A Green : 204,525</b>
<b>Class</b>	<b>Ordinary</b>
<b>Number acquired</b>	<b>John Green : 114,722 John M Green &amp; Jennifer A Green : 45,450</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$656,705.20</b>
<b>No. of securities held after change</b>	<b>John Green : 630,971 John M Green &amp; Jennifer A Green : 249,975</b>

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<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p><b>Shares acquired in the Initial Allotment under the Worley Group Limited Entitlement Offer as set out in the Prospectus dated 11 October 2004.</b></p>
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**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.

<p><b>Detail of contract</b></p>	
<p><b>Nature of interest</b></p>	
<p><b>Name of registered holder (if issued securities)</b></p>	
<p><b>Date of change</b></p>	
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	
<p><b>Interest acquired</b></p>	
<p><b>Interest disposed</b></p>	
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<p><b>Interest after change</b></p>	

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Introduced 30/9/2001.

<b>Name of entity</b>	<b>Worley Group Limited</b>
<b>ABN</b>	<b>17 096 090 158</b>

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.

<b>Name of Director</b>	<b>Erich Fraunschiel</b>
<b>Date of last notice</b>	<b>30 September 2004</b>

### 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.

<b>Direct or indirect interest</b>	<b>Indirect and Direct</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Beneficial interest in shares acquired under the Worley Group Limited Non-executive Director Plan and beneficial interest in shares acquired in name of related entity.</b>
<b>Date of change</b>	<b>29 October 2004</b>
<b>No. of securities held prior to change</b>	<b>Erich Fraunschiel : 10,070 Erich Fraunschiel aff The Fraunschiel Family Trust : 25,000</b>
<b>Class</b>	<b>Ordinary</b>
<b>Number acquired</b>	<b>2,238</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$9,175.80</b>
<b>No. of securities held after change</b>	<b>Erich Fraunschiel : 12,308 Erich Fraunschiel aff The Fraunschiel Family Trust : 25,000</b>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<b>Shares acquired in the Initial Allotment under the Worley Group Limited Entitlement Offer as set out in the Prospectus dated 11 October 2004</b>

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**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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

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Introduced 30/9/2001.

<b>Name of entity</b>	<b>Worley Group Limited</b>
<b>ABN</b>	<b>17 096 090 158</b>

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.

<b>Name of Director</b>	<b>Ron McNeilly</b>
<b>Date of last notice</b>	<b>30 September 2004</b>

### 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.

<b>Direct or indirect interest</b>	<b>Indirect and Direct</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Beneficial interest in shares acquired under the Worley Group Limited Non-Executive Director Plan and beneficial interest in shares acquired in name of related entity.</b>
<b>Date of change</b>	<b>29 October 2004</b>
<b>No. of securities held prior to change</b>	<b>Ron McNeilly : 262,641 Laargo Investments Pty Ltd : 10,000</b>
<b>Class</b>	<b>Ordinary</b>
<b>Number acquired</b>	<b>Ron McNeilly : 58,365</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$239,296.50</b>
<b>No. of securities held after change</b>	<b>Ron McNeilly : 321,006 Laargo Investments Pty Ltd : 10,000</b>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<b>Shares acquired in the Initial Allotment under the Worley Group Limited Entitlement Offer as set out in the Prospectus dated 11 October 2004.</b>

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**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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

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<b>ABN</b>	<b>17 096 090 158</b>

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.

<b>Name of Director</b>	<b>John Schubert</b>
<b>Date of last notice</b>	<b>30 September 2004</b>

### 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.

<b>Direct or indirect interest</b>	<b>Indirect and Direct</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Beneficial interest in shares acquired under the Worley Group Limited Non-Executive Director Plan.</b>
<b>Date of change</b>	<b>29 October 2004</b>
<b>No. of securities held prior to change</b>	<b>1,236,519</b>
<b>Class</b>	<b>Ordinary</b>
<b>Number acquired</b>	<b>274,782</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$1,126,606.20</b>
<b>No. of securities held after change</b>	<b>1,511,301</b>

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<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p><b>Shares acquired in the Initial Allotment under the Worley Group Limited Entitlement Offer as set out in the Prospectus dated 11 October 2004</b></p>
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**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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<b>Interest after change</b>	

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<b>Name of entity</b>	<b>Worley Group Limited</b>
<b>ABN</b>	<b>17 096 090 158</b>

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.

<b>Name of Director</b>	<b>John Grill</b>
<b>Date of last notice</b>	<b>5 December 2002</b>

### 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.

<b>Direct or indirect interest</b>	<b>Indirect and Direct</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Shares acquired in the Initial Allotment under the Worley Group Limited Entitlement Offer as set out in the Prospectus dated 11 October 2004</b>
<b>Date of change</b>	<b>29 October 2004</b>
<b>No. of securities held prior to change</b>	<b>2,488,584 - John Grill 25,712,370 - Wilaci Pty Ltd 1,053,136 - Evenrose Pty Ltd</b>
<b>Class</b>	<b>Ordinary</b>
<b>Number acquired</b>	<b>553,019 – John Grill 2,617,113 – Wilaci Pty Ltd</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$12,997,541.20</b>
<b>No. of securities held after change</b>	<b>3,041,603 – John Grill 28,329,483 - Wilaci Pty Ltd 1,053,136 - Evenrose Pty Ltd</b>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<b>As above</b>

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**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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

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Introduced 30/9/2001.

<b>Name of entity</b>	<b>Worley Group Limited</b>
<b>ABN</b>	<b>17 096 090 158</b>

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.

<b>Name of Director</b>	<b>David Housego</b>
<b>Date of last notice</b>	<b>26 March 2004</b>

### 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.

<b>Direct or indirect interest</b>	<b>Direct</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>N/A</b>
<b>Date of change</b>	<b>29 October 2004</b>
<b>No. of securities held prior to change</b>	<b>300,000</b>
<b>Class</b>	<b>Ordinary</b>
<b>Number acquired</b>	<b>66,667</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$273,334.70</b>
<b>No. of securities held after change</b>	<b>366,667</b>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<b>Shares acquired in the Initial Allotment under the Worley Group Limited Entitlement Offer as set out in the Prospectus dated 11 October 2004</b>

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**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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

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