



WorleyParsons

resources & energy

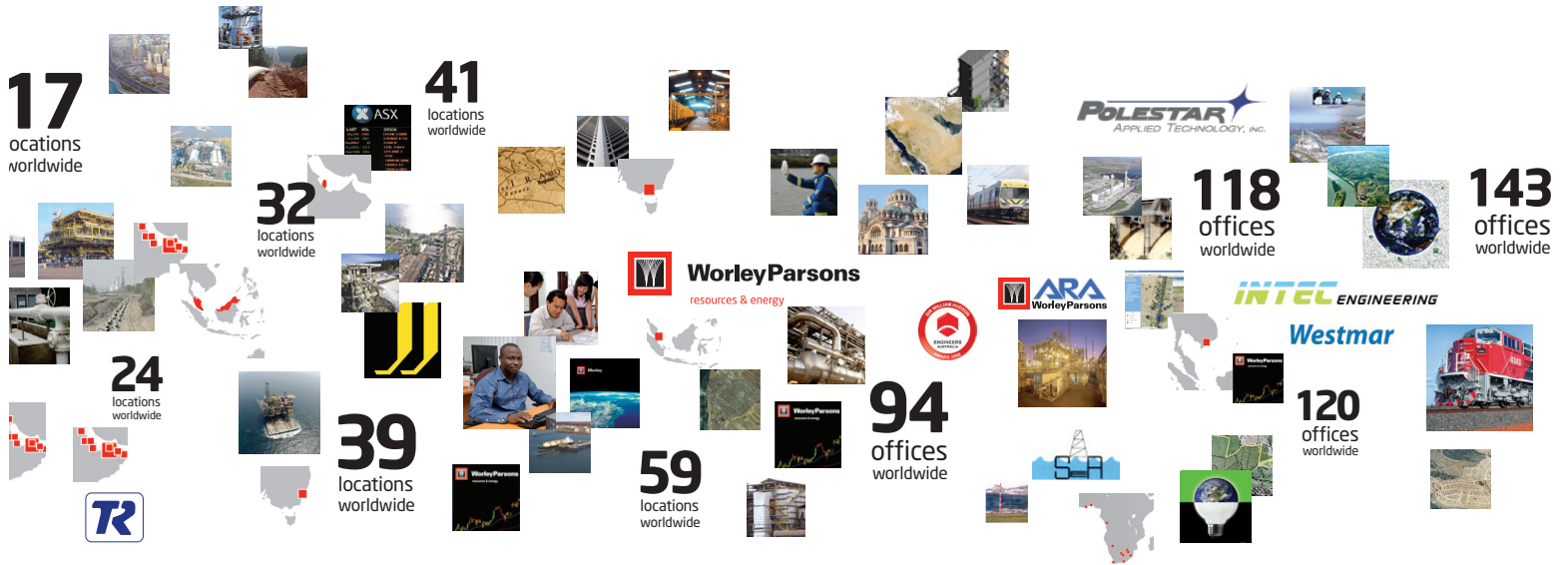
Level 12, 141 Walker Street
North Sydney NSW 2060
Australia

WorleyParsons Limited
ABN 17 096 090 158

www.worleyparsons.com

ANNUAL GENERAL MEETING 2011

WorleyParsons' 2011 AGM will be held on Tuesday, 25 October 2011 commencing at 2.00pm (AEDT) at the Shangri-La Hotel, 176 Cumberland Street, Sydney NSW 2000



2000

2002

2004

2006

2008

2010 2011

Dear Shareholder

**On behalf of the Board of WorleyParsons Limited,
I am pleased to invite you to our 2011 Annual General
Meeting. We have enclosed the Notice of Meeting
which sets out the business of the meeting.**



WorleyParsons' 2011 Annual General Meeting will be held on Tuesday, 25 October 2011 commencing at 2.00pm (AEDT) at the Shangri-La Hotel, 176 Cumberland Street, Sydney NSW 2000. If you are unable to attend the meeting, I encourage you to complete the enclosed proxy form. The proxy form should be returned by hand, mail or fax or submitted online to our share registry, Computershare Investor Services, by 2.00pm (AEDT) on Sunday, 23 October 2011. Please see pages 4 and 5 of the Notice of Meeting for further details.

Corporate shareholders are encouraged to complete a "Certificate of Appointment of Corporate Representative" to enable a person to attend the meeting on their behalf. This certificate may be obtained by contacting our share registry on the phone number provided in the enclosed Notice of Meeting.

Further details relating to the various resolutions proposed at the meeting are set out in the Explanatory Notes accompanying the Notice of Meeting. I urge all shareholders to read this material carefully before voting on the proposed resolutions. Subject to the abstentions noted, the Board unanimously recommends that shareholders vote in favor of each of the resolutions set out in the enclosed Notice of Meeting.

This year we are inviting shareholders who are unable to attend the meeting to submit written questions before the meeting and you will find a form for this purpose enclosed with this letter. Alternatively, you may lodge your questions online at www.investorvote.com.au before the meeting. Questions must be received by 2.00pm (AEDT) on Tuesday, 18 October 2011. We will endeavor to address as many questions as possible during the meeting.

Two of our directors are retiring from the Board at this year's meeting: Eric Gwee, one of our non-executive directors, and Bill Hall, alternate director for Larry Benke (and an executive director from 2004 to 2010). I would like to thank each of them for their outstanding contributions to the Board and I look forward to Bill continuing with WorleyParsons in a senior executive role.

The 2011 result for WorleyParsons was a full year net profit after tax of \$364.2 million assisted by a \$65.7 million fair value gain from the acquisition of associates. The Board resolved to pay a final dividend of 50.0 cents per share partially franked at 25.7%, taking the total dividend for the year to 86 cents per share.

We continue to strive for excellence in all that we do to create value for our shareholders and other stakeholders.

I look forward to seeing you at the meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "R. McNeilly". The signature is written in a cursive style and is positioned above the printed name of the Chairman.

Ron McNeilly
Chairman

NOTICE OF MEETING

WorleyParsons Limited

ABN 17 096 090 158

Notice is given that the 2011 Annual General Meeting ("AGM") of WorleyParsons Limited ("WorleyParsons" or "Company") will be held on Tuesday, 25 October 2011 at 2.00pm (AEDT) at the Shangri-La Hotel, 176 Cumberland Street, Sydney NSW 2000.

Business

1 Financial Report

To receive and consider the Financial Report, which includes the Directors' Report and Auditor's Report, as set out in the Company's Annual Report for the financial year ended 30 June 2011.

2 Director re-election

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Ron McNeilly, who retires by rotation in accordance with rule 8.1(e)(2) of the Company's Constitution, and, being eligible, is re-elected as a director of the Company."

Note: Mr Eric Gwee is retiring in accordance with rule 8.1(e)(2) of the Company's Constitution and is not standing for re-election.

3 Remuneration Report

To adopt the Remuneration Report as set out in the Company's Annual Report for the financial year ended 30 June 2011.

Note: The vote on this resolution is advisory only and does not bind the directors or the Company.

4 Increase in aggregate fees for non-executive directors

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That approval be given, for the purpose of rule 8.4(a) of the Company's Constitution, for the aggregate amount of remuneration that may be paid in any financial year to the Company's non-executive directors to be increased by \$600,000 from \$2,000,000 to \$2,600,000 (inclusive of all amounts paid to or for the benefit of a non-executive director)."

By order of the Board

Dated: 7 September 2011



Peter Janu
Company Secretary

NOTES

Voting entitlements

The Board has determined that a shareholder's voting entitlement at the AGM will be taken to be the entitlement of the person shown in the register of shareholders as at 7.00pm (AEDT) on Sunday, 23 October 2011.

Voting exclusions

Item 3

In accordance with the Australian *Corporations Act 2001* (the "Corporations Act"), the Company will disregard any votes cast on item 3 by or on behalf of:

- a member of the "key management personnel" (as that term is defined in the Corporation Act and which includes each of the directors, all those executives named in the Remuneration Report included in the Company's Annual Report for the financial year ended 30 June 2011 and any other persons who are the Company's "key management personnel" at the date of the AGM)("KMP"); or
- a closely related party (such as close family members and any controlled companies) of those persons,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Item 4

In accordance with the Listing Rules of the Australian Securities Exchange ("Listing Rules") and the Corporations Act, the Company will disregard any votes cast on item 4 by any directors or any of their associates as well as any votes cast as a proxy by a member of KMP or their closely related parties (such as close family members and any controlled companies of those persons). However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the Chairman of the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Proxies

- A shareholder entitled to attend the AGM and vote has a right to appoint a proxy. A proxy form accompanies this Notice of Meeting for this purpose.
- The proxy need not be a shareholder of WorleyParsons.
- Any instrument appointing a proxy in which the name of the appointee is not completed will be regarded as given in favor of the Chairman of the meeting.
- The appointment of one or more duly appointed proxies will not preclude a shareholder from attending the AGM and voting personally. The appointment of a proxy is not revoked by the shareholder attending and taking part in the meeting, but if the shareholder votes on any resolution, any proxy is not entitled to vote, and must not vote, as the shareholder's proxy on the resolution.
- Shareholders who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the meeting. When appointing two proxies write both names on the proxy form.
- The proxy form should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Neither proxy may vote on a show of hands.
- Shareholders can direct their proxy how to vote by following the instructions on the proxy form, and are encouraged to do so. If the Chairman of the meeting is appointed as a shareholder's proxy, he can be directed how to vote by ticking the relevant boxes next to each item on the proxy form (ie 'for', 'against' or 'abstain') OR by ticking the 'Chairman's box' at Step 2 of the proxy form (in which case the Chairman of the meeting will vote your proxy 'for' items 3 and 4). If no direction is provided and the Chairman's box is not ticked (or if the direction is to 'abstain') the Chairman of the meeting will not be able to cast the shareholder's votes on items 3 and 4, and those votes will not be counted in calculating the required majority on a poll.

- Proxy forms (other than those lodged online) must be signed by a shareholder or the shareholder's attorney, or, if the shareholder is a corporation, must be signed in accordance with section 127 of the Corporations Act or under the hand of its attorney or duly authorized officer.
- If the proxy form is signed by a person who is not the registered shareholder (e.g., an attorney), then the relevant authority (e.g., in the case of a proxy form signed by an attorney, the power of attorney or a certified copy of the power of attorney) must be provided to the Company or our share registry, Computershare Investor Services Pty Limited, before the AGM. If no such relevant authority is received before the AGM, then the person listed as the proxy on the proxy form will not be permitted to act as a proxy.
- If a body corporate is appointed as a proxy, please write the full name of that body corporate (e.g., Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:
 - (a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Act; and
 - (b) provides satisfactory evidence to the Company or the share registry of its corporate representative's appointment before the AGM.

If no such evidence is received before the AGM, then the body corporate (through its representative) will not be permitted to act as a proxy.
- To be effective, proxy forms must be received by the Company at its registered office or lodged with our share registry no later than 48 hours before the meeting. That is, not later than 2.00pm (AEDT) on Sunday, 23 October 2011.
- Proxy forms may be lodged with our share registry:
 - **by hand:** Level 4, 60 Carrington Street, Sydney NSW 2000;
 - **by post:** GPO Box 242, Melbourne VIC 3001;
 - **by facsimile:** 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

- **online:** by visiting www.investorvote.com.au. To use the online facility shareholders will require the secure access information set out on their proxy forms. Shareholders will be taken to have duly executed their proxy forms if they lodge them in accordance with the instructions in this Notice of Meeting, on the proxy form and supplied via the online facility no later than 2.00pm (AEDT) on Sunday, 23 October 2011.
- If a poll is duly demanded at the AGM on the question of whether a resolution be passed and a member's proxy is either not recorded as attending the meeting or does not vote on the resolution, the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution, provided that the appointment of the initial proxy specified the way the proxy is to vote on the resolution.

Body corporate representatives

- A corporation, by resolution of its directors, may authorize a person to act as its representative to vote at the AGM.
- A representative appointed by a corporation will be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of WorleyParsons.
- To evidence the authorization, either a "Certificate of Appointment of Corporate Representative" executed in accordance with section 127 of the Corporations Act or under the hand of its attorney, or an equivalent document evidencing the appointment is required.
- A "Certificate of Appointment of Corporate Representative" may be obtained by contacting our share registry on 1300 850 505 or from outside Australia on +61 3 9415 4000.
- The certificate or equivalent document must be provided to the Company or our share registry before the AGM.

EXPLANATORY NOTES

WorleyParsons Limited

ABN 17 096 090 158

These Explanatory Notes form part of the Notice of Meeting and should be read with the Notice of Meeting.

Business

1

Financial Report

The Company's Financial Report, which includes the Directors' Report and Auditor's Report, for the financial year ended 30 June 2011 will be laid before the meeting. The reports are also set out on pages 26 to 83 of the Company's Annual Report for the financial year ended 30 June 2011 ("Annual Report" and "FY2011" respectively).

During this item of business, shareholders will have a reasonable opportunity to ask questions and make comments on the Company's Financial Report, including the Directors' Report and the Auditor's Report, and the business and management of the Company generally.

The Chairman will also give shareholders a reasonable opportunity to ask the Company's auditor, Ernst & Young, questions relevant to:

- the conduct of the audit (including the independence of the auditor);
- the preparation and content of the Auditor's Report; and
- the accounting policies adopted by the Company in relation to the preparation of its financial statements.

2

Director re-election

Following the 2010 Annual General Meeting, the Board comprised nine directors (seven non-executive directors and two executive directors).

Director changes and proposed director changes relevant to the composition of the Board are as follows:

- on 23 February 2011 Mr David Housego resigned as an executive director; and
- of the two non-executive directors who will retire by rotation at the end of the 2011 Annual General Meeting, Mr McNeilly offers himself for re-election and Mr Gwee has elected to retire and will not stand for re-election.

If Mr McNeilly is re-elected, as recommended by the Board, the Board will comprise seven directors (six non-executive directors and one executive director).

Mr McNeilly is Chairman of the Board and the Nominations Committee and a member of the Remuneration Committee. He is currently also the Deputy Chairman of BlueScope Steel Limited (previously BHP Steel) and has over 30 years' experience in the resources industry. Ron joined BHP Billiton in 1962 and held various positions with BHP Billiton 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. He is a former Chairman of Ausmelt Limited and Melbourne Business School Limited and is a former director of BHP and BHP Billiton, Alumina, QCT Resources and Tubemakers of Australia.

The Nominations Committee of the Board conducted an individual review of Mr McNeilly in August 2011. On the basis of that review, the Nominations Committee recommended, and the Board endorsed, Mr McNeilly as a candidate for re-election.

Directors' recommendation

The Board (with Mr McNeilly abstaining) recommends that the shareholders vote in favor of the re-election of Mr McNeilly as a director.

3

Remuneration Report

The Remuneration Report is set out on pages 31 to 46 of the Annual Report ("Remuneration Report"). It is also available on the WorleyParsons' internet site (www.worleyparsons.com).

The Corporations Act requires each listed company to put a non-binding resolution to its shareholders to adopt its Remuneration Report. In line with the requirements of the Corporations Act, this vote will be advisory only and does not bind the Board or the Company. However, the Board will take the outcome of this vote and the discussion at the meeting into consideration when determining the Company's remuneration policy.

In summary, the Remuneration Report sets out the remuneration policy for the Group and:

- reports and explains the remuneration arrangements in place for non-executive directors, executive directors and senior management;
- explains Board policies in relation to the nature and value of remuneration paid to non-executive directors, executive directors and senior management; and
- discusses the relationship between WorleyParsons' remuneration practices and its performance.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Directors' recommendation

The Board unanimously recommends that shareholders approve the adoption of the Remuneration Report.

The Chairman of the Meeting intends to vote all available proxies in favor of this item of business.

Voting exclusion statement

The Company will disregard any votes cast on item 3 by or on behalf of:

- a member of the KMP; or
- a closely related party (such as close family members and any controlled companies) of those persons, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form.

4

Increase in aggregate fees for non-executive directors

The Company is proposing to increase the aggregate fee pool payable to non-executive directors. Currently, the maximum aggregate amount approved by shareholders under rule 8.4(a) of the Company's Constitution that may be provided as fees to non-executive directors of the Company for their services as directors is \$2,000,000 in any financial year. This amount was approved at the Company's 2008 Annual General Meeting. Shareholder approval is required to change that amount.

The Company is seeking shareholder approval to increase the aggregate pool available to pay non-executive directors by \$600,000 to \$2,600,000 (inclusive of all amounts paid to or for the benefit of a non-executive director). The non-executive directors' fees paid during the year ended 30 June 2011 are detailed in the Remuneration Report. The total value of fees paid to all non-executive directors during FY2011 was \$1,762,832.

The Board has increased the fees payable to non-executive directors for the financial year ending 30 June 2012 ("FY2012") as detailed in the Remuneration Report. The non-executive directors' fees were last increased with effect from 1 July 2007. In reviewing the fees payable to non-executive directors for FY2012, the Board considered data concerning the fees paid to non-executive directors of comparably-sized Australian listed companies and global engineering comparator companies. The Board concluded that its non-executive director fees were not positioned competitively when compared to the fees paid by the comparator groups and decided to increase the fee levels to a more competitive position.

An increase in the aggregate fee pool is now requested for the following reasons:

- although the number of non-executive directors will decrease given Eric Gwee's decision not to stand for re-election, the Board is considering appointing at least two new non-executive directors. If those appointments are made, the number of non-executive directors will increase; and
- the Board seeks to ensure that the remuneration of non-executive directors remains competitively positioned, reflects their responsibilities and enables the Board to attract and retain high caliber and talented directors.

Directors' recommendation

The directors, other than the non-executive directors, recommend that shareholders vote in favor of this item of business.

The Chairman of the Meeting intends to vote all available proxies in favor of this item of business.

Voting exclusion statement

In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast on item 4 by any directors or any of their associates, as well as any votes cast as a proxy by a member of KMP or their closely related parties (such as close family members and any controlled companies of those persons). However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the Chairman of the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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IND

Proxy Form

Please complete steps 1, 2 and 3

Please mark to indicate your directions

STEP 1 Appoint a proxy to vote on your behalf

XX

I/We being a member/s of WorleyParsons Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or, if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of WorleyParsons Limited to be held at the Shangri-La Hotel, 176 Cumberland Street, Sydney NSW 2000 on Tuesday, 25 October 2011 at 2.00pm (AEDT) and at any adjournment of that meeting.

STEP 2 Directing the Chairman how to vote

Important for items 3 and 4 - If the Chairman of the meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the meeting to vote in accordance with the Chairman's voting intentions set out below and in the Notice of Meeting (except where you have indicated a different voting intention below). If you do not mark this box, and you have not directed your proxy how to vote on items 3 and 4, the Chairman of the meeting will not cast your votes on those items and your votes will not be counted in calculating the required majority if a poll is called on those items.

The Chairman of the meeting intends to vote all available proxies in favor of items 3 and 4 of business.

I/We direct the Chairman of the meeting to vote in accordance with the Chairman's voting intentions on items 3 and 4 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the meeting may exercise my/our proxy even though items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel and even if the Chairman of the meeting has an interest in the outcome of these items, and votes cast by him (other than as proxy holder) would be disregarded because of that interest.

STEP 3 Items of Business

Please Note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in calculating the required majority.

		For	Against	Abstain
2	To re-elect Mr Ron McNeilly as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To approve the increase in aggregate fees for non-executive directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the meeting intends to vote all available proxies in favor of each item of business.

SIGN Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

____/____/____

WOR

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Computershare