

## Appendix 3Y

### Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	Worley Limited
<b>ABN</b>	ABN 17 096 090 158

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Robert Christopher Ashton
<b>Date of last notice</b>	26 February 2020

#### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	30 September 2020
<b>No. of securities held prior to change</b>	102,815 Fully paid ordinary shares  113,954 Performance rights  10,459 Share price performance rights ("SPPRs")  27,836 Deferred restricted share rights ("deferred rights")
<b>Class</b>	Ordinary shares, performance rights, SPPRs and deferred rights
<b>Number acquired</b>	35,854 ordinary shares

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<b>Number disposed</b>	54,768 performance rights  10,459 SPPRs  9,279 deferred rights
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Not applicable - ordinary shares were issued for nil consideration following the vesting and automatic exercise of performance rights and deferred rights in accordance with the Company's Performance Rights Plan.
<b>No. of securities held after change</b>	138,669 Fully paid ordinary shares  59,186 Performance rights  0 Share price performance rights  18,557 Deferred restricted share rights
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Ordinary shares were allocated to Mr Ashton following the vesting and automatic exercise of performance rights and deferred rights in accordance with the Company's Performance Rights Plan.  Performance rights, SPPRs and deferred rights also lapsed in accordance with the Company's Performance Rights Plan.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Not applicable
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	

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<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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<sup>+</sup> See chapter 19 for defined terms.

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