

DIRECTORS' REPORT CONTINUED

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 Equity Incentive and LTI columns under the remuneration awarded section of Actual Remuneration Outcomes on page 45. The full value that was received during the year is determined as the number of performance rights vested times the share price at the end of the performance period. This can be found under the remuneration received section of Actual Remuneration Outcomes on page 45.

		SHORT TERM EMPLOYEE BENEFITS			POST-EMPLOYMENT BENEFITS	OTHER LONG TERM BENEFITS	TERMINATION BENEFITS	SHARE BASED PAYMENTS						
		CASH SALARY	CASH INCENTIVE ¹	CASH OTHER BENEFITS ²	TOTAL SHORT TERM CASH AND BENEFITS	SUPER-ANNUATION	LONG SERVICE LEAVE	TERMINATION BENEFITS ³	EQUITY INCENTIVE ⁴	LTI EQUITY SETTLED ⁴	TOTAL REMUNERATION IN ACCORDANCE WITH ACCOUNTING STANDARDS	SHARE BASED PAYMENTS % OF TOTAL REMUNERATION	VARIABLE PAY % OF TOTAL REMUNERATION	% OF MAXIMUM STI AWARD FORFEITED
		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	%	%	%
EXECUTIVE DIRECTOR														
Andrew Wood	FY2016	1,435,238	-	9,533	1,444,771	19,307	24,112	-	147,591	140,765	1,776,546	16.2%	16.2%	100.0%
	FY2015	1,581,217	-	15,978	1,597,195	18,783	26,523	-	-	237,085	1,879,586	12.6%	12.6%	100.0%
GROUP EXECUTIVES														
Filippo Abba	FY2016	661,610	-	643,656	1,305,266	52,631	-	-	54,697	424,359	1,836,953	26.1%	26.1%	100.0%
	FY2015	153,147	-	164,415	317,562	6,126	-	-	-	135,695	459,383	29.5%	29.5%	N/A
Robert (Chris) Ashton ⁵	FY2016	299,410	-	188,593	488,003	6,245	-	-	18,192	10,286	522,726	5.4%	5.4%	100.0%
Dennis Finn	FY2016	1,225,831	-	455,171	1,681,002	-	-	-	190,947	-	1,871,949	10.2%	10.2%	100.0%
Thomas Honan ⁶	FY2016	542,094	-	895	542,989	16,945	9,147	-	-	-	569,081	-	-	100.0%
Denis Lucey ⁵	FY2016	356,457	-	238,748	595,205	8,017	-	-	-	10,099	613,321	1.6%	1.6%	100.0%
Chris Parker ⁵	FY2016	322,657	-	14,525	337,182	14,892	-	-	-	24,681	376,755	6.6%	6.6%	100.0%
	FY2015	563,704	-	13,067	576,771	17,231	-	-	-	65,756	659,758	10.0%	10.0%	100.0%
FORMER GROUP EXECUTIVES														
Simon Holt ⁷	FY2016	254,682	-	9,482	264,164	13,196	80,210	522,770	2,972	(21,080)	862,232	(2.1%)	(2.1%)	100.0%
	FY2015	531,217	-	14,804	546,021	18,783	9,117	-	-	76,038	649,959	11.7%	11.7%	100.0%
David Steele ⁸	FY2016	449,849	-	209,893	659,742	10,536	7,460	-	6,858	(164,823)	519,773	(30.4%)	(30.4%)	100.0%
	FY2015	881,217	-	97,616	978,833	18,783	14,919	-	-	63,367	1,075,902	5.9%	5.9%	100.0%
Randy Karren ⁹	FY2015	459,525	-	7,903	467,428	11,716	-	-	-	50,983	530,127	9.6%	9.6%	100.0%
Ian Wilkinson ⁹	FY2015	365,282	-	8,595	373,877	12,895	5,984	-	-	69,109	461,865	15.0%	15.0%	100.0%
Total remuneration	FY2016	5,547,828	-	1,770,496	7,318,324	141,769	120,929	522,770	421,257	424,287	8,949,336			
	FY2015	4,535,309	-	322,378	4,857,687	104,317	56,543	-	-	698,033	5,716,580			

1 The amount relates to the Cash Incentive portion of the Combined Incentive Plan.

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 Abba, Mr Ashton, Mr Finn, Mr Lucey and Mr Steele), 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 The amount includes a payment in lieu of notice, salary received during the transition period and a separation payment.

4 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 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.

5 Remuneration is disclosed to the extent that it relates to Mr Ashton's, Mr Lucey's and Mr Parker's employment in the capacity of an Executive, which commenced on 1 January 2016.

6 Remuneration is disclosed to the extent that it relates to Mr Honan's employment in the capacity of an Executive, which commenced on 1 December 2015.

7 Remuneration is disclosed to the extent that it relates to Mr Holt's employment in the capacity of an Executive, which ceased on 1 December 2015. The Board exercised its discretion to allow him to retain a pro-rata portion of unvested equity subject to the original time and performance hurdles.

8 Mr Steele ceased to be an Executive on 1 January 2016 and retired from the Company effective 30 June 2016. The Board exercised its discretion to allow him to retain a pro-rata portion of unvested equity subject to the original time and performance hurdles with the exception of the FY2016 SPPR allocation which will be measured at the original vest date against the share price at the end of the 2016 performance period.

9 Remuneration is disclosed to the extent that it relates to Mr Karren's and Mr Wilkinson's employment in the capacity of an Executive, which ceased on 31 March 2015 and 6 February 2015 respectively. 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 44.

		AWARDED AND RECEIVED DURING REPORTING PERIOD		AWARDED DURING REPORTING PERIOD DEFERRED FOR FUTURE PERIODS ²			RECEIVED DURING REPORTING PERIOD DEFERRED FROM PREVIOUS PERIODS ³		
		SHORT TERM CASH AND BENEFITS \$	OTHER BENEFITS ¹ \$	EQUITY INCENTIVE \$	LTI \$	TOTAL REMUNERATION AWARDED DURING REPORTING PERIOD \$	EQUITY INCENTIVE \$	LTI \$	TOTAL REMUNERATION RECEIVED DURING REPORTING PERIOD \$
EXECUTIVE DIRECTORS									
Andrew Wood	FY2016	1,444,771	43,419	727,271	1,236,356	3,451,817	-	-	1,488,190
	FY2015	1,597,195	45,306	-	1,360,011	3,002,512	-	-	1,642,501
GROUP EXECUTIVES									
Filippo Abba	FY2016	1,305,266	52,631	204,188	424,187	1,986,272	-	163,187	1,521,084
	FY2015	317,562	6,126	-	1,067,531	1,391,219	-	-	323,688
Robert (Chris) Ashton ⁴	FY2016	488,003	6,245	153,868	-	648,116	-	-	494,248
Dennis Finn	FY2016	1,681,002	-	1,042,188	-	2,723,190	-	-	1,681,002
Thomas Honan ⁵	FY2016	542,989	26,092	-	-	569,081	-	-	569,081
Denis Lucey ⁴	FY2016	595,205	8,017	-	-	603,222	-	-	603,222
Chris Parker ⁴	FY2016	337,182	14,892	-	-	352,074	-	-	352,074
	FY2015	576,771	17,231	-	369,039	963,041	-	33,968	627,970
FORMER GROUP EXECUTIVES									
Simon Holt ⁶	FY2016	264,164	616,176	138,898	219,996	1,239,234	26,130	-	906,470
	FY2015	546,021	27,900	-	220,002	793,923	-	29,585	603,506
David Steele ⁷	FY2016	659,742	17,996	269,999	674,999	1,622,736	-	-	677,738
	FY2015	978,833	33,702	-	675,005	1,687,540	-	-	1,012,535
Randy Karren ⁸	FY2015	467,428	11,716	-	238,858	718,002	-	63,282	542,426
Ian Wilkinson ⁸	FY2015	373,877	18,879	-	443,925	836,681	-	56,932	449,688
Total remuneration	FY2016	7,318,324	785,468	2,536,412	2,555,538	13,195,742	26,130	163,187	8,293,109
	FY2015	4,857,687	160,860	-	4,374,371	9,392,918	-	183,767	5,202,314

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

2 Remuneration awarded during the reporting period but deferred for future periods includes equity awards granted under the Combined Incentive Plan and LTI Plan which may vest and become available to Executives in future periods. A grant value based on Fixed Pay (as defined on page 35) multiplied by the incentive plan payout 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.

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

4 Remuneration is disclosed to the extent that it relates to Mr Ashton's, Mr Lucey's and Mr Parker's employment in the capacity of an Executive, which commenced on 1 January 2016.

5 Remuneration is disclosed to the extent that it relates to Mr Honan's employment in the capacity of an Executive, which commenced on 1 December 2015.

6 Remuneration is disclosed to the extent that it relates to Mr Holt's employment in the capacity of an Executive, which ceased on 1 December 2015. The amount provided under 'Other Benefits' includes termination benefits amount shown on page 44. The Board exercised its discretion to allow him to retain a pro-rata portion of unvested equity subject to the original time and performance hurdles.

7 Mr Steele ceased to be an Executive on 1 January 2016 and retired from the Company effective 30 June 2016. The Board exercised its discretion to allow him to retain a pro-rata portion of unvested equity subject to the original time and performance hurdles with the exception of the FY2016 SPPR allocation which will be measured at the original vest date against the share price at the end of the 2016 performance period.

8 Remuneration is disclosed to the extent that it relates to Mr Karren's and Mr Wilkinson's employment in the capacity of an Executive, which ceased on 31 March 2015 and 6 February 2015 respectively. Share based payments are disclosed to the extent they relate to their employment in the capacity of an Executive.

DIRECTORS' REPORT CONTINUED

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 2016:

	WEIGHTED NUMBER OF SHARES HELD AT 30 JUNE 2016 ¹	VALUE OF SHARES HELD AT 30 JUNE 2016 ² \$	ANNUAL FIXED PAY AT 30 JUNE 2016 ³ \$	PERCENTAGE OF MINIMUM REQUIREMENT ACHIEVED
EXECUTIVE DIRECTOR				
Andrew Wood ⁴	1,090,303	7,697,539	1,600,000	>100%
GROUP EXECUTIVES				
Filippo Abba	88,121	789,406	626,578	63%
Robert (Chris) Ashton	23,554	193,485	582,135	17%
Dennis Finn	71,776	521,093	1,160,924	22%
Thomas Honan	10,000	70,600	950,000	4%
Denis Lucey	106,741	778,210	698,517	56%
Christopher Parker	18,747	237,150	636,312	19%

1 Includes shares held in the Company plus a 50% weighting of unvested performance rights provided on page 47.

2 Calculated as the weighted number of shares held at 30 June 2016 multiplied by the volume weighted average price of the Company's shares for the five trading days up to and including 30 June 2016 (\$7.06) or the price at which performance rights were allocated.

3 The Australian dollar equivalent of annual Fixed Pay as at 30 June 2016.

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 2016 are detailed in the table below. The service and performance criteria for the rights are discussed in the Combined Incentive Plan and LTI Plan sections on pages 38 and 39.

NUMBER OF SHARES AND PERFORMANCE RIGHTS HELD IN WORLEYPARSONS LIMITED

	TYPE	BALANCE AT 1 JULY 2015	GRANTED PERFORMANCE RIGHTS	ON EXERCISE OF PERFORMANCE RIGHTS	CHANGE IN STATUS	OTHER TRANSACTIONS ¹	BALANCE AT 30 JUNE 2016
EXECUTIVE DIRECTOR							
Andrew Wood	Shares	856,565	n/a	-	-	-	856,565
	Rights	211,226	270,472	-	-	(14,222)	467,476
GROUP EXECUTIVES							
Filippo Abba	Shares	-	n/a	26,641	-	(14,104)	12,537
	Rights	91,256	86,553	(26,641)	-	-	151,168
Robert (Chris) Ashton ²	Shares	-	n/a	-	10,255	-	10,255
	Rights	-	-	-	26,598	-	26,598
Dennis Finn	Shares	-	n/a	-	-	-	-
	Rights	-	143,552	-	-	-	143,552
Thomas Honan ³	Shares	-	n/a	-	-	10,000	10,000
	Rights	-	-	-	-	-	-
Denis Lucey ²	Shares	-	n/a	-	104,088	-	104,088
	Rights	-	-	-	5,306	-	5,306
Christopher Parker ⁴	Shares	-	n/a	-	7,455	-	7,455
	Rights	-	-	-	22,585	-	22,585
FORMER GROUP EXECUTIVES							
Simon Holt ⁵	Shares	8,329	n/a	4,337	(12,666)	-	-
	Rights	26,065	49,435	(4,337)	(21,457)	(49,706)	-
David Steele ⁵	Shares	126,079	n/a	-	(126,079)	-	-
	Rights	110,566	130,165	-	(214,769)	(25,962)	-
Total	Shares	990,973	n/a	30,978	(16,947)	(4,104)	1,000,900
	Rights	439,113	680,177	(30,978)	(181,737)	(89,890)	816,685

1 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.

2 Mr Ashton and Mr Lucey commenced in the role as an Executive effective 1 January 2016.

3 Mr Honan commenced in the role as an Executive effective 1 December 2015.

4 Mr Parker was KMP for FY2015, ceased to be KMP on 30 June 2015 and was reinstated on 1 January 2016.

5 Mr Holt and Mr Steele ceased to be an Executive effective 1 December 2015 and 1 January 2016 respectively.

Details of vested and outstanding rights over the last five years - full details of prior year equity grants are set out in the remuneration report for the relevant year.

PLAN	DATE OF GRANT	NUMBER OF RIGHTS GRANTED ^a	FAIR VALUE PER RIGHT OF (AT GRANT DATE) ^b \$	FAIR VALUE OF GRANT (AT GRANT DATE) ^b \$	VESTING DATE/ FIRST EXERCISE DATE	EXPIRY DATE	NUMBER OF RIGHTS VESTED	VALUE OF RIGHTS VESTED ^c \$	NUMBER OF RIGHTS EXERCISED	VALUE OF RIGHTS EXERCISED ^c \$	NUMBER OF RIGHTS LAPSED ^d	VALUE OF RIGHTS LAPSED ^d \$	% OF RIGHTS LAPSED		
EXECUTIVE DIRECTOR															
Andrew Wood	LTI	30 Oct 15	170,297	3.69	628,396	30 Sep 19	28 Oct 22	-	-	-	-	-	-		
		30 Oct 14	83,232	8.62	717,460	30 Sep 18	30 Oct 21	-	-	-	-	-	-		
		24 Oct 13	60,688	13.59	824,750	30 Sep 17	24 Oct 20	-	-	-	-	-	-		
		23 Oct 12	53,084	15.76	836,604	30 Sep 16	18 Oct 19	-	-	-	-	-	-		
		17 Oct 11	14,222	17.69	251,587	30 Sep 15	17 Oct 18	-	-	-	-	14,222	251,587	100.0%	
	SPPR	30 Oct 15	100,175	4.42	442,774	31 Oct 17	28 Oct 22	-	-	-	-	-	-		
	Deferred Equity STI	01 Oct 12	2,947	27.70	81,632	30 Jun 13	30 Jun 19	2,947	57,741	2,947	57,741	-	-	-	
		01 Oct 12	2,947	27.70	81,632	30 Jun 14	30 Jun 19	2,947	50,606	2,947	50,606	-	-	-	
GROUP EXECUTIVES															
Filippo Abba ⁷	LTI	30 Oct 15	58,428	3.69	215,599	30 Sep 19	28 Oct 22	-	-	-	-	-	-		
		01 Apr 15	11,333	5.37	60,858	30 Sep 18	01 Apr 22	-	-	-	-	-	-		
		01 Apr 15	26,641	7.82	208,333	30 Sep 17	01 Apr 22	-	-	-	-	-	-		
		01 Apr 15	26,641	8.40	223,784	30 Sep 16	01 Apr 22	-	-	-	-	-	-		
		01 Apr 15	26,641	9.02	240,302	30 Sep 15	01 Apr 22	26,641	198,742	26,641	198,742	-	-	-	
	SPPR	30 Oct 15	28,125	4.42	124,313	30 Sep 17	28 Oct 22	-	-	-	-	-	-		
	Robert (Chris) Ashton ⁸	Combined Incentive	30 Oct 15	21,194	5.15	109,149	30 Sep 18	28 Oct 22	-	-	-	-	-	-	
30 Oct 14			5,404	11.42	61,714	30 Sep 17	30 Oct 21	-	-	-	-	-	-		
Equity		08 Feb 13	4,720	17.25	81,420	30 Sep 15	18 Oct 19	4,720	35,211	4,720	35,211	-	-	-	
		17 Oct 11	3,736	19.14	71,507	30 Sep 14	17 Oct 18	3,736	61,046	3,736	61,046	-	-	-	
Deferred Equity STI		01 Oct 12	1,442	27.70	39,943	30 Jun 13	30 Jun 19	1,442	28,254	1,442	28,254	-	-	-	
		01 Oct 12	1,442	27.70	39,943	30 Jun 14	30 Jun 19	1,442	24,762	1,442	24,762	-	-	-	
Dennis Finn ⁸	Combined Incentive	30 Oct 15	62,492	5.15	321,834	30 Sep 18	28 Oct 22	-	-	-	-	-	-		
	SPPR	30 Oct 15	81,060	4.42	358,285	30 Sep 17	28 Oct 22	-	-	-	-	-	-		
Denis Lucey ⁸	Combined Incentive	08 Feb 13	4,901	17.25	84,542	30 Sep 15	18 Oct 19	4,901	36,561	4,901	36,561	-	-	-	
		17 Oct 11	5,244	19.14	100,370	30 Sep 14	17 Oct 18	5,244	85,687	5,244	85,687	-	-	-	
	Deferred Equity STI	01 Oct 12	1,485	27.70	41,135	30 Jun 13	30 Jun 19	1,485	29,096	1,485	29,096	-	-	-	
		01 Oct 12	1,484	27.70	41,107	30 Jun 14	30 Jun 19	1,484	25,483	1,484	25,483	-	-	-	
Christopher Parker ⁸	LTI	30 Oct 14	18,522	8.62	159,660	30 Sep 18	30 Oct 21	-	-	-	-	-	-		
	Combined Incentive Equity	30 Oct 14	4,063	11.42	46,399	30 Sep 17	30 Oct 21	-	-	-	-	-	-		
		08 Feb 13	4,310	17.25	74,348	30 Sep 15	18 Oct 19	4,310	30,810	4,310	30,810	-	-	-	
		17 Oct 11	3,263	19.14	62,454	30 Sep 14	17 Oct 18	3,263	53,317	3,263	53,317	-	-	-	
FORMER GROUP EXECUTIVES															
Simon Holt ⁹	LTI	30 Oct 15	30,303	3.69	111,818	30 Sep 19	28 Oct 22	-	-	-	-	25,615	86,784	84.5%	
		30 Oct 14	13,464	8.62	116,060	30 Sep 18	30 Oct 21	-	-	-	-	8,018	27,165	59.6%	
		24 Oct 13	8,264	13.59	112,308	30 Sep 17	24 Oct 20	-	-	-	-	2,856	9,676	34.6%	
		08 Feb 13	4,337	17.25	74,813	30 Sep 15	18 Oct 19	4,337	32,354	4,337	32,354	-	-	-	
		17 Oct 11	2,842	19.14	54,396	30 Sep 14	17 Oct 18	2,842	46,438	2,842	46,438	-	-	-	
	SPPR	30 Oct 15	19,132	4.42	84,563	30 Sep 17	28 Oct 22	-	-	-	-	13,217	44,780	69.1%	
	Deferred Equity STI	01 Oct 12	1,436	27.70	39,777	30 Jun 13	30 Jun 19	1,436	28,136	1,436	28,136	-	-	-	
		01 Oct 12	1,435	27.70	39,750	30 Jun 14	30 Jun 19	1,435	24,642	1,435	24,642	-	-	-	
David Steele ⁹	LTI	30 Oct 15	92,975	3.69	343,078	30 Sep 19	28 Oct 22	-	-	-	-	69,683	504,120	74.9%	
		30 Oct 14	41,310	8.62	356,092	30 Sep 18	30 Oct 21	-	-	-	-	20,640	149,320	50.0%	
		24 Oct 13	30,120	13.59	409,331	30 Sep 17	24 Oct 20	-	-	-	-	30,120	217,902	100.0%	
		08 Feb 13	13,174	15.39	202,748	30 Sep 16	18 Oct 19	-	-	-	-	13,174	95,307	100.0%	
		08 Feb 13	13,173	15.13	199,307	30 Sep 15	18 Oct 19	-	-	-	-	13,173	95,300	100.0%	
		17 Oct 11	12,789	17.69	226,237	30 Sep 15	17 Oct 18	-	-	-	-	12,789	92,522	100.0%	
		SPPR	30 Oct 15	37,190	4.42	164,380	30 Sep 17	28 Oct 22	-	-	-	-	18,570	134,344	49.9%
	Deferred Equity STI	01 Oct 12	2,615	27.70	72,436	30 Jun 13	30 Jun 19	2,615	51,236	2,615	51,236	-	-	-	
		01 Oct 12	2,615	27.70	72,436	30 Jun 14	30 Jun 19	2,615	44,905	2,615	44,905	-	-	-	
Randy Karren ¹¹	LTI	30 Oct 14	14,618	8.62	126,007	30 Sep 18	30 Oct 21	-	-	-	-	11,876	115,135	81.2%	
		24 Oct 13	11,102	13.59	150,876	30 Sep 17	24 Oct 20	-	-	-	-	6,246	60,554	56.3%	
		08 Feb 13	4,566	15.39	70,271	30 Sep 16	18 Oct 19	-	-	-	-	1,428	13,844	31.3%	
		08 Feb 13	4,565	15.13	69,068	30 Sep 15	18 Oct 19	-	-	-	-	3,684	55,739	100.0%	
	Equity	17 Oct 11	6,079	19.14	116,352	30 Sep 14	17 Oct 18	6,079	99,331	6,079	99,331	-	-	-	
		Deferred Equity STI	01 Oct 12	2,261	27.70	62,630	30 Jun 13	30 Jun 19	2,261	44,300	2,261	44,300	-	-	-
			01 Oct 12	2,261	27.70	62,630	30 Jun 14	30 Jun 19	2,261	38,826	2,261	38,826	-	-	-

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PLAN	DATE OF GRANT	NUMBER OF RIGHTS GRANTED ¹	FAIR VALUE PER RIGHT OF (AT GRANT DATE) ² \$	FAIR VALUE OF GRANT (AT GRANT DATE) ³ \$	VESTING DATE/ FIRST EXERCISE DATE	EXPIRY DATE	NUMBER OF RIGHTS VESTED	VALUE OF RIGHTS VESTED ⁴ \$	NUMBER OF RIGHTS EXERCISED	VALUE OF RIGHTS EXERCISED ⁴ \$	NUMBER OF RIGHTS LAPSED ⁵	VALUE OF RIGHTS LAPSED ⁶ \$	% OF RIGHTS LAPSED
Randy Karren	Employee Share	15 May 14	9	16.57	15 May 17	15 May 17	-	-	-	-	9	87	100.0%
	Purchase Plan ¹⁰	15 May 13	40	24.05	15 May 16	15 May 16	-	-	-	-	40	388	100.0%
Ian Wilkinson ⁸	LTI	30 Oct 14	22,032	8.62	30 Sep 18	30 Oct 21	-	-	-	-	-	-	-
		30 Oct 14	5,136	11.42	30 Sep 17	30 Oct 21	-	-	-	-	-	-	-
	Equity	08 Feb 13	5,746	17.25	30 Sep 15	18 Oct 19	5,746	42,865	5,746	42,865	-	-	-
		17 Oct 11	5,469	19.14	30 Sep 14	17 Oct 18	5,469	89,363	5,469	89,363	-	-	-
Deferred Equity STI	01 Oct 12	1,686	27.70	30 Jun 14	30 Jun 19	1,686	28,952	1,686	28,952	-	-	-	

NON-EXECUTIVE DIRECTOR - EARNED WHILE AN EXECUTIVE

John Grill ¹¹	LTI	17 Oct 11	17,811	17.69	30 Sep 15	17 Oct 18	-	-	-	-	17,811	315,077	100.0%
	Deferred Equity STI	01 Oct 12	12,178	27.70	30 Jun 13	30 Jun 19	12,178	238,605	12,178	238,605	-	-	-
		01 Oct 12	12,178	27.70	30 Jun 14	30 Jun 19	12,178	209,121	12,178	209,121	-	-	-

- The service and performance criteria for the rights are discussed in the LTI Plan section on page 39. Each right entitles the holder to one fully paid ordinary share in the Company 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.
- 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 rights and SPPRs and a Black-Scholes model to value the EPS rights, other cash settled rights and other equity settled rights.
- Total fair value at 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.
- This amount is based on the volume weighted average price of the Company's shares for the five or 10 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) or following the end of the relevant financial year, as applicable.
- The number of rights lapsed represents rights lapsed due to performance hurdles not being met and/or rights lapsed on cessation of employment.
- Based on the measurement of the relevant performance hurdles, this total value may be an accumulation of values for rights lapsed over multiple periods.
- The performance rights granted to Mr Abba in April 2015, as disclosed in the 2015 Remuneration Report, were structured with specific targets related to his personal performance and the ongoing performance of the *Improve* business line.
- The value of the rights issues to Mr Ashton, Mr Finn, Mr Lucey, Mr Parker and Mr Wilkinson are disclosed on page 44 to the extent that they were granted during their term as an Executive. Mr Ashton, Mr Finn, Mr Parker and Mr Wilkinson were granted rights in the Combined Incentive Plan prior to them becoming KMP.
- Mr Holt's and Mr Steele's employment in the capacity of an Executive ceased on 1 December 2015 and 1 January 2016 respectively. Rights lapsed have been valued based on the volume weighted average price of the Company's shares for the 10 trading days up to and including their cessation dates.
- The fair value at grant for matching bonus entitlements under the Employee Share Purchase Plan is calculated as the weighted average market price over the plan year.
- Mr Grill and Mr Karren received rights as part of their employment with the Company prior to their retirement effective 23 October 2012 and 31 March 2015 respectively. Board approval was received for retention of a pro-rated number of rights under the original terms of the grant including performance measures and vesting dates. This is consistent with the Company's practice in relation to unvested LTI held by retiring employees. Full details are disclosed on page 36. Rights lapsed on Mr Grill's and Mr Karren's retirement have been valued based on the volume weighted average price of the Company's shares for the five or 10 trading days up to and including their retirement dates.

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

NON-EXECUTIVE DIRECTOR - REMUNERATION OUTCOMES

Remuneration of the NEDs for FY2016 and FY2015 is set out below:

	SHORT TERM EMPLOYEE BENEFITS		POST-EMPLOYMENT BENEFITS	SHARE BASED PAYMENT		TOTAL \$
	FEES \$	TRAVEL ALLOWANCES \$	SUPERANNUATION ¹ \$	EQUITY INCENTIVE STI/CASH SETTLED \$		
John Grill						
FY2016	378,439	-	16,614	-	-	395,053
FY2015	441,217	5,000	18,783	-	-	465,000
Ron McNeilly						
FY2016	292,693	15,000	19,307	-	-	327,000
FY2015	293,217	-	18,783	-	-	312,000
Larry Benke						
FY2016	232,000	30,000	-	-	-	262,000
FY2015	232,000	30,000	-	-	-	262,000
Jagjeet Bindra						
FY2016	225,500	25,000	-	-	-	250,500
Erich Fraunschiel						
FY2016	221,808	20,000	19,192	-	-	261,000
FY2015	222,342	5,000	18,658	-	-	246,000
John M Green						
FY2016	203,511	20,000	18,689	-	-	242,200
FY2015	212,282	-	18,718	-	-	231,000
Christopher Haynes						
FY2016	224,000	25,000	-	-	-	249,000
FY2015	224,000	30,000	-	-	-	254,000
Catherine Livingstone						
FY2016	201,390	20,000	18,610	-	-	240,000
FY2015	201,726	-	18,274	-	-	220,000
Wang Xiao Bin						
FY2016	201,390	25,000	18,610	-	-	245,000
FY2015	201,726	20,000	18,274	-	-	240,000
Total remuneration						
FY2016	2,180,731	180,000	111,022	-	-	2,471,753
FY2015	2,028,510	90,000	111,490	-	-	2,230,000

¹ Superannuation contributions are made on behalf of the NEDs in accordance with the Company's statutory superannuation obligations. In some cases, the amounts in this table are lower than the annualized superannuation guarantee cap (Cap). The legislation requires the Cap to apply quarterly. The lower amount results from those quarters in which only one payment was made and it is lower than the quarterly Cap.

NON-EXECUTIVE DIRECTOR INTERESTS IN SHARES AND PERFORMANCE RIGHTS

NED beneficial interests in shares and performance rights of the Company as at 30 June 2016 are detailed in the below table. The service and performance criteria for the rights are discussed in the LTI Plan section on page 39.

NUMBER OF SHARES AND PERFORMANCE RIGHTS HELD IN WORLEYPARSONS LIMITED

	TYPE	BALANCE AT 1 JULY 2015	CHANGE IN STATUS	OTHER TRANSACTIONS	BALANCE AT 30 JUNE 2016
John Grill, AO ¹	Shares	25,372,173	-	-	25,372,173
	Rights	17,811	-	(17,811)	-
Ron McNeilly	Shares	442,564	-	-	442,564
Larry Benke ²	Shares	1,133,383	-	-	1,133,383
Jagjeet Bindra	Shares	-	19,000	16,650	35,650
Erich Fraunschiel	Shares	198,755	-	-	198,755
John M Green	Shares	891,869	-	-	891,869
Christopher Haynes, OBE	Shares	11,945	-	-	11,945
Catherine Livingstone, AO	Shares	13,000	-	-	13,000
Wang Xiao Bin	Shares	11,000	-	-	11,000

¹ Mr Grill received rights as part of his employment with the Company prior to his retirement effective 23 October 2012. In 2011, shareholders approved that Mr Grill's performance rights should be cash settled.

² Mr Benke received exchangeable shares as part of the Colt Group consideration upon acquisition in 2007.