

# 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> | WorleyParsons Limited |
| <b>ABN</b>            | 17 096 090 158        |

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>    | John Grill  |
| <b>Date of last notice</b> | 1 June 2005 |

### 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>                                                                                                                                  | Direct                                                                                                                                                     |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | N/A                                                                                                                                                        |
| <b>Date of change</b>                                                                                                                                               | 30 December 2005                                                                                                                                           |
| <b>No. of securities held prior to change</b>                                                                                                                       | A. Ordinary shares =<br>3,041,603 – John Grill<br>28,329,483 – Wilaci Pty Ltd<br>1,053,136 – Evenrose Pty Ltd<br>B. Performance Rights = 343,011<br>C. N/A |
| <b>Class</b>                                                                                                                                                        | A. Ordinary shares held on market<br>B. Performance Rights<br>C. Ordinary shares                                                                           |
| <b>Number acquired</b>                                                                                                                                              | A. Nil<br>B. 78,657<br>C. 113,343                                                                                                                          |
| <b>Number disposed</b>                                                                                                                                              | Nil                                                                                                                                                        |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                            | Nil                                                                                                                                                        |

+ See chapter 19 for defined terms.

**Appendix 3Y**  
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|                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>No. of securities held after change</b>                                                                                                                                           | <p>A. Ordinary shares =<br/> 3,041,603 – John Grill<br/> 28,329,483 – Wilaci Pty Ltd<br/> 1,053,136 – Evenrose Pty Ltd</p> <p>B. Performance Rights = 308,325</p> <p>C. Ordinary shares = 113,343</p>                                                                                                                                                                    |
| <p><b>Nature of change</b><br/> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>A. No change.</p> <p>B. Performance Rights granted as equity compensation benefits for the Chief Executive Officer pursuant to the WorleyParsons Performance Rights Plan.</p> <p>C. Performance Rights granted in the Financial Year 2003, exercised in December 2005 and now allocated as ordinary shares pursuant to the WorleyParsons Performance Rights Plan.</p> |

**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><br/> 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><br/> 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> | WorleyParsons Limited |
| <b>ABN</b>            | 17 096 090 158        |

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>    | David Joseph Housego |
| <b>Date of last notice</b> | 7 September 2005     |

### 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>                                                                                                                                  | Direct                                                                                         |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | N/A                                                                                            |
| <b>Date of change</b>                                                                                                                                               | 30 December 2005                                                                               |
| <b>No. of securities held prior to change</b>                                                                                                                       | A. Ordinary shares held on market = 200,000<br>B. Performance Rights = 144,416<br>C. Nil       |
| <b>Class</b>                                                                                                                                                        | A. Ordinary shares<br>B. Performance Rights<br>C. Ordinary shares                              |
| <b>Number acquired</b>                                                                                                                                              | A. Nil<br>B. 35,075<br>C. 44,515                                                               |
| <b>Number disposed</b>                                                                                                                                              | Nil                                                                                            |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                            | Nil                                                                                            |
| <b>No. of securities held after change</b>                                                                                                                          | A. Ordinary shares = 200,000<br>B. Performance Rights = 134,976<br>C. Ordinary shares = 44,515 |

+ See chapter 19 for defined terms.

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|                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | <b>A. No change.</b><br><b>B. Performance Rights granted as equity compensation benefits for the Chief Financial Officer pursuant to the WorleyParsons Performance Rights Plan.</b><br><b>C. Performance Rights granted in the Financial Year 2003, exercised in December 2005 and now allocated as ordinary shares pursuant to the WorleyParsons 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><br><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><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 |  |
| <b>Interest after change</b>                                                                                                                                                                |  |

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|                       |                       |
|-----------------------|-----------------------|
| <b>Name of entity</b> | WorleyParsons Limited |
| <b>ABN</b>            | 17 096 090 158        |

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>    | William E Hall   |
| <b>Date of last notice</b> | 18 November 2004 |

### 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>                                                                                                                                  | Indirect and Direct                                           |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Indirect interest applies to joint holding of Ordinary shares |
| <b>Date of change</b>                                                                                                                                               | 30 December 2005                                              |
| <b>No. of securities held prior to change</b>                                                                                                                       | A. Ordinary shares = 68,524<br>B. Performance Rights = Nil    |
| <b>Class</b>                                                                                                                                                        | A. Ordinary shares<br>B. Performance Rights                   |
| <b>Number acquired</b>                                                                                                                                              | A. Nil<br>B. 47,788                                           |
| <b>Number disposed</b>                                                                                                                                              | Nil                                                           |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                            | Nil                                                           |
| <b>No. of securities held after change</b>                                                                                                                          | A. Ordinary shares = 68,524<br>B. Performance Rights = 47,788 |

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|                                                                                                                                                                                            |                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | <b>A. No change.</b><br><b>B. Performance Rights granted as equity compensation benefits for the Managing Director, Americas &amp; EAMES pursuant to the WorleyParsons 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><br><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><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 |  |
| <b>Interest after change</b>                                                                                                                                                                |  |