

# 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>Catherine Livingstone</b> |
| <b>Date of last notice</b> | <b>27 August 2009</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><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> |                                                                                                                                 |
| <b>Date of change</b>                                                                                                                                               | <b>19 November 2009</b>                                                                                                         |
| <b>No. of securities held prior to change</b>                                                                                                                       | <b>Catherine Livingstone (NED Share Plan): 3,156<br/>Mr Michael James Satterthwaite &amp; Ms Catherine B Livingstone: 6,844</b> |
| <b>Class</b>                                                                                                                                                        | <b>Ordinary</b>                                                                                                                 |
| <b>Number acquired</b>                                                                                                                                              | <b>3,000</b>                                                                                                                    |
| <b>Number disposed</b>                                                                                                                                              | <b>Nil</b>                                                                                                                      |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                            | <b>\$81,390</b>                                                                                                                 |
| <b>No. of securities held after change</b>                                                                                                                          | <b>Catherine Livingstone (NED Share Plan): 3,156<br/>Mr Michael James Satterthwaite &amp; Ms Catherine B Livingstone: 9,844</b> |

+ See chapter 19 for defined terms.

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

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