

# 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>    | Andrew Wood     |
| <b>Date of last notice</b> | 25 October 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.

|                                                                                                                                                                                            |                                                                                                                                                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <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>                                                                                                                                                                      | 4 March 2013                                                                                                                                                |
| <b>No. of securities held prior to change</b>                                                                                                                                              | Ordinary shares:<br>Andrew Wood: 211,295<br>Majlis Pty Ltd: 609,376<br>Performance rights: 54,983                                                           |
| <b>Class</b>                                                                                                                                                                               | Performance rights                                                                                                                                          |
| <b>Number acquired</b>                                                                                                                                                                     | 53,084                                                                                                                                                      |
| <b>Number disposed</b>                                                                                                                                                                     | N/A                                                                                                                                                         |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                                                   | N/A                                                                                                                                                         |
| <b>No. of securities held after change</b>                                                                                                                                                 | Ordinary shares:<br>Andrew Wood: 211,295<br>Majlis Pty Ltd: 609,376<br>Performance rights: 108,067                                                          |
| <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> | Performance Rights granted in FY2013 as equity compensation benefits for the Chief Executive Officer pursuant to the WorleyParsons Performance Rights Plan. |

## Appendix 3Y

### Change of Director's Interest Notice

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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<br/>(if issued securities)</b>                                                                                                                         | - |
| <b>Date of change</b>                                                                                                                                                               | - |
| <b>No. and class of securities to which interest<br/>related prior to change</b><br>Note: Details are only required for a contract<br>in relation 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<br>details and an estimated valuation                                                                     | - |
| <b>Interest after change</b>                                                                                                                                                        | - |

#### Part 3 – <sup>+</sup>Closed period

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