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Notice of Meeting 2026

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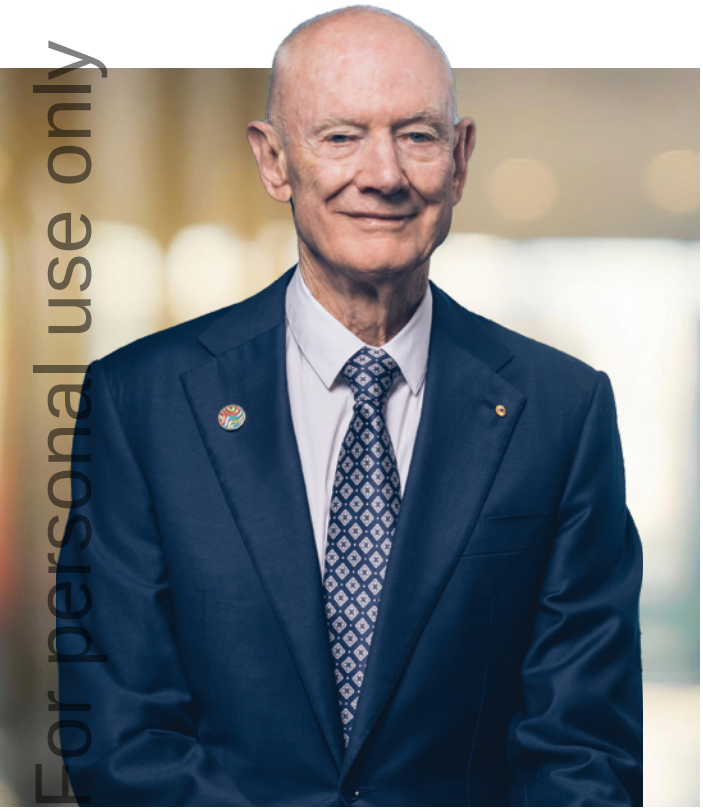
Dear Shareholder

On behalf of the Board of Worley Limited, I am pleased to invite you to our 2026 Annual General Meeting. We enclose the Notice of Meeting which sets out the business of the meeting.



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Worley Limited's 2026 Annual General Meeting (AGM) will be held on Thursday 19 November 2026 commencing at 10.00am (AEDT) at Paradox Hotel, 27 O'Connell St, Sydney NSW 2000.

Shareholders who are unable to attend in person are welcome to watch the AGM via a live webcast.

Even if you plan to attend the meeting, I encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot attend on the day. Proxy appointments must be lodged with Computershare Investor Services by post or fax or online by 10.00am (AEDT) on Tuesday 17 November 2026. See pages 4 and 5 of the Notice of Meeting for further details.

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

As usual, we are inviting shareholders to submit written questions before the meeting. You may lodge your questions online at https://www.investorvote.com.au/Login. Questions must be received by 5.00pm (AEDT) on Thursday 12 November 2026. We will endeavor to address as many questions as possible during the meeting. However, there may not be sufficient time available to address all questions raised. Please note that individual responses will not be sent to shareholders.

During the meeting, shareholders viewing the AGM online may submit written questions via the live webcast at http://meetnow.global/MQHGJ9L. Shareholders will not be able to vote via the webcast facility.

If it is necessary for the Company to update how the AGM will be held or conducted, information will be provided on our website and lodged with the Australian Securities Exchange (ASX).

We continue to strive for excellence in all that we do to create value for our shareholders and other stakeholders. I look forward to engaging with you at the meeting.

Yours sincerely,

John Grill AO
Chair

Notice of Meeting

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Worley Limited
ABN 17 096 090 158

Notice is given that the 2026 Annual General Meeting of Worley Limited (Company or Worley) will be held on Thursday 19 November 2026 commencing at 10.00am (AEDT).

Shareholders are invited to participate by attending in person at the address below:

Paradox Hotel, 27 O'Connell St, Sydney NSW 2000

If you cannot attend in person, a live webcast of the AGM will be available.

BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report, Sustainability Report, Directors' Report and Auditor's Report, as set out in the Company's Annual Report for the financial year ended 30 June 2026.

2. Re-election of director

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

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

3. Remuneration Report

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

"That the Remuneration Report as set out in the Company's Annual Report for the financial year ended 30 June 2026 be adopted."

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

4. Grant of deferred equity rights to Robert Christopher Ashton

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

"That approval be given for the purposes of ASX Listing Rule 10.14 and for all other purposes for the grant of up to 226,966 deferred equity rights to Robert Christopher Ashton in accordance with the Company's Employee Share Plan and on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

5. Grant of long-term performance rights to Robert Christopher Ashton

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

"That approval be given for the purposes of ASX Listing Rule 10.14 and for all other purposes for the grant of up to 397,191 long-term performance rights to Robert Christopher Ashton in accordance with the Company's Employee Share Plan on the terms set out in the Explanatory Notes accompanying the Notice of Meeting."

6. Approval to make selective reduction of capital – Special Voting Share

To consider and, if thought fit, pass the following resolution as a special resolution:

"That, for the purposes of section 256C(2) and in accordance with section 256B of the Corporations Act and for all other purposes, approval is given for the Company to make a selective reduction of capital by cancelling the Special Voting Share as detailed in the Explanatory Notes accompanying this Notice of Meeting."

Note: As this resolution is a special resolution, at least 75% of the votes cast by shareholders entitled to vote on the resolution must be in favor of the resolution for it to pass.

Worley Limited confirms that this document complies with the notice of meeting content requirements set out in the Listing Rules. ASX has provided no objection to this document under Listing Rule 15.1.4 on the basis of this confirmation.

By order of the Board

Nuala O'Leary
Group Company Secretary

Additional Information

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VOTING ENTITLEMENTS

A shareholder's voting entitlement at the AGM will be taken to be the entitlement of the person shown in the register of shareholders as at 7.00pm (AEDT) on Tuesday 17 November 2026.

Voting exclusions

ITEM 3

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of its key management personnel (KMP) named in the Remuneration Report for the financial year ended 30 June 2026 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of its KMP at the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on Item 3:

- in accordance with a direction on the proxy form; or
- by the Chair of the meeting pursuant to an express authorization to exercise the proxy even though Item 3 is connected with the remuneration of the Company's KMP.

ITEMS 4 AND 5

The Company will disregard any votes on Items 4 or 5:

- cast in favor of Item 4 or 5 by or on behalf of Robert Christopher Ashton or his associates, regardless of the capacity in which the vote is cast; or
- cast as a proxy by a person who is a member of KMP at the date of the AGM or their closely related parties

unless the vote is cast on Item 4 or 5:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair of the meeting as proxy for a person entitled to vote on the resolution pursuant to an express authorization to exercise the proxy as the Chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 6

In accordance with section 256C(2), the Company will disregard any votes cast in favor of Item 6 by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on shares is to be reduced, and their respective associates. However, no person will receive consideration as part of the reduction and there are no unpaid amounts on the Special Voting Share.

Proxies

- A shareholder entitled to attend the AGM and vote has a right to appoint a proxy.
- The proxy need not be a shareholder of Worley.
- Any instrument appointing a proxy in which the name of the appointee is not completed will be regarded as given in favor of the Chair of the meeting.
- The appointment of one or more duly appointed proxies will not preclude a shareholder from attending the AGM and voting personally. The appointment of a proxy is not revoked by the shareholder attending and taking part in the AGM, but if the shareholder votes on any resolution, any proxy is not entitled to vote, and must not vote, as the shareholder's proxy on the resolution.
- Shareholders who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the AGM. When appointing two proxies, both names must be written on the proxy form.
- The proxy form should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the number of votes.
- Shareholders can direct their proxy how to vote by following the instructions on the proxy form, and are encouraged to do so, even if they plan to attend the meeting in person. This will ensure that your votes can still be counted if for any reason you cannot attend on the day.
- If the Chair of the meeting is appointed as a shareholder's proxy or becomes their proxy by default, the Chair can be directed how to vote by ticking the relevant box next to each Item on the proxy form (that is, "For", "Against" or "Abstain").
- If you appoint a member of the Company's KMP or one of their closely related parties (such as close family members and any controlled companies of those persons) as proxy, they will not be able to cast your votes on Items 3, 4 and 5 unless you direct them how to vote or the Chair of the meeting is your proxy.
- If you appoint the Chair of the meeting as your proxy or the Chair of the meeting is appointed as your proxy by default, and you do not mark a voting box for Items 3, 4 and 5, by submitting the proxy form, you will be expressly authorizing the Chair of the meeting to exercise the proxy in respect of the relevant Item even though those Items are connected with the remuneration of the Company's KMP. The Chair of the meeting intends to vote all available proxies in favor of each Item of business.

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- Proxy forms (other than those lodged online) must be signed by the shareholder or the shareholder's attorney, or, if the shareholder is a corporation, must be signed in accordance with section 127 of the Corporations Act or under the hand of its attorney or duly authorized officer.
- If the proxy form is signed by a person who is not the registered shareholder (for example, an attorney), the relevant authority (for example, in the case of a proxy form signed by an attorney, the power of attorney or a certified copy of the power of attorney) must be provided to the Company or Computershare Investor Services, no later than 48 hours before the AGM. If the relevant authority is not received, the person listed as the proxy on the proxy form will not be permitted to act as a proxy.
- If a body corporate is appointed as a proxy, write the full name of that body corporate (for example, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
  - provides satisfactory evidence to the Company or the share registry of its corporate representative's appointment before the AGM.

  If no such evidence is received before the AGM, the body corporate (through its representative) will not be permitted to act as a proxy.
- To be effective, proxy forms must be received by the Company at its registered office or lodged with Computershare Investor Services no later than 48 hours before the AGM. That is, proxy forms must be received no later than 10.00am (AEDT) on Tuesday 17 November 2026.
- Proxy forms may be lodged with Computershare Investor Services:
  - by post: GPO Box 242, Melbourne VIC 3001;
  - by fax: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
  - online: by visiting www.investorvote.com.au. To use the online facility, shareholders will require their SRN/HRN and postcode.
- All Items of business will be determined on a poll. If a shareholder's proxy is either not recorded as attending the AGM or does not vote on a poll on a resolution in accordance with the shareholder's directions, the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

Body corporate representatives

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

Explanatory Notes

Worley Limited
ABN 17 096 090 158

These Explanatory Notes form part of the Notice of Meeting for the 2026 Annual General Meeting of Worley Limited (Company or Worley) and should be read with the Notice of Meeting.

BUSINESS

1. Financial Statements and Reports

The Company's Annual Report (which includes the Financial Report, Sustainability Report, Directors' Report and Auditor's Report) for the financial year ended 30 June 2026 (FY2026) may be accessed online from the Investors section on the Group's website (www.worley.com).

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

The Chair of the meeting will also give shareholders a reasonable opportunity to ask the Company's auditor, PricewaterhouseCoopers, questions relevant to:

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

2. Re-election of director

Under the Constitution of Worley Limited, directors must retire after three years.

Director changes and proposed director changes are as follows:

- Mr Joseph Geagea will retire by rotation at the end of the AGM in accordance with the Company's Constitution, and offers himself for re-election.

Joseph was appointed to the Board effective 1 July 2023. He is a member of the People and Remuneration Committee and the Nominations Committee.

Joseph had a 40-year career with the Chevron Corporation before retiring in June 2022 as Executive Vice President and Senior Advisor to Chevron's Chairman and CEO. During his time with Chevron, Joseph's roles included Executive Vice President of Technology, Projects and Services and President of Chevron Gas and Midstream. Joseph was also responsible for Chevron's upstream activities in Bangladesh, Cambodia, China, Myanmar, Thailand and Vietnam and led Chevron's downstream operations in East Africa, the Middle East and Pakistan.

Joseph is on the Board of trustees of the Houston Grand Opera and the Lebanese American University. He was previously a director of the National Action Council for Minorities in Engineering and served on the board of trustees of the San Francisco Ballet Association.

Joseph holds a Bachelor of Civil Engineering and a Master of Civil Engineering from the University of Illinois. He is a member of the American Society of Civil Engineers.

Joseph is a resident of the United States of America.

The Nominations Committee conducted an individual review of Joseph Geagea in August 2026. On the basis of that review, the Nominations Committee recommended, and the Board endorsed, Joseph as a candidate for re-election.

The Board regards Joseph Geagea as an independent director.

Directors' recommendation

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

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3. Remuneration Report

The Remuneration Report is set out on pages 75 to 103 of the Annual Report ("Remuneration Report"). It is also available online from the Investors section of the Group's website (www.worley.com).

In summary, the Remuneration Report sets out the Group's remuneration policy and executive remuneration framework for the financial year ended 30 June 2026. It sets out information about the:

- Group's remuneration arrangements in place for non-executive directors, the executive director and other executive KMP;
- Board's policies in relation to the nature and value of remuneration paid to non-executive directors, the executive director and executives; and
- relationship between Worley's remuneration practices and its performance.

Worley's executive remuneration framework is designed to focus management on delivering today's operating performance, executing the strategy that builds future earnings capacity, and creating sustained shareholder value. Fixed salary, benchmarked against global and Australian comparators, rewards delivery of role accountabilities while three at-risk variable incentive components incentivize the execution of strategy over different time horizons:

- The Short-Term Incentive (STI) rewards achievement of annual financial, operational, ESG and strategic objectives, with outcomes reflecting the level of performance achieved.
- The Deferred Equity Plan (DEP) rewards the achievement of medium-term strategic priorities that build capability, enhance competitiveness and position Worley for sustainable future growth.
- The Long-Term Incentive (LTI) rewards outcomes that create long-term shareholder value through the combination of sustained earnings growth and relative shareholder returns over four years.

Each element of the executive remuneration framework is assessed independently against predefined performance measures, preserving accountability and transparency. Together, the framework balances near-term delivery with strategic progress and sustainable long-term outcomes. Variable remuneration is earned only to the extent that the performance conditions for each individual component are achieved. The framework is designed so that the majority of the CEO's and other executive KMPs' remuneration is performance-based and earned over time. Full remuneration outcomes require the achievement of predefined performance standards, with higher rewards available only for stretch levels of performance. DEP and LTI awards are delivered in equity, aligning executive interests with those of shareholders through direct exposure to share price performance and long-term value creation.

The FY2026 remuneration outcomes reflect the operation of this framework in practice. The CEO's STI outcome was 74.7% of target, representing 49.8% of maximum opportunity. The FY2025 DEP vested at 100%, while the FY2023 LTI vested at 29.4% of maximum, including nil vesting of the relative Total Shareholder Return (TSR) component. As a result, the CEO's realized remuneration in FY2026 was materially lower than in FY2025, demonstrating the direct link between remuneration outcomes, Company performance and shareholder experience.

In determining FY2026 STI outcomes, the Board considered the significant impact of the conflict in the Middle East and management's response in prioritizing the safety and wellbeing of our people, maintaining operational continuity and supporting customer relationships in line with Worley's values and the Board's expectations. Recognizing that management could not influence the duration or severity of the conflict, the Board assessed performance primarily on factors within management's control.

Consistent with the remuneration principles, the Board applied a balanced and disciplined approach to adjustments. The Board considered the impact of events or significant one-off items to ensure management was not advantaged or disadvantaged by events outside their control. Following this adjustment, the final STI outcome remained below target, reinforcing the integrity of the framework and the alignment between executive reward and underlying performance.

These FY2026 remuneration outcomes reflect a strong pay-for-performance philosophy of remuneration delivered through performance-based at-risk incentives linked to measurable outcomes and shareholder interests.

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

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

Directors' recommendation

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

A voting exclusion applies to this Item of business.

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4. Grant of deferred equity rights to Mr Robert Christopher Ashton

Resolution 4 seeks shareholder approval for the grant of 226,966 deferred equity rights to the Chief Executive Officer (CEO) and Managing Director, Mr Ashton, under the Company's Employee Share Plan rules (Employee Share Plan or Plan) on the terms and conditions set out in the Notice of Meeting.

Background

It is proposed that Mr Ashton's deferred equity award for FY2027 will be delivered as deferred equity rights under the Employee Share Plan.

ASX Listing Rule 10.14 provides that a listed company must not issue shares to a director under an employee incentive scheme unless shareholder approval is first obtained. The Company is seeking approval for the grant of deferred equity rights in accordance with the ASX Listing Rules, both as a matter of good corporate governance and to preserve flexibility as to how it sources any shares received by Mr Ashton on vesting of deferred equity rights (that is, whether the shares are purchased on-market (which would not require shareholder approval) or newly issued (which would require such approval)). If approval is not received, then, subject to the achievement of the performance measures and other conditions described below, the Board will consider alternative arrangements to appropriately remunerate and incentivize Mr Ashton.

As the deferred equity rights form part of Mr Ashton's remuneration, Mr Ashton is not required to pay any amount for the deferred equity rights, nor any amount for shares received on vesting or conversion of the rights. There is no loan given in relation to the grant of rights. Worley uses deferred equity rights because they align the executive and shareholder experience and no value is derived by the executive unless the rights vest.

Purpose of the deferred equity plan (DEP)

Deferred equity rights are rights to receive shares subject to satisfaction of vesting conditions. If the vesting conditions are met, shares will be allocated to Mr Ashton, unless the Board determines to make an equivalent value cash payment in lieu of shares. Mr Ashton is eligible to receive one share for each deferred equity right that vests.

The DEP is designed to attract, motivate and retain executives globally, with particular emphasis on the United States, where our CEO and the majority of the Group Executive are located. The DEP reinforces accountability for the delivery of strategic priorities that require sustained execution over multiple financial years. It supports decisions that strengthen Worley's competitive position, build organizational capability and enhance long-term earnings potential. The measure recognizes actions that secure future growth, including winning new work, increasing backlog and creating a stronger platform for future revenue generation and shareholder value creation.

For FY2027, the Board has determined that the Strategic Execution Condition (refer definition below) will be gross margin delivered in Energy and Power markets, reflecting the priorities established under our growth strategy and ambition announced on 14 May 2026. The Board considers Energy and Power markets central to Worley's growth strategy and ambition. The performance measure will reward executives for achieving business growth in these priority markets.

What is the performance period and when do the deferred equity rights vest?

The performance period for the FY2027 deferred equity rights will be the two years from 1 July 2026 until 30 June 2028, with the Strategic Execution Condition being assessed at the end of that period against a gross margin target measured at the end of the financial year of the performance period. Mr Ashton's performance must be satisfactory as determined by the Board for the two-year performance period of 1 July 2026 until 30 June 2028. Half of the deferred equity rights will be subject to a two-year vesting period and the remaining half will be subject to a three-year vesting period. Depending on the satisfaction of the vesting conditions (including the extent to which the Strategic Execution Condition is achieved) deferred equity rights will vest in two equal tranches in each of September 2028 and September 2029. It is currently intended that the Company will issue the shares allocated on vesting of the rights. However, the Board retains the discretion to instead acquire the shares on-market or to make a cash equivalent payment in lieu of allocating shares.

What are the vesting conditions?

The vesting conditions are:

- Mr Ashton must be an employee of the Group on the relevant vesting date, subject to the cessation of employment provisions below;
- his performance must be satisfactory as determined by the Board up until the relevant vesting date;
- the Strategic Execution Condition set by the Board must be met.

The Board has discretion to adjust upwards or downwards the vesting outcome, including to take into account the performance of the Group and/or Mr Ashton.

What is the Strategic Execution Condition?

The Board sets the Strategic Execution Condition based upon the Company's key strategic priorities. The Board has determined that for the FY2027 DEP, the Strategic Execution Condition will be gross margin delivered in Energy and Power. The Company considers the target to be commercial-in-confidence, such that publication of that information prior to the beginning of the performance period may be prejudicial to the interests of the Company. The target will be disclosed in the Company's FY2027 Remuneration Report and the performance outcome will be disclosed at the end of the performance period in the relevant Remuneration Report.

How will the Strategic Execution Condition be assessed?

Following shareholder feedback, for the FY2027 DEP grant, the Board will determine the outcome of the Strategic Execution Condition based on a graduated vesting scale. This will provide greater transparency between performance achieved and reward. The proposed grant directs management's attention to profitable delivery in markets central to Worley's strategy. Calculation of the Strategic Execution Condition and achievement against the Condition will be determined by the Board in its absolute discretion.

Unless the Board determines otherwise, the rights will vest according to the following scale:

STRATEGIC EXECUTION CONDITION OUTCOME	PROPORTION OF RIGHTS THAT MAY VEST
Less than threshold	0%
At threshold	75%
More than threshold and less than stretch	Pro-rated vesting between 75% and 100%
At stretch or greater	100%

How has the number of deferred equity rights been determined?

The number of deferred equity rights proposed to be granted to Mr Ashton is 226,966. This number has been determined by dividing 100% of his FY2026 fixed pay by the volume weighted average price (VWAP) of shares over the 10 trading days immediately following the day on which the Company announced its financial results for FY2026 ($10.02), as shown below:

USD 1,543,500 x 100% = USD 1,543,500 / FX 0.6787 = AUD 2,274,201 / $10.02 = 226,966 deferred equity rights.

The rights were valued using a simple face value methodology and accordingly no independent valuation was obtained.

100% is the maximum percentage of fixed pay for Mr Ashton's deferred equity rights, as approved by the Board in its discretion. The exchange rate used is the 12-month rolling average up to 30 June 2026 (AUD/USD 0.6787).

When does the Company propose to grant deferred equity rights to Mr Ashton?

If shareholder approval is obtained, the Company will grant 226,966 deferred equity rights to Mr Ashton shortly after the AGM but in any event no later than 12 months after the date of the AGM.

Other key terms applying generally to the grant of deferred equity rights

Trading restrictions: Shares Mr Ashton receives will be subject to the Company's Securities Dealing Policy. Mr Ashton is also subject to the Company's minimum shareholding requirement of four times fixed pay.

Dividend and voting entitlements: Rights carry no dividend or voting entitlements. Once the rights have vested and shares have been received, Mr Ashton will have a right to dividends and to vote the shares at meetings of the Company's shareholders.

Cessation of employment: Generally, rights lapse on cessation of employment. However, under the Employee Share Plan, the Board has discretion to determine a different treatment, including that some or all of the rights vest or remain on foot. The Board's past practice has generally been to exercise this discretion where a member of KMP is a "good leaver".

Malus and clawback: The Board may determine that some or all unvested rights lapse, and claw back vested shares or cash in certain circumstances, for example if the executive has acted fraudulently or dishonestly, or in breach of their obligations to the Company, or vesting is not justifiable having regard to the executive's performance and/or conduct or the performance of the business unit or the Company.

Change of control: The rules of the Employee Share Plan provide the Board with discretion to determine whether any or all unvested incentive securities vest in the event of a change of control. The Board has adopted a policy that provides the Board's intention is to exercise its discretion so that, if a change of control occurs, all tested and unvested deferred equity rights will immediately vest and be automatically exercised, and a pro rata portion of untested deferred equity rights will immediately vest and be automatically exercised, having regard to the time elapsed in the performance period. The Board retains discretion to determine a different treatment to the intention set out in the policy.

Current total remuneration

The Board reviews the CEO's fixed and total remuneration annually against external remuneration market data, key economic indicators and individual performance. After careful consideration of the economic environment and the CEO's performance in a challenging market and operating environment, the Board increased the CEO's fixed remuneration by 5% effective 1 January 2026. This is less than cumulative US Consumer Price Index (CPI) increases since the last increase he received in December 2023.

No change was made to the CEO's variable remuneration targets in percentage terms.

Mr Ashton's maximum STI opportunity remains at 172.5% of fixed remuneration. His maximum DEP opportunity is 100% of fixed remuneration and his maximum LTI opportunity is 175% of fixed remuneration. In total, 82% of his remuneration is subject to achieving performance hurdles and 50% of his maximum opportunity is delivered in equity, promoting strong shareholder alignment over the longer term.

The Board is satisfied that our executive remuneration framework is aligned with the interests of our shareholders in driving long-term growth and appropriately rewarding performance.

Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Ashton's total remuneration. Provided below is Mr Ashton's fixed pay and incentive opportunity for FY2027 in USD and AUD. The AUD amount is used for the purposes of calculating FY2027 equity rights.

REMUNERATION COMPONENT	USD AMOUNT[1]	AUD AMOUNT
Fixed pay	USD 1,543,500	AUD 2,274,201
Short-term incentive (maximum opportunity)	USD 2,662,538	AUD 3,922,996
Deferred equity rights (maximum opportunity)	USD 1,543,500	AUD 2,274,201
Long-term performance rights (maximum opportunity)	USD 2,701,125	AUD 3,979,851
Total remuneration (maximum)	USD 8,450,663	AUD 12,451,249

1 Foreign exchange: The fixed pay is converted at the FY2026 12-month average exchange rate of AUD/USD 0.6787.

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Prior awards under the Employee Share Plan

Listing Rule 10.15.5 requires this Notice of Meeting to state the number and average price of rights previously granted to Mr Ashton under the Employee Share Plan. 841,355 rights have been awarded to Mr Ashton under the Employee Share Plan and Mr Ashton has been awarded 1,313,161 equity rights under the previous Performance Rights Plan. All rights have been awarded to Mr Ashton at no cost.

Other directors entitled to participate in the Employee Share Plan

Currently, no other director is eligible to participate in the Company's employee incentive schemes.

Other information

Details of any deferred equity rights issued under the Employee Share Plan will be published in Worley's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of deferred equity rights under the Employee Share Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule or the grant is made under Listing Rule 10.16.

Directors' recommendation

The non-executive directors recommend that shareholders vote in favor of the grant of deferred equity rights to Mr Ashton in accordance with the terms outlined above.

A voting exclusion applies to this Item of business.

5. Grant of long-term performance rights to Mr Robert Christopher Ashton

Resolution 5 seeks shareholder approval for the grant of 397,191 long-term performance rights to the CEO and Managing Director, Mr Ashton, under the Employee Share Plan on the terms and conditions set out in the Notice of Meeting.

Background

It is proposed that Mr Ashton's long-term incentive award for FY2027 will be delivered as performance rights under the Employee Share Plan.

ASX Listing Rule 10.14 provides that a listed company must not issue shares to a director under an employee incentive scheme unless shareholder approval is first obtained. The Company is seeking approval for the grant of the long-term performance rights to Mr Ashton in accordance with the ASX Listing Rules, both as a matter of good corporate governance and to preserve flexibility as to how it sources any shares received by Mr Ashton on vesting of the long-term performance rights (that is, whether the shares are purchased on-market (which would not require shareholder approval) or newly issued (which would require such approval)).

If approval is not received, then, subject to the achievement of the performance measures and other conditions described below, the Board will consider alternative arrangements to appropriately remunerate and incentivize Mr Ashton.

As the performance rights form part of Mr Ashton's remuneration, Mr Ashton is not required to pay any amount for the performance rights, nor any amount for shares received on vesting or conversion of the rights. There is no loan given in relation to the grant of rights.

Purpose of the long-term incentive (LTI) plan

Each long-term performance right is a right to receive one share subject to the satisfaction of vesting conditions. If the vesting conditions are met, shares will be allocated to Mr Ashton, unless the Board determines to make an equivalent value cash payment in lieu of shares. Mr Ashton is eligible to receive one share for each long-term performance right that vests.

Worley uses long-term performance rights as its long-term incentive instrument because they align the executive and shareholder experience and no value is derived by the executive unless the rights vest.

The proposed FY2027 LTI completes the remuneration framework's connection between annual operating performance, strategic execution and long-term value creation. It reinforces accountability for sustained financial performance and shareholder returns over an extended period and ensures a significant proportion of executive remuneration remains contingent on outcomes delivered for shareholders.

What is the performance period and when do the long-term performance rights vest?

The performance period for the FY2027 long-term performance rights will be the four years from 1 July 2026 until 30 June 2030, with 50% subject to an earnings per share (EPS) performance hurdle and 50% to relative TSR.

Depending on satisfaction of the vesting conditions and the extent to which the TSR and EPS performance hurdles are achieved, performance rights will vest around September 2030. It is currently intended that the Company will issue the shares allocated on vesting of the rights. However, the Board retains the discretion to instead acquire the shares on-market or to make a cash equivalent payment in lieu of allocating shares.

Calculation of the vesting conditions and achievement against the vesting conditions will be determined by the Board in its absolute discretion.

What are the vesting conditions?

The vesting conditions are:

- Mr Ashton must be an employee of the Group on the vesting date, subject to the cessation of employment provisions below;
- his performance must be satisfactory as determined by the Board up until the vesting date; and
- the performance hurdles that apply to each tranche of long-term performance rights must be met.

The long-term performance rights will be split into two equal tranches. Each tranche will be eligible to vest to the extent that the specific performance hurdle for that tranche is satisfied over the performance period.

The Board has discretion to adjust upwards or downwards the vesting outcome, including to take into account the performance of the Group and/or Mr Ashton.

What are the performance hurdles?

A relative TSR hurdle must be satisfied for the first tranche of 198,596 long-term performance rights (TSR Tranche) to vest. The second tranche of 198,595 long-term performance rights (EPS Tranche) will be subject to an EPS growth hurdle.

The Board has retained the existing TSR and EPS performance hurdles because it considers them appropriately challenging and aligned with shareholder expectations. The EPS hurdle continues to require sustained earnings growth over four years, while the TSR hurdle links vesting outcomes to Worley's relative TSR ranking against the Company's comparator group, with higher vesting requiring stronger relative performance. The Board believes these measures remain aligned with the Company's outlook and strategic objectives and continue to provide a strong link between executive reward and long-term shareholder outcomes.

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TSR TRANCHE

The Board believes that the TSR hurdle imposes a challenging but achievable target for Mr Ashton that rewards performance, contributing to the creation of shareholder wealth.

The TSR measure represents the change in the capital value of a listed entity's share price over a four-year period, plus reinvested dividends, expressed as a percentage of the opening value. The TSR performance of the Company will be ranked against the TSR performance of each company in the comparator group. The Board then determines the level of satisfaction of the performance hurdle and therefore the level of vesting.

The long-term performance rights subject to the TSR hurdle will vest according to the following scale:

RELATIVE TSR PERCENTILE RANKING	PROPORTION OF LONG-TERM PERFORMANCE RIGHTS SUBJECT TO THE TSR HURDLE THAT MAY VEST
Less than 50th percentile	0%
At 50th percentile	50%
More than the 50th and less than the 75th percentile	Pro-rated vesting between 50% and 100%
At the 75th percentile or greater	100%

For FY2027, relative TSR will be measured against a single comparator group consisting of ASX100 companies in the Industrials, Materials and Energy GICS classification. The Board has discretion to adjust the comparator group, including to take into account takeovers, mergers or demergers that might occur during the performance period.

EPS TRANCHE

The Board has chosen EPS as a performance hurdle because it provides a clear line of sight between the CEO and Managing Director's performance and Company performance. It ensures that the award continues to align with Company strategy, is sufficiently motivational and challenging and retains focus on shareholders and executives' mutual interests.

EPS is determined by dividing the Group underlying net profit after tax and amortizations (NPATA) by the weighted average number of shares during the financial year.
The Group underlying NPATA may be adjusted by the Board, where appropriate, to better reflect operating performance. Growth in EPS will be measured by comparing the EPS for the financial year immediately preceding the issue of the long-term equity, to the compound annual growth in EPS over the performance period. The Board will exclude the effect of net changes in capital when measuring EPS performance to ensure that our capital management program of share buybacks does not unduly impact performance against EPS targets.

The long-term equity subject to the EPS hurdle will vest in accordance with the following table:

ANNUAL COMPOUND GROWTH IN EPS OVER THE PERFORMANCE PERIOD	PROPORTION OF LONG-TERM PERFORMANCE RIGHTS SUBJECT TO THE EPS HURDLE THAT MAY VEST
Less than 6% p.a.	0%
6% p.a.	50%
More than 6% p.a. but less than 10% p.a.	Pro-rated vesting between 50% and 100%
10% p.a. or greater	100%

How has the number of long-term performance rights been determined?

The number of long-term performance rights proposed to be granted to Mr Ashton is 397,191. That number has been determined by dividing 175% of his FY2026 fixed pay by the volume weighted average price (VWAP) of shares over the 10 trading days immediately following the day on which the Company announced its financial results for FY2026 ($10.02), as shown below:

USD 1,543,500 x 175% = USD 2,701,125 / FX 0.6787 = AUD 3,979,851 / $10.02 = 397,191 long-term performance rights.

The rights were valued using a simple face value methodology and accordingly no independent valuation was obtained.

175% is the maximum percentage of fixed pay for Mr Ashton's long-term performance rights, as approved by the Board in its discretion. The exchange rate used is the 12-month rolling average up to 30 June 2026 (AUD/USD 0.6787).

What will Mr Ashton receive on vesting of the long-term performance rights?

On vesting, Mr Ashton will receive a share for each long-term performance right that vests, unless the Board determines to make an equivalent value cash payment in lieu of shares.

When does the Company propose to grant the long-term performance rights to Mr Ashton?

If shareholder approval is obtained, the Company will grant the long-term performance rights to Mr Ashton shortly after the AGM but in any event no later than 12 months after the date of the AGM.

Other key terms of the grant of long-term performance rights

Trading restrictions: Shares Mr Ashton receives will be subject to the Company's Securities Dealing Policy. Mr Ashton is also subject to the Company's minimum shareholding requirement of four times fixed pay.

Dividend and voting entitlements: Rights carry no dividend or voting entitlements. Once the rights have vested and shares have been received, Mr Ashton will have a right to dividends and to vote the shares at meetings of the Company's shareholders.

Cessation of employment: Generally, rights lapse on cessation of employment. However, under the Employee Share Plan, the Board has discretion to determine a different treatment, including that some or all of the rights vest or remain on foot. The Board's past practice has generally been to exercise this discretion where a member of KMP is a "good leaver".

Malus and clawback: The Board may determine that some or all unvested rights lapse, and claw back vested shares or cash in certain circumstances, for example if the executive has acted fraudulently or dishonestly, or in breach of their obligations to the Company, or vesting is not justifiable having regard to the executive's performance and/or conduct or the performance of the business unit or the Company.

Change of control: The rules of the Employee Share Plan provide the Board with discretion to determine whether any or all unvested incentive securities vest in the event of a change of control. The Board has adopted a policy that provides the Board's intention is to exercise its discretion so that, if a change of control occurs, a pro rata portion of unvested long-term performance rights will immediately vest and be automatically exercised, having regard to the time elapsed in the performance period.

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Other directors entitled to participate in the Employee Share Plan

Currently, no other director is eligible to participate in the Company's employee incentive schemes.

Other information

Details of Mr Ashton's current total remuneration and the number of equity rights previously granted to Mr Ashton are set out in the Explanatory Note to Item 4.

Details of any long-term performance rights issued under the Employee Share Plan will be published in Worley's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of long-term performance rights under the Employee Share Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule or the grant is made under Listing Rule 10.16.

Directors' recommendation

The non-executive directors recommend that shareholders vote in favor of the grant of long-term performance rights to Mr Ashton in accordance with the terms outlined above.

A voting exclusion applies to this Item of business.

6. Approval to make selective reduction of capital – Special Voting Share

Background

On 8 February 2007, the Company announced that it had agreed to acquire The Colt Companies (Colt) (Acquisition). As partial consideration for the Acquisition of Colt, the Company issued Exchangeable Shares to the vendors of Colt (Vendors) and a Special Voting Share to be held on behalf of the Vendors. The Company has disclosed the Special Voting Share as part of its issued capital in periodic reports since 2007 and most recently in the FY2026 Annual Report (pages 128-129).

As all Exchangeable Shares have now been exchanged by the Vendors and there are no more outstanding, the Company is empowered by the terms of the Special Voting Share to cancel the Special Voting Share for no consideration.

Selective Capital Reduction

As cancellation of a share for no consideration is a reduction of share capital, the purpose of this resolution is to seek approval of the Company's shareholders required under section 256C(2) of the Corporations Act for the cancellation (Selective Capital Reduction).

Pursuant to section 256C of the Corporations Act, a company may make a selective capital reduction if it is approved by a special resolution passed at a general meeting of the company.

The Corporations Act provides that the rules relating to a reduction of share capital are designed to protect the interests of shareholders and creditors by:

a) addressing the risk of the transaction leading to the company's insolvency;

b) seeking to ensure fairness between the shareholders of the company; and

c) requiring the company to disclose all material information.

In particular, section 256B of the Corporations Act requires that a company may only reduce its capital in a way that is not otherwise authorized by law if:

a) it is fair and reasonable to the shareholders as a whole;

b) it does not materially prejudice the company's ability to pay its creditors (although this requirement does not apply to Item 6 as the cancellation of the Special Voting Share is for no consideration); and

c) it is approved by shareholders in accordance with section 256C of the Corporations Act.

Section 256C(4) of the Corporations Act requires that the company must include with the notice a statement setting out all information known to the company that is material to the decision on how to vote on the resolution. The Directors believe that the Selective Capital Reduction meets the criteria of Section 256B for the following reasons:

a) the Special Voting Share was only issued for the purpose of facilitating the voting rights of the holder of the Exchangeable Shares and there are no longer Exchangeable Shares on issue;

b) the Selective Capital Reduction will only result in cancellation of the Special Voting Share; and

c) the Selective Capital Reduction will have no financial effect on the Company as no monetary consideration is being provided for the Selective Capital Reduction.

The Board considers that there are no potential disadvantages to the Company undertaking the Selective Capital Reduction.

Further, as the Selective Capital Reduction involves the cancellation of the Special Voting Share, section 256C(2) of the Corporations Act requires that the Selective Capital Reduction must also be approved by a special resolution passed at a meeting of the shareholders whose shares are to be cancelled. The terms of the Special Voting Share deem the holder of the Special Voting Share to have voted in favor of such a resolution.

Effect of Proposed Selective Capital Reduction

The effect of the Selective Capital Reduction will be to cancel the Special Voting Share currently on issue. The Company notes that the holder will not receive consideration as part of the Selective Capital Reduction.

Interests of Directors

The Directors do not have any material interest in the outcome of this Item 6.

Other Material Information

The Directors believe that other than the information set out in this Notice of Meeting and information previously disclosed to shareholders, there is no further information material to shareholders' decision as to whether or not to approve this resolution.

Once this resolution is passed by shareholders and the holder has approved the cancellation of the Special Voting Share, the Company will make the reduction of capital at least 14 days after notice of this resolution has been lodged with ASIC, in accordance with section 256C(3) of the Corporations Act.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favor of the approval to make a Selective Capital Reduction in accordance with the terms outlined above.

Details Relating to the Meeting

Worley Limited's 2026 Annual General Meeting will be held on Thursday 19 November 2026 commencing at 10.00am (AEDT). Registration starts at: 9.00 am (AEDT).

In person

To attend the meeting in person, please see the details below:

Venue: Paradox Hotel, 27 O'Connell St, Sydney NSW 2000.

Please note refreshments will not be served at the AGM.

All bags will be subject to a security search. Bags larger than A4 size are not permitted in the meeting.

Webcast

If you cannot attend the AGM in person, we encourage shareholders to watch the AGM via a live webcast at http://meetnow.global/MQHGJ9L.

The webcast provides an opportunity to watch Worley's AGM online and for shareholders to submit online written questions during the meeting. Shareholders will not be able to vote via the webcast facility. Shareholders wishing to vote at the AGM who will not attend the meeting in person must follow the instructions for proxy voting contained in this Notice of Meeting. Proxy appointments must be lodged with Computershare Investor Services by post or fax or online by 10.00am (AEDT) on Tuesday 17 November 2026. See pages 4 and 5 of the Notice of Meeting for further details.

For further information on the AGM, including how to watch the AGM via the live webcast, please visit:

https://www.worley.com/investors/agm.

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Appendix A: Key terms of Employee Share Plan

The key terms of the Employee Share Plan are summarized below.

Vesting: Subject to the Plan Rules and the terms of the offer document, any Incentive Securities will either lapse or be forfeited if the relevant vesting conditions are not satisfied. The Board has discretion to adjust upwards or downwards the vesting outcome, including to take into account the performance of the Group and/or the individual.

The Board may determine that vesting will be delayed if it would occur during a period in which dealings are prohibited or the Board determines it would otherwise be inappropriate in the circumstances (for example, during an investigation).

Allocation of shares: Vesting of Rights and Options may be satisfied through an allocation of shares to the participant or the Board may determine to make a cash equivalent payment in lieu of shares. The Board may determine that allocation will be delayed if it would occur during a period in which dealings are prohibited or the Board determines it would otherwise be inappropriate in the circumstances.

Dividends and voting rights: Rights and Options do not have any rights other than those under the Plan Rules and offer documents and do not have any entitlement to any dividend or voting rights. However, the Board may determine that a dividend equivalent payment will be paid to a participant following vesting of Rights or Options. Restricted Shares have the same dividend and voting rights as ordinary shares.

Cessation of employment: The Board has discretion to determine that some or all unvested Incentive Securities vest or lapse as a result of the executives ceasing employment with the Group.

Malus and clawback: The Board may determine that some or all unvested Incentive Securities lapse, and claw back vested shares or cash in certain circumstances, for example if the executive has acted fraudulently or dishonestly, or in breach of their obligations to the Company, or vesting is not justifiable having regard to the executive's performance and/or conduct or the performance of the business unit or the Company.

Prohibited dealings: Any dealing in respect of an Incentive Security prior to vesting is prohibited unless the Board determines otherwise or the dealing is required by law. Where, in the opinion of the Board, a participant deals with an Incentive Security in contravention of this rule, the security will immediately lapse.

Corporate actions: The rules of the Employee Share Plan regulate the treatment of Incentive Securities in the event of a bonus issue, rights issue or capital reorganization. Generally, in the event of a bonus issue, rights issue or capital reorganization, the Board may adjust the number of Rights or Options to ensure no advantage or disadvantage to the executives, subject to the requirements of the ASX Listing Rules. Rights and Options carry no entitlement to participate in new share issues made by the Company.

Change of control: The rules of the Employee Share Plan provide the Board with discretion to determine whether any or all unvested Incentive Securities vest in the event of a change of control. If an actual change in the control of the Company occurs, unless the Board determines otherwise:

- all Restricted Shares immediately vest and are no longer subject to restrictions; and
- all other unvested Incentive Securities immediately vest or cease to be subject to restrictions on a pro rata basis having regard to the portion of the vesting period that has elapsed.

Where the Company divests a material business or subsidiary, the Board has discretion to make special rules for some or all of a participant's Incentive Securities.

Amendments to the Plan: The Board may, in its absolute discretion, amend or add to the Plan Rules, or amend the terms or conditions of any Incentive Security granted under the Plan Rules, or suspend or terminate the operation of the Plan Rules, provided that (except in specified circumstances) such amendment would not reduce the rights of a participant in respect of any Incentive Security or share already granted. Any amendments will occur in the manner required or allowed by the ASX Listing Rules.

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Worley Limited
ABN 17 096 090 158

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Tuesday, 17 November 2026.**

Proxy Form

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How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: If you are entitled to cast two or more votes, you are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Attending meeting after proxy appointment: If you appoint a proxy or attorney and subsequently attend the meeting, you will have the opportunity to either retain your prior instruction or revoke it and vote during the meeting.

Proxy voting by the Chair of the Meeting and members of the key management personnel (KMP): If you appoint a member of the Company's KMP or one of their closely related parties as your proxy, they will not be able to cast your votes on Items 3, 4 or 5 unless you direct them how to vote, or the Chair of the Meeting is your proxy. Similarly, Mr Ashton and his associates will not be able to vote your proxy in favour of Items 4 or 5 unless you direct them how to vote.

If you appoint the Chair of the Meeting as your proxy, or the Chair of the Meeting becomes your proxy by default, and you do not mark a voting box for Items 3, 4 or 5 then by completing and submitting the Proxy Form you will be expressly authorising the Chair of the Meeting to vote in respect of the relevant item even though it is connected with the remuneration of the Company's KMP.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, any of the joint holders may sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

CORPORATE REPRESENTATIVE

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative" (unless previously lodged with the share registry).
A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 189080

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For information about your communication options, please visit https://www.worley.com/investors or contact Computershare.

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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

☐ **the Chair of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Worley Limited to be held at Paradox Hotel, 27 O'Connell St, Sydney NSW 2000 on Thursday, 19 November 2026 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default), by completing and submitting this Proxy Form, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy on Items 3, 4 and 5 even though Items 3, 4,and 5 are connected directly or indirectly with the remuneration of a member of key management personnel.
Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair of the Meeting to vote for or against or abstain from voting on Items 3, 4 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	To re-elect Mr Joseph Geagea as a director of the Company	☐	☐	☐
3	To adopt the Remuneration Report	☐	☐	☐
4	Grant of deferred equity rights to Mr Robert Christopher Ashton	☐	☐	☐
5	Grant of long-term performance rights to Mr Robert Christopher Ashton	☐	☐	☐
6	Approval to make selective reduction of capital – Special Voting Share	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

computershare

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