

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

WorleyParsons Limited

ABN

17 096 090 158

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|----------------------------|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 100,000 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

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| | | |
|----|---|---|
| 4 | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>Yes. Ordinary shares issued pursuant to a retraction notice in relation to exchangeable shares will rank equally with all existing ordinary shares from the date of issue.</p> |
| 5 | Issue price or consideration | N/A |
| 6 | <p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>Shares issued pursuant to a retraction notice received from an Exchangeable shareholder. Further details regarding the Exchangeable Share structure can be obtained from section 9.1 of the prospectus lodged with ASIC on 14 February 2007.</p> |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p> | |
| 6b | <p>The date the security holder resolution under rule 7.1A was passed</p> | |
| 6c | <p>Number of +securities issued without security holder approval under rule 7.1</p> | |
| 6d | <p>Number of +securities issued with security holder approval under rule 7.1A</p> | |

+ See chapter 19 for defined terms.

| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | | | | | |
|-------------|--|--|--------|--------|-------------|----------------------------|
| 6f | Number of +securities issued under an exception in rule 7.2 | | | | | |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. | | | | | |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | | | | | |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | | | | | |
| 7 | <p>+Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p> | 26 May 2016 | | | | |
| 8 | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable) | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">245,374,670</td> <td style="text-align: center;">Fully paid ordinary shares</td> </tr> </tbody> </table> | Number | +Class | 245,374,670 | Fully paid ordinary shares |
| Number | +Class | | | | | |
| 245,374,670 | Fully paid ordinary shares | | | | | |

+ See chapter 19 for defined terms.

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| 9 | Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable) | <table border="1"> <thead> <tr> <th data-bbox="694 255 874 304">Number</th> <th data-bbox="874 255 1407 304">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 304 874 436">2,689,249</td> <td data-bbox="874 304 1407 436"> Performance rights 2,705,928 As at last 3B (16,679) Lapsed 2,689,249 </td> </tr> <tr> <td data-bbox="694 436 874 728">95,835</td> <td data-bbox="874 436 1407 728"> Bonus Entitlements 123,964 As at last 3B (18,345) BEs vested on 15 May 2016 (2013-2016 period). 18,345 shares were allocated to employee participants through an off market transfer (9,784) Lapsed 95,835 </td> </tr> <tr> <td data-bbox="694 728 874 929">314,977</td> <td data-bbox="874 728 1407 929"> Share Price Performance Rights (314,977 SPPRs convert into a maximum number of 629,954 shares in the Company, in accordance with the Company's Performance Rights Plan.) </td> </tr> <tr> <td data-bbox="694 929 874 996">1</td> <td data-bbox="874 929 1407 996">Special voting share</td> </tr> <tr> <td data-bbox="694 996 874 1041">2,710,875</td> <td data-bbox="874 996 1407 1041">Exchangeable shares</td> </tr> </tbody> </table> | Number | ⁺ Class | 2,689,249 | Performance rights 2,705,928 As at last 3B (16,679) Lapsed 2,689,249 | 95,835 | Bonus Entitlements 123,964 As at last 3B (18,345) BEs vested on 15 May 2016 (2013-2016 period). 18,345 shares were allocated to employee participants through an off market transfer (9,784) Lapsed 95,835 | 314,977 | Share Price Performance Rights (314,977 SPPRs convert into a maximum number of 629,954 shares in the Company, in accordance with the Company's Performance Rights Plan.) | 1 | Special voting share | 2,710,875 | Exchangeable shares |
|-----------|---|--|--------|--------------------|-----------|--|--------|---|---------|--|---|----------------------|-----------|---------------------|
| Number | ⁺ Class | | | | | | | | | | | | | |
| 2,689,249 | Performance rights 2,705,928 As at last 3B (16,679) Lapsed 2,689,249 | | | | | | | | | | | | | |
| 95,835 | Bonus Entitlements 123,964 As at last 3B (18,345) BEs vested on 15 May 2016 (2013-2016 period). 18,345 shares were allocated to employee participants through an off market transfer (9,784) Lapsed 95,835 | | | | | | | | | | | | | |
| 314,977 | Share Price Performance Rights (314,977 SPPRs convert into a maximum number of 629,954 shares in the Company, in accordance with the Company's Performance Rights Plan.) | | | | | | | | | | | | | |
| 1 | Special voting share | | | | | | | | | | | | | |
| 2,710,875 | Exchangeable shares | | | | | | | | | | | | | |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Dividends will be paid on the ordinary shares, as for all members, as declared by the Company from time to time. | | | | | | | | | | | | |

Part 2 - Pro rata issue

- | | | |
|----|--|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the ⁺ securities will be offered | |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | |
| 15 | ⁺ Record date to determine entitlements | |

+ See chapter 19 for defined terms.

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|----|--|--|
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | |

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- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

⁺ See chapter 19 for defined terms.

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another +security, clearly identify that other +security)
-

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42 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in clause 38)

| Number | ⁺ Class |
|--------|--------------------|
| | |

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



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(Company Secretary & General Counsel Corporate)

Date: 26 May 2016

Print name: Peter Janu

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+ See chapter 19 for defined terms.