

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme WorleyParsons Limited

ACN/ARSN 096 090 158

1. Details of substantial holder (1)

Name John Grill and Haju Pty Limited (ACN 139 532 433), Juha Pty Limited (ACN 139 532 488), Serpentine Foundation Pty Limited (ACN 121 460 222), Serpentine Superannuation Pty Limited (ACN 608 296 279)
Wilaci Pty Limited (ACN 056 679 237) (the **Grill Companies**, and together with John Grill, the **Grill Group**)

ACN/ARSN (if applicable) As above.

There was a change in the interests of the
substantial holder on 31 / 10 / 2018

The previous notice was given to the company on 31 / 05 / 2010

The previous notice was dated 31 / 05 / 2010

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	25,313,786	10.57% (based on 239,430,765 ordinary shares on issue)	34,336,128	8.82% (based on 389,368,256 ordinary shares on issue)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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(s) whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
30 September 2010	Grill Group	Exercise of Performance Rights granted in the 2008 Financial Year, vested on 30 September 2010 and issued as Ordinary Shares	Nil	15,973 ordinary shares	15,973
2 October 2012	Grill Group	Exercise of Performance Rights granted in financial years 2009 and 2010, vested on 30 September 2012 and issued as Ordinary Shares	Nil	42,414 ordinary shares	42,414

24 Oct 2017	Grill Group	Participation in the WorleyParsons' Institutional Entitlement Offer announced to ASX on 9 October 2017.	\$32,983,847	2,537,219 ordinary shares	2,537,219
31 Oct 2018	Grill Group	Participation in the WorleyParsons' Institutional Entitlement Offer announced to ASX on 22 October 2018.	\$100,000,012.16	6,426,736 ordinary shares	6,426,736

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Grill Group	Citicorp Nominees Pty Limited (11,000,000), Haju Pty Limited (1,715,000), John Grill (2,826,277), Juha Pty Limited (2,080,000), Serpentine Foundation Pty Limited (5,400,000), Serpentine Superannuation Pty Ltd (300,000) and Wilaci Pty Limited (11,014,851)	Wilaci Pty Limited, Haju Pty Limited, John Grill, Juha Pty Limited, Serpentine Foundation Pty Limited, Serpentine Superannuation Pty Ltd and Wilaci Pty Limited (respectively)	Relevant interests of Haju Pty Limited, John Grill, Juha Pty Limited, Serpentine Foundation Pty Limited, Serpentine Superannuation Pty Ltd and Wilaci Pty Limited arise under section 608(1)(a) of the Corporations Act as registered holders (and in the case of Wilaci, entitled to be registered as holder of the shares held by Citicorp Nominees), and also under section 608(3)(b) in the case of John Grill, as the person that controls the Grill Companies.	34,336,128 ordinary shares	34,336,128

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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
Grill Companies	Each of the Grill Companies are associates under section 12(2)(a)(iii) of the Corporations Act by reason of those entities being under the common control of John Grill. Evenrose Pty Limited – ceased to be an associate on 23 October 2013 due to its deregistration. Serpentine Superannuation Pty Limited – became an associate on 17 September 2015 due to its incorporation within the Grill Group. Serpentine Foundation Pty Limited – became an associate on 29 August 2006 due to its incorporation within the Grill Group.

6. Addresses

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

Name	Address
John Grill Haju Pty Limited (ACN 139 532 433) Juha Pty Limited (ACN 139 532 488) Serpentine Foundation Pty Limited (ACN 121 460 222) Serpentine Superannuation Pty Limited (ACN 608 296 279) Wilaci Pty Limited (ACN 056 679 237)	c/- Level 17, 141 Walker Street, North Sydney NSW 2060

Signature

print name John Grill

capacity Director

sign here

date 1/11/2018



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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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 on 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.