



# WorleyParsons

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WorleyParsons Ltd  
ABN 17 096 090 158

6 December 2004

Manager, Company Announcements Office  
Australian Stock Exchange Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**WORLEYPARSONS LIMITED (WOR)  
APPENDIX 3Y**

We attach Appendix 3Y in respect of Performance Rights granted to the Chief Executive Officer and the Chief Financial Officer in the years ended 30 June 2003 and 2004 and in the current year. This information was disclosed in the Company's 2002 Prospectus and in the 2003 and 2004 Annual Reports.

Yours faithfully  
WorleyParsons

Sharon Sills  
Company Secretary

# 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>WorleyParsons 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>8 November 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 and 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>Dates of change</b>	<ol style="list-style-type: none"> <li>1. 31 January 2003</li> <li>2. 31 January 2004</li> <li>3. 29 October 2004</li> </ol>
<b>No. of securities held prior to change</b>	Ordinary shares = 3,041,603 – John Grill 28,329,483 - Wilaci Pty Ltd 1,053,136 - Evenrose Pty Ltd
<b>Class</b>	<b>Performance Rights</b>
<b>Number acquired</b>	<ol style="list-style-type: none"> <li>1. 113,343 Performance Rights</li> <li>2. 66,117 Performance Rights</li> <li>3. 163,551 Performance Rights</li> </ol>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<ol style="list-style-type: none"> <li>1. Nil</li> <li>2. Nil</li> <li>3. Nil</li> </ol>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held after change</b>	<b>Total Performance Rights held = 343,011</b> <b>Ordinary shares held =</b> <b>3,041,603 – John Grill</b> <b>28,329,483 - Wilaci Pty Ltd</b> <b>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>Performance Rights granted as equity compensation benefits for the Chief Executive Officer pursuant to the Worley Performance Rights Plan.</b>

**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>	

+ See chapter 19 for defined terms.

# 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>WorleyParsons 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 Joseph Housego</b>
<b>Date of last notice</b>	<b>8 November 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>Dates of change</b>	<b>4. 31 January 2003</b> <b>5. 31 January 2004</b> <b>6. 29 October 2004</b>
<b>No. of securities held prior to change</b>	<b>Ordinary shares = 366,667</b>
<b>Class</b>	<b>Performance Rights</b>
<b>Number acquired</b>	<b>4. 44,515 Performance Rights</b> <b>5. 29,808 Performance Rights</b> <b>6. 70,093 Performance Rights</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>4. Nil</b> <b>5. Nil</b> <b>6. Nil</b>
<b>No. of securities held after change</b>	<b>Ordinary shares = 366,667</b> <b>Total Performance Rights held = 144,416</b>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<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>Performance Rights granted as equity compensation benefits for the Chief Financial Officer pursuant to the Worley Performance Rights Plan.</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>	

+ See chapter 19 for defined terms.