

5. REMUNERATION TABLES

STATUTORY REMUNERATION OUTCOMES

Executive remuneration is detailed in the following table in accordance with accounting standards.

Accounting standards require the value of equity based payments to be amortized over the relevant period of performance (or vesting period). The value of equity based payments awarded during the year is determined as a percentage of fixed pay that the Company aims to deliver. This can be found in the SPPR and LTI columns under the remuneration awarded section of Actual Remuneration Outcomes on page 51.

NAME	YEAR	SHORT TERM EMPLOYEE BENEFITS				POST-EMPLOYMENT BENEFITS	OTHER LONG TERM BENEFITS	TERMINATION BENEFITS	SHARE BASED PAYMENTS			TOTAL REMUNERATION IN ACCORDANCE WITH ACCOUNTING STANDARDS \$000	VARIABLE PAY % OF TOTAL REMUNERATION %
		CASH SALARY \$000	CASH INCENTIVE ¹ / CASH STI \$000	OTHER BENEFITS ² \$000	TOTAL SHORT TERM CASH AND BENEFITS \$000	SUPER-ANNUATION BENEFITS \$000	LONG SERVICE LEAVE \$000	TERMINATION BENEFITS \$000	EQUITY INCENTIVE ³ / STI EQUITY SETTLED \$000	LTI EQUITY SETTLED ³ \$000			
EXECUTIVE DIRECTOR													
Andrew Wood	FY2018	1,435	407	10	1,852	20	24	-	876	535	3,307	55.0%	
	FY2017	1,435	317	7	1,759	20	24	-	549	588	2,940	49.5%	
GROUP EXECUTIVES													
Robert (Chris) Ashton	FY2018	663	96	145	904	9	-	-	413	99	1,425	42.7%	
	FY2017	512	72	262	846	13	-	-	134	55	1,048	24.9%	
Thomas Honan	FY2018	930	136	3	1,069	20	16	-	608	190	1,903	49.1%	
	FY2017	930	124	2	1,056	20	16	-	128	110	1,330	27.3%	
Adrian Smith⁴	FY2018	357	39	162	558	-	-	-	57	13	628	17.3%	
	FY2017	-	-	-	-	-	-	-	-	-	-	-	
PREVIOUSLY REPORTED GROUP EXECUTIVES													
Dennis Finn⁵	FY2018	263	-	1	264	7	5	-	45	-	321	14.1%	
	FY2017	1,049	217	96	1,362	20	14	-	507	-	1,903	38.0%	
Total remuneration	FY2018	3,648	678	321	4,647	56	45	-	1,999	837	7,584		
	FY2017⁶	4,656	795	720	6,171	87	54	-	1,047	766	8,125		

¹ The amount relates to the cash portion of the FY2018 variable pay plan typically payable in September 2018.

² This includes assignment uplifts, market adjustments and non-monetary benefits which include benefits such as expatriate benefits (i.e. housing, home leave etc. applicable to Mr Ashton and Mr Smith), health insurance, car parking, company cars or car allowances, fringe benefits tax, tax advisory services and life insurance. In some cases, these are at the election of the Executives i.e. they are salary sacrificed.

³ This remuneration includes a proportion of the fair value of equity compensation granted or outstanding during the year. The fair value of equity instruments is determined based on the fair value at grant date, varies based on the probability of vesting and is expensed progressively over the vesting period. The amount included as remuneration is not indicative of the benefit (if any) that individual Executives may ultimately realize should the equity instruments vest.

⁴ Remuneration for FY2018 was disclosed to the extent that it related to Mr Smith's employment in the capacity of an Executive, which commenced on 1 October 2017.

⁵ Remuneration is disclosed to the extent that it relates to Mr Finn's employment in the capacity of an Executive, which ceased on 30 September 2017. All of Mr Finn's unvested equity lapsed following his departure. See page 53 for further details.

⁶ The FY2017 totals have been rounded in line with the current standard. Full details of prior year total remuneration are set out in the Remuneration Report for the relevant year.

Share based payments are disclosed to the extent they relate to their employment in the capacity of an Executive.

ACTUAL REMUNERATION OUTCOMES

The table below shows actual remuneration awarded during the year and actual remuneration received during the year. This is separate to the Executive remuneration details in accordance with the accounting standards per page 50.

NAME		AWARDED AND RECEIVED DURING REPORTING PERIOD		RECEIVED DURING REPORTING PERIOD DEFERRED FROM PREVIOUS PERIODS ²			AWARDED DURING REPORTING PERIOD DEFERRED FOR FUTURE PERIODS ³		
		SHORT TERM CASH AND BENEFITS \$000 (A)	OTHER BENEFITS ¹ \$000 (B)	EQUITY INCENTIVE \$000 (C)	LTI \$000 (D)	TOTAL REMUNERATION RECEIVED DURING REPORTING PERIOD \$000 (E) ⁴	EQUITY INCENTIVE /SPPR \$000 (F)	LTI \$000 (G)	TOTAL REMUNERATION AWARDED DURING REPORTING PERIOD \$000 (H) ⁵
EXECUTIVE DIRECTOR									
Andrew Wood	FY2018	1,852	44	2,495	-	4,391	727	1,236	3,859
	FY2017	1,759	44	-	-	1,803	727	1,236	3,766
GROUP EXECUTIVES									
Robert (Chris) Ashton	FY2018	904	9	53	-	966	530	315	1,758
	FY2017	846	13	-	-	859	170	284	1,313
Thomas Honan	FY2018	1,069	36	-	-	1,105	855	570	2,530
	FY2017	1,056	36	-	-	1,092	285	570	1,947
Adrian Smith⁶	FY2018	558	-	-	-	558	142	89	789
	FY2017	-	-	-	-	-	-	-	-
PREVIOUSLY REPORTED GROUP EXECUTIVE									
Dennis Finn⁷	FY2018	264	12	2,019	-	2,295	-	-	276
	FY2017	1,362	34	-	-	1,396	490	-	1,886
Total remuneration	FY2018	4,647	101	4,567	-	9,315	2,254	2,210	9,212
	FY2017⁸	6,171	141	-	180	6,492	2,198	3,023	11,533

¹ This is the total of superannuation received and long service leave benefits accrued during the reporting period.

² Remuneration received in reporting period from previous periods includes equity awards granted under the variable pay plans in previous years which vested during reporting period. The Equity Incentive and LTI value reflects the actual value realized by the Executive.

³ Remuneration awarded during the reporting period but deferred for future periods includes equity awards granted under the variable pay plans (SPPRs and long term equity) which may vest and become available to Executives in future periods. A grant value based on fixed pay (as defined on page 44) multiplied by the variable pay plan target percentage approved by the Board has been included; this is not indicative of the benefit (if any) that individual Executives may ultimately realize should the equity instruments vest.

⁴ Total remuneration received during the reporting period, deferred from previous periods disclosed in column E is the sum of (A)+(B)+(C)+(D).

⁵ Total remuneration awarded during the reporting period, deferred from previous periods disclosed in column H is the sum of (A)+(B)+(F)+(G).

⁶ Remuneration for FY2018 was disclosed to the extent that it related to Mr Smith's employment in the capacity of an Executive, which commenced on 1 October 2017.

⁷ Remuneration is disclosed to the extent that it relates to Mr Finn's employment in the capacity of an Executive, which ceased on 30 September 2017. Mr Finn's unvested equity lapsed following his departure. See page 53.

⁸ The FY2017 totals have been rounded in line with the current standard. Full details of prior year total remuneration are set out in the Remuneration Report for the relevant year.

Share based payments are disclosed to the extent they relate to their employment in the capacity of an Executive.

EXECUTIVE MINIMUM SHAREHOLDING REQUIREMENT

Compliance with the requirement is assessed as at 30 June each year. The table below provides a summary of the position of each Executive against the requirement as at 30 June 2018:

NAME	WEIGHTED NUMBER OF SHARES HELD AT 30 JUNE 2018 ¹	VALUE OF SHARES HELD AT 30 JUNE 2018 ² \$000	ANNUAL FIXED PAY AT 30 JUNE 2018 ³ \$000	PERCENTAGE OF MINIMUM REQUIREMENT ACHIEVED
EXECUTIVE DIRECTOR				
Andrew Wood ⁴	1,412,196	24,671	1,600	>100%
GROUP EXECUTIVES				
Robert (Chris) Ashton	84,330	1,473	700	>100%
Thomas Honan	116,924	2,043	970	>100%
Adrian Smith	20,246	354	518	34%

¹ Includes shares held in the Company plus a 50% weighting of unvested performance rights provided on page 53.

² Calculated as the weighted number of shares held at 30 June 2018 multiplied by the volume weighted average price of the Company's shares for the five trading days up to and including 30 June 2018 (\$17.47) or the price at which performance rights were allocated.

³ The Australian dollar equivalent of annual fixed pay as at 30 June 2018.

⁴ Effective 1 July 2015, Mr Wood elected to reduce his fixed pay by 10%. The minimum shareholding requirement will be held against the higher fixed pay amount.

EXECUTIVE INTERESTS IN SHARES AND PERFORMANCE RIGHTS

Executives' beneficial interests in shares and performance rights granted as at 30 June 2018 are detailed in the table below. The service and performance criteria for the rights are discussed in the SPPR and long term equity sections on pages 45 to 47 or are available in prior year Remuneration Reports.

NUMBER OF SHARES AND PERFORMANCE RIGHTS HELD IN WORLEYPARSONS LIMITED

NAME	TYPE	BALANCE AT 1 JULY 2017	GRANTED PERFORMANCE RIGHTS	ON EXERCISE OF PERFORMANCE RIGHTS ¹	CHANGE IN STATUS	OTHER TRANSACTIONS ²	BALANCE AT 30 JUNE 2018
EXECUTIVE DIRECTOR							
Andrew Wood	Shares	856,565	n/a	184,758	-	49,720	1,091,043
	Rights	656,518	146,650	(100,175)	-	(60,688)	642,305
GROUP EXECUTIVES							
Robert (Chris) Ashton	Shares	10,255	n/a	5,404	-	(1,478)	14,181
	Rights	82,566	63,135	(5,404)	-	-	140,297
Thomas Honan	Shares	10,000	n/a	-	-	1,000	11,000
	Rights	105,424	106,424	-	-	-	211,848
Adrian Smith ⁴	Shares	-	n/a	-	11,591	-	11,591
	Rights	-	17,310	-	-	-	17,310
PREVIOUSLY REPORTED GROUP EXECUTIVE							
Dennis Finn ⁵	Shares	-	n/a	149,503	(149,503)	-	-
	Rights	203,982	-	(81,060)	(122,922)	-	-
Total	Shares	876,820	n/a	339,665	(137,912)	49,242	1,127,815
	Rights	1,048,490	333,519	(186,639)	(122,922)	(60,688)	1,011,760

¹ May include SPPRs which vested during FY2018 where a multiple was applied in accordance with the outcome of the performance hurdles.

² May include rights lapsed or a transaction where the Company incurs overseas withholding tax obligations due to the vesting of the Executives' performance rights; a sufficient number of the shares that the Executive otherwise would have retained following vesting of their performance rights will be relinquished in order to enable the Company to meet its withholding tax obligations.

³ Shares purchased as part of participation in the Non-Renounceable Entitlement Offer on 11 October 2017.

⁴ Mr Smith's commenced as KMP on 1 October 2017.

⁵ Mr Finn ceased to be KMP on 30 September 2017 following his resignation.

DETAILS OF VESTED, EXERCISED, LAPSED AND OUTSTANDING RIGHTS

Full details of prior year equity grants are set out in the Remuneration Report for the relevant year. Each of the grants shown have an expiry date seven years following the grant date.

NAME	TYPE	GRANT DATE	VEST DATE	GRANTED ¹	FAIR VALUE PER RIGHT ²	FAIR VALUE OF GRANT ³ \$000	VESTED		EXERCISED		LAPSED		RIGHTS LAPSED %	
							NUMBER	VALUE ⁴ \$000	NUMBER	VALUE ⁴ \$000	NUMBER ⁵	VALUE ⁶ \$000		
EXECUTIVE DIRECTOR														
Andrew Wood	LTI	31 Oct 17	30 Sep 21	46,168	9.72	449	-	-	-	-	-	-	-	-
		31 Oct 17	30 Sep 21	46,168	13.13	606	-	-	-	-	-	-	-	-
		31 Oct 16	30 Sep 20	76,225	5.96	454	-	-	-	-	-	-	-	-
		31 Oct 16	30 Sep 20	76,225	6.41	489	-	-	-	-	-	-	-	-
		30 Oct 15	30 Sep 19	85,148	2.62	223	-	-	-	-	-	-	-	-
		30 Oct 15	30 Sep 19	85,149	4.75	404	-	-	-	-	-	-	-	-
		30 Oct 14	30 Sep 18	41,616	6.50	271	-	-	-	-	-	-	-	-
		30 Oct 14	30 Sep 18	41,616	10.73	447	-	-	-	-	-	-	-	-
	24 Oct 13	30 Sep 17	60,688	13.59	825	-	-	-	-	60,688	825	100.0%	-	
	SPPR	31 Oct 17	30 Sep 19	54,315	17.18	933	-	-	-	-	-	-	-	-
31 Oct 16		30 Sep 18	89,676	10.96	983	-	-	-	-	-	-	-	-	
30 Oct 15		31 Oct 17	100,175	4.42	443	100,175	1,341	100,175	1,341	-	-	-	-	
GROUP EXECUTIVES														
Robert (Chris) Ashton ⁷	LTI	31 Oct 17	30 Sep 21	11,763	9.72	114	-	-	-	-	-	-	-	-
		31 Oct 17	30 Sep 21	11,763	13.13	154	-	-	-	-	-	-	-	-
		31 Oct 16	30 Sep 20	17,490	5.96	104	-	-	-	-	-	-	-	-
		31 Oct 16	30 Sep 20	17,490	6.41	112	-	-	-	-	-	-	-	-
	Equity	31 Oct 17	30 Sep 19	12,747	13.54	173	-	-	-	-	-	-	-	-
		31 Oct 17	30 Sep 18	12,747	13.89	177	-	-	-	-	-	-	-	-
	SPPR	31 Oct 17	30 Sep 19	14,115	17.18	242	-	-	-	-	-	-	-	-
		31 Oct 16	30 Sep 18	20,988	10.96	230	-	-	-	-	-	-	-	-
	Comb Incentive	30 Oct 15	30 Sep 18	21,194	5.15	109	-	-	-	-	-	-	-	-
		30 Oct 14	30 Sep 17	5,404	11.42	62	5,404	73	5,404	73	-	-	-	-
Thomas Honan	LTI	31 Oct 17	30 Sep 21	21,285	9.72	207	-	-	-	-	-	-	-	-
		31 Oct 17	30 Sep 21	21,284	13.13	279	-	-	-	-	-	-	-	-
		31 Oct 16	30 Sep 20	35,141	5.96	209	-	-	-	-	-	-	-	-
		31 Oct 16	30 Sep 20	35,142	6.41	225	-	-	-	-	-	-	-	-
	Equity	31 Oct 17	30 Sep 19	21,285	13.54	288	-	-	-	-	-	-	-	-
		31 Oct 17	30 Sep 18	21,285	13.89	296	-	-	-	-	-	-	-	-
	SPPR	31 Oct 17	30 Sep 19	21,285	17.18	366	-	-	-	-	-	-	-	-
		31 Oct 16	30 Sep 18	35,141	10.96	385	-	-	-	-	-	-	-	-
Adrian Smith	LTI	31 Oct 17	30 Sep 21	3,334	9.72	32	-	-	-	-	-	-	-	-
		31 Oct 17	30 Sep 21	3,334	13.13	44	-	-	-	-	-	-	-	-
	Equity ⁸	31 Oct 17	30 Sep 19	2,862	13.54	39	-	-	-	-	-	-	-	-
		31 Oct 17	30 Sep 19	7,780	17.18	134	-	-	-	-	-	-	-	-
PREVIOUSLY REPORTED GROUP EXECUTIVE														
Dennis Finn ^{7,9}	SPPR	31 Oct 16	30 Sep 18	60,430	10.96	662	-	-	-	-	60,430	662	100.0%	
		31 Oct 15	30 Sep 17	81,060	4.42	358	81,060	1,085	81,060	1,085	-	-	-	
	Comb Incentive	30 Oct 15	30 Sep 18	62,492	5.15	322	-	-	-	-	62,492	322	100.0%	

¹ The service and performance criteria for the rights are discussed in the long term equity section on page 46 and 47. Each right entitles the holder to one fully paid ordinary share in the Company (or a multiple in the case of SPPRs, as discussed on page 46) at a nil exercise price (i.e. a zero exercise price option). Where rights were granted prior to commencement as Executives, the service and performance criteria are aligned with those discussed in the Combined Incentive Plan section in the 2015 Remuneration Report.

² Fair value per right at grant date is independently determined using an appropriate option pricing model in accordance with AASB 2 *Share-based Payment* that takes into account the exercise price, the term of the right, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the right, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the right. This amount represents the actual cost to the Company. We have used a Monte Carlo simulation model to value the relative TSR, strategic hurdle rights, and SPPRs and a Black-Scholes model to value the EPS growth rights, acquisition hurdle rights, other cash settled rights and other equity settled rights.

³ Total fair value of grant is calculated by multiplying the fair value per right by the number of rights granted. This does not represent the actual value the Executive will derive from the grant, which will depend on the achievement of performance hurdles measured over the vesting period. The maximum value of the rights granted has been estimated based on the fair value per right. The minimum total value of the rights granted, if the applicable performance hurdles are not met, is nil.

⁴ This amount is based on the volume weighted average price of the Company's shares for the five trading days following the annual results announcement for the year in which the rights vest (as there is no exercise price payable in respect of equity or cash settled rights).

⁵ The number of rights lapsed represents rights lapsed due to performance hurdles not being met and/or rights lapsed on cessation of employment.

⁶ Based on the measurement of the relevant performance hurdles, this total value may be an accumulation of values for rights lapsed over multiple periods.

⁷ The value of the rights issued to Mr Ashton and Mr Finn are disclosed on page 50 to the extent that they were granted during their term as an Executive. Mr Ashton and Mr Finn were granted rights in the Combined Incentive Plan prior to them becoming KMP. Mr Finn's unvested equity lapsed following his departure.

⁸ The value of the rights issued to Mr Smith are disclosed on page 50 to the extent that they were granted during his term as an Executive in the Company Performance Pay Plan.

⁹ Mr Finn ceased to be an Executive on 30 September 2017.

All vested rights are exercisable. There are no vested and unexercisable rights.

DIRECTORS' REPORT CONTINUED

NON-EXECUTIVE DIRECTOR REMUNERATION OUTCOMES

Remuneration of the NEDs for FY2018 and FY2017 is set out below:

NAME	YEAR	SHORT TERM EMPLOYEE BENEFITS		POST-EMPLOYMENT BENEFITS		TOTAL \$000
		FEES \$000	TRAVEL ALLOWANCES \$000	SUPERANNUATION ¹ \$000		
John Grill	FY2018	-	-	-	-	-
	FY2017	-	-	-	-	-
Ron McNeilly ²	FY2018	94	-	8	-	102
	FY2017	292	5	20	-	317
Jagjeet S Bindra ³	FY2018	112	10	-	-	122
	FY2017	243	35	-	-	278
Erich Fraunschiel	FY2018	200	10	20	-	230
	FY2017	214	5	19	-	238
Thomas J Gorman ⁴	FY2018	131	15	-	-	146
	FY2017	-	-	-	-	-
Christopher Haynes	FY2018	245	25	-	-	270
	FY2017	243	25	-	-	268
Catherine Livingstone	FY2018	213	10	20	-	243
	FY2017	209	5	19	-	233
Anne Templeman-Jones ⁵	FY2018	141	10	13	-	164
	FY2017	-	-	-	-	-
Wang Xiao Bin	FY2018	200	30	20	-	250
	FY2017	201	35	19	-	255
Total remuneration	FY2018	1,336	110	81	-	1,527
	FY2017	1,528	120	82	-	1,731

¹ Superannuation contributions are made on behalf of the NEDs in accordance with the Company's statutory superannuation obligations.

² Mr McNeilly retired on 27 October 2017.

³ Mr Bindra resigned on 15 December 2017.

⁴ Mr Gorman commenced on 18 December 2017.

⁵ Ms Templeman-Jones commenced on 1 November 2017.

NON-EXECUTIVE DIRECTOR INTERESTS IN SHARES

NED beneficial interests in shares of the Company as at 30 June 2018 are detailed in the below table:

NUMBER OF SHARES HELD IN WORLEYPARSONS LIMITED

NAME	TYPE	BALANCE AT 1 JULY 2017	CHANGE IN STATUS	OTHER TRANSACTIONS ⁵	BALANCE AT 30 JUNE 2018
John Grill	Shares	25,372,173	-	2,537,219	27,909,392
Ron McNeilly ¹	Shares	442,564	(480,092)	37,528	n/a
Jagjeet S Bindra ²	Shares	19,000	(19,000)	-	n/a
Erich Fraunschiel	Shares	198,755	-	19,876	218,631
Thomas J Gorman ³	Shares	-	13,500	-	13,500
Christopher Haynes	Shares	11,945	-	1,194	13,139
Catherine Livingstone	Shares	13,000	-	1,302	14,302
Anne Templeman-Jones ⁴	Shares	-	2,250	-	2,250
Wang Xiao Bin	Shares	11,000	-	-	11,000

¹ Mr McNeilly retired on 27 October 2017.

² Mr Bindra resigned on 15 December 2017.

³ Mr Gorman commenced on 18 December 2017.

⁴ Ms Templeman-Jones commenced on 1 November 2017.

⁵ Shares purchased as part of participation in the Non-Renounceable Entitlement Offer on 11 October 2017.

This Directors' Report (including Remuneration Report) is made in accordance with a resolution of the directors.



JOHN GRILL AO

Chairman

Sydney, 22 August 2018