



FAX COVER SHEET

DATE: 17 FEBRUARY 2017	
TO: Market Announcements Office	FROM: GINNY WICH
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 61 2 9347 0005	FAX NUMBER: 410-345-2035
PHONE NUMBER:	PHONE NUMBER: 410-345-4632
NUMBER OF PAGES INCLUDING COVER SHEET: 6	

To Whom It May Concern:

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

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

This form is also being sent to the company.

Regards,

Ginny Wich
T. Rowe Price Associates, Inc.
Legal Compliance
Phone: (410) 345-4632
Fax: (410) 345-2035

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Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo: 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 15/02/2017**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	12,504,329	12,504,329	5.06%

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	8,159,933
T. Rowe Price International Ltd	Power to exercise vote and/or dispose of securities as discretionary investment managers	4,344,396

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

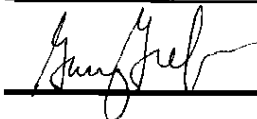
The addresses of persons named in this form are as follows:

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 **Gary Greb** capacity **Vice President**

sign here



date 17 / 02 / 2017

DIRECTIONS

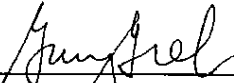
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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

Holder of Relevant Interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
T. Rowe Price Associates, Inc.	Bank of New York Mellon	Bank of New York Mellon	783,423 ordinary shares
T. Rowe Price Associates, Inc.	JP Morgan Chase	JP Morgan Chase	6,291,206 ordinary shares
T. Rowe Price Associates, Inc.	Northern Trust Company	Northern Trust Company	362,823 ordinary shares
T. Rowe Price Associates, Inc.	State Street Bank & Trust Co	State Street Bank & Trust Co	722,481 ordinary shares
T. Rowe Price International Ltd	Bank of New York Mellon	Bank of New York Mellon	25,741 ordinary shares
T. Rowe Price International Ltd	JP Morgan Chase	JP Morgan Chase	4,271,409 ordinary shares
T. Rowe Price International Ltd	State Street Bank & Trust Co	State Street Bank & Trust Co	47,246 ordinary shares

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



 Gary Greb, Vice President

17-Feb-17

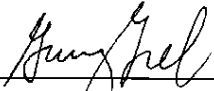
Annexure 2

Holder of Relevant Interest	Date of Acquisition	Consideration (cash - AUD)	Number of Shares	Class
T. Rowe Price Associates, Inc.	14-Oct-16	9.134	321	Ordinary
T. Rowe Price Associates, Inc.	14-Oct-16	9.134	7,102	Ordinary
T. Rowe Price Associates, Inc.	27-Oct-16	8.280	39,088	Ordinary
T. Rowe Price Associates, Inc.	4-Nov-16	8.006	431	Ordinary
T. Rowe Price International Ltd	4-Nov-16	7.983	207	Ordinary
T. Rowe Price International Ltd	15-Nov-16	8.688	137	Ordinary
T. Rowe Price International Ltd	29-Nov-16	9.068	176	Ordinary
T. Rowe Price International Ltd	30-Nov-16	8.740	371	Ordinary
T. Rowe Price International Ltd	2-Dec-16	9.727	585	Ordinary
T. Rowe Price Associates, Inc.	5-Dec-16	9.671	5,786	Ordinary
T. Rowe Price International Ltd	12-Dec-16	9.820	1,251	Ordinary
T. Rowe Price Associates, Inc.	13-Dec-16	9.685	39,665	Ordinary
T. Rowe Price Associates, Inc.	13-Dec-16	9.698	65,195	Ordinary
T. Rowe Price International Ltd	15-Dec-16	9.390	18,869	Ordinary
T. Rowe Price International Ltd	15-Dec-16	9.390	9,353	Ordinary
T. Rowe Price International Ltd	15-Dec-16	9.390	219	Ordinary
T. Rowe Price Associates, Inc.	22-Dec-16	9.895	745	Ordinary
T. Rowe Price International Ltd	29-Dec-16	9.800	2,612	Ordinary
T. Rowe Price International Ltd	17-Jan-17	10.050	162	Ordinary
T. Rowe Price Associates, Inc.	30-Jan-17	10.260	747	Ordinary
T. Rowe Price Associates, Inc.	30-Jan-17	10.260	784	Ordinary
T. Rowe Price International Ltd	6-Feb-17	9.640	156	Ordinary
T. Rowe Price Associates, Inc.	9-Feb-17	9.360	16,084	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.737	2,096	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.817	4,338	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.737	7,393	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.817	15,300	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.737	217	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.817	448	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.737	8	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.817	16	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.737	38,759	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.817	80,204	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.737	43	Ordinary
T. Rowe Price International Ltd	14-Feb-17	9.817	88	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.089	13,388	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.073	15,123	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.002	172	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.089	47,218	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.073	53,339	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.002	607	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.089	1,383	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.073	1,562	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.002	18	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.089	50	Ordinary

Annexure 2

T. Rowe Price International Ltd	15-Feb-17	10.073	56	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.002	1	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.089	247,528	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.073	279,611	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.002	3,181	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.089	274	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.073	309	Ordinary
T. Rowe Price International Ltd	15-Feb-17	10.002	3	Ordinary

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



Gary Greb, Vice President

17-Feb-17