

### 3. EXECUTIVE REMUNERATION IN DETAIL

#### EXECUTIVES

Set out below is a list of the Executives of the Company whose remuneration details are outlined in this Remuneration Report. Except where noted, these Executives were employed for all of FY2015 in the positions noted below. The use of the term “Executives” throughout this report refers to the Executives listed. These Executives, in addition to the NEDs listed on page 65 of the Annual Report, comprised the KMP of the Company for FY2015, as defined under the accounting standards.

| NAME                      | POSITION                                 | COUNTRY OF RESIDENCE | KMP DURATION             |
|---------------------------|--|----------------------|--------------------------|
| Andrew Wood               | Chief Executive Officer                  | Australia            |                          |
| Filippo Abba              | Group Managing Director – <i>Improve</i> | United Kingdom       | 1 April 2015 (commenced) |
| Simon Holt                | Chief Financial Officer                  | Australia            |                          |
| Christopher Parker        | Group Managing Director – Major Projects | United States        | 30 June 2015 (ceased)    |
| David Steele              | Group Managing Director – Services       | Australia            |                          |
| Randy Karren <sup>1</sup> | Group Managing Director – <i>Improve</i> | Canada               | 31 March 2015 (ceased)   |
| Ian Wilkinson             | Group Managing Director – Services       | Australia            | 6 February 2015 (ceased) |

<sup>1</sup> Mr Karren retired effective 31 March 2015 and ceased to be an Executive on that date.

With the creation of Advisian Mr Finn becomes a KMP from 1 July 2015. Mr Parker ceased to be an Executive effective 30 June 2015. Mr Abba is Group Managing Director – Major Projects and *Improve* from 1 July 2015.

#### REMUNERATION STRUCTURE – PUTTING POLICY INTO PRACTICE

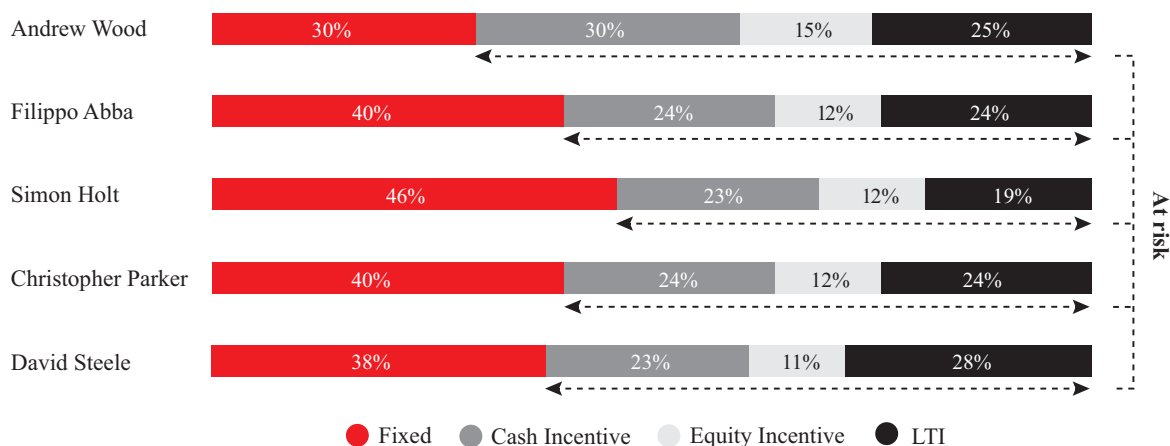
##### Remuneration mix for Executives

Executive remuneration is structured to recognize an individual’s responsibilities, qualifications and experience, as well as to drive performance over the short and long term. The proportion of variable pay is reflective of an Executive’s ability to influence Company performance through their role. Executive remuneration comprises the following:

- fixed pay, which consists of cash (or base) salary, superannuation contributions and any salary sacrificed components. It is set relative to market, with the level of individual fixed pay aligned with the Executive’s responsibilities, performance, qualifications and experience; and
- incentives, if payable, are comprised of cash and equity.

The targeted mix of remuneration components shown in the graph refers to the incentive that would be payable if all performance conditions are satisfied and assumes vesting of the Combined Incentive Plan, comprised of a cash and equity incentive and LTI awards at 100%. The elements of remuneration that are at risk are the cash and equity incentive and LTI. Allowances and benefits are for specific purposes and are excluded in determining the mix. Actual incentive remuneration paid to the Executives can vary for individuals depending on the extent that they meet or exceed performance requirements.

Further details in relation to the Company’s incentive arrangements, including the specific performance conditions imposed and the outcomes of those arrangements (based on the Company’s performance over FY2015 and prior years), are set out on page 59 under the Combined Incentive Plan and LTI Plan sections.



**Combined Incentive Plan**

By linking pay to performance via incentive plans, the Company focuses on total reward and provides motivation to Executives to achieve outcomes beyond the standard expected in the normal course of ongoing employment.

The Combined Incentive Plan for Executives is made up of two thirds cash (Cash Incentive) and one third equity (Equity Incentive). The minimum potential value of the Combined Incentive Plan is zero where applicable hurdles have not been met.

The value of the awards achieved can be viewed in the remuneration outcomes table on pages 60 and 61. This reflects both the Company achievement against Group NPAT and individual performance against an Executive's KPIs.

Outlined below is a summary of the Combined Incentive Plan utilized for the Executives:

| INCENTIVE ELEMENT  | CASH INCENTIVE<br>(TWO THIRDS OF THE AWARD)  | EQUITY INCENTIVE<br>(ONE THIRD OF THE AWARD)   |
|--|--|--|
| <b>Gate opener</b>   | Requires Group NPAT to be greater than 90% of Board approved budget for financial KPIs, and greater than 75% for non-financial KPIs.   |  |
| <b>Maximum payout</b>  | Maximum payout is 110% of target. The maximum award is only achievable where the Company has achieved 110% or greater of budgeted Group NPAT approved by the Board.                      |  |
| <b>Incentive delivery and payment timing</b>                   | Payment of the award will be made as a gross cash amount at the end of the performance period.   | Delivered through equity deferred for three years in the form of performance rights granted under the WorleyParsons Performance Rights Plan. The number of rights is determined by dividing the dollar value of the award achieved by the face value of shares.  |
| <b>Performance and forfeiture conditions (including Malus)</b> | See KPI summary table below.   | The Equity Incentive is subject to the same performance conditions as the Cash Incentive. In addition, the Executive must maintain a satisfactory performance rating in the deferral period. There are no further hurdles during the deferral period. However, should the accounts be restated during the deferral period or where an employee has acted fraudulently or dishonestly or is in breach of their obligations to the Company, the award may be forfeited. The performance outcomes that resulted in the award will be reviewed to ensure that the award is still appropriate at the time of vesting. |
| <b>Dividends</b>   | Not applicable to the Combined Incentive Plan.   |  |
| <b>Tenure</b>  | To be eligible for an incentive payment, generally participants must have been employed for at least three months of the financial year and remain in employment at the date of payment. |  |

Performance targets are agreed at the start of the financial year. A summary of the KPIs, along with the weightings for Executives for FY2015, is outlined below:

| Financial KPIs                         |   |
|--|---|
| CEO – 60% weighting                    |   |
| CFO – 40% weighting                    |   |
| Other Executives – 50% weighting       |   |
| KPIs                                   | METHOD OF ASSESSMENT  |
| <b>Group NPAT</b>                      | Group NPAT is based upon audited financial statements to ensure the performance assessment for financial KPIs is aligned with business performance and the creation of value for shareholders. The results are adjusted at Board discretion, to exclude abnormal items. |
| <b>Business line financial targets</b> | Financial goals specific to the business line e.g. Earnings Before Interest and Tax (EBIT).   |
| <b>Cash collection</b>                 | Cash collection is measured via days sales outstanding.   |

| Non-Financial KPIs  |   |
|---|---|
| CEO – 40% weighting   |   |
| CFO – 60% weighting   |   |
| Other Executives – 50% weighting  |   |
| KPIs  | METHOD OF ASSESSMENT  |
| <b>Health, safety and environment performance</b>   | Reduction in the number of reportable incidents and the demonstration of personal and visible leadership in support of the Company's goal of Zero Harm. |
| <b>Cultural change</b>  | Demonstrable contribution to cultural change program objectives.  |
| <b>Successful implementation of the business plan and/or strategic priorities for the business line</b> | Targeted business growth, customer retention, customer satisfaction and acquisition <sup>1</sup> .  |

1 The specific goals for Executives relating to strategic imperatives are considered commercially sensitive.

### Long Term Incentive (LTI) Plan

The provision of LTI is assessed through two independent performance targets that align an Executive's interests with shareholder returns while driving long term Company performance.

The Board has determined that the number of securities issued to Executives and all other participants under the Company's equity plans should be capped at 5% of the issued share capital of the Company over a five year time horizon. Currently, the number of securities issued and held pursuant to the equity plans represents 1.71% of the Company's issued share capital (FY2014: 1.97%).

#### LTI grants for FY2015

LTI grants are delivered to Executives as rights that are issued under the WorleyParsons Performance Rights Plan. After vesting, 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). The number of rights issued is based on the Executive's target LTI with reference to the underlying share price when the rights are issued. Rights vest and are automatically exercised (unless an Executive elects otherwise) after a four year period, subject to defined performance hurdles being satisfied.

Where rights cannot be readily issued in certain overseas jurisdictions due to differing securities laws and taxation treatments, the LTI Plan rules ensure a participant can still be rewarded for their contribution, while catering for the local restrictions on the issue of securities. All current Executives are able to receive rights.

Rights granted under the LTI Plan carry no voting or dividend entitlements. In addition, other than in relation to bonus issues and capital reorganizations (when the number of rights may be adjusted by the Board in accordance with the ASX Listing Rules, so as to ensure no advantage or disadvantage to the Executive), the rights carry no entitlement to participate in new share issues made by the Company.

Details of the rights granted to Executives as the LTI component of their remuneration in FY2015 are outlined on pages 62 and 63.

The target measures are as follows:

- TSR relative to peer group (which applies to 50% of potential LTI for FY2015); and
- EPS growth (which applies to 50% of potential LTI for FY2015).

#### Relative Total Shareholder Return (TSR) performance hurdle

The TSR measure represents the change in the value of the Company's share price over a period, including reinvested dividends, expressed as a percentage of the opening value of the shares.

Relative TSR has been chosen as a performance hurdle because, in the opinion of the Board, it provides the most direct measure of shareholder return and reflects an investor's choice to invest in this company or direct competitors.

Executives will only derive value from the TSR component of the LTI Plan if the Company's TSR performance is at least at the median of the companies in the peer comparison group over a four year period. Executives are no longer provided an opportunity to retest under the TSR measure.

The vesting schedule of the rights subject to the relative TSR hurdle is as follows:

| RELATIVE TSR PERCENTILE RANKING                                    | PERCENTAGE OF RIGHTS THAT MAY BE EXERCISED IF THE RELATIVE TSR HURDLE IS MET |
|--|--|
| Less than 50th percentile  | 0%   |
| At 50th percentile   | 25%  |
| Greater than the 50th percentile but less than the 75th percentile | Pro-rated vesting between 25% and 50%  |
| At 75th percentile or greater                                      | 50% (i.e. maximum available under the plan)                                  |

The peer comparison group comprises companies with similar business profiles, with which the Company competes for capital and executive talent.

For LTI grants made since FY2013, the peer comparison group comprises the companies shown as follows:

| AUSTRALIA AND ASIA | UNITED STATES AND CANADA      | EUROPE AND UNITED KINGDOM        |
|--------------------|-------------------------------|----------------------------------|
| Cardno             | AECOM <sup>2</sup>            | Aker Solutions                   |
| CIMIC <sup>1</sup> | Chicago Bridge & Iron Company | AMEC Foster Wheeler <sup>3</sup> |
| Downer EDI         | Fluor Corporation             | Arcadis                          |
| JGC Corporation    | Jacobs Engineering Group      | Atkins                           |
| Monadelphous Group | KBR                           | Balfour Beatty                   |
| UGL                | McDermott International       | Fugro                            |
|                    | SNC-Lavalin                   | Saipem                           |
|                    | Stantec                       | Serco Group                      |
|                    | Tetra Tech                    | Technip                          |
|                    |                               | Tecnicas Reunidas                |
|                    |                               | Wood Group                       |

1 Formerly known as Leighton Holdings.

2 Due to the merger of AECOM and URS Corporation on 17 October 2014, URS Corporation is no longer listed in the above table.

3 Due to the merger of AMEC and Foster Wheeler on 13 November 2014, Foster Wheeler is no longer listed separately in the above table.

The Board has discretion to adjust the peer comparison group to take into account events including, but not limited to, takeovers or mergers that might occur during the performance period.

#### Earnings Per Share (EPS) performance hurdle

Basic EPS is determined by dividing the Group NPAT by the weighted average number of the Company's ordinary shares on issue during the financial year. Growth in EPS will be measured by comparing the EPS in the financial year immediately preceding the issue and the EPS in the measurement year. EPS has been chosen as a performance hurdle because it provides a clear line of sight between Executive performance and Company performance. It is also a well-recognized and understood measure of performance both within and outside the organization. The Group NPAT may be adjusted by the Board, where appropriate, to better reflect operating performance.

Executives will only derive value from the EPS component of the grants made in FY2015 if the Company achieves average compound growth in EPS of at least 4% per annum above the increase in the Consumer Price Index (CPI) over the four year performance period.

The vesting schedule of the rights subject to the EPS hurdle is as follows:

| AVERAGE COMPOUND GROWTH IN EPS OVER THE PERFORMANCE PERIOD                                  | PERCENTAGE OF RIGHTS THAT MAY BE EXERCISED IF THE EPS HURDLE IS MET |
|---|---|
| Less than 4% p.a. above the increase in CPI   | 0%  |
| 4% p.a. above the increase in CPI   | 25%   |
| More than 4% p.a. above the increase in CPI but less than 8% p.a. above the increase in CPI | Pro-rated vesting between 25% and 50%                               |
| 8% p.a. or greater above the increase in CPI  | 50% (i.e. maximum available under the plan)                         |

#### Exercise of rights and allocation of shares

To the extent that the performance hurdles have been satisfied, rights are automatically exercised (unless an Executive elects otherwise) and participants acquire shares in the Company at a nil exercise price.

Shares allocated to participants upon exercise of rights rank equally with all other ordinary shares on issue. Participants will have unencumbered ownership of the shares, subject to compliance with the Company's Securities Dealing Policy and minimum shareholding requirement.

**Executive minimum shareholding requirement**

The Executive minimum shareholding requirement applies to Executives to reinforce the Company's objective of aligning their interests with the interests of shareholders, and to foster an increased focus on building long term shareholder value.

To satisfy the requirement, Executives must retain equity delivered via incentive plans until they hold shares equivalent in value to two times fixed pay (four times fixed pay for the CEO) and must subsequently maintain that multiple.

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 2015:

|                           | WEIGHTED<br>NUMBER OF<br>SHARES<br>HELD AT<br>30 JUNE 2015 <sup>1</sup> | VALUE OF<br>SHARES<br>HELD AT<br>30 JUNE 2015 <sup>2</sup><br>\$ | ANNUAL<br>FIXED PAY AT<br>30 JUNE 2015 <sup>3</sup><br>\$ | PERCENTAGE<br>OF MINIMUM<br>SHAREHOLDING<br>REQUIREMENT<br>ACHIEVED |
|---------------------------|---|--|---|---|
| <b>EXECUTIVE DIRECTOR</b> |   |  |   |   |
| Andrew Wood               | 962,178   | 11,147,948   | 1,600,000   | >100%   |
| <b>GROUP EXECUTIVES</b>   |   |  |   |   |
| Filippo Abba <sup>4</sup> | 45,628  | 533,766  | 661,335   | 40%   |
| Simon Holt                | 21,362  | 361,736  | 550,000   | 33%   |
| Christopher Parker        | 17,793  | 304,316  | 607,471   | 25%   |
| David Steele              | 181,362   | 2,494,240  | 900,000   | >100%   |

- Includes shares held in the Company plus a 50% weighting of unvested performance rights provided on page 62.
- Calculated as the weighted number of shares held at 30 June 2015 multiplied by the volume weighted average price of the Company's shares for the five trading days up to and including 30 June 2015 (\$10.414) or the price at which performance rights were allocated.
- The Australian dollar equivalent of annual fixed pay as at 30 June 2015.
- Mr Abba commenced in the role as an Executive effective 1 April 2015.

In addition, under the Company's Securities Dealing Policy, directors and Executives are not permitted to hedge unvested performance rights or shares that count towards an Executive's minimum holding requirement. This ensures that Executives cannot "limit the risk" associated with these instruments and are subject to the same impacts from fluctuations in the share price as all other shareholders.

**Clawback (Malus) provision**

The Company maintains a Clawback provision within the Combined Incentive Plan and the LTI Plan.

If in the Board's opinion, an employee:

- acts fraudulently or dishonestly;
  - is in breach of their obligations to the Company or another Group company; or
  - received awards based on financial accounts which are later restated,
- the Board may determine that unvested performance rights lapse; this is also known as a Malus provision. The Board may also deem any vested but unexercised performance rights to have lapsed. Additionally, the Board may seek to recover shares received from exercised rights.

**Cessation of employment and change of control**

Where an Executive leaves the Group, the Board may exercise its discretion and allow a portion of any unvested rights to remain in the plan. Rights will subsequently vest and be exercised in the ordinary course, having regard to such factors as the Board determines relevant. Such factors would include performance against applicable performance hurdles, as well as the performance and contribution that the relevant Executive has made. Generally, the Board only exercise discretion in special circumstances, such as retirement.

In the event of a change of control of the Company (e.g. where a third party unconditionally acquires more than 50% of the issued share capital of the Company), the Board will exercise its discretion to determine whether any or all unvested rights vest, having regard to pro-rata performance against applicable performance hurdles up to the date of the change of control.

**COMPANY PERFORMANCE OVER A FIVE YEAR PERIOD**

The table below contains a snapshot of the Company's performance against annual financial KPIs and shows how the Company's performance has impacted on remuneration outcomes for Executives under the Company's incentive programs.

The remuneration arrangements for Executives ensure that remuneration outcomes are lower when the Company's performance does not justify large awards, and higher when Company performance is strong. As demonstrated by the table, LTI and Combined Incentive outcomes have moved in line with the Company's performance against relevant key metrics:

|                                       | FINANCIAL YEAR ENDED 30 JUNE   | FY2010     | FY2011      | FY2012      | FY2013     | FY2014     | ANNUALIZED<br>GROWTH OVER<br>FY2015<br>FIVE YEARS |
|---------------------------------------|--|------------|-------------|-------------|------------|------------|---|
|                                       | Closing share price (\$)   | 22.21      | 28.24       | 25.10       | 19.49      | 17.41      | 10.41 (14.1%)                                     |
|                                       | Dividends paid <sup>1</sup> (cents per share)                            | 75.5       | 86.0        | 91.0        | 92.5       | 85.0       | 56.0 (5.8%)                                       |
| <b>TSR portion of LTI</b>             | 1 year TSR for the Company (%)   | (1.6)      | 37.4        | (6.8)       | (19.6)     | (6.8)      | (36.4)  |
|                                       | 1 year TSR for median of peer group (%)                                  | (9.9)      | 40.8        | (21.9)      | 21.6       | 1.4        | (23.6)  |
|                                       | <b>Vesting outcome of LTI (%)</b>  | <b>82</b>  | <b>nil</b>  | <b>70</b>   | <b>nil</b> | <b>nil</b> | <b>nil</b>  |
| <b>EPS portion of LTI</b>             | Underlying EPS (cents per share) <sup>2</sup>                            | 118.5      | 121.5       | 140.6       | 130.8      | 106.8      | 80.4 (7.5%)                                       |
|                                       | <b>Vesting outcome of LTI (%)</b>  | <b>nil</b> | <b>nil</b>  | <b>nil</b>  | <b>nil</b> | <b>nil</b> | <b>nil</b>  |
| <b>Combined Incentive<sup>3</sup></b> | Underlying NPAT (\$'m) <sup>4</sup>                                      | 291.1      | 298.5       | 345.6       | 322.1      | 263.4      | 198.6 (7.4%)                                      |
|                                       | <b>Average % of maximum Combined Incentive awarded to Executives (%)</b> | <b>nil</b> | <b>27.1</b> | <b>47.0</b> | <b>nil</b> | <b>nil</b> | <b>nil</b>  |

- The FY2015 final dividend has been announced and is scheduled to be paid on 30 September 2015.
- Underlying EPS, which in the Board's opinion reflects the Company's operating results, has been used to calculate the outcomes.
- The Combined Incentive Plan was introduced in FY2013; previously, this was the Short Term Incentive (STI) Plan.
- Underlying NPAT, which in the Board's opinion reflects the Company's operating results, has been used for calculating the outcomes for FY2011, FY2012 and FY2014. Underlying NPAT excludes net gain on revaluation of investments previously accounted for as equity accounted investments, restructuring costs (net of taxation) and other adjustments at the Board's discretion, being the difference between reported Group NPAT and underlying NPAT.

## REMUNERATION OUTCOMES IN FY2015

### Combined Incentive outcomes

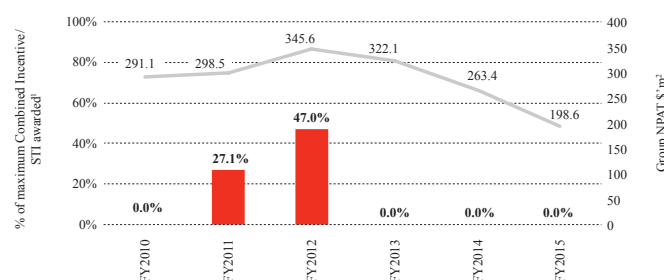
As outlined in the description of the Combined Incentive Plan on page 56, reward outcomes for Executives are linked to performance against annual financial and non-financial KPIs.

In the five year table above and the following graph, the Company performance is compared to variable pay outcomes for each 12 month period.

Based on the Company's financial performance and performance against individual KPIs, the resulting Combined Incentive Plan payments are detailed in the table on pages 60 and 61.

The graph below illustrates the average Combined Incentive as a percentage of maximum awarded to Executives over each of the past five years compared to Group NPAT. It demonstrates Executives have not been rewarded during this difficult period:

### Average % of maximum Combined Incentive awarded to Executives compared to underlying NPAT



- 1 The average Combined Incentive as a percentage of maximum for any financial year relates to amounts paid in the September following that financial year end.
- 2 Underlying NPAT figures are used for this graph. In 2010 and 2013, these are the same as reported Group NPAT figures.

### Summary of vested rights

The table below shows the recent history of vesting of Executives' equity grants:

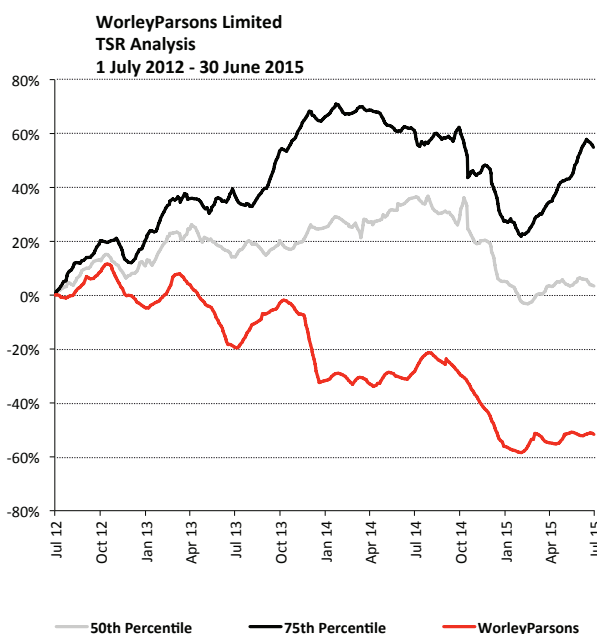
| GRANT               | PERFORMANCE PERIOD    | TSR PERCENTILE ACHIEVED <sup>1</sup> | RETESTED TSR PERCENTILE ACHIEVED <sup>2</sup> | CHANGE IN EPS ACHIEVED <sup>3</sup> | % OF TOTAL LTI GRANT VESTED/EXERCISED | VESTING DATE | VALUE PER RIGHT VESTED/EXERCISED <sup>4</sup> \$ |
|---------------------|-----------------------|--------------------------------------|---|-------------------------------------|---------------------------------------|--------------|--|
| FY2010              | 01 Jul 09 – 30 Jun 12 | 60th                                 | 10th  | (4.4%)                              | 42%                                   | 30 Sep 12    | 25.65  |
| FY2011              | 01 Jul 10 – 30 Jun 13 | lowest                               | lowest  | 3.3%                                | 0%                                    | 30 Sep 13    | n/a  |
| FY2012 <sup>5</sup> | 01 Jul 11 – 30 Jun 14 | lowest                               | lowest  | (4.2%)                              | 0%                                    | 30 Sep 14    | n/a  |
| FY2013              | 01 Jul 12 – 30 Jun 15 | 8th                                  | n/a   | (17.0%)                             | 0%                                    | 30 Sep 15    | n/a  |

- 1 Represents the Company's relative TSR ranking over the initial three year performance period compared to the relevant comparator group.
- 2 Represents the Company's retested relative TSR ranking over a four year performance period compared to the relevant comparator group. Retesting is no longer allowed.
- 3 Change in EPS achieved is calculated as the compound annual growth rate of EPS over the performance period.
- 4 This amount is based on the volume weighted average price of the Company's shares for the 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).
- 5 Equity granted in FY2012 under the EPS measure had a nil vesting on 30 September 2014. Equity granted under the retest of the TSR measure is expected to have a nil vesting on 30 September 2015.

### LTI outcomes

The graph below tracks the Company's TSR over the last three years against the median TSR of the peer comparison group used for the LTI Plan:

### TSR performance measured over the last three years



This graph illustrates that growth in the Company's TSR was below median, which has resulted in a nil vesting for Executives for TSR related LTI granted in FY2012 (retest) and FY2013. As vesting was not achieved, the TSR performance rights will lapse on 30 September 2015.

Over the same three year period, the Company's EPS growth was below the minimum required to trigger vesting against the EPS performance hurdle for LTI granted in FY2013. EPS performance rights will lapse on 30 September 2015. No retest applies to either measure.



## DIRECTORS' REPORT CONTINUED

### Total remuneration outcomes

Executive remuneration is detailed in the following table in accordance with accounting standards. Additional columns have been provided under Actual Remuneration Outcomes. This shows a comparison between remuneration in accordance with accounting standards, actual remuneration awarded during the year and actual remuneration received during the year.

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. 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 period of performance. This can be found under the remuneration received section of Actual Remuneration Outcomes.

### STATUTORY REMUNERATION OUTCOMES

|                                |               | SHORT TERM EMPLOYEE BENEFITS |                                       |   |   | TOTAL<br>SHORT TERM<br>CASH AND<br>BENEFITS<br>\$ | POST-<br>EMPLOYMENT       | OTHER<br>LONG                  | SHARE BASED PAYMENTS   |  |   |   |  | % OF<br>MAXIMUM<br>ST/AWARD<br>FORFEITED |
|--------------------------------|---------------|------------------------------|---------------------------------------|---|---|---|---------------------------|--------------------------------|--|--|---|---|--|--|
|                                |               | CASH SALARY<br>\$            | CASH<br>ALLOWANCES <sup>1</sup><br>\$ | CASH<br>INCENTIVE/<br>CASH STI <sup>2</sup><br>\$ | NON-<br>MONETARY<br>BENEFITS <sup>3</sup><br>\$ |   | SUPER-<br>ANNUATION<br>\$ | LONG<br>SERVICE<br>LEAVE<br>\$ | EQUITY<br>INCENTIVE/<br>STI EQUITY<br>SETTLED <sup>4</sup><br>\$ | LTI EQUITY<br>SETTLED <sup>4</sup><br>\$ | TOTAL<br>REMUNERATION<br>IN ACCORDANCE<br>WITH<br>ACCOUNTING<br>STANDARDS<br>\$ | SHARE BASED<br>PAYMENTS %<br>OF TOTAL<br>REMUNERATION | VARIABLE PAY<br>% OF TOTAL<br>REMUNERATION |  |
| <b>EXECUTIVE DIRECTORS</b>     |               |                              |                                       |   |   |   |                           |                                |  |  |   |   |  |  |
| Andrew Wood                    | FY2015        | 1,581,217                    | –                                     | –   | 15,978  | <b>1,597,195</b>                                  | 18,783                    | 26,523                         | –  | 237,085                                  | <b>1,879,586</b>  | 12.6%   | 12.6%                                      | 100.0%                                   |
|                                | FY2014        | 1,582,225                    | –                                     | –   | 13,670  | <b>1,595,895</b>                                  | 17,775                    | 26,523                         | 35,168   | 376,666                                  | <b>2,052,027</b>  | 20.1%   | 20.1%                                      | 100.0%                                   |
| <b>GROUP EXECUTIVES</b>        |               |                              |                                       |   |   |   |                           |                                |  |  |   |   |  |  |
| Simon Holt                     | FY2015        | 531,217                      | –                                     | –   | 14,804  | <b>546,021</b>                                    | 18,783                    | 9,117                          | –  | 76,038                                   | <b>649,959</b>  | 11.7%   | 11.7%                                      | 100.0%                                   |
|                                | FY2014        | 445,225                      | –                                     | –   | 15,544  | <b>460,769</b>                                    | 17,775                    | 7,675                          | 17,125   | 71,573                                   | <b>574,917</b>  | 15.4%   | 15.4%                                      | 100.0%                                   |
| Filippo Abba <sup>10</sup>     | FY2015        | 153,147                      | –                                     | –   | 164,415   | <b>317,562</b>                                    | 6,126                     | –                              | –  | 135,695                                  | <b>459,383</b>  | 29.5%   | 29.5%                                      | N/A                                      |
| Christopher Parker             | FY2015        | 563,704                      | –                                     | –   | 13,067  | <b>576,771</b>                                    | 17,231                    | –                              | –  | 65,756                                   | <b>659,758</b>  | 10.0%   | 10.0%                                      | 100.0%                                   |
|                                | FY2014        | 79,333                       | –                                     | –   | 1,989   | <b>81,322</b>                                     | 2,854                     | –                              | –  | 8,431                                    | <b>92,607</b>   | 9.1%  | 9.1%                                       | 100.0%                                   |
| David Steele                   | FY2015        | 881,217                      | –                                     | –   | 97,616  | <b>978,833</b>                                    | 18,783                    | 14,919                         | –  | 63,367                                   | <b>1,075,902</b>  | 5.9%  | 5.9%                                       | 100.0%                                   |
|                                | FY2014        | 877,005                      | 18,690                                | –   | 61,751  | <b>957,446</b>                                    | 32,070                    | 14,919                         | 31,206   | 208,696                                  | <b>1,244,337</b>  | 19.3%   | 19.3%                                      | 100.0%                                   |
| <b>FORMER GROUP EXECUTIVES</b> |               |                              |                                       |   |   |   |                           |                                |  |  |   |   |  |  |
| Randy Karren <sup>11</sup>     | FY2015        | 459,525                      | –                                     | –   | 7,903   | <b>467,428</b>                                    | 11,716                    | –                              | –  | 50,983                                   | <b>530,127</b>  | 9.6%  | 9.6%                                       | 100.0%                                   |
|                                | FY2014        | 609,209                      | –                                     | –   | 12,619  | <b>621,828</b>                                    | 15,533                    | –                              | 27,288   | 122,828                                  | <b>787,477</b>  | 19.1%   | 19.1%                                      | 100.0%                                   |
| Ian Wilkinson <sup>12</sup>    | FY2015        | 365,282                      | –                                     | –   | 8,595   | <b>373,877</b>                                    | 12,895                    | 5,984                          | –  | 69,109                                   | <b>461,865</b>  | 15.0%   | 15.0%                                      | 100.0%                                   |
|                                | FY2014        | 99,336                       | –                                     | –   | 2,314   | <b>101,650</b>                                    | –                         | 1,639                          | 5,588  | 12,538                                   | <b>121,415</b>  | 14.9%   | 14.9%                                      | 100.0%                                   |
| Barry Bloch <sup>13</sup>      | FY2014        | 585,386                      | –                                     | –   | 11,520  | <b>596,906</b>                                    | 25,721                    | 9,816                          | 17,490   | 69,717                                   | <b>719,650</b>  | 12.1%   | 12.1%                                      | 100.0%                                   |
| Stuart Bradie <sup>14</sup>    | FY2014        | 1,191,472                    | –                                     | –   | 607,251   | <b>1,798,723</b>                                  | 119,147                   | –                              | (44,657)   | (516,969)                                | <b>1,356,244</b>  | (41.4%)   | (41.4%)                                    | 100.0%                                   |
| Iain Ross <sup>13</sup>        | FY2014        | 943,156                      | –                                     | –   | 382,672   | <b>1,325,828</b>                                  | 94,315                    | –                              | 16,954   | 216,853                                  | <b>1,653,950</b>  | 14.1%   | 14.1%                                      | 100.0%                                   |
| <b>Total</b>                   | <b>FY2015</b> | <b>4,535,309</b>             | <b>–</b>                              | <b>–</b>  | <b>322,378</b>                                  | <b>4,857,687</b>                                  | <b>104,317</b>            | <b>56,543</b>                  | <b>–</b>   | <b>698,033</b>                           | <b>5,716,580</b>  |   |  |  |
| <b>remuneration</b>            | <b>FY2014</b> | <b>6,412,347</b>             | <b>18,690</b>                         | <b>–</b>  | <b>1,109,330</b>                                | <b>7,540,367</b>                                  | <b>325,190</b>            | <b>60,572</b>                  | <b>106,162</b>   | <b>570,333</b>                           | <b>8,602,624</b>  |   |  |  |

These footnotes apply to the table on pages 60 and 61.

1 This includes assignment uplifts and market adjustments.

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

3 Non-monetary benefits include benefits such as expatriate benefits (i.e. housing, home leave etc.), 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.

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

6 Remuneration awarded during reporting period but deferred for future periods includes equity awards granted under the Combined Incentive Plan and LTI Plans which may vest and become available to Executives in future periods. A grant value based on fixed pay (as defined on page 55) 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.

7 The Employee Share Purchase Plan allows all permanent employees in select countries the opportunity to purchase up to \$5,000 worth of shares per annum. The Company will provide an additional share for every five shares purchased and held for three years.

8 The amount relates to the Equity Incentive portion of the Combined Incentive Plan.

9 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/Deferred STI and LTI value reflects the actual value realized by the Executive.

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

11 Mr Karren retired from the Company effective 31 March 2015 and ceased to be an Executive on that date. In addition to the amounts disclosed above, payment of annual leave on cessation amounted to CAD118,778. No termination payments were made to Mr Karren. The Board exercised their discretion to allow him to retain a pro-rata portion of unvested equity subject to the original time and performance hurdles.

12 Remuneration is disclosed to the extent that it relates to Mr Wilkinson's employment in the capacity of an Executive, which began 1 May 2014 and ceased on 6 February 2015. Share based payments are disclosed to the extent they relate to his employment in the capacity of an Executive.

13 Remuneration is disclosed to the extent that it relates to Mr Bloch's and Mr Ross' employment in the capacity of an Executive, which ceased on 1 May 2014.

14 Remuneration is disclosed to the extent that it relates to Mr Bradie's employment in the capacity of an Executive, which ceased on 8 April 2014.

**ACTUAL REMUNERATION OUTCOMES**

|                                |               | AWARDED AND RECEIVED DURING REPORTING PERIOD |                             | AWARDED DURING REPORTING PERIOD DEFERRED FOR FUTURE PERIODS <sup>6</sup> |   |                  |  | RECEIVED DURING REPORTING PERIOD DEFERRED FROM PREVIOUS PERIODS <sup>6</sup> |                |   |
|--------------------------------|---------------|--|-----------------------------|--|---|------------------|--|--|----------------|---|
|                                |               | SHORT TERM CASH AND BENEFITS                 | OTHER BENEFITS <sup>5</sup> | EMPLOYEE SHARE PURCHASE PLAN <sup>7</sup>                                | EQUITY INCENTIVE/ DEFERRED STI <sup>8</sup> | LTI              | TOTAL REMUNERATION AWARDED DURING REPORTING PERIOD | EQUITY INCENTIVE/ DEFERRED STI   | LTI            | TOTAL REMUNERATION RECEIVED DURING REPORTING PERIOD |
|                                |               | \$   | \$                          | \$   | \$  | \$               | \$   | \$   | \$             | \$  |
| <b>EXECUTIVE DIRECTORS</b>     |               |  |                             |  |   |                  |  |  |                |   |
| Andrew Wood                    | <i>FY2015</i> | 1,597,195                                    | 45,306                      | –  | –   | 1,360,011        | <b>3,002,512</b>                                   | –  | –              | <b>1,642,501</b>                                    |
|                                | <i>FY2014</i> | 1,595,895                                    | 44,298                      | –  | –   | 1,360,018        | <b>3,000,211</b>                                   | 59,264   | –              | <b>1,699,457</b>                                    |
| <b>GROUP EXECUTIVES</b>        |               |  |                             |  |   |                  |  |  |                |   |
| Simon Holt                     | <i>FY2015</i> | 546,021                                      | 27,900                      | –  | –   | 220,002          | <b>793,923</b>                                     | –  | 29,585         | <b>603,506</b>                                      |
|                                | <i>FY2014</i> | 460,769                                      | 25,450                      | –  | –   | 185,196          | <b>671,415</b>                                     | 28,858   | –              | <b>515,077</b>                                      |
| Filippo Abba <sup>10</sup>     | <i>FY2015</i> | 317,562                                      | 6,126                       | –  | –   | 1,067,531        | <b>1,391,219</b>                                   | –  | –              | <b>323,688</b>                                      |
| Christopher Parker             | <i>FY2015</i> | 576,771                                      | 17,231                      | –  | –   | 369,039          | <b>963,041</b>                                     | –  | 33,968         | <b>627,970</b>                                      |
|                                | <i>FY2014</i> | 81,322                                       | 2,854                       | –  | –   | –                | <b>84,176</b>                                      | –  | –              | <b>84,176</b>                                       |
| David Steele                   | <i>FY2015</i> | 978,833                                      | 33,702                      | –  | –   | 675,005          | <b>1,687,540</b>                                   | –  | –              | <b>1,012,535</b>                                    |
|                                | <i>FY2014</i> | 957,446                                      | 46,989                      | –  | –   | 674,989          | <b>1,679,424</b>                                   | 52,588   | –              | <b>1,057,023</b>                                    |
| <b>FORMER GROUP EXECUTIVES</b> |               |  |                             |  |   |                  |  |  |                |   |
| Randy Karren <sup>11</sup>     | <i>FY2015</i> | 467,428                                      | 11,716                      | –  | –   | 238,858          | <b>718,002</b>                                     | –  | 63,282         | <b>542,426</b>                                      |
|                                | <i>FY2014</i> | 621,828                                      | 15,533                      | 149  | –   | 248,945          | <b>886,455</b>                                     | 45,446   | –              | <b>682,807</b>                                      |
| Ian Wilkinson <sup>12</sup>    | <i>FY2015</i> | 373,877                                      | 18,879                      | –  | –   | 443,925          | <b>836,681</b>                                     | –  | 56,932         | <b>449,688</b>                                      |
|                                | <i>FY2014</i> | 101,650                                      | 1,639                       | –  | –   | –                | <b>103,289</b>                                     | 32,346   | –              | <b>135,635</b>                                      |
| Barry Bloch <sup>13</sup>      | <i>FY2014</i> | 596,906                                      | 35,537                      | –  | –   | 283,621          | <b>916,064</b>                                     | 37,203   | –              | <b>669,646</b>                                      |
| Stuart Bradie <sup>14</sup>    | <i>FY2014</i> | 1,798,723                                    | 119,147                     | –  | –   | 903,616          | <b>2,821,486</b>                                   | 2,544  | –              | <b>1,920,414</b>                                    |
| Iain Ross <sup>13</sup>        | <i>FY2014</i> | 1,325,828                                    | 94,315                      | –  | –   | 786,815          | <b>2,206,958</b>                                   | 1,942  | –              | <b>1,422,085</b>                                    |
| <b>Total</b>                   | <i>FY2015</i> | <b>4,857,687</b>                             | <b>160,860</b>              | –  | –   | <b>4,374,371</b> | <b>9,392,918</b>                                   | –  | <b>183,767</b> | <b>5,202,314</b>                                    |
| <b>remuneration</b>            | <i>FY2014</i> | <b>7,540,367</b>                             | <b>385,762</b>              | <b>149</b>   | –   | <b>4,443,200</b> | <b>12,369,478</b>                                  | <b>260,191</b>   | –              | <b>8,186,320</b>                                    |

**DIRECTORS' REPORT CONTINUED**

*Details of vested and outstanding rights over the last five years*

| PLAN                                      | DATE OF GRANT       | NUMBER OF RIGHTS GRANTED <sup>1</sup> | FAIR VALUE PER RIGHT (AT GRANT DATE) <sup>2</sup> \$ | FAIR VALUE OF GRANT (AT GRANT DATE) <sup>3</sup> \$ | VESTING DATE/ FIRST EXERCISE DATE | EXPIRY DATE | NUMBER OF RIGHTS VESTED | VALUE OF RIGHTS VESTED <sup>4</sup> \$ | NUMBER OF RIGHTS EXERCISED | VALUE OF RIGHTS EXERCISED <sup>5</sup> \$ | NUMBER OF RIGHTS LAPSED <sup>6</sup> | VALUE OF RIGHTS LAPSED <sup>6</sup> \$ | % OF RIGHTS LAPSED |        |
|---|---------------------|---------------------------------------|--|---|-----------------------------------|-------------|-------------------------|--|----------------------------|---|--------------------------------------|--|--------------------|--------|
| <b>EXECUTIVE DIRECTOR</b>                 |                     |                                       |  |   |                                   |             |                         |  |                            |   |                                      |  |                    |        |
| Andrew Wood                               | LTI                 | 30 Oct 14                             | 83,232   | 8.62  | 717,460                           | 30 Sep 18   | 30 Oct 21               | –                                      | –                          | –   | –                                    | –                                      | 0.0%               |        |
|   |                     | 24 Oct 13                             | 60,688   | 13.59   | 824,750                           | 30 Sep 17   | 24 Oct 20               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   | 23 Oct 12           | 53,084                                | 15.76  | 836,604   | 30 Sep 16                         | 18 Oct 19   | –                       | –                                      | –                          | –   | –                                    | –                                      | 0.0%               |        |
|   | 17 Oct 11           | 23,702                                | 17.69  | 419,288   | 30 Sep 14                         | 17 Oct 18   | –                       | –                                      | –                          | –   | 9,480                                | 154,902                                | 40.0%              |        |
|   | 15 Oct 10           | 25,387                                | 16.93  | 429,802   | 30 Sep 14                         | 15 Oct 17   | –                       | –                                      | –                          | –   | 25,387                               | 476,479                                | 100.0%             |        |
|   | 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                               | –                                      | –                  | 0.0%   |
|   |                     | 01 Oct 12                             | 2,947  | 27.70   | 81,632                            | 30 Jun 14   | 30 Jun 19               | 2,947                                  | 50,606                     | 2,947                                     | 50,606                               | –                                      | –                  | 0.0%   |
| <b>GROUP EXECUTIVES</b>                   |                     |                                       |  |   |                                   |             |                         |  |                            |   |                                      |  |                    |        |
| Filippo Abba                              | LTI                 | 01 Apr 15                             | 11,333   | 5.37  | 60,858                            | 30 Sep 18   | 01 Apr 22               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 01 Apr 15                             | 26,641   | 7.82  | 208,333                           | 30 Sep 17   | 01 Apr 22               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 01 Apr 15                             | 26,641   | 8.40  | 223,784                           | 30 Sep 16   | 01 Apr 22               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 01 Apr 15                             | 26,641   | 9.02  | 240,302                           | 30 Sep 15   | 01 Apr 22               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
| Simon Holt                                | LTI                 | 30 Oct 14                             | 13,464   | 8.62  | 116,060                           | 30 Sep 18   | 30 Oct 21               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 24 Oct 13                             | 8,264  | 13.59   | 112,308                           | 30 Sep 17   | 24 Oct 20               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 08 Feb 13                             | 4,337  | 17.25   | 74,813                            | 30 Sep 15   | 18 Oct 19               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   | 17 Oct 11           | 2,842                                 | 19.14  | 54,396  | 30 Sep 14                         | 17 Oct 18   | 2,842                   | 46,438                                 | 2,842                      | 46,438                                    | –                                    | –                                      | 0.0%               |        |
|   | 15 Oct 10           | 3,268                                 | 16.93  | 55,327  | 30 Sep 14                         | 15 Oct 17   | –                       | –                                      | –                          | –   | 3,268                                | 61,335                                 | 100.0%             |        |
|   | 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                               | –                                      | –                  | 0.0%   |
| 01 Oct 12                                 |                     | 1,435                                 | 27.70  | 39,750  | 30 Jun 14                         | 30 Jun 19   | 1,435                   | 24,642                                 | 1,435                      | 24,642                                    | –                                    | –                                      | 0.0%               |        |
| Christopher Parker <sup>7</sup>           | LTI                 | 30 Oct 14 <sup>7</sup>                | 18,522   | 8.62  | 159,660                           | 30 Sep 18   | 30 Oct 21               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 30 Oct 14 <sup>7</sup>                | 4,063  | 11.42   | 46,399                            | 30 Sep 17   | 30 Oct 21               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 08 Feb 13                             | 4,310  | 17.25   | 74,348                            | 30 Sep 15   | 18 Oct 19               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 17 Oct 11                             | 3,263  | 19.14   | 62,454                            | 30 Sep 14   | 17 Oct 18               | 3,263                                  | 53,317                     | 3,263                                     | 53,317                               | –                                      | –                  | 0.0%   |
|   |                     | 15 Oct 10                             | 1,821  | 16.93   | 30,830                            | 30 Sep 14   | 15 Oct 17               | –                                      | –                          | –   | –                                    | 1,821                                  | 29,755             | 100.0% |
| David Steele                              | LTI                 | 30 Oct 14                             | 41,310   | 8.62  | 356,092                           | 30 Sep 18   | 30 Oct 21               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 24 Oct 13                             | 30,120   | 13.59   | 409,331                           | 30 Sep 17   | 24 Oct 20               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 08 Feb 13                             | 13,174   | 15.39   | 202,748                           | 30 Sep 16   | 18 Oct 19               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 08 Feb 13                             | 13,173   | 15.13   | 199,307                           | 30 Sep 15   | 18 Oct 19               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   | 17 Oct 11           | 21,315                                | 17.69  | 377,062   | 30 Sep 14                         | 17 Oct 18   | –                       | –                                      | –                          | –   | 8,526                                | 139,314                                | 40.0%              |        |
|   | 15 Oct 10           | 16,049                                | 16.93  | 271,710   | 30 Sep 14                         | 15 Oct 17   | –                       | –                                      | –                          | –   | 16,049                               | 301,217                                | 100.0%             |        |
|   | 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                               | –                                      | –                  | 0.0%   |
|   |                     | 01 Oct 12                             | 2,615  | 27.70   | 72,436                            | 30 Jun 14   | 30 Jun 19               | 2,615                                  | 44,905                     | 2,615                                     | 44,905                               | –                                      | –                  | 0.0%   |
| <b>FORMER GROUP EXECUTIVES</b>            |                     |                                       |  |   |                                   |             |                         |  |                            |   |                                      |  |                    |        |
| Randy Karren <sup>9</sup>                 | 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               | –                                      | –                          | –   | –                                    | 380                                    | 3,684              | 8.3%   |
|   | 17 Oct 11           | 6,079                                 | 19.14  | 116,352   | 30 Sep 14                         | 17 Oct 18   | 6,079                   | 99,331                                 | 6,079                      | 99,331                                    | –                                    | –                                      | 0.0%               |        |
|   | 15 Oct 10           | 8,717                                 | 16.93  | 147,579   | 30 Sep 14                         | 15 Oct 17   | –                       | –                                      | –                          | –   | 8,717                                | 163,603                                | 100.0%             |        |
|   | 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                               | –                                      | –                  | 0.0%   |
|   |                     | 01 Oct 12                             | 2,261  | 27.70   | 62,630                            | 30 Jun 14   | 30 Jun 19               | 2,261                                  | 38,826                     | 2,261                                     | 38,826                               | –                                      | –                  | 0.0%   |
| Employee Share Purchase Plan <sup>8</sup> | 15 May 14           | 9                                     | 16.57  | 149   | 15 May 17                         | 15 May 17   | –                       | –                                      | –                          | –   | 9                                    | 87                                     | 100.0%             |        |
| 15 May 13                                 | 40                  | 24.05                                 | 962  | 15 May 16   | 15 May 16                         | –           | –                       | –                                      | –                          | 40  | 388                                  | 100.0%                                 |                    |        |
| Ian Wilkinson <sup>7</sup>                | LTI                 | 30 Oct 14 <sup>7</sup>                | 22,032   | 8.62  | 189,916                           | 30 Sep 18   | 30 Oct 21               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 30 Oct 14 <sup>7</sup>                | 5,136  | 11.42   | 58,653                            | 30 Sep 17   | 30 Oct 21               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   |                     | 08 Feb 13                             | 5,746  | 17.25   | 99,119                            | 30 Sep 15   | 18 Oct 19               | –                                      | –                          | –   | –                                    | –                                      | –                  | 0.0%   |
|   | 17 Oct 11           | 5,469                                 | 19.14  | 104,677   | 30 Sep 14                         | 17 Oct 18   | 5,469                   | 89,363                                 | 5,469                      | 89,363                                    | –                                    | –                                      | 0.0%               |        |
|   | 15 Oct 10           | 2,802                                 | 16.93  | 47,438  | 30 Sep 14                         | 15 Oct 17   | –                       | –                                      | –                          | –   | 2,802                                | 45,784                                 | 100.0%             |        |
|   | Deferred Equity STI | 01 Oct 12                             | 1,686  | 27.70   | 46,702                            | 30 Jun 14   | 30 Jun 19               | 1,686                                  | 28,952                     | 1,686                                     | 28,952                               | –                                      | –                  | 0.0%   |



| PLAN   | DATE OF GRANT       | NUMBER OF RIGHTS GRANTED <sup>1</sup> | FAIR VALUE PER RIGHT (AT GRANT DATE) <sup>2</sup> \$ | FAIR VALUE OF GRANT (AT GRANT DATE) <sup>3</sup> \$ | VESTING DATE/<br>FIRST EXERCISE DATE | EXPIRY DATE | NUMBER OF RIGHTS VESTED | VALUE OF RIGHTS VESTED <sup>4</sup> \$ | NUMBER OF RIGHTS EXERCISED | VALUE OF RIGHTS EXERCISED <sup>4</sup> \$ | NUMBER OF RIGHTS LAPSED <sup>5</sup> | VALUE OF RIGHTS LAPSED <sup>6</sup> \$ | % OF RIGHTS LAPSED |       |
|--|---------------------|---------------------------------------|--|---|--------------------------------------|-------------|-------------------------|--|----------------------------|---|--------------------------------------|--|--------------------|-------|
| <b>FORMER GROUP EXECUTIVES (continued)</b>                 |                     |                                       |  |   |                                      |             |                         |  |                            |   |                                      |  |                    |       |
| Barry Bloch <sup>10</sup>                                  | LTI                 | 24 Oct 13                             | 12,656   | 13.59   | 171,995                              | 30 Sep 17   | 24 Oct 20               | -                                      | -                          | -   | -                                    | -                                      | 0.0%               |       |
|  |                     | 08 Feb 13                             | 5,534  | 15.39   | 85,168                               | 30 Sep 16   | 18 Oct 19               | -                                      | -                          | -   | -                                    | -                                      | 0.0%               |       |
|  |                     | 08 Feb 13                             | 5,535  | 15.13   | 83,745                               | 30 Sep 15   | 18 Oct 19               | -                                      | -                          | -   | -                                    | -                                      | 0.0%               |       |
|  |                     | 17 Oct 11                             | 10,231   | 17.69   | 180,986                              | 30 Sep 14   | 17 Oct 18               | -                                      | -                          | -   | -                                    | -                                      | 0.0%               |       |
|  |                     | 01 Oct 12                             | 2,030  | 27.70   | 56,231                               | 30 Jun 13   | 30 Jun 19               | 2,030                                  | 39,774                     | 2,030                                     | 39,774                               | -                                      | -                  | 0.0%  |
|  |                     | 01 Oct 12                             | 2,029  | 27.70   | 56,203                               | 30 Jun 14   | 30 Jun 19               | 2,029                                  | 34,842                     | 2,029                                     | 34,842                               | -                                      | -                  | 0.0%  |
| Stuart Bradie <sup>11</sup>                                | LTI                 | 24 Oct 13                             | 40,322   | 13.59   | 547,976                              | 30 Sep 17   | 24 Oct 20               | -                                      | -                          | -   | 40,322                               | 613,334                                | 100.0%             |       |
|  |                     | 08 Feb 13                             | 16,536   | 15.39   | 254,489                              | 30 Sep 16   | 18 Oct 19               | -                                      | -                          | -   | 16,536                               | 251,527                                | 100.0%             |       |
|  |                     | 08 Feb 13                             | 16,536   | 15.13   | 250,190                              | 30 Sep 15   | 18 Oct 19               | -                                      | -                          | -   | 16,536                               | 251,527                                | 100.0%             |       |
|  |                     | 17 Oct 11                             | 21,495   | 17.69   | 380,247                              | 30 Sep 14   | 17 Oct 18               | -                                      | -                          | -   | 21,495                               | 326,958                                | 100.0%             |       |
|  |                     | 15 Oct 10                             | 28,374   | 16.93   | 480,372                              | 30 Sep 14   | 15 Oct 17               | -                                      | -                          | -   | 28,374                               | 254,357                                | 100.0%             |       |
|  |                     | 09 Oct 09                             | 19,361   | 19.27   | 373,086                              | 30 Sep 14   | 15 Oct 17               | 8,131                                  | 208,560                    | 8,131                                     | 208,560                              | 11,230                                 | 288,041            | 58.0% |
|  |                     | Deferred Equity STI                   | 01 Oct 12  | 2,557   | 27.70                                | 70,829      | 30 Jun 13               | 30 Jun 19                              | 2,557                      | 50,100                                    | 2,557                                | 50,100                                 | -                  | -     |
|  | 01 Oct 12           | 2,556                                 | 27.70  | 70,801  | 30 Jun 14                            | 30 Jun 19   | -                       | -                                      | -                          | -   | 2,556                                | 38,879                                 | 100.0%             |       |
| Iain Ross <sup>10</sup>                                    | LTI                 | 24 Oct 13                             | 35,110   | 13.59   | 477,145                              | 30 Sep 17   | 24 Oct 20               | -                                      | -                          | -   | -                                    | -                                      | 0.0%               |       |
|  |                     | 08 Feb 13                             | 14,398   | 15.39   | 221,585                              | 30 Sep 16   | 18 Oct 19               | -                                      | -                          | -   | -                                    | -                                      | 0.0%               |       |
|  |                     | 08 Feb 13                             | 14,399   | 15.13   | 217,857                              | 30 Sep 15   | 18 Oct 19               | -                                      | -                          | -   | -                                    | -                                      | 0.0%               |       |
|  |                     | 17 Oct 11                             | 19,922   | 17.69   | 352,420                              | 30 Sep 14   | 17 Oct 18               | -                                      | -                          | -   | -                                    | -                                      | 0.0%               |       |
|  |                     | 15 Oct 10                             | 26,324   | 16.93   | 445,665                              | 30 Sep 14   | 15 Oct 17               | -                                      | -                          | -   | -                                    | 10,529                                 | 235,979            | 40.0% |
|  |                     | 09 Oct 09                             | 19,316   | 19.27   | 372,219                              | 30 Sep 14   | 15 Oct 17               | 8,113                                  | 208,098                    | 8,113                                     | 208,098                              | 11,203                                 | 287,348            | 58.0% |
|  |                     | Deferred Equity STI                   | 01 Oct 12  | 1,952   | 27.70                                | 54,070      | 30 Jun 13               | 30 Jun 19                              | 1,952                      | 38,246                                    | 1,952                                | 38,246                                 | -                  | -     |
|  | 01 Oct 12           | 1,951                                 | 27.70  | 54,043  | 30 Jun 14                            | 30 Jun 19   | 1,951                   | 33,503                                 | -                          | -   | -                                    | -                                      | 0.0%               |       |
| <b>NON-EXECUTIVE DIRECTORS – EARNED WHILE AN EXECUTIVE</b> |                     |                                       |  |   |                                      |             |                         |  |                            |   |                                      |  |                    |       |
| John Grill <sup>9</sup>                                    | LTI                 | 17 Oct 11                             | 67,639   | 17.69   | 1,196,534                            | 30 Sep 14   | 17 Oct 18               | -                                      | -                          | -   | 49,828                               | 1,208,536                              | 73.7%              |       |
|  |                     | 15 Oct 10                             | 69,450   | 16.93   | 1,175,789                            | 30 Sep 14   | 15 Oct 17               | -                                      | -                          | -   | 69,450                               | 1,429,617                              | 100.0%             |       |
|  | Deferred Equity STI | 01 Oct 12                             | 12,178   | 27.70   | 337,331                              | 30 Jun 13   | 30 Jun 19               | 12,178                                 | 238,605                    | 12,178                                    | 238,605                              | -                                      | -                  | 0.0%  |
|  |                     | 01 Oct 12                             | 12,178   | 27.70   | 337,331                              | 30 Jun 14   | 30 Jun 19               | 12,178                                 | 209,121                    | 12,178                                    | 209,121                              | -                                      | -                  | 0.0%  |
| <b>Total vested</b>  |                     | <b>88,975</b>                         |  | <b>2,176,561</b>                                    |                                      |             | <b>88,975</b>           | <b>1,718,642</b>                       | <b>87,024</b>              | <b>1,685,139</b>                          |                                      |  |                    |       |
| <b>Total lapsed</b>  |                     | <b>374,088</b>                        |  | <b>6,169,164</b>                                    |                                      |             |                         |  |                            |   | <b>374,088</b>                       | <b>6,752,184</b>                       |                    |       |
| <b>Total outstanding</b>                                   |                     | <b>665,234</b>                        |  | <b>8,263,300</b>                                    |                                      |             |                         |  |                            |   |                                      |  |                    |       |
| <b>Total</b>   |                     | <b>1,128,297</b>                      |  | <b>16,609,025</b>                                   |                                      |             | <b>88,975</b>           | <b>1,718,642</b>                       | <b>87,024</b>              | <b>1,685,139</b>                          | <b>374,088</b>                       | <b>6,752,184</b>                       |                    |       |

1 The service and performance criteria for the rights are discussed in the LTI Plan section on page 57. 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 on page 56.

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. A Monte Carlo simulation is used for the relative TSR portion and a Black-Scholes model is used for the EPS portion.

3 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.

4 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.

5 The number of rights lapsed represents rights lapsed due to performance hurdles not being met (including those with a testing date of 30 June 2015) 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 issues to Mr Parker and Mr Wilkinson are disclosed on page 60 to the extent that they were granted during their term as an Executive. Mr Parker and Mr Wilkinson were granted Rights in the Combined Incentive Plan prior to them becoming KMP.

8 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.

9 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 58. 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 10 trading days up to and including their retirement dates.

10 Mr Bloch's and Mr Ross' employment in the capacity of an Executive ceased on 1 May 2014.

11 Mr Bradie ceased employment with the Company on 30 May 2014, at which time all unvested equity awards lapsed.

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

**EXECUTIVE INTERESTS IN SHARES AND PERFORMANCE RIGHTS**

Executives' beneficial interests in shares and performance rights granted as at 30 June 2015 are detailed in the below table. The service and performance criteria for the rights are discussed in the Combined Incentive Plan and LTI Plan sections on pages 56 and 57.

**NUMBER OF SHARES AND PERFORMANCE RIGHTS HELD IN WORLEYPARSONS LIMITED**

|                                | TYPE          | BALANCE AT<br>1 JULY 2014 | GRANTED<br>PERFORMANCE<br>RIGHTS<br>2014/15 | ON EXERCISE OF<br>PERFORMANCE<br>RIGHTS | CHANGE IN<br>STATUS<br>2014/15 | OTHER<br>TRANSACTIONS<br>2014/15 | BALANCE AT<br>30 JUNE 2015 |
|--------------------------------|---------------|---------------------------|---|---|--------------------------------|----------------------------------|----------------------------|
| <b>EXECUTIVE DIRECTOR</b>      |               |                           |   |   |                                |                                  |                            |
| Andrew Wood                    | Shares        | 838,618                   | n/a   | 2,947                                   |                                | 15,000                           | 856,565                    |
|                                | Rights        | 155,654                   | 83,232                                      | (2,947)                                 | –                              | (24,713)                         | 211,226                    |
| <b>GROUP EXECUTIVES</b>        |               |                           |   |   |                                |                                  |                            |
| Filippo Abba <sup>1</sup>      | Shares        | –                         | n/a   | –                                       | –                              | –                                | –                          |
|                                | Rights        | –                         | 91,256                                      | –                                       | –                              | –                                | 91,256                     |
| Simon Holt                     | Shares        | 5,487                     | n/a   | 2,842                                   | –                              | –                                | 8,329                      |
|                                | Rights        | 17,404                    | 13,464                                      | (2,842)                                 | –                              | (1,961)                          | 26,065                     |
| Christopher Parker             | Shares        | 1,977                     | n/a   | 3,263                                   | –                              | (895)                            | 4,345                      |
|                                | Rights        | 9,394                     | 22,585                                      | (3,263)                                 | –                              | (1,821)                          | 26,895                     |
| David Steele                   | Shares        | 121,879                   | n/a   | –                                       | –                              | 4,200                            | 126,079                    |
|                                | Rights        | 87,412                    | 41,310                                      | –                                       | –                              | (18,156)                         | 110,566                    |
| <b>FORMER GROUP EXECUTIVES</b> |               |                           |   |   |                                |                                  |                            |
| Randy Karren <sup>2</sup>      | Shares        | 77,620                    | n/a   | 8,340                                   | (85,960)                       | –                                | –                          |
|                                | Rights        | 33,853                    | 14,618                                      | (8,340)                                 | (40,131)                       | –                                | –                          |
| Ian Wilkinson <sup>3</sup>     | Shares        | 69,538                    | n/a   | 7,155                                   | (76,693)                       | –                                | –                          |
|                                | Rights        | 14,017                    | 27,168                                      | (7,155)                                 | (34,030)                       | –                                | –                          |
| <b>Grand Total</b>             | <b>Shares</b> | <b>1,115,119</b>          | <b>n/a</b>                                  | <b>24,547</b>                           | <b>(162,653)</b>               | <b>18,305</b>                    | <b>995,318</b>             |
|                                | <b>Rights</b> | <b>317,734</b>            | <b>293,633</b>                              | <b>(24,547)</b>                         | <b>(74,161)</b>                | <b>(46,651)</b>                  | <b>466,008</b>             |

1 Mr Abba commenced in the role as an Executive effective 1 April 2015.

2 Mr Karren received exchangeable shares as part of the Colt Group consideration. He retired from the Company effective 31 March 2015.

3 Mr Wilkinson ceased to be an Executive effective 6 February 2015.

**EMPLOYMENT ARRANGEMENTS**

The key aspects of Executive contracts are outlined below:

|                           | CONTRACT<br>DURATION | NON-COMPETE<br>CLAUSES | NOTICE<br>PERIODS <sup>1</sup> |
|---------------------------|----------------------|------------------------|--------------------------------|
| <b>EXECUTIVE DIRECTOR</b> |                      |                        |                                |
| Andrew Wood               | Unlimited            | 12 months              | 12 months                      |
| <b>GROUP EXECUTIVES</b>   |                      |                        |                                |
| Filippo Abba              | Unlimited            | 12 months              | 6 months                       |
| Simon Holt                | Unlimited            | 12 months              | 6 months                       |
| Christopher Parker        | Unlimited            | 12 months              | 6 months                       |
| David Steele              | Unlimited            | 12 months              | 6 months                       |

1 Notice period required to be given by the KMP to the Group is the same as the notice period required to be given by the Group to the KMP upon termination of employment.

The contracts include the components of remuneration which are to be paid to Executives, and provide for an annual review, but do not prescribe how remuneration levels are to be modified from year to year.

In the event of termination, all Executives are generally entitled to receive their statutory leave entitlements. In relation to incentive plans upon termination, where an Executive resigns, the Combined Incentive is paid only if the Executive is employed on the date of payment (which is subsequent to the performance year).

In accordance with the plan rules, the Board retains discretion on the treatment of both vested and unvested equity in all instances of separation as outlined in the Combined Incentive Plan and the LTI Plan details on pages 56 and 57. In exercising such discretion, this is typically on a pro-rata basis and subject to the original performance requirements and timing.

At the October 2013 Annual General Meeting (AGM), the Board sought and received approval from shareholders, where discretion was applied for the retention of LTI following cessation of employment for the value of LTI to be disregarded when calculating the relevant participant's cap for the purposes of section 200F(2)(b) or section 200G(1)(c) of the Act.

Mr Karren ceased to be KMP of WorleyParsons following his retirement from 31 March 2015. No benefit was payable to Mr Karren in connection with his retirement as an employee of the Company. However, in accordance with the LTI plan rules a pro-ration of his unvested Performance Rights was approved by the Board in December 2014, and the pro-rated unvested equity will remain in place subject to the original performance and timing hurdles. Details are provided on page 62.

Mr Abba received hurdle performance rights as detailed on page 62 upon his commencement, recognizing benefits he was giving up with his prior employer. The equity award was structured with specific targets related to his personal performance and the ongoing performance of the *Improve* business line.

## 4. NON-EXECUTIVE DIRECTOR REMUNERATION

### NON-EXECUTIVE DIRECTORS

This section outlines the remuneration arrangements in place for the Company's Non-Executive Directors (NEDs). All directors held office for the whole of FY2015, except where otherwise stated. The NEDs for FY2015 are listed below:

| NAME                  | POSITION                                      | COUNTRY OF RESIDENCE |
|-----------------------|---|----------------------|
| John Grill            | Chairman                                      | Australia            |
| Ron McNeilly          | Deputy Chairman and Lead Independent Director | Australia            |
| Larry Benke           | Director                                      | Canada               |
| Erich Fraunschiel     | Director                                      | Australia            |
| John M Green          | Director                                      | Australia            |
| Christopher Haynes    | Director                                      | United Kingdom       |
| Catherine Livingstone | Director                                      | Australia            |
| Wang Xiao Bin         | Director                                      | Hong Kong            |

### GUIDING PRINCIPLES

The principles of fairness and shareholder alignment are reflected through the Company's commitment to setting NED fees at a level which remains market competitive, while ensuring they reflect the caliber of directors required to address the significant strategic and operational challenges faced by the Company, domestically and abroad.

*For the fourth consecutive year, there will be no increase in annual fees for NEDs in FY2016.*

The aggregate amount of fees (which include Board and Committee fees) that may be paid to NEDs in any year is capped at the level approved by shareholders. The current maximum aggregate amount of \$3.25 million per annum was approved by shareholders at the 2012 AGM. Of the aggregate annual fee pool, 69% (\$2.23 million) was utilized during FY2015 (76% (\$2.47 million) for FY2014). NEDs do not receive performance related payments.

### REMUNERATION STRUCTURE

#### Board and Committee fees

Board and Committee fees for FY2015 and FY2016 are set out below. These amounts are inclusive of superannuation contributions made on behalf of NEDs in accordance with the Company's statutory obligations.

| ROLE   | FY2015 AND FY2016 ANNUAL FEES |
|--|-------------------------------|
| Chairman <sup>1,2</sup>                                    | \$520,000                     |
| Deputy Chairman and Lead Independent Director <sup>1</sup> | \$312,000                     |
| Other NED  | \$194,000                     |
| Chairman of Audit and Risk Committee                       | \$47,000                      |
| Member of Audit and Risk Committee                         | \$26,000                      |
| Chairman of Remuneration Committee                         | \$37,000                      |
| Member of Remuneration Committee                           | \$21,000                      |
| Chairman of Health, Safety and Environment Committee       | \$30,000                      |
| Member of Health, Safety and Environment Committee         | \$12,000                      |
| Chairman/Member of Nominations Committee                   | nil                           |

1 The Chairman of the Board and Deputy Chairman and Lead Independent Director do not receive additional fees for Committees, of which they may be a member.

2 Mr Grill agreed to a temporary decrease in the Chairman fee from \$520,000 to \$460,000 per annum for FY2014 and FY2015.

#### Other benefits

NEDs are eligible to receive travel allowances of \$5,000 per trip for overseas business related travel including attendance at Board meetings and site visits. NEDs are also entitled to be reimbursed for all business related expenses, including travel, incurred in the discharge of their obligations.

The Company does not pay retirement benefits to NEDs, except where required by legislation.

From time to time, the Board may determine special fees for additional duties undertaken by directors. No such fees were paid in FY2015.

### REMUNERATION OUTCOMES

Remuneration of the NEDs for FY2015 and FY2014 is set out below:

|                              | SHORT TERM EMPLOYEE |                      | POST-EMPLOYMENT BENEFITS        | SHARE BASED PAYMENT                  | TOTAL \$         |
|------------------------------|---------------------|----------------------|---------------------------------|--------------------------------------|------------------|
|                              | FEES \$             | TRAVEL ALLOWANCES \$ | SUPER-ANNUATION <sup>1</sup> \$ | EQUITY INCENTIVE STI/CASH SETTLED \$ |                  |
| <b>John Grill</b>            |                     |                      |                                 |                                      |                  |
| FY2015                       | 441,217             | 5,000                | 18,783                          | –                                    | 465,000          |
| FY2014                       | 442,216             | 5,000                | 17,775                          | 32,881 <sup>2</sup>                  | 497,872          |
| <b>Ron McNeilly</b>          |                     |                      |                                 |                                      |                  |
| FY2015                       | 293,217             | –                    | 18,783                          | –                                    | 312,000          |
| FY2014                       | 294,260             | 5,000                | 17,734                          | –                                    | 316,994          |
| <b>Larry Benke</b>           |                     |                      |                                 |                                      |                  |
| FY2015                       | 232,000             | 30,000               | –                               | –                                    | 262,000          |
| FY2014                       | 212,102             | 25,000               | –                               | –                                    | 237,102          |
| <b>Erich Fraunschiel</b>     |                     |                      |                                 |                                      |                  |
| FY2015                       | 222,342             | 5,000                | 18,658                          | –                                    | 246,000          |
| FY2014                       | 224,264             | 5,000                | 16,732                          | –                                    | 245,996          |
| <b>John M Green</b>          |                     |                      |                                 |                                      |                  |
| FY2015                       | 212,282             | –                    | 18,718                          | –                                    | 231,000          |
| FY2014                       | 214,405             | 5,000                | 16,591                          | –                                    | 235,996          |
| <b>Christopher Haynes</b>    |                     |                      |                                 |                                      |                  |
| FY2015                       | 224,000             | 30,000               | –                               | –                                    | 254,000          |
| FY2014                       | 223,996             | 30,000               | –                               | –                                    | 253,996          |
| <b>Catherine Livingstone</b> |                     |                      |                                 |                                      |                  |
| FY2015                       | 201,726             | –                    | 18,274                          | –                                    | 220,000          |
| FY2014                       | 203,560             | 5,000                | 16,436                          | –                                    | 224,996          |
| <b>JB McNeil<sup>3</sup></b> |                     |                      |                                 |                                      |                  |
| FY2015                       | –                   | –                    | –                               | –                                    | –                |
| FY2014                       | 182,600             | 20,000               | –                               | –                                    | 202,600          |
| <b>Wang Xiao Bin</b>         |                     |                      |                                 |                                      |                  |
| FY2015                       | 201,726             | 20,000               | 18,274                          | –                                    | 240,000          |
| FY2014                       | 203,560             | 35,000               | 16,436                          | –                                    | 254,996          |
| <b>Total remuneration</b>    |                     |                      |                                 |                                      |                  |
| FY2015                       | <b>2,028,510</b>    | <b>90,000</b>        | <b>111,490</b>                  | <b>–</b>                             | <b>2,230,000</b> |
| FY2014                       | <b>2,200,963</b>    | <b>135,000</b>       | <b>101,704</b>                  | <b>32,881</b>                        | <b>2,470,548</b> |

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). In FY2014, NEDs were paid every second month and 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.

2 Mr Grill received Deferred Equity STI rights in 2012 half vested after 12 months and half after 24 months. The plan provided dividend equivalent payments disclosed in FY2014.

3 Mr McNeil retired as a director on 3 April 2014.

*NED INTERESTS IN SHARES AND PERFORMANCE RIGHTS*

NED beneficial interests in shares and performance rights of the Company as at 30 June 2015 are detailed in the below table. The service and performance criteria for the rights are discussed in the LTI Plan section on page 57.

**NUMBER OF SHARES AND PERFORMANCE RIGHTS HELD IN WORLEYPARSONS LIMITED**

|                          | TYPE   | BALANCE AT 1 JULY 2014 | ON EXERCISE OF PERFORMANCE RIGHTS | PURCHASE/ (SALE) | (LAPSES) | BALANCE AT 30 JUNE 2015 |
|--------------------------|--------|------------------------|-----------------------------------|------------------|----------|-------------------------|
| John Grill <sup>1</sup>  | Shares | 25,372,173             | –                                 | –                | –        | 25,372,173              |
|                          | Rights | 61,850                 | –                                 | –                | (44,039) | 17,811                  |
| Ron McNeilly             | Shares | 401,064                | –                                 | 41,500           | –        | 442,564                 |
| Larry Benke <sup>2</sup> | Shares | 1,133,383              | –                                 | –                | –        | 1,133,383               |
| Erich Fraunschiel        | Shares | 168,755                | –                                 | 30,000           | –        | 198,755                 |
| John M Green             | Shares | 891,869                | –                                 | –                | –        | 891,869                 |
| Christopher Haynes       | Shares | 11,945                 | –                                 | –                | –        | 11,945                  |
| Catherine Livingstone    | Shares | 13,000                 | –                                 | –                | –        | 13,000                  |
| Wang Xiao Bin            | Shares | 11,000                 | –                                 | –                | –        | 11,000                  |

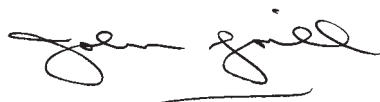
1 Mr Grill received rights as part of his employment with the Company prior to his retirement effective 23 October 2012. In 2011, shareholders approved that Mr Grill's performance rights should be cash settled.

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

***NED minimum shareholding requirement***

A minimum shareholding requirement exists to provide alignment between director and shareholder interests. Each NED must build a holding of the Company's ordinary shares equivalent in value to that director's annual fee. For the purpose of this test, the value of shares is calculated using the number of shares held at 30 June 2015 multiplied by the volume weighted average price of the Company's shares up to and including 30 June 2015 (\$10.414) or purchase price if higher. NEDs are expected to comply with this requirement within their first full term of three years as a director. All NEDs currently comply with the minimum shareholding requirement.

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



**JOHN GRILL AO**

Chairman

Sydney, 26 August 2015