

# 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. Amended 01/01/2011

|                       |                              |
|-----------------------|------------------------------|
| <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>    | John Michael Grill |
| <b>Date of last notice</b> | 1 March 2013       |

### 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 and indirect                                                                                                                                                                                                                                                                             |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Registered holder of shares: <ul style="list-style-type: none"><li>- Wilaci Pty Limited</li><li>- Citicorp Nominees Pty Limited</li><li>- HSBC Custody Nominees (Australia) Limited</li><li>- Haju Pty Limited</li><li>- Juha Pty Limited</li><li>- Serpentine Foundation Pty Limited</li></ul> |
| <b>Date of change</b>                                                                                                                                    | 18 October 2017                                                                                                                                                                                                                                                                                 |
| <b>No. of securities held prior to change</b>                                                                                                            | Performance Rights: 53,608<br>Fully paid ordinary shares:<br>Direct: 3,932,055<br>Indirect: 21,440,118                                                                                                                                                                                          |
| <b>Class</b>                                                                                                                                             | Fully paid ordinary shares                                                                                                                                                                                                                                                                      |
| <b>Number acquired</b>                                                                                                                                   | Direct: 256,935<br>Indirect: 2,280,284                                                                                                                                                                                                                                                          |
| <b>Number disposed</b>                                                                                                                                   | Not applicable                                                                                                                                                                                                                                                                                  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                | \$13.00 per share                                                                                                                                                                                                                                                                               |

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

|                                                                                                                                                                             |                                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>No. of securities held after change</b>                                                                                                                                  | Performance Rights: Nil (53,608 lapsed)<br>Fully paid ordinary shares:<br>Direct: 2,826,277<br>Indirect: 25,083,115 |
| <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 | Participation in the WorleyParsons' Institutional Entitlement Offer.                                                |

## 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>                                                                                                                                                    | Not applicable |
| <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>Note: Details are only required for a contract 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 details and an estimated valuation                                                                 |                |
| <b>Interest after change</b>                                                                                                                                                 |                |

## Part 3 – <sup>+</sup>Closed period

|                                                                                                                                                               |                                                                                                                                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No. Under the WorleyParsons Securities Dealing Policy, prior written clearance is not required to acquire WorleyParsons shares under a rights issue, as in the case of the Institutional Entitlement Offer |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                                          |                                                                                                                                                                                                            |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                               |                                                                                                                                                                                                            |

<sup>+</sup> See chapter 19 for defined terms.