

Level 12, 141 Walker Street North Sydney NSW 2060 Australia Telephone: +61 2 8923 6866 Facsimile: +61 2 8923 6877 worleyparsons.com WorleyParsons Limited ABN 17 096 090 158

7 April 2016

Manager, Market Announcements Office ASX Limited Level 4, Exchange Centre 20 Bridge Street SYDNEY NSW 2000

Dear Sir/Madam

# **WORLEYPARSONS LIMITED (WOR)**

# SUBSTANTIAL SHAREHOLDER NOTICES – POLARIS CAPITAL MANAGEMENT, LLC

The company has received the information attached and is lodging it in accordance with ASX Listing Rule 3.17.2.

Yours faithfully WorleyParsons

Peter Janu

Company Secretary & General Counsel Corporate



# Form 604

Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

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of substantial ho	lder(1)							
	Polar	is Capito	e mo	anagen	unt.	LLC		
(if applicable)	None			Ű				
a change in the Inter-	ests of the	22,03,2	016					
s notice was given to	o the company on	28,07,2	015					
s notice was dated		28 1071 2 28 1071 21	215					
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mber of votes attach	ed to all the voting s	shares in the company re a substantial holding	or voting Interes	ls in the scheme t	hat the substan	ntial holder o	or an asso	clate (2) had a
required, and when	now reduced in dia	e a zonziannar nomind	notice to the co	пфану ві зслете	are as longw			
Class of secu	rities (4)	Previous notice			Preser	it notice		
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The persons who have become associates (2) of locased 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

#### 6. Addresses

The addresses of persons named in this form are as follows

Name	Address

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sign here

ign here BERNARD R. HORN JK. capacity PRESIDENT

Bernald. Horn. A. date 3 124 116

#### 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
- (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.
- 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
  - any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any (a) document selling 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
  - 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 retates (indicating clearly the particular securities to which the qualification applies) (b)

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- 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
- (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"
- Give details. If appropriate, of the present association and any change in that association since the last substantial holding notice (9)

## 3. Changes in Relevant Interest

Holder of relevant interest	Date of Acquisition	Nature of Change	Number of Shares	Consideration		Class and numb	er of securities
			Affected	Cash	Non-cash		
						Opening Balance	15,537,800
Polaris Capital International Value Limited Partnership	3/08/2015	Buy	105,100	8.97		Ordinary	15,642,900
Battelle-Polaris Global Equity	4/08/2015	Buy	46,000	8.86		Ordinary	15,688,900
Goldman Sachs Multi-Manager Alternatives Fund	17/08/2015	Sell	-9,100	7.98		Ordinary	15,679,800
PNC International Equity Fund	23/09/2015	Buy	270,000	6.15		Ordinary	15,949,800
PSEG Nuclear LLC Qualified Polaris Capital Mgmt	16/10/2015	Buy	60,300	7.71		Ordinary	16,010,100
PSEG Nuclear LLC Qualified Polaris Capital Mgmt	9/11/2015	Buy	69,900	6.31		Ordinary	16,080,000
PSEG Nuclear LLC Qualified Polaris Capital Mgmt	11/11/2015	Buy	81,400	6.13		Ordinary	16,161,400
Polaris Global Value UCITS Fund	27/11/2015	Buy	10,300	6.02		Ordinary	16,171,700
Polaris Global Value UCITS Fund	11/12/2015	Buy	28,300	4.65		Ordinary	16,200,000
Polaris Global Value UCITS Fund	16/12/2015	Buy	28,000	4.12		Ordinary	16,228,000
PSEG Master Employee Benefit Plan	17/12/2015	Buy	742,400	4.41		Ordinary	16,970,400
Taylor Woodrow Group Pension & Life Assurance Fund	31/12/2015	Delivered Long	-273,800	3.63		Ordinary	16,696,600
Mizuho T&B Co./Pension Fund Association Trust & Custody Services Bank, Ltd.	21/01/2016	Received Long	689,117	4.15		Ordinary	17,385,717
Russell Investments Canada Limited - Russell Global Equity Fund	19/02/2016	Received Long	140,003	3.32		Ordinary	17,525,720
Russell Investments Canada Limited - Russell Global Equity Pool	19/02/2016	Received Long	54,311	3.32		Ordinary	17,580,031
Goldman Sachs Multi-Manager Alternatives Fund	16/03/2016	Sell	-131,900	5.23		Ordinary	17,448,131
Pear Tree Polaris Foreign Value Small Cap Fund	22/03/2016	Buy	997,600	5.61		Ordinary	18,445,731
					Balance H	eld as of 22nd March, 2016	18,445,731

## 4. Present Relevant Interests

Holder of relevant interest	Nature of relevant interest	Class and number of secu	rities
PNC International Equity Fund	power to control disposal of securities	Ordinary	1,244,600
ASC Investment Group	power to control voting and/or disposal of securities	Ordinary	38,300
Battelle-Polaris Global Equity	power to control voting and/or disposal of securities	Ordinary	194,500
The Cheyenne Fund a Massachusetts Limited Partnership	power to control voting and/or disposal of securities	Ordinary	71,400
Comcast Corporation Retirement- Investment Plan	power to control voting and/or disposal of securities	Ordinary	197,300
Counsel Trust Company EB	power to control voting and/or disposal of securities	Ordinary	7,800
Counsel Trust Company Personal	power to control voting and/or disposal of securities	Ordinary	27,500
Counsel Trust Company IRA (LLC)	power to control voting and/or disposal of securities	Ordinary	9,700
Stephen E. Frank	power to control disposal of securities	Ordinary	4,900
General Electric Pension Trust	power to control voting and/or disposal of securities	Ordinary	671,400
NYSCRF/GSAM AIMS Global Tuscarora	power to control voting and/or disposal of securities	Ordinary	533,500
Goldman Sachs Multi-Manager Alternatives Fund	power to control voting and/or disposal of securities	Ordinary	35,200
Pear Tree Polaris Foreign Value Fund	power to control voting and/or disposal of securities	Ordinary	4,388,300
Pear Tree Polaris Foreign Value Small Cap Fund	power to control voting and/or disposal of securities	Ordinary	3,242,600
Lockheed Martin Corporation Master Retirement Trust	power to control voting and/or disposal of securities	Ordinary	689,900
The Nationwide Defined Benefit Master Trust	power to control disposal of securities	Ordinary	693,900
Nationwide Savings Plan	power to control disposal of securities	Ordinary	726,400
Nazareth Literary and Benevolent Institution	power to control disposal of securities	Ordinary	105,000
Obermayer Foundation, Inc.	power to control voting and/or disposal of securities	Ordinary	14,300
Polaris Capital International Value Limited Partnership	power to control voting and/or disposal of securities	Ordinary	459,900

Association Trust & Custody Services Bank, Ltd. Polaris Global Value UCITS Fund power to control voting and/or disposal of securities Polaris Global Value UCITS Fund power to control voting and/or disposal of securities Polaris Global Value Fund power to control voting and/or disposal of securities PSEG Master Employee Benefit Plan Polaris Capital Management PSEG Muclear LLC Qualified Polaris Capital Management Power to control voting and/or disposal of securities Power to control voting and/or disposal of securities Power to control voting and/or disposal of securities Power to control disposal of securities Pordinary Podrinary Podrinary Podrinary Podrinary P	Mizuho T&B Co./Pension Fund		<u> </u>	
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Polaris Global Value UCITS Fund power to control voting and/or disposal of securities Ordinary 666 Polaris Global Value Fund power to control voting and/or disposal of securities Ordinary 497 PSEG Master Employee Benefit Plan Polaris Capital Management PSEG Nuclear LLC Qualified Polaris Capital Management power to control voting and/or disposal of securities power to control voting and/or disposal of securities Ordinary 211 RBC GAM International Fund power to control voting and/or disposal of securities Ordinary Russell Trust Company Retirement Income Plan For Employees Of Armstrong World Industries Inc. Russell Investments Canada Limited - Russell Investments Canada Limited - Russell Global Equity Fund power to control disposal of securities Power to cont	·-	power to control voting unayor disposar or securities	J. a.mar y	003,117
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Polaris Capital Management PSEG Nuclear LLC Qualified Polaris Capital Management PSEG Nuclear LLC Qualified Polaris Capital Management PSEG Muclear LLC Qualified Polaris Power to control voting and/or disposal of securities Power to control voting and/or disposal of securities Power to control disposal of sec	Polaris Global Value Fund	power to control voting and/or disposal of securities	Ordinary	497,400
Capital Management power to control voting and/or disposal of securities Ordinary 211 RBC GAM International Fund power to control voting and/or disposal of securities Ordinary 1,079 Russell Trust Company Retirement Income Plan For Employees Of Armstrong World Industries Inc.  Russell Investments Canada Limited - Russell Global Equity Fund power to control disposal of securities Ordinary Russell Investments Canada Limited - Russell Investments Canada Limited - Russell Institutional Funds, LLC - Russell Multi-Asset Core Plus Fund power to control disposal of securities Ordinary Russell Investment Company Global Equity Portfolio Russell Trust Company Multi-Asset Core Fund Russell Investments Canada Ltd. Wsib Investments Canada Ltd. Wsib Investments Public Equities Pooled Fund Trust  Sharon Schumacher power to control disposal of securities Ordinary 445		power to control voting and/or disposal of securities	Ordinary	742,400
Russell Investments Canada Limited - Russell Investment Company Global Equity Pool Power to control disposal of securities	,	power to control voting and/or disposal of securities	Ordinary	211,600
Income Plan For Employees Of Armstrong World Industries Inc.  Russell Investments Canada Limited - Russell Global Equity Fund  Russell Investments Canada Limited - Russell Global Equity Pool  Russell Institutional Funds, LLC - Russell Multi-Asset Core Plus Fund  Russell Investment Company Global Equity Portiolio  Russell Investment Company Multi-Asset Core Fund  Russell Investments Canada Ltd. Wsib Investments Public Equities Pooled Fund Funds  Power to control disposal of securities  Pow	RBC GAM International Fund	power to control voting and/or disposal of securities	Ordinary	1,079,200
Russell Global Equity Fund  Russell Investments Canada Limited - Russell Global Equity Pool  Russell Institutional Funds, LLC - Russell Multi-Asset Core Plus Fund  Russell Investment Company Global Equity Portfolio  Russell Investment Company Multi-Asset  Core Fund  Russell Investments Canada Ltd. Wsib Investments Canada Ltd. Wsib Investments Public Equities Pooled Fund Trust  David Matthew Shackleton Revocable  Power to control disposal of securities  Ordinary  140  Ordinary  751  Ordinary  179	Income Plan For Employees Of	power to control disposal of securities	Ordinary	66,100
Russell Global Equity Pool  Russell Institutional Funds, LLC - Russell Multi-Asset Core Plus Fund  Russell Investment Company Global Equity Portfolio Russell Trust Company Multi-Asset Core Fund Russell Investments Canada Ltd. Wsib Investments Public Equities Pooled Fund Trust  Sharon Schumacher  Power to control disposal of securities  power to control disposal of securities  Ordinary  751		power to control disposal of securities	Ordinary	140,003
Russell Multi-Asset Core Plus Fund  Russell Investment Company Global Equity Portfolio  Russell Trust Company Multi-Asset Core Fund  Russell Investments Canada Ltd. Wsib Investments Public Equities Pooled Fund Trust  Sharon Schumacher  Power to control disposal of securities  Power to control disposal of securities  Ordinary  751  Ordinary  179  Ordinary  445		power to control disposal of securities	Ordinary	54,311
Equity Portfolio Russell Trust Company Multi-Asset Core Fund Russell Investments Canada Ltd. Wsib Investments Public Equities Pooled Fund Trust Sharon Schumacher  Power to control disposal of securities  Ordinary  751  751  751  751  751  751  751  75	•	power to control disposal of securities	Ordinary	140,500
Core Fund Russell Investments Canada Ltd. Wsib Investments Public Equities Pooled Fund Trust Sharon Schumacher  David Matthew Shackleton Revocable		power to control disposal of securities	Ordinary	751,300
Investments Public Equities Pooled power to control disposal of securities  Fund Trust  Sharon Schumacher power to control disposal of securities  Ordinary 445  Application Revocable power to control disposal of securities  Ordinary 4  David Matthew Shackleton Revocable	Core Fund	power to control disposal of securities	Ordinary	179,700
David Matthew Shackleton Revocable	Investments Public Equities Pooled	power to control disposal of securities	Ordinary	445,600
David Matthew Shackleton Revocable	Sharon Schumacher	power to control disposal of securities	Ordinary	4,300
Trust Uad 12/07/76 Power to control disposal of securities Ordinary		power to control disposal of securities	Ordinary	1,400
The Stanley W. Watson Foundation power to control voting and/or disposal of securities Ordinary 19	The Stanley W. Watson Foundation	power to control voting and/or disposal of securities	Ordinary	19,800

## 6. Addresses

Holder of relevant interest	Name	Address
		National Australia Bank, Ltd.
	L	Level 12, 500 Bourke St
PNC International Equity Fund	National Australia Bank, Ltd.	Melbourne, Victoria 3000
		Australia
ASC Investment Group	National Australia Bank, Ltd.	CDO DOV 440C Mally assure VIC 2004
·		GPO BOX 1406, Melbourne VIC 3001 HSBC Custody and Clearing
		Level 13, 580 George St.
Battelle-Polaris Global Equity	HSBC Custody and Clearing	Sydney, NSW 2000, Australia
, ,	, ,	Syuriey, NSW 2000, Australia
		National Australia Bank, Ltd.
The Cheyenne Fund a Massachusetts	l	Level 12, 500 Bourke St
Limited Partnership	National Australia Bank, Ltd.	Melbourne, Victoria 3000
		Australia
		JPMorgan Chase Bank, N.A.**
		Level 19, 55 Collins Street
Comcast Corporation Retirement-	JP Morgan Chase Bank	Melbourne 3000
Investment Plan		AUSTRALIA
		National Australia Bank, Ltd.
		Level 12, 500 Bourke St
Coursel Truck Course ED	Notice of Assetucity Death, 144	Melbourne, Victoria 3000
Counsel Trust Company EB	National Australia Bank, Ltd.	Australia
		Australia
		National Australia Bank, Ltd.
		Level 12, 500 Bourke St
Counsel Trust Company Personal	National Australia Bank, Ltd.	Melbourne, Victoria 3000
and the second s		Australia
		National Australia Bank, Ltd.
		Level 12, 500 Bourke St
Counsel Trust Company IRA (LLC)	National Australia Bank, Ltd.	Melbourne, Victoria 3000
1 , , , , , ,	Table	Australia

		HSBC Bank Australia Ltd
		HSBC Centre
Stephen E. Frank	HSBC Bank Australia	580 George Street
Stephen E. Hank	Tibbe Balik Australia	Sydney NSW 2000, Australia
		Hongkong and Shanghai
		Banking Corporation Ltd.
General Electric Pension Trust	Hongkong and Shanghai Banking Corporation	HSBC Custody and Clearing
1 222 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2		Level 13, 580 George St.
		Sydney, NSW 2000, Australia
		JPMorgan Chase Bank, N.A.**
		Level 19, 55 Collins Street
NYSCRF/GSAM AIMS Global Tuscarora	JP Morgan Chase Bank	Melbourne 3000
		AUSTRALIA
		The Hongkong and Shanghai Banking Corporation Ltd.
		HSBC Custody and Clearing
Goldman Sachs Multi-Manager	Hongkong and Shanghai Banking Corporation	Level 13, 580 George St.
Alternatives Fund		Sydney, NSW 2000, Australia
		Hongkong and Shanghai Banking Corporation Ltd.
		HSBC Custody and Clearing
Pear Tree Polaris Foreign Value Fund	Hongkong and Shanghai Banking Corporation	Level 13, 580 George St.
The state of the s	Thongsong and Shanghai Banking Corporation	Sydney, NSW 2000, Australia
		Hongkong and Shanghai Banking Corporation Ltd.
		HSBC Custody and Clearing
Pear Tree Polaris Foreign Value Small Cap	Hongkong and Shanghai Banking Corporation	Level 13, 580 George St.
Fund		Sydney, NSW 2000, Australia
		HSBC Custody and
Lockheed Martin Corporation Master		Clearing, Level 13, 580
Retirement Trust	HSBC Custody and Clearing	George Street, Sydney
netirement must		NSW 2000, Australia

		National Australia Bank, Ltd.
The Nationwide Defined Benefit Master		Level 12, 500 Bourke St
	National Australia Bank, Ltd.	Melbourne, Victoria 3000
Trust	Traditional Additional Salinty Leaf	Australia
		JPMorgan Chase Bank, N.A.**
		Level 19, 55 Collins Street
Nationwide Savings Plan	JP Morgan Chase Bank	Melbourne 3000
, and the second		AUSTRALIA
		Hongkong and Shanghai
		Banking Corporation Ltd.
Nazareth Literary and Benevolent	Hongkong and Shanghai Banking Corporation	HSBC Custody and Clearing
Institution		Level 13, 580 George St.
		Sydney, NSW 2000, Australia
		HSBC Bank Australia Ltd
		HSBC Centre
Obermayer Foundation, Inc.	Hongkong and Shanghai Banking Corporation	580 George Street
		Sydney NSW 2000, Australia
		National Australia Bank, Ltd.
Polaris Capital International Value Limited	National Australia Bank, Ltd.	Level 12, 500 Bourke St
Partnership	National Australia Bank, Ltu.	Melbourne, Victoria 3000
		Australia
		JPMorgan Chase Bank, N.A., Melbourne
Mizuho T&B Co./Pension Fund Association	JP Morgan Chase Bank	55 Collins St, Melbourne VIC 3000, Australia
Trust & Custody Services Bank, Ltd.		
		HSBC BANK AUSTRALIA LTD Level 32, 580 George Street, Sydney
Polaris Global Value UCITS Fund	HSBC BANK AUSTRALIA LTD	NSW 2000, Australia
Totalis Global Value Oction and	TISSE BANK ASSINALIA LIB	
		National Australia Bank, Ltd.
Polaris Global Value Fund		Level 12, 500 Bourke St
rolaris Global Value Fullu	National Australia Bank, Ltd.	Melbourne, Victoria 3000
		Australia

PSEG Master Employee Benefit Plan Polaris Capital Management	National Australia Bank, Ltd.	National Australia Bank, Melbourne Level 10, 500 Bourke Street, Melbourne Victoria 3000, Australia
PSEG Nuclear LLC Qualified Polaris Capital Management	National Australia Bank, Ltd.	National Australia Bank, Melbourne Level 10, 500 Bourke Street, Melbourne Victoria 3000, Australia
Polaris Global Value Fund	National Australia Bank, Ltd.	National Australia Bank, Ltd. Level 12, 500 Bourke St Melbourne, Victoria 3000 Australia
RBC GAM International Fund	Hongkong and Shanghai Banking Corporation	Hongkong and Shanghai Banking Corporation Ltd. HSBC Custody and Clearing Level 13, 580 George St. Sydney, NSW 2000, Australia
Russell Trust Company Retirement Income Plan For Employees Of Armstrong World Industries Inc.	JP Morgan Chase Bank	JPMorgan Chase Bank, N.A.** Level 19, 55 Collins Street Melbourne 3000 AUSTRALIA
Russell Investments Canada Limited - Russell Global Equity Fund	National Australia Bank, Ltd.	National Australia Bank, Melbourne Level 10, 500 Bourke Street, Melbourne Victoria 3000, Australia
Russell Investments Canada Limited - Russell Global Equity Pool	National Australia Bank, Ltd.	National Australia Bank, Melbourne Level 10, 500 Bourke Street, Melbourne Victoria 3000, Australia
Russell Institutional Funds, LLC - Russell Multi-Asset Core Plus Fund	National Australia Bank, Ltd.	National Australia Bank, Ltd. Level 12, 500 Bourke St Melbourne, Victoria 3000 Australia

		Hongkong and Shanghai
Russell Investment Company Global	Hongkong and Shanghai Banking Corporation	Banking Corporation Ltd.
		HSBC Custody and Clearing
Equity Portfolio		Level 13, 580 George St.
		Sydney, NSW 2000, Australia
		Hongkong and Shanghai
D 117 10 14 11 10		Banking Corporation Ltd.
Russell Trust Company Multi-Asset Core	Hongkong and Shanghai Banking Corporation	HSBC Custody and Clearing
Fund		Level 13, 580 George St.
		Sydney, NSW 2000, Australia
		Hongkong and Shanghai
Russell Investments Canada Ltd. Wsib		Banking Corporation Ltd.
Investments Public Equities Pooled Fund	Hongkong and Shanghai Banking Corporation	HSBC Custody and Clearing
Trust		Level 13, 580 George St.
		Sydney, NSW 2000, Australia
		HSBC Bank Australia Ltd
		HSBC Centre
Sharon Schumacher	Hongkong and Shanghai Banking Corporation	580 George Street
		Sydney NSW 2000, Australia
		IHSBC Bank Australia Ltd
		HSBC Centre
David Matthew Shackleton Revocable	Hongkong and Changhai Danking Corneration	580 George Street
Trust Uad 12/07/76	Hongkong and Shanghai Banking Corporation	Sydney NSW 2000, Australia
		Sydney NSW 2000, Adstralia
		Hongkong and Shanghai
		Banking Corporation Ltd.
The Stanley W. Watson Foundation	HSBC Bank Australia	HSBC Custody and Clearing
		Level 13, 580 George St.
		Sydney, NSW 2000, Australia