

DIRECTORS' REPORT

The directors present their report on the consolidated entity consisting of WorleyParsons Limited (Company) and the entities it controlled (Group or consolidated entity) at the end of, or during, the year ended 30 June 2014.

PRINCIPAL ACTIVITIES

During the financial year, the principal activities of the Group consisted of providing engineering design and project delivery services, including providing maintenance, reliability support services and advisory services to the following sectors:

- Hydrocarbons;
- Minerals, Metals & Chemicals; and
- Infrastructure.

DIRECTORS

The following persons were directors of the Company during the financial year and, unless noted, were directors for the full financial year and until the date of this report:

John Grill (Chairman)
 Ron McNeilly (Deputy Chairman and Lead Independent Director)
 Larry Benke
 Erich Fraunschiel
 John M Green
 Christopher Haynes
 Catherine Livingstone
 JB McNeil - retired as a director on 3 April 2014
 Wang Xiao Bin
 Andrew Wood (Chief Executive Officer).

DIRECTORS' MEETINGS

The number of Board and standing Board Committee meetings held during the financial year and the number of meetings attended by each of the Company's directors is set out below.

In addition to those meetings, eight special purpose Board Committee meetings were held during the financial year. The Board also met informally during the financial year by way of a Board briefing on 11 occasions.

All non-executive directors who are not members of the standing Board Committees are invited to, and generally attend, the standing Board Committee meetings.

The independent non-executive directors met separately on six occasions, during the financial year.

DIRECTORS' NUMBER OF SHARES AND PERFORMANCE RIGHTS

As at the date of this report, the relevant interests of the directors in the shares and performance rights of the Company were:

DIRECTORS	NUMBER OF SHARES	NUMBER OF PERFORMANCE RIGHTS
John Grill	25,372,173	32,165 ¹
Ron McNeilly	387,484	-
Larry Benke	1,133,383	-
Erich Fraunschiel	168,755	-
John M Green	891,869	-
Christopher Haynes	11,945	-
Catherine Livingstone	13,000	-
Wang Xiao Bin	11,000	-
Andrew Wood	831,118	155,654

¹ Excludes cash settled performance rights.

Further details in relation to the rights issued by the Company are set out in the Remuneration Report and notes 18(C) and 33 to the financial statements.

DIRECTORS	BOARD		AUDIT AND RISK COMMITTEE		NOMINATIONS COMMITTEE		REMUNERATION COMMITTEE		HEALTH, SAFETY AND ENVIRONMENT COMMITTEE	
	MEETINGS HELD WHILE A DIRECTOR	NUMBER ATTENDED	MEETINGS HELD WHILE A MEMBER	NUMBER ATTENDED	MEETINGS HELD WHILE A MEMBER	NUMBER ATTENDED	MEETINGS HELD WHILE A MEMBER	NUMBER ATTENDED	MEETINGS HELD WHILE A MEMBER	NUMBER ATTENDED
John Grill	9	9			6	6	6	6	6	6
Ron McNeilly	9	9	6	6	6	6	6	6	6	6
Larry Benke	9	8	2	2	6	6			6	6
Erich Fraunschiel	9	9	6	6	6	6				
John M Green	9	9			6	6	6	6		
Christopher Haynes	9	9			6	6			6	6
Catherine Livingstone	9	9	6	6	6	6				
JB McNeil	7	7	4	4	4	4	4	4		
Wang Xiao Bin	9	8	6	6	6	6				
Andrew Wood	9	9								

DIVIDENDS - WORLEYPARSONS LIMITED

Details of dividends paid in respect of the current financial year and previous financial year are as follows:

	2014 \$'M	2013 \$'M
Interim ordinary dividend for 2014 of 34.0 cents per ordinary share paid on 31 March 2014 (8.5 cents franked)	83.9	-
Final ordinary dividend for 2013 of 51.0 cents per ordinary share paid on 20 September 2013 (51.0 cents unfranked)	125.7	-
Interim ordinary dividend for 2013 of 41.5 cents per ordinary share paid on 22 March 2013 (41.5 cents franked)	-	102.4
Final ordinary dividend for 2012 of 51.0 cents per ordinary share paid on 28 September 2012 (31.3 cents franked)	-	125.3
Total dividends paid	209.6	227.7

Since the end of the financial year, the directors have resolved to pay a dividend of 51.0 cents per fully paid ordinary share, including exchangeable shares, partially franked at 20.5% (2013: 51.0 cents per share, unfranked). In accordance with AASB 137 Provisions, Contingent Liabilities and Contingent Assets, the aggregate amount of the proposed final dividend of \$125.7 million is not recognized as a liability as at 30 June 2014.

REVIEW OF OPERATIONS

A detailed review of the Group's operations for the financial year and the results of those operations is contained in the Operating and Financial Review, which is incorporated into, and forms part of, this Directors' Report.

A summary of the consolidated revenue and results in respect of the current financial year and previous financial year are as follows:

	CONSOLIDATED	
	2014 \$'M	2013 \$'M
Revenue and other income	9,582.5	8,831.5
Depreciation	(27.1)	(21.0)
Amortization	(82.4)	(81.3)
Earnings before interest and tax (EBIT)	428.2	527.0
Net interest expense	(59.6)	(53.4)
Profit before income tax expense	368.6	473.6
Income tax expense	(100.0)	(129.4)
Profit after income tax expense	268.6	344.2
Add: restructuring costs	35.4	-
Less: tax on restructuring costs	(9.7)	-
Less: net gain on revaluation of investments previously accounted for as equity accounted associates	(11.4)	-
Underlying net profit¹	282.9	344.2
Profit after income tax expense attributable to:		
Members of WorleyParsons Limited	249.1	322.1
Add: restructuring costs	35.4	-
Less: tax on restructuring costs	(9.7)	-
Net gain on revaluation of investments previously accounted for as equity accounted associates	(11.4)	-
	263.4	322.1
Non-controlling interests	19.5	22.1

¹ Underlying net profit is defined as statutory net profit excluding net gain on revaluation of investments previously accounted for as equity accounted investments and restructuring costs (net of taxation). Underlying EBIT is defined as statutory EBIT excluding the pre-tax net gain on revaluation of investments previously accounted for as equity accounted investments and restructuring costs.

	CONSOLIDATED	
	2014 \$'M	2013 \$'M
Revenue and other income	9,582.5	8,831.5
Less: procurement revenue at nil margin (including share of revenue from associates)	(2,726.1)	(1,747.7)
Add: share of revenue from associates	524.0	549.2
Less: net gain on revaluation of investments previously accounted for as equity accounted associates	(11.4)	-
Less: interest income	(5.3)	(6.0)
Aggregated revenue²	7,363.7	7,627.0

² Aggregated revenue is defined as statutory revenue and other income plus share of revenue from associates less procurement revenue at nil margin, interest income and net gain on revaluation of investments previously accounted for as equity accounted associates. The directors of the Company believe the disclosure of revenue attributable to associates provides additional information in relation to the financial performance of the Group.

	AGGREGATED REVENUE		EBIT		EBIT MARGIN	
	2014 \$'M	2013 \$'M	2014 \$'M	2013 \$'M	2014 %	2013 %
Hydrocarbons	5,371.5	5,492.9	627.3	654.4	11.7	11.9
Minerals, Metals & Chemicals	1,065.9	1,096.5	131.2	142.8	12.3	13.0
Infrastructure	926.3	1,037.6	64.0	107.3	6.9	10.3
	7,363.7	7,627.0	822.5	904.5	11.2	11.9
Global support costs ²			(339.4)	(342.7)		
Interest and tax for associates			(9.2)	(11.1)		
Amortization of acquired intangible assets			(21.7)	(23.7)		
Underlying EBIT¹			452.2	527.0	6.1	6.9

² Excluding global support related restructuring costs (refer note 34).

Aggregated revenue was \$7,363.7 million, a decrease of 3.5% on the prior financial year. Underlying EBIT of \$452.2 million, was down 14.2% from the prior financial year result of \$527.0 million.

The underlying EBIT margin on aggregated revenue for the Group, decreased to 6.1% compared with 6.9% in FY2013. After tax, the members of WorleyParsons Limited earned an underlying net margin, on aggregated revenue of 3.6%, compared to the FY2013 net margin of 4.2%.

The effective tax rate excluding net gain on revaluation of investments previously accounted for as equity accounted associates was 28.0% compared with 27.3% in FY2013.

The Group retains a strong cash position and reduced gearing (net debt/net debt plus total equity) at financial year end of 19.5% (2013: 25.3%). Cash as at 30 June 2014 was \$365.8 million (2013: \$320.0 million). Earnings before interest, tax, depreciation and amortization (EBITDA) interest cover for 2014 was 8.3 times (2013: 10.6 times). EBITDA interest cover, excluding net gain on revaluation of investments previously accounted for as equity accounted associates, for 2014 was 8.1 times (2013: 10.6 times).

Operating cash inflow for the period was \$550.1 million, compared to \$443.5 million in 2013. Cash outflow from investing activities was \$104.3 million (2013: \$346.7 million).

EARNINGS PER SHARE

	2014 CENTS	2013 CENTS
Basic earnings per share	101.0	130.8
Basic earnings per share excluding net acquisition gain on revaluation of investments previously accounted for as equity accounted associates and restructuring costs	106.8	130.8
Diluted earnings per share	100.3	129.9
Diluted earnings per share excluding net acquisition gain on revaluation of investments previously accounted for as equity accounted associates and restructuring costs	106.1	129.9

Basic earnings per share, excluding net gain on revaluation of investments previously accounted for as equity accounted associates and restructuring costs were 106.8 cents per share, a decrease of 18.3% from the previous financial year result of 130.8 cents per share.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

BUSINESS REORGANIZATION

As announced in April 2014, the Group has been restructured on the basis of three business lines and will report as such effective from 1 July 2014. During FY2014 there were executive management changes in anticipation of the restructuring and significant head count reduction. Costs of \$35.4 million before taxation were incurred in this restructure.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Since the end of the financial year, the directors have resolved to pay a dividend of 51.0 cents per fully paid ordinary share, including exchangeable shares, partially franked at 20.5% (2013: 51.0 cents per share, unfranked). In accordance with AASB 137 Provisions, Contingent Liabilities and Contingent Assets, the aggregate amount of the proposed final dividend of \$125.7 million is not recognized as a liability as at 30 June 2014.

No other matter or circumstance has arisen since 30 June 2014 that has significantly affected, or may significantly affect:

- the consolidated entity's operations in future financial years;
- the results of those operations in future financial years; or
- the consolidated entity's state of affairs in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The likely developments in the Group's operations in future financial years and the expected results of those operations are set out in section 3.2 of the Operating and Financial Review on page 48.

ENVIRONMENTAL REGULATION

In the majority of the Group's business operations, it does not have responsibility for obtaining environmental licenses. The Group typically assists its customers, who usually own or operate plant and equipment, with the management of their environmental responsibilities, rather than having those responsibilities itself. However, the Group has environmental responsibilities in terms of compliance with environmental controls and in exercising reasonable care and skill in its design, construction management, operation and supervising activities. The risks associated with environmental issues are managed through the Group's risk management and quality assurance systems.

It is the Group's policy to comply with all environmental regulations applicable to it. The Company confirms, for the purposes of section 299(1)(f) of the *Corporations Act 2001* (Act) that it is not aware of any breaches by the Group of any environmental regulations under the laws of the Commonwealth of Australia, or of a State or Territory of Australia.

CARBON AND ENERGY EMISSIONS AND CONSUMPTION PERFORMANCE

The Group recognizes that responsible, sustainable corporate performance is essential to the long term success of its business. The Company again completed a response for the Carbon Disclosure Project (CDP) in 2014, detailing its energy consumption and measures implemented to assist both the Group to reduce its energy consumption and the Group's customers to achieve more sustainable project solutions utilizing methodologies under the Group's EcoNomics™ initiative. The data collection and analysis under the CDP have stimulated energy and carbon reduction measures in many of the Group's offices around the world. The Company also completed a CDP response in respect of its water use for the period 2012/2013.

The Company is registered under the *National Greenhouse and Energy Reporting Act 2007* (NGER Act) as the controlling corporation for the Group as prescribed by section 12 of the NGER Act. The Company lodged its National Greenhouse Energy Report (NGER Report) for the period 2012/2013 in October 2013. This NGER Report contained information in relation to the greenhouse gas emissions, energy production and energy consumption from the operation of facilities under the operational control of the Group. The Company intends to lodge its NGER Report for the Group for the period 2013/2014 in October 2014.

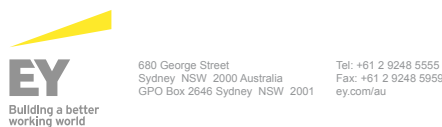
NON AUDIT SERVICES

During the financial year, Ernst & Young, the Group's auditor, performed certain other services in addition to its statutory audit duties. Total non-audit services provided by the external auditor amounted to \$1,273,404.

The Board has adopted a policy governing the provision of non-audit services by the external auditor. The Board has considered the position and, in accordance with the advice received from the Audit and Risk Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Act. The directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the Act for the following reasons:

- all non-audit services have been reviewed by the Audit and Risk Committee to ensure they do not impact the integrity and objectivity of the auditor; and
- none of the services undermines the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, including reviewing and auditing the auditor's own work, acting in a management or decision making capacity for the Group, acting as advocate for the Group or jointly sharing economic risk and rewards.

A copy of the auditor's independence declaration as required under section 307C of the Act is as follows:



Auditor's Independence Declaration to the Directors of WorleyParsons Limited

In relation to our audit of the financial report of WorleyParsons Limited for the year ended 30 June 2014, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young
Ernst & Young

Bruce Meehan
Bruce Meehan
Partner
Sydney
27 August 2014

INFORMATION ON DIRECTORS AND COMPANY SECRETARY

JOHN GRILL AO BSC, BENG (HONS), HON DENG (SYDNEY)

CHAIRMAN AND NON-EXECUTIVE DIRECTOR - CHIEF EXECUTIVE OFFICER AND DIRECTOR FROM LISTING IN NOVEMBER 2002 UNTIL OCTOBER 2012 AND DIRECTOR OF THE COMPANY BEFORE LISTING AND ITS PREDECESSOR ENTITIES FROM 1971

COUNTRY OF RESIDENCE - AUSTRALIA

John is Chairman of the Board and Chairman of the Nominations Committee and a member of the Remuneration Committee and Health, Safety and Environment Committee. He has over 40 years' experience in the resources and energy industry, starting his career with Esso Australia. In 1971, he became Chief Executive of Wholohan Grill and Partners, the entity that ultimately became WorleyParsons Limited. This specialized consulting practice acquired the business of Worley Engineering Pty Limited in Australia in 1987. It listed on the Australian Securities Exchange in 2002 as Worley Group Limited following a restructuring of that company. In 2004, Worley Group Limited acquired Parsons E&C Corporation, a United States-based global project services company, and changed its name to WorleyParsons Limited. The Group then acquired the Colt Group in Canada in 2007, substantially increasing its capability in the upstream and downstream components of oil sands. John has personal expertise in every aspect of project delivery in the resources and energy industry. He has strong relationships with the Group's major customers and was closely involved at board level with the Group's joint ventures. John was awarded an honorary doctorate by The University of Sydney in 2010 in recognition of his contribution to the engineering profession. He was appointed an Officer of the Order of Australia in 2014 for distinguished service to engineering, and to business, to the minerals, energy and power supply industries and as a supporter of advanced education and training. John is the Chairman of the National Precincts Board and is also on the board of Neuroscience Research Australia and the Australian Chamber Orchestra.

RON MCNEILLY BCOM, MBA, FCPA, FAICD

DEPUTY CHAIRMAN AND LEAD INDEPENDENT DIRECTOR - DIRECTOR SINCE LISTING IN NOVEMBER 2002

COUNTRY OF RESIDENCE - AUSTRALIA

Ron is Deputy Chairman and Lead Independent Director of the Board and was previously Chairman of the Board. He is a member of the Audit and Risk Committee, Nominations Committee, Remuneration Committee and Health, Safety and Environment Committee. Ron is currently the Deputy Chairman of BlueScope Steel Limited (previously BHP Steel) and has over 30 years' experience in the resources industry. He joined BHP Billiton Limited in 1962 and held positions with that company including executive director and President BHP Minerals, Chief Operating Officer, Executive General Manager and Chief Executive Officer BHP Steel, General Manager Transport, General Manager Long Products Division and General Manager Whyalla Works. Ron is a former Chairman of Ausmelt Limited and Melbourne Business School Limited and is a former director of Alumina Limited, BHP and BHP Billiton, QCT Resources and Tubemakers of Australia.

Australian listed company directorships

LISTED COMPANY NAME	NATURE OF DIRECTORSHIP	DATE OF COMMENCEMENT	DATE OF CESSATION
BlueScope Steel Limited	Deputy Chairman and non executive director	10 May 2002	n/a

LARRY BENKE BSC ENG (HONS)

NON-EXECUTIVE DIRECTOR - DIRECTOR SINCE JULY 2010

COUNTRY OF RESIDENCE - CANADA

Larry joined the Board as a non-executive director on 1 July 2010 and is a member of the Nominations Committee, the Audit and Risk Committee and the Health, Safety and Environment Committee. He was appointed an alternate director for Bill Hall from March 2007, following the Group's acquisition of the Colt Group, until his retirement as Managing Director Canada on 30 June 2010. Larry has extensive experience in the engineering and construction industries including roles in engineering design, project management and general management including President/CEO of the Colt Group and Managing Director of WorleyParsons Canada. Larry is a director of the board of The Calgary Airport Authority, a not-for-profit responsible for the operation and development of the Calgary International and Springbank

airports. He is a director of CEDA International, an Ontario Municipal Employees Retirement System owned corporation providing specialty maintenance and turnaround services to industry. Larry is also a director of Cervus Equipment Corporation, a Toronto Stock Exchange listed company in the business of acquiring and operating agricultural, industrial and construction equipment dealerships. Larry graduated from the University of Alberta in 1973 with a Bachelor of Science in Electrical Engineering (Honors).

ERICH FRAUNTSCHIEL BCOM (HONS), FCPA, FAICD

NON-EXECUTIVE DIRECTOR - DIRECTOR SINCE MARCH 2003

COUNTRY OF RESIDENCE - AUSTRALIA

Erich is Chairman of the Audit and Risk Committee and a member of the Nominations Committee. Erich's early business career was in the petroleum marketing and management consulting industries. In 1981, he joined the Australian Industry Development Corporation where he was involved in project lending, investment banking and venture capital investment. In 1984, he joined Wesfarmers to start the company's projects and business development function. In 1988, he became General Manager of Wesfarmers' Commercial Division and from 1992 until his retirement in July 2002 was an executive director and Chief Financial Officer of Wesfarmers. Since 2002, he has served as a non-executive director on the boards of several listed and unlisted companies.

Australian listed company directorships

LISTED COMPANY NAME	NATURE OF DIRECTORSHIP	DATE OF COMMENCEMENT	DATE OF CESSATION
Woodside Petroleum Limited	Non-executive director	1 December 2002	28 February 2013

JOHN M GREEN BJURIS/LLB, FAICD, SFFIN

NON-EXECUTIVE DIRECTOR - DIRECTOR SINCE LISTING IN NOVEMBER 2002

COUNTRY OF RESIDENCE - AUSTRALIA

John is Chairman of the Remuneration Committee and a member of the Nominations Committee. He is a company director, a business writer and a novelist. John is a non-executive director of QBE Insurance Group Limited, a member of the Australian Government Takeovers Panel and a member of the Council of the National Library of Australia. John is co-founder of book publisher, Pantera Press. He was previously an investment banker at Macquarie Bank, as an executive director. His career before banking was in law, including as a partner at two major law firms.

Australian listed company directorships

LISTED COMPANY NAME	NATURE OF DIRECTORSHIP	DATE OF COMMENCEMENT	DATE OF CESSATION
QBE Insurance Group Limited	Non-executive director	1 March 2010	n/a

CHRISTOPHER HAYNES OBE BSC (HONS), DPHIL, CENG, FIMECHE

NON-EXECUTIVE DIRECTOR - DIRECTOR SINCE JANUARY 2012

COUNTRY OF RESIDENCE - UNITED KINGDOM

Chris was appointed to the Board effective 1 January 2012. He is Chairman of the Health, Safety and Environment Committee and a member of the Nominations Committee. He is a non-executive director of Woodside Petroleum Limited. His appointment followed a 39 year career with the Shell Group of Companies and their affiliates. He has lived in a large number of countries, working in oil and gas exploration and production, LNG and chemicals businesses, primarily in project development and delivery and in operations. Chris was seconded to Woodside from 1999 to 2002, where he was General Manager of the North West Shelf Venture and was subsequently Managing Director of Shell's operations in Syria and of Nigeria LNG Limited. In 2008, Chris assumed responsibility for the delivery of Shell's major upstream projects worldwide. He retired from Shell in August 2011. Chris graduated from The University of Manchester with a Bachelor of Science with Honors in Mechanical Engineering and obtained a Doctor of Philosophy degree in Applied Sciences from the University of Sussex. He is a Chartered Engineer and Fellow of the Institution of Mechanical Engineers in the United Kingdom and was appointed to the Order of the British Empire in June 2009 for his services to the British oil and gas industry in Nigeria.

DIRECTORS' REPORT CONTINUED

Australian listed company directorships

LISTED COMPANY NAME	NATURE OF DIRECTORSHIP	DATE OF COMMENCEMENT	DATE OF CESSATION
Woodside Petroleum Limited	Non-executive director	1 June 2011	n/a

CATHERINE LIVINGSTONE AO BA (HONS), HON DBUS (MACQUARIE), HON DSC (MURDOCH), FCA, FAICD, FTSE

NON-EXECUTIVE DIRECTOR - DIRECTOR SINCE JULY 2007

COUNTRY OF RESIDENCE - AUSTRALIA

Catherine joined the Board on 1 July 2007 and is a member of the Audit and Risk Committee and the Nominations Committee. She is Chairman of Telstra Corporation Limited and a director of Saluda Medical Pty Ltd and The George Institute for Global Health. Catherine is also the President of the Business Council of Australia, President of the Australian Museum Trust and a member of the Advisory Board of the John Grill Centre for Project Leadership at The University of Sydney. She was Chairman of CSIRO from 2001 to 2006 and has also served on the boards of Macquarie Bank Limited, Macquarie Group Limited, Goodman Fielder Limited and Rural Press Limited. Catherine was the Managing Director of Cochlear Limited from 1994 to 2000, taking it through to an initial public offer in 1995. In 2003, Catherine was awarded the Centenary Medal for service to Australian Society in Business Leadership and in 2008 she was appointed an Officer of the Order of Australia for service to the development of Australian science, technology and innovation policies to the business sector. She has a Bachelor of Arts (Honours) in Accounting, is a Chartered Accountant and was the Eisenhower Fellow for Australia in 1999.

Australian listed company directorships

LISTED COMPANY NAME	NATURE OF DIRECTORSHIP	DATE OF COMMENCEMENT	DATE OF CESSATION
Macquarie Bank Limited	Non executive director	19 November 2003	25 July 2013
Macquarie Group Limited	Non executive director	30 August 2007	25 July 2013
Telstra Corporation Limited	Non executive director	30 November 2000	n/a
	Chairman	8 May 2009	n/a

WANG XIAO BIN BCOM, CPA, GDIP APPLIED FINANCE AND INVESTMENT

NON-EXECUTIVE DIRECTOR - DIRECTOR SINCE DECEMBER 2011

COUNTRY OF RESIDENCE - HONG KONG

Xiao Bin was appointed to the Board on 1 December 2011 and is a member of the Audit and Risk Committee and the Nominations Committee. She is an executive director and Chief Financial Officer of China Resources Power Holdings Company Limited. Prior to joining China Resources Power in July 2003, she was a Director of Corporate Finance at ING Investment Banking, responsible for execution of capital markets and merger and acquisition transactions in the Asia Pacific region. Xiao Bin worked for Price Waterhouse in Australia in the Audit and Business Advisory Division for five years before joining ING. She is a member of CPA Australia and holds a graduate diploma in Applied Finance and Investment from the Securities Institute of Australia (now Finsia) and a Bachelor of Commerce from Murdoch University in Australia.

ANDREW WOOD BENG, GDIP FIN MGMT, GDIP LAB RELATIONS, FIE AUST
CHIEF EXECUTIVE OFFICER - EXECUTIVE DIRECTOR SINCE OCTOBER 2012

COUNTRY OF RESIDENCE - AUSTRALIA

Andrew was appointed as Chief Executive Officer effective 23 October 2012. With tenure of 20 years with the Group, and over 30 years' experience in the resources and energy industry, Andrew has extensive knowledge across the Group. His previous roles include Group Managing Director - Finance/CFO responsible for Group-wide direction and support to the business functions of finance, information management, internal procurement and communications, legal and risk; Managing Director for the Australia/New Zealand region; and Managing Director of Mergers and Acquisitions, overseeing 15 business acquisitions including Parsons E&C Corporation in November 2004 and the Colt Group in March 2007. He was also responsible for the Group's early expansion into Thailand and into the Middle East, Canada and Chile in his

capacity as Managing Director for International Operations. Andrew holds a Bachelor of Engineering and graduate diplomas in Financial Management and Labour Management Relations. He is also a Fellow of the Institution of Engineers, Australia.

PETER JANU BEC, LLB, CA, FCIS

COMPANY SECRETARY AND GENERAL COUNSEL CORPORATE - APPOINTED OCTOBER 2008

In his role as Company Secretary and General Counsel Corporate, Peter advises the Board and senior management on governance and corporate legal matters. He has a background in corporate taxation, project finance, legal, governance and company secretary roles and has previously worked in the professional services, investment banking and construction and mining services sectors. Peter holds degrees in Law and Economics from The University of Sydney and is a Chartered Accountant and a Chartered Secretary.

CORPORATE GOVERNANCE STATEMENT

The Company's Corporate Governance Statement for the year ended 30 June 2014 may be accessed from the Company's website at <http://www.worleyparsons.com/InvestorRelations/Pages/CorporateGovernance.aspx>.

INDEMNITIES AND INSURANCE

Under the Company's Constitution, the Company indemnifies each current and former officer of the Group against certain liabilities and costs incurred by them as an officer of the Group. The Company also indemnifies each current and former officer of the Group against certain liabilities and costs incurred when the officer acts as an officer of another body corporate at the Company's request and the liability or cost is incurred in that capacity. Neither indemnity extends to liabilities or costs from which the Company is prohibited from indemnifying current or former officers under the Act.

In addition, the Company has entered into Deeds of Access, Indemnity and Insurance with certain officers of the Group. Under those deeds, the Company agrees (among other things) to:

- indemnify the officer to the extent permitted by law and the Company's Constitution;
- maintain a directors' and officers' insurance policy; and
- provide officers with access to Board papers.

The Company maintains a directors' and officers' insurance policy that, subject to certain exemptions, provides insurance cover to former and current officers of the Group. During the financial year, the Company paid insurance premiums to insure those officers of the Group. The contracts of insurance prohibit the disclosure of the amounts of premiums paid and the nature of the liability covered.

ROUNDING OF AMOUNTS

The Company is of a kind referred to in Class Order 98/0100 issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the Directors' Report and financial statements. Unless otherwise expressly stated, amounts referred to in this report have been rounded off to the nearest hundred thousand dollars in accordance with that Class Order and amounts less than \$50,000 that have been rounded down are represented in this report by 0.0.