

**FAX COVER SHEET**

DATE: 15 JUNE 2020	
TO: Market Announcements Office	FROM: MATT SZIMANSKI
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 9 011 61 2 9347 0005	FAX NUMBER: 410-345-2035
PHONE NUMBER:	PHONE NUMBER: 410-577-5002
NUMBER OF PAGES INCLUDING COVER SHEET: 7	

To Whom It May Concern:

See attached **Form 603** for **Worley Limited**.

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

This form is also being sent to the company.

Regards,

Matt Szimanski
T. Rowe Price Associates, Inc.
Legal Compliance
Phone: (410) 577-5002
Fax: (410) 345-2035

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Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To: Company Name/Schema Worley 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 11/06/2020**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	27,400,338	27,400,338	5.26%

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 manager	17,907,366
T. Rowe Price International Ltd	Power to exercise vote and/or dispose of securities as discretionary investment manager	9,492,972

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				

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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

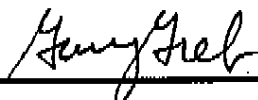
The addresses of persons named in this form are as follows:

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 **15 /06 /2020**

DIRECTIONS

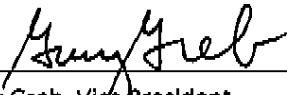
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 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 604 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

<u>Holder of Relevant Interest</u>	<u>Registered holder of securities</u>	<u>Person entitled to be registered as holder (8)</u>	<u>Class and number of securities</u>
T. Rowe Price Associates, Inc.	Bank of New York Mellon	Bank of New York Mellon	1,100,100 ordinary shares
T. Rowe Price Associates, Inc.	JP Morgan Chase	JP Morgan Chase	14,185,244 ordinary shares
T. Rowe Price Associates, Inc.	Northern Trust Company	Northern Trust Company	329,303 ordinary shares
T. Rowe Price Associates, Inc.	State Street Bank & Trust Co	State Street Bank & Trust Co	2,292,719 ordinary shares
T. Rowe Price International Ltd	Bank of New York Mellon	Bank of New York Mellon	118,640 ordinary shares
T. Rowe Price International Ltd	Citigroup Hong Kong	Citigroup Hong Kong	605,601 ordinary shares
T. Rowe Price International Ltd	JP Morgan Chase	JP Morgan Chase	8,036,449 ordinary shares
T. Rowe Price International Ltd	National Australia Bank	National Australia Bank	136,733 ordinary shares
T. Rowe Price International Ltd	Northern Trust Company	Northern Trust Company	440,628 ordinary shares
T. Rowe Price International Ltd	State Street Bank & Trust Co	State Street Bank & Trust Co	154,921 ordinary shares

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



Gary Greb, Vice President

15-Jun-20

Annexure 2

Holder of Relevant Interest	Date of Acquisition	Consideration (cash - AUD)	Number of Shares	Class
T. Rowe Price Associates, Inc.	12-Feb-20	14.500	13	Ordinary
T. Rowe Price Associates, Inc.	12-Feb-20	14.500	696	Ordinary
T. Rowe Price Associates, Inc.	14-Feb-20	14.373	37	Ordinary
T. Rowe Price International Ltd.	19-Feb-20	14.073	422	Ordinary
T. Rowe Price International Ltd.	20-Feb-20	14.416	18	Ordinary
T. Rowe Price International Ltd.	21-Feb-20	14.080	1,228	Ordinary
T. Rowe Price Associates, Inc.	21-Feb-20	14.405	134,985	Ordinary
T. Rowe Price International Ltd.	21-Feb-20	14.080	13,226	Ordinary
T. Rowe Price International Ltd.	24-Feb-20	14.219	216	Ordinary
T. Rowe Price International Ltd.	24-Feb-20	14.219	4,972	Ordinary
T. Rowe Price International Ltd.	25-Feb-20	13.946	2,724	Ordinary
T. Rowe Price International Ltd.	25-Feb-20	13.946	1,767	Ordinary
T. Rowe Price International Ltd.	25-Feb-20	13.946	7,160	Ordinary
T. Rowe Price International Ltd.	25-Feb-20	13.946	343	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.192	24,268	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.216	5,633	Ordinary
T. Rowe Price International Ltd.	27-Feb-20	13.216	1,957	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.192	23,018	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.216	75,209	Ordinary
T. Rowe Price International Ltd.	27-Feb-20	13.216	63,176	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.192	314	Ordinary
T. Rowe Price International Ltd.	27-Feb-20	13.216	2,672	Ordinary
T. Rowe Price Associates, Inc.	27-Feb-20	13.216	163,722	Ordinary
T. Rowe Price International Ltd.	27-Feb-20	13.120	435	Ordinary
T. Rowe Price International Ltd.	2-Mar-20	12.660	103,678	Ordinary
T. Rowe Price International Ltd.	2-Mar-20	12.660	177,787	Ordinary
T. Rowe Price International Ltd.	5-Mar-20	12.250	5,967	Ordinary
T. Rowe Price International Ltd.	5-Mar-20	12.250	71,108	Ordinary
T. Rowe Price Associates, Inc.	6-Mar-20	12.142	53,574	Ordinary
T. Rowe Price Associates, Inc.	6-Mar-20	11.770	1,990	Ordinary
T. Rowe Price Associates, Inc.	9-Mar-20	8.832	2,374	Ordinary
T. Rowe Price International Ltd.	9-Mar-20	9.448	424	Ordinary
T. Rowe Price International Ltd.	10-Mar-20	9.749	2,763	Ordinary
T. Rowe Price Associates, Inc.	11-Mar-20	10.026	1,736	Ordinary
T. Rowe Price Associates, Inc.	11-Mar-20	10.026	188	Ordinary
T. Rowe Price Associates, Inc.	11-Mar-20	10.026	7,384	Ordinary
T. Rowe Price International Ltd.	13-Mar-20	9.610	18,273	Ordinary
T. Rowe Price International Ltd.	13-Mar-20	7.772	1,147	Ordinary
T. Rowe Price International Ltd.	16-Mar-20	8.358	809	Ordinary
T. Rowe Price International Ltd.	17-Mar-20	7.193	261	Ordinary
T. Rowe Price International Ltd.	17-Mar-20	7.674	1,659	Ordinary
T. Rowe Price International Ltd.	18-Mar-20	5.979	770	Ordinary
T. Rowe Price Associates, Inc.	18-Mar-20	6.513	19,614	Ordinary
T. Rowe Price International Ltd.	19-Mar-20	4.886	1,631	Ordinary
T. Rowe Price Associates, Inc.	20-Mar-20	5.601	15,855	Ordinary

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T. Rowe Price International Ltd.	23-Mar-20	4.945	50,172	Ordinary
T. Rowe Price International Ltd.	25-Mar-20	5.387	6,000	Ordinary
T. Rowe Price International Ltd.	26-Mar-20	5.971	1,869	Ordinary
T. Rowe Price Associates, Inc.	31-Mar-20	6.150	160,206	Ordinary
T. Rowe Price International Ltd.	31-Mar-20	6.150	22,555	Ordinary
T. Rowe Price International Ltd.	1-Apr-20	6.366	1,303	Ordinary
T. Rowe Price International Ltd.	2-Apr-20	6.655	22,453	Ordinary
T. Rowe Price International Ltd.	2-Apr-20	6.655	862	Ordinary
T. Rowe Price International Ltd.	9-Apr-20	7.190	1,500	Ordinary
T. Rowe Price Associates, Inc.	9-Apr-20	7.088	26,188	Ordinary
T. Rowe Price International Ltd.	14-Apr-20	7.833	23,147	Ordinary
T. Rowe Price Associates, Inc.	17-Apr-20	7.406	10,000	Ordinary
T. Rowe Price Associates, Inc.	17-Apr-20	7.340	58,091	Ordinary
T. Rowe Price Associates, Inc.	17-Apr-20	7.433	71,995	Ordinary
T. Rowe Price International Ltd.	29-Apr-20	7.160	1,209	Ordinary
T. Rowe Price International Ltd.	1-May-20	8.515	5,828	Ordinary
T. Rowe Price International Ltd.	6-May-20	8.404	500	Ordinary
T. Rowe Price International Ltd.	8-May-20	8.763	1,000	Ordinary
T. Rowe Price Associates, Inc.	13-May-20	8.036	11,390	Ordinary
T. Rowe Price International Ltd.	13-May-20	8.033	700	Ordinary
T. Rowe Price International Ltd.	18-May-20	8.240	500	Ordinary
T. Rowe Price International Ltd.	19-May-20	8.791	6,033	Ordinary
T. Rowe Price International Ltd.	28-May-20	9.286	6,574	Ordinary
T. Rowe Price International Ltd.	2-Jun-20	8.833	500	Ordinary
T. Rowe Price International Ltd.	3-Jun-20	9.428	6,671	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	1,376	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	10,706	Ordinary
T. Rowe Price International Ltd.	9-Jun-20	10.309	6,600	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	220	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	1,713	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	83	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	650	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	6	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	44	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	6	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	51	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	252	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	1,959	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	519	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	4,042	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	574	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	4,468	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	1,032	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	8,030	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	774	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	6,020	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	35	Ordinary

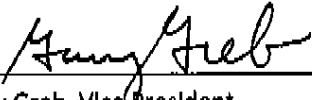
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T. Rowe Price Associates, Inc.	9-Jun-20	10.376	274	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	14	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	106	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	5,751	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	44,762	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	24	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	186	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	751	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	5,843	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	12,013	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	93,498	Ordinary
T. Rowe Price International Ltd.	9-Jun-20	10.315	400	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	4	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	197	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	1,536	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	219	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	1,702	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.269	541	Ordinary
T. Rowe Price Associates, Inc.	9-Jun-20	10.376	4,208	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	98,890	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	4,515	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	15,819	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	722	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	5,995	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	274	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	406	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	19	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	462	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	21	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	18,099	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	826	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	37,331	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	1,705	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	41,267	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	1,884	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	74,175	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	3,387	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	55,604	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	2,539	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	2,533	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	116	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	986	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	45	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	413,440	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	18,879	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	1,719	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	79	Ordinary

Annexure 2

T. Rowe Price Associates, Inc.	11-Jun-20	9.883	53,972	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	2,465	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	863,590	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	39,433	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	36	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	2	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	14,183	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	648	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	15,719	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	718	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.883	38,865	Ordinary
T. Rowe Price Associates, Inc.	11-Jun-20	9.775	1,775	Ordinary

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



Gary Greb, Vice President

15-Jun-20