Rule 3.19A.2

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.

Name of entity	**WorleyParsons Limited**
ABN	**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.

Name of Director	John Grill
Date of last notice	11 February 2011

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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	2 October 2012
No. of securities held prior to change	Ordinary Shares: 3,889,641 – John Grill 16,891,039 – Wilaci Pty Ltd 1,053,136 – Johalius Pty Ltd 1,500,000 – Haju Pty Ltd 1,500,000 – Juha Pty Ltd 495,943 – Farley Place Pty Ltd Performance Rights: 140,734
Class	Ordinary Shares
Number acquired	a. 42,414 Ordinary Shares
Number disposed	b. 28,870 Performance Rights lapsed
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	Ordinary Shares: 3,932,055 – John Grill 16,891,039 – Wilaci Pty Ltd 1,053,136 – Johalius Pty Ltd 1,500,000 – Haju Pty Ltd 1,500,000 – Juha Pty Ltd 495,943 – Farley Place Pty Ltd Performance Rights: 69,450

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	a. Exercise of Performance Rights granted in financial years 2009 and 2010, vested on 30 September 2012 and issued as Ordinary Shares. b. Performance Rights granted in financial years 2009 and 2010, lapsed on 30 September 2012 based on performance hurdle outcomes.

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.

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

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ 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.

Name of entity	**WorleyParsons Limited**
ABN	**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.

Name of Director	Larry Benke
Date of last notice	26 March 2012

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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	2 October 2012
No. of securities held prior to change	Exchangeable shares: Chalet Holdings Ltd - 1,077,475 Ordinary shares: Chalet Holdings Ltd – 50,000 Larry Benke - 2,720 Performance Rights: - 7,812
Class	Ordinary shares
Number acquired	a. 5,236 Ordinary Shares
Number disposed	b. 2,048 Ordinary Shares c. 2,576 Performance Rights lapsed
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	b. $56,401.92
No. of securities held after change	Exchangeable shares: Chalet Holdings Ltd – 1,077,475 Ordinary shares: Chalet Holdings Ltd – 50,000 Larry Benke - 5,908

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	a. Exercise of Performance Rights granted in financial years 2009 and 2010, vested on 30 September 2012 and issued as Ordinary Shares. b. Shares sold by the Company on behalf of Mr Benke permitted in accordance with the Plan rules to meet withholding tax obligations on vesting of his Performance Rights. c. Performance Rights granted in financial years 2009 and 2010, lapsed on 30 September 2012 based on performance hurdle outcomes.

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.

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

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.