

Fax transmission

5 November 2014

To	Market announcements office ASX Limited	From	Varun Bhatia
Your ref		Our ref	NSC:VBH:2017898
Fax number	1300 135 638	Total pages	6 including this page
Re	Notice of ceasing to be a substantial holder		

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Message

Letter and enclosures to follow.

Melbourne	Sydney	Brisbane
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GPO Box 1842 Melbourne VIC 3001 Australia	DX 10212 Sydney Stock Exchange NSW	PO Box 10931 Adelaide Street Brisbane QLD 4000 Australia
DX 370 Melbourne VIC T +61 3 9269 9000 F +61 3 9269 9001	T +61 2 8020 7700 F +61 2 8020 7701	DX 295 Brisbane QLD T +61 7 3456 5000 F +61 7 3221 2456

Lander & Rogers

Lawyers

5 November 2014

WorleyParsons Limited
Level 12
141 Walker Street
NORTH SYDNEY NSW 2060

Our ref: NSC:VBH:2017898
Office: Melbourne
By fax: 61 2 8923 6877

Notice of ceasing to be a substantial holder

We act for Veritas Asset Management LLP, incorporated under the laws of England and Wales with registration number OC 584040.

Veritas Asset Management LLP ceased to be a substantial holder in WorleyParsons Limited on 31 October 2014. Accordingly, please find enclosed a Form 605 Notice of ceasing to be a substantial holder which is lodged on behalf of Veritas Asset Management LLP.

Please also find enclosed an explanatory note from Veritas Asset Management LLP dated 31 October 2014 regarding the transfer of shares.

Yours faithfully



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Enc 2

cc Market Announcements Office
ASX Limited (via facsimile)

Melbourne	Sydney	Brisbane
Level 12 600 Bourke Street Melbourne VIC 3000 Australia GPO Box 1842 Melbourne VIC 3001 Australia DX 370 Melbourne VIC T +61 3 9269 9000 F +61 3 9269 9001	Level 19 123 Pitt Street Sydney NSW 2000 Australia DX 10212 Sydney Stock Exchange NSW T +61 2 8020 7700 F +61 2 8020 7701	Level 21 345 Queen Street Brisbane QLD 4000 Australia PO Box 10931 Adelaide Street Brisbane QLD 4000 Australia DX 295 Brisbane QLD T +61 7 3456 5000 F +61 7 3221 2456

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme WORLEYPARSONS LIMITEDACN/ARSN 096 090 158

1. Details of substantial holder(1)

Name VERITAS ASSET MANAGEMENT LLP and the persons listed in Annexure A
ACN/ARSN (if applicable) (together, "Veritas Group")The holder ceased to be a substantial holder on 31/10 /2014The previous notice was given to the company on 08/ 11 /2013The previous notice was dated 07/ 11 /2013

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
31 October 2014	Veritas Asset Management LLP	Transfer of ordinary shares to Veritas Asset Management LLP	\$0.00	14,393,694 ORDINARY SHARES	14,393,694

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable.	

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

Signature

print name RICHARD GRANTcapacity PARTNERsign here date 31/10 /2014


DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 606 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure "A" of 1 page referred to in ASIC Form 605 (Notice of ceasing to be a substantial holder)

Signature



Name: RICHARD GRANT

Position: PARTNER

Date: 31/10/2014

4. ADDRESSES

The names and addresses of persons named in this form are as follows:

NAME	ADDRESS
Veritas Asset Management LLP	90 Long Acre, London WC2E 9RA, United Kingdom
The Real Return Group Ltd	90 Long Acre, London WC2E 9RA, United Kingdom
Veritas Returns Ltd	90 Long Acre, London WC2E 9RA, United Kingdom
Veritas Asset Partners Ltd	90 Long Acre, London WC2E 9RA, United Kingdom

VERITAS ASSET MANAGEMENT

REAL RETURN INVESTING

Australian Securities and Investments Commission

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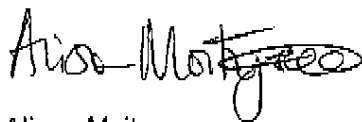
31st October 2014

**EXPLANATORY NOTE TO ACCOMPANY FORM 603 (NOTICE OF INITIAL SUBSTANTIAL HOLDER)
AND FORM 605 (NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER)**

Dear Sir/Madam,

This is an explanatory note to accompany Forms 603 and 605 and to advise that the transfer of shares should be from **VERITAS ASSET MANAGEMENT LLP (FCA Firm Reference Number 584040)** – the 'old' Veritas entity which is in the process of being deauthorised and cancelled in the UK to the current, new legal entity, also called **VERITAS ASSET MANAGEMENT LLP** but which has a **different FCA Firm Reference Number 627407**.

Yours Faithfully,



Alison Moitysee
Compliance Officer, Veritas Asset Management LLP

Authorised and regulated by the Financial Conduct Authority
Registered office: 90 Long Acre, London WC2E 9RA
Registered in England & Wales. Registered Number: 0C392918