T.RowePrice®
INVEST WITH CONFIDENCE

FAX COVER SHEET

DATE: 24 MARCH 2020	
TO: Market Announcements Office	FROM: RICKY NEWSOME
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 9011 61 2 9347 0005	FAX NUMBER: 410-345-2035
PHONE NUMBER:	PHONE NUMBER: 410-345-2306
NUMBER OF PAGES INCLUDING COVER SHEET: 3	

To Whom It May Concern:

See attached **Form 605** for **Worley Limited.**

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

This form is also being sent to the company.

Regards,

Ricky Newsome
T. Rowe Price Associates, Inc.
Legal Compliance
Phone: (410) 345-2306
Fax: (410) 345-2035

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme: Worley Ltd

ACN/ARSN: 096 090 158

1. Details of substantial holder(1)

Name: T. Rowe Price Associates, Inc.

ACN/ARSN (if applicable):

The holder ceased to be a substantial holder on: 20/03/2020

The previous notice was given to the company on: 04/03/2020

The previous notice was dated: 02/03/2020

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
See Annexure 1					

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

4. 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 20202
T. Rowe Price International Ltd	60 Queen Victoria Street, London, EC4N 4TZ, United Kingdom

Signature

print name: Gary Greb

capacity: Vice President

sign here

date: 24 / 03 / 2020

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 608 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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.

(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.

(c) The person must give a copy of this notice:
- (i) within 2 business days after they become aware of the information; or
- (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
  - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
  - (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
2 show the corporation name and ACN or ARBN
3 number the pages consecutively
4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
5 identify the annexure with a mark such as A, B, C, etc
6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

Annexure 1

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change (AUD)	Class and number of securities	Person's votes affected
5-Mar-20	T. Rowe Price International Ltd.	Purchase	12.250	5,967 ordinary shares	5,967
5-Mar-20	T. Rowe Price International Ltd.	Purchase	12.250	71,108 ordinary shares	71,108
6-Mar-20	T. Rowe Price Associates, Inc.	Purchase	12.142	53,574 ordinary shares	53,574
6-Mar-20	T. Rowe Price Associates, Inc.	Purchase	11.770	1,990 ordinary shares	1,990
9-Mar-20	T. Rowe Price International Ltd.	Sale	9.421	20,917 ordinary shares	20,917
9-Mar-20	T. Rowe Price International Ltd.	Purchase	9.448	424 ordinary shares	424
9-Mar-20	T. Rowe Price Associates, Inc.	Purchase	8.832	2,374 ordinary shares	2,374
10-Mar-20	T. Rowe Price International Ltd.	Purchase	9.749	2,763 ordinary shares	2,763
11-Mar-20	T. Rowe Price Associates, Inc.	Purchase	10.026	7,384 ordinary shares	7,384
11-Mar-20	T. Rowe Price Associates, Inc.	Purchase	10.026	188 ordinary shares	188
11-Mar-20	T. Rowe Price Associates, Inc.	Purchase	10.026	1,736 ordinary shares	1,736
12-Mar-20	T. Rowe Price Associates, Inc.	Sale	9.312	532 ordinary shares	532
13-Mar-20	T. Rowe Price International Ltd.	Purchase	9.610	18,273 ordinary shares	18,273
13-Mar-20	T. Rowe Price International Ltd.	Sale	8.050	15,829 ordinary shares	15,829
13-Mar-20	T. Rowe Price International Ltd.	Purchase	7.772	1,147 ordinary shares	1,147
16-Mar-20	T. Rowe Price International Ltd.	Sale	8.389	20,996 ordinary shares	20,996
16-Mar-20	T. Rowe Price International Ltd.	Purchase	8.358	809 ordinary shares	809
17-Mar-20	T. Rowe Price International Ltd.	Purchase	7.193	261 ordinary shares	261
17-Mar-20	T. Rowe Price International Ltd.	Purchase	7.674	1,659 ordinary shares	1,659
18-Mar-20	T. Rowe Price International Ltd.	Sale	5.807	20,995 ordinary shares	20,995
18-Mar-20	T. Rowe Price International Ltd.	Purchase	5.979	770 ordinary shares	770
18-Mar-20	T. Rowe Price Associates, Inc.	Purchase	6.513	19,614 ordinary shares	19,614
18-Mar-20	T. Rowe Price Associates, Inc.	Sale	6.726	1,103 ordinary shares	1,103
19-Mar-20	T. Rowe Price International Ltd.	Sale	4.926	11,694 ordinary shares	11,694
19-Mar-20	T. Rowe Price International Ltd.	Purchase	4.886	1,631 ordinary shares	1,631
20-Mar-20	T. Rowe Price International Ltd.	Sale	5.624	18,089 ordinary shares	18,089
20-Mar-20	T. Rowe Price Associates, Inc.	Sale	5.415	50,000 ordinary shares	50,000
20-Mar-20	T. Rowe Price Associates, Inc.	Sale	5.659	58,611 ordinary shares	58,611
20-Mar-20	T. Rowe Price Associates, Inc.	Purchase	5.601	15,855 ordinary shares	15,855

This is annexure 1 referred to on page 1 of Form 605 (Notice of change of interest of substantial holder)

Gary Greb

Gary Greb, Vice President

24-Mar-20