



WorleyParsons

resources & energy

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worleyparsons.com
WorleyParsons Limited
ABN 17 096 090 158

11 January 2017

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

Dear Sir/Madam

**WORLEYPARSONS LIMITED (WOR)
SUBSTANTIAL SHAREHOLDER NOTICE – 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

Nuala O'Leary
Group Company Secretary

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**Id. Company Name/Scheme Worley Parsons LimitedACN/ARSN 096 090 158**1. Details of substantial holder(1)**Name Polaris Capital Management, LLC
ACN/ARSN (if applicable) N/AThere was a change in the interests of the
substantial holder on 13/12/2016The previous notice was given to the company on 03/24/2016The previous notice was dated 03/22/2016**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) |
| <u>Ordinary</u> | <u>18,446,731</u> | <u>7.44%</u> | <u>15,648,256</u> | <u>6.30%</u> |
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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 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 |
|----------------|--|----------------------|---|---|-------------------------|
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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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
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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:

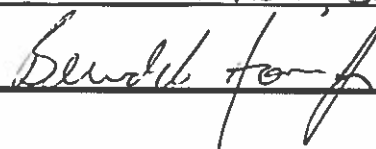
| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
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6. Addresses

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

| Name | Address |
|------|---------|
| | |
| | |

Signature

print name Bernard R. Horn, Jr. capacity President
 sign here  date 14/12/2016

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

4. Present Relevant Interests

| Holder of relevant interest | Nature of relevant interest | Class and number of securities | |
|---|---|--------------------------------|-----------|
| PNC International Equity Fund | power to control disposal of securities | Ordinary | 1,019,600 |
| Battelle-Polaris Global Equity | power to control voting and/or disposal of securities | Ordinary | 194,500 |
| Caisse de depot et placement du Quebec | power to control disposal of securities | Ordinary | 382,800 |
| 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 | 159,000 |
| 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 |
| Pear Tree Polaris Foreign Value Fund | power to control voting and/or disposal of securities | Ordinary | 3,524,600 |
| Pear Tree Polaris Foreign Value Small Cap Fund | power to control voting and/or disposal of securities | Ordinary | 1,912,500 |
| Lockheed Martin Corporation Master Retirement Trust | power to control voting and/or disposal of securities | Ordinary | 381,800 |
| 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 | 541,300 |
| 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 | 7,300 |
| Polaris Capital International Value Limited Partnership | power to control voting and/or disposal of securities | Ordinary | 429,900 |
| Mizuho T&B Co./Pension Fund Association Trust & Custody Services Bank, Ltd. | power to control voting and/or disposal of securities | Ordinary | 689,117 |
| Polaris Global Value UCITS Fund | power to control voting and/or disposal of securities | Ordinary | 66,600 |
| Polaris Global Value Fund | power to control voting and/or disposal of securities | Ordinary | 497,400 |

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| PSEG Master Employee Benefit Plan Polaris Capital Management | power to control voting and/or disposal of securities | Ordinary | 742,400 |
| PSEG Nuclear LLC Qualified Polaris Capital Management | power to control voting and/or disposal of securities | Ordinary | 211,600 |
| RBC GAM International Fund | power to control voting and/or disposal of securities | Ordinary | 1,079,200 |
| Russell Trust Company Retirement Income Plan For Employees Of Armstrong World Industries Inc. | power to control disposal of securities | Ordinary | 16,400 |
| Russell Investments Canada Limited - Russell Global Equity Fund | power to control disposal of securities | Ordinary | 140,003 |
| Russell Investments Canada Limited - Russell Global Equity Pool | power to control disposal of securities | Ordinary | 51,811 |
| Russell Institutional Funds, LLC - Russell Multi-Asset Core Plus Fund | power to control disposal of securities | Ordinary | 75,800 |
| Russell Investment Company Global Equity Portfolio | power to control disposal of securities | Ordinary | 751,300 |
| Russell Trust Company Multi-Asset Core Fund | power to control disposal of securities | Ordinary | 74,000 |
| Russell Investments Limited - SBZ Segregated Portfolio | power to control disposal of securities | Ordinary | 215,225 |
| Russell Investments Canada Ltd. Wsib Investments Public Equities Pooled Fund Trust | power to control disposal of securities | Ordinary | 383,700 |
| Sharon Schumacher | power to control disposal of securities | Ordinary | 4,300 |
| David Matthew Shackleton Revocable Trust Uad 12/07/76 | power to control disposal of securities | Ordinary | 600 |
| The Stanley W. Watson Foundation | power to control voting and/or disposal of securities | Ordinary | 10,400 |

6. Addresses

| Holder of relevant interest | Name | Address |
|---|---|---|
| PNC International Equity Fund | National Australia Bank, Ltd. | National Australia Bank, Ltd. Level 12, 500 Bourke St Melbourne, Victoria 3000 Australia |
| Battelle-Polaris Global Equity | HSBC Custody and Clearing | HSBC Custody and Clearing Level 13, 580 George St. Sydney, NSW 2000, Australia |
| Caisse de depot et placement du Quebec | HSBC BANK AUSTRALIA LIMITED | HSBC Custody and Clearing Level 13, 580 George St. Sydney, NSW 2000, Australia |
| The Cheyenne Fund a Massachusetts Limited Partnership | National Australia Bank, Ltd. | National Australia Bank, Ltd. Level 12, 500 Bourke St Melbourne, Victoria 3000 Australia |
| Comcast Corporation Retirement-Investment Plan | JP Morgan Chase Bank | JPMorgan Chase Bank, N.A.** Level 19, 55 Collins Street Melbourne 3000 AUSTRALIA |
| Stephen E. Frank | HSBC Bank Australia | HSBC Bank Australia Ltd HSBC Centre 580 George Street Sydney NSW 2000, Australia |
| General Electric Pension Trust | Hongkong and Shanghai Banking Corporation | Hongkong and Shanghai Banking Corporation Ltd. HSBC Custody and Clearing Level 13, 580 George St. Sydney, NSW 2000, Australia |

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| NYSRCF/GSAM AIMS Global Tuscarora | JP Morgan Chase Bank | JPMorgan Chase Bank, N.A.** Level 19, 55 Collins Street Melbourne 3000 AUSTRALIA |
| Pear Tree Polaris Foreign Value 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 |
| Pear Tree Polaris Foreign Value Small Cap 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 |
| Lockheed Martin Corporation Master Retirement Trust | HSBC Custody and Clearing | HSBC Custody and Clearing, Level 13, 580 George Street, Sydney NSW 2000, Australia |
| The Nationwide Defined Benefit Master Trust | National Australia Bank, Ltd. | National Australia Bank, Ltd. Level 12, 500 Bourke St Melbourne, Victoria 3000 Australia |
| Nationwide Savings Plan | JP Morgan Chase Bank | JPMorgan Chase Bank, N.A.** Level 19, 55 Collins Street Melbourne 3000 AUSTRALIA |
| Nazareth Literary and Benevolent Institution | Hongkong and Shanghai Banking Corporation | Hongkong and Shanghai Banking Corporation Ltd. HSBC Custody and Clearing Level 13, 580 George St. Sydney, NSW 2000, Australia |

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| Obermayer Foundation, Inc. | Hongkong and Shanghai Banking Corporation | HSBC Bank Australia Ltd HSBC Centre 580 George Street Sydney NSW 2000, Australia |
| Polaris Capital International Value Limited Partnership | National Australia Bank, Ltd. | National Australia Bank, Ltd. Level 12, 500 Bourke St Melbourne, Victoria 3000 Australia |
| Mizuho T&B Co./Pension Fund Association Trust & Custody Services Bank, Ltd. | JP Morgan Chase Bank | JPMorgan Chase Bank, N.A., Melbourne 55 Collins St, Melbourne VIC 3000, Australia |
| Polaris Global Value UCITS Fund | HSBC BANK AUSTRALIA LTD | HSBC BANK AUSTRALIA LTD Level 32, 580 George Street, Sydney NSW 2000, Australia |
| Polaris Global Value Fund | National Australia Bank, Ltd. | National Australia Bank, Ltd. Level 12, 500 Bourke St 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 |

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| 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 |
| Russell Investment Company Global Equity Portfolio | 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 Multi-Asset Core 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 Investments Limited - SBZ Segregated Portfolio | HSBC BANK AUSTRALIA LIMITED | HSBC Bank Australia Limited Direct Custody and Clearing Level 3, 10 Smith Street Parramatta, Sydney, New South Wales 2150 BSB #342-011 |

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| Russell Investments Canada Ltd. Wsib Investments Public Equities Pooled Fund Trust | Hongkong and Shanghai Banking Corporation | Hongkong and Shanghai Banking Corporation Ltd. HSBC Custody and Clearing Level 13, 580 George St. Sydney, NSW 2000, Australia |
| Sharon Schumacher | Hongkong and Shanghai Banking Corporation | HSBC Bank Australia Ltd HSBC Centre 580 George Street Sydney NSW 2000, Australia |
| David Matthew Shackleton Revocable Trust Uad 12/07/76 | Hongkong and Shanghai Banking Corporation | HSBC Bank Australia Ltd HSBC Centre 580 George Street Sydney NSW 2000, Australia |
| The Stanley W. Watson Foundation | HSBC Bank Australia | Hongkong and Shanghai Banking Corporation Ltd. HSBC Custody and Clearing Level 13, 580 George St. Sydney, NSW 2000, Australia |