

**FAX COVER SHEET**

DATE: 15 FEBRUARY 2019	
TO: Market Announcements Office	FROM: MATT SZIMANSKI
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 61 2 9347 0005	FAX NUMBER: 410-577-5002
PHONE NUMBER:	PHONE NUMBER: 410-345-4632
NUMBER OF PAGES INCLUDING COVER SHEET: 8	

To Whom It May Concern:

See attached **Form 603** for **WorleyParsons Ltd.**

Please contact me at the above phone number or by email at matt_szimanski@troweprice.com if you have any questions.

This form is also being sent to the company.

Regards,

Matt Szimanski
T. Rowe Price Associates, Inc.
Legal Compliance
Phone: (410) 577-2002
Fax: (410) 345-2035

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Form 603Corporations Act 2001
Section 871B**Notice of initial substantial holder**To: Company Name/Scheme WorleyParsons LtdACN/ARSN 096 090 158**1. Details of substantial holder (1)**Name T. Rowe Price Associates, Inc.

ACN/ARSN (if applicable)

The holder became a substantial holder on 14/02/2019**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	23,251,627	23,251,627	5.04%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
T. Rowe Price Associates, Inc.	Power to exercise vote and/or dispose of securities as discretionary investment managers	12,083,128
T. Rowe Price International Ltd	Power to exercise vote and/or dispose of securities as discretionary investment managers	11,168,499

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure 1			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure 2				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
T. Rowe Price Associates, Inc.	
T. Rowe Price International Ltd	T. Rowe Price International Ltd. is a wholly owned subsidiary of T. Rowe Price Associates, Inc.

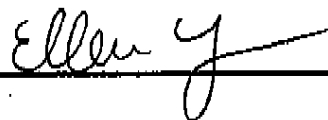
7. Addresses

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

Name	Address
T. Rowe Price Associates, Inc.	100 East Pratt Street, Baltimore, MD 21202
T. Rowe Price International Ltd.	60 Queen Victoria Street, London, EC4N 4TZ, United Kingdom

Signature

print name Ellen York capacity Vice President

sign here  date 15 / 02 /2019

DIRECTIONS

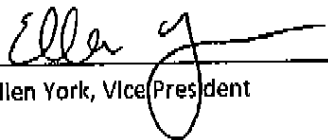
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Annexure 1

<u>Holder of Relevant Interest</u>	<u>Registered holder of securities</u>	<u>Person entitled to be registered as holder (8)</u>	<u>Class and number of securities</u>
T. Rowe Price Associates, Inc.	Bank of New York Mellon	Bank of New York Mellon	887,860 ordinary shares
T. Rowe Price Associates, Inc.	JP Morgan Chase	JP Morgan Chase	9,847,483 ordinary shares
T. Rowe Price Associates, Inc.	Northern Trust Company	Northern Trust Company	264,084 ordinary shares
T. Rowe Price Associates, Inc.	State Street Bank & Trust Co	State Street Bank & Trust Co	1,083,701 ordinary shares
T. Rowe Price International Ltd	Bank of New York Mellon	Bank of New York Mellon	91,618 ordinary shares
T. Rowe Price International Ltd	Citigroup Hong Kong	Citigroup Hong Kong	1,759,502 ordinary shares
T. Rowe Price International Ltd	JP Morgan Chase	JP Morgan Chase	7,204,521 ordinary shares
T. Rowe Price International Ltd	National Australia Bank	National Australia Bank	530,630 ordinary shares
T. Rowe Price International Ltd	Northern Trust Company	Northern Trust Company	1,358,737 ordinary shares
T. Rowe Price International Ltd	State Street Bank & Trust Co	State Street Bank & Trust Co	223,491 ordinary shares

This is annexure 1 referred to on page 1 of Form 603 (Notice of Initial Substantial Holder)


 Ellen York, Vice President

15-Feb-19

Annexure 2

<u>Holder of Relevant Interest</u>	<u>Date of Acquisition</u>	<u>Consideration (cash - AUD)</u>	<u>Number of Shares</u>	<u>Class</u>
T. Rowe Price International Ltd	15-Oct-18	17.950	112	Ordinary
T. Rowe Price International Ltd	16-Oct-18	18.089	26,074	Ordinary
T. Rowe Price International Ltd	17-Oct-18	18.367	240	Ordinary
T. Rowe Price International Ltd	24-Oct-18	15.875	476	Ordinary
T. Rowe Price International Ltd	24-Oct-18	15.875	8,437	Ordinary
T. Rowe Price Associates, Inc.	24-Oct-18	15.836	1,691	Ordinary
T. Rowe Price Associates, Inc.	24-Oct-18	15.836	2,158	Ordinary
T. Rowe Price International Ltd	24-Oct-18	15.875	2,291	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.904	17,324	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.203	4,091	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.208	4,259	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.203	51,678	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.208	53,807	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.203	65,915	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.208	68,631	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.203	19,978	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.208	20,801	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.203	3,082	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.208	3,208	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.203	57	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.208	59	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.203	8	Ordinary
T. Rowe Price International Ltd	26-Oct-18	14.208	9	Ordinary
T. Rowe Price International Ltd	30-Oct-18	14.109	656	Ordinary
T. Rowe Price International Ltd	31-Oct-18	14.590	29,813	Ordinary
T. Rowe Price International Ltd	1-Nov-18	14.500	9,557	Ordinary
T. Rowe Price International Ltd	2-Nov-18	14.189	9,419	Ordinary
T. Rowe Price International Ltd	2-Nov-18	14.330	775	Ordinary
T. Rowe Price International Ltd	5-Nov-18	14.056	431	Ordinary
T. Rowe Price International Ltd	5-Nov-18	13.969	717	Ordinary
T. Rowe Price International Ltd	5-Nov-18	13.969	4,795	Ordinary
T. Rowe Price International Ltd	5-Nov-18	13.969	17,343	Ordinary
T. Rowe Price International Ltd	5-Nov-18	13.969	5,565	Ordinary
T. Rowe Price Associates, Inc.	6-Nov-18	14.071	4,317	Ordinary
T. Rowe Price Associates, Inc.	6-Nov-18	14.071	115,000	Ordinary
T. Rowe Price Associates, Inc.	6-Nov-18	14.071	13,368	Ordinary
T. Rowe Price Associates, Inc.	6-Nov-18	14.071	7,705	Ordinary
T. Rowe Price Associates, Inc.	6-Nov-18	14.071	550	Ordinary
T. Rowe Price International Ltd	8-Nov-18	15.277	662	Ordinary
T. Rowe Price Associates, Inc.	13-Nov-18	14.960	13,871	Ordinary
T. Rowe Price International Ltd	15-Nov-18	14.790	7,242	Ordinary
T. Rowe Price International Ltd	15-Nov-18	14.493	400	Ordinary
T. Rowe Price Associates, Inc.	16-Nov-18	14.750	5,483	Ordinary
T. Rowe Price International Ltd	19-Nov-18	15.201	373	Ordinary
T. Rowe Price Associates, Inc.	20-Nov-18	14.470	810	Ordinary

Annexure 2

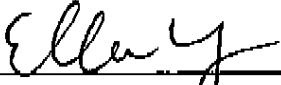
T. Rowe Price International Ltd	21-Nov-18	13.625	417	Ordinary
T. Rowe Price International Ltd	22-Nov-18	13.560	679	Ordinary
T. Rowe Price International Ltd	23-Nov-18	13.155	410	Ordinary
T. Rowe Price Associates, Inc.	26-Nov-18	13.112	883	Ordinary
T. Rowe Price International Ltd	29-Nov-18	13.008	3,016	Ordinary
T. Rowe Price Associates, Inc.	29-Nov-18	13.190	13,399	Ordinary
T. Rowe Price International Ltd	30-Nov-18	13.293	475	Ordinary
T. Rowe Price International Ltd	30-Nov-18	13.293	10,811	Ordinary
T. Rowe Price International Ltd	30-Nov-18	13.293	2,262	Ordinary
T. Rowe Price Associates, Inc.	30-Nov-18	13.200	12,799	Ordinary
T. Rowe Price International Ltd	30-Nov-18	13.293	559	Ordinary
T. Rowe Price International Ltd	3-Dec-18	13.576	18,593	Ordinary
T. Rowe Price International Ltd	4-Dec-18	14.140	70	Ordinary
T. Rowe Price Associates, Inc.	4-Dec-18	14.118	5,837	Ordinary
T. Rowe Price International Ltd	4-Dec-18	14.129	3,364	Ordinary
T. Rowe Price International Ltd	6-Dec-18	13.572	2,090	Ordinary
T. Rowe Price International Ltd	10-Dec-18	12.360	626	Ordinary
T. Rowe Price International Ltd	13-Dec-18	12.514	735	Ordinary
T. Rowe Price International Ltd	13-Dec-18	12.514	3,232	Ordinary
T. Rowe Price International Ltd	13-Dec-18	12.570	1,692	Ordinary
T. Rowe Price International Ltd	13-Dec-18	12.514	1,251	Ordinary
T. Rowe Price International Ltd	17-Dec-18	12.186	444	Ordinary
T. Rowe Price International Ltd	19-Dec-18	11.225	17,567	Ordinary
T. Rowe Price International Ltd	19-Dec-18	11.225	367	Ordinary
T. Rowe Price International Ltd	20-Dec-18	11.029	3,222	Ordinary
T. Rowe Price International Ltd	21-Dec-18	10.833	11,795	Ordinary
T. Rowe Price International Ltd	31-Dec-18	11.414	6,353	Ordinary
T. Rowe Price International Ltd	4-Jan-19	11.428	561	Ordinary
T. Rowe Price International Ltd	10-Jan-19	13.252	477	Ordinary
T. Rowe Price International Ltd	15-Jan-19	13.281	1,015	Ordinary
T. Rowe Price International Ltd	15-Jan-19	13.281	989	Ordinary
T. Rowe Price International Ltd	21-Jan-19	13.722	4,242	Ordinary
T. Rowe Price International Ltd	23-Jan-19	13.479	602	Ordinary
T. Rowe Price International Ltd	29-Jan-19	13.980	508	Ordinary
T. Rowe Price International Ltd	30-Jan-19	13.643	297	Ordinary
T. Rowe Price International Ltd	1-Feb-19	14.068	2,664	Ordinary
T. Rowe Price International Ltd	1-Feb-19	14.014	908	Ordinary
T. Rowe Price International Ltd	4-Feb-19	14.645	3,500	Ordinary
T. Rowe Price International Ltd	4-Feb-19	14.645	109,262	Ordinary
T. Rowe Price International Ltd	4-Feb-19	14.645	94,551	Ordinary
T. Rowe Price International Ltd	4-Feb-19	14.645	9,068	Ordinary
T. Rowe Price International Ltd	5-Feb-19	14.306	652	Ordinary
T. Rowe Price International Ltd	7-Feb-19	14.537	4,252	Ordinary
T. Rowe Price International Ltd	11-Feb-19	14.143	420	Ordinary
T. Rowe Price International Ltd	13-Feb-19	14.822	426	Ordinary
T. Rowe Price International Ltd	13-Feb-19	14.999	2,587	Ordinary
T. Rowe Price International Ltd	13-Feb-19	14.822	495	Ordinary

Annexure 2

T. Rowe Price International Ltd	13-Feb-19	14.999	3,006	Ordinary
T. Rowe Price International Ltd	13-Feb-19	14.822	20,995	Ordinary
T. Rowe Price International Ltd	13-Feb-19	14.999	127,537	Ordinary
T. Rowe Price International Ltd	13-Feb-19	14.822	9,255	Ordinary
T. Rowe Price International Ltd	13-Feb-19	14.999	56,224	Ordinary
T. Rowe Price International Ltd	13-Feb-19	14.822	1,094	Ordinary
T. Rowe Price International Ltd	13-Feb-19	14.999	6,646	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	3,189	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	18,814	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.351	553	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.361	3,265	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	568	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	3,351	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	123	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	728	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	27	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	159	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	33	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	196	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	625	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	3,685	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.351	643	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.361	3,794	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	1,351	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	7,971	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	58	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	343	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	114	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	676	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	9,228	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	54,445	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.351	27,277	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.361	160,926	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.351	12,025	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.361	70,942	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	1,377	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	8,124	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.351	1,422	Ordinary
T. Rowe Price International Ltd	14-Feb-19	15.361	8,386	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	31,986	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	188,704	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	39	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	230	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.351	1,221	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-19	15.361	7,201	Ordinary

Annexure 2

This is annexure 2 referred to on page 1 of Form 603 (Notice of Initial Substantial Holder)

A handwritten signature in cursive script, appearing to read "Ellen York", written over a horizontal line.

Ellen York, Vice President

15-Feb-19