



Level 19, 420 George Street
Sydney NSW 2000 Australia

Telephone: +61 2 8923 6866
www.worley.com
Worley Limited
ABN 17 096 090 158

21 November 2024

ASX release

WORLEY LIMITED

(ASX:WOR)

AGM Addresses

The following addresses will be delivered today at the 2024 Annual General Meeting:

- Chair's Address – Mr John Grill
- Chief Executive Officer's Address – Mr Chris Ashton
- People and Remuneration Committee Chair's Address – Ms Emma Stein

Authorized for release by Nuala O'Leary, Group Company Secretary.

For further information, please contact:

Veréna Preston
Senior Group Director Investor Relations
Ph: +61 402 125 930
investor.relations@worley.com
www.worley.com

For media enquiries, please contact:

Julia Foley
Group Director, Corporate Affairs
Ph: +61 488 14 8888
media.relations@worley.com

About Worley: Worley is a global professional services company of energy, chemicals and resources experts. We partner with customers to deliver projects and create value over the life of their assets. We're bridging two worlds, moving towards more sustainable energy sources, while helping to provide the energy, chemicals and resources needed now.

Worley Limited is headquartered in Australia and listed on the Australian Securities Exchange (ASX: WOR).



2024 Annual General Meeting

Chair address

As we reflect on the past year, I'm pleased to share our progress and achievements. Central to our success is our people, they embody our purpose of delivering a more sustainable world by finding solutions to our customers' most complex challenges. Our customers seek us out every day to deliver on that ambition.

Macroeconomic trends continue to reshape the energy, chemicals, and resources sectors, influencing our markets and our customers' strategies and investment decisions. In response, Worley is well-positioned to capitalize on these changes, driving growth and innovation while working with our customers through the transition toward a more sustainable future.

Despite the headwinds we faced we delivered consistent growth, showcasing our strategic positioning across emerging and diversified markets and the depth of our experience. Some customers have been rebalancing their capital allocation, which led to some project scope reductions, delays in decision making and cancellations. While we note these dynamics continue in FY2025, we are still expecting moderate growth.

We remain committed to bridging two worlds as we transition to lower-carbon energy sources while providing the energy, chemicals, and resources society needs now.

We are in the midst of a generational change in our markets, society, and geopolitical landscape. The last year has seen many significant elections globally creating a dynamic policy environment that will further shape our industry and the pace and scale of the energy transition. We are working closely with our customers on monitoring and adapting to the new political and policy landscape and are enhancing our relationships and reputation with governments as a world leader in sustainability solutions. I take pride in our role in facilitating solutions that support the energy transition. I'm confident that our ongoing efforts will yield long-term value for our shareholders and create social value for our customers, partners, and stakeholders. With our early mover advantage and the significant growth ahead in traditional, transitional and sustainability investment, we are poised for profitable growth over the years ahead as the energy transition proceeds.

As a proud Australian company, Worley stands as the world's largest provider of engineering, project, and asset solutions in our sectors. Our company has matured into a critical asset for the Australian national interest and is positioned across the world as a leader supporting the global shift toward a lower-carbon future. With homegrown capabilities and global expertise, we are uniquely positioned to help both Australia, and the world, meet its priorities.

Our strategy remains focused on value creation for our customers, shareholders, and a broad range of stakeholders across the countries and communities in which we operate. We partner with our customers to deliver infrastructure and integrated solutions that drive economic growth in Australia and in 44 other countries.

During FY2024, I had the opportunity to meet with many of our customers, partners, and shareholders, as well as to visit project sites in Australia and around the world. Our people embody an innovative mindset and a culture of shared success with our customers and partners. These qualities set us apart as we work to make a positive impact on the environment and society at large.

Our commitment to the safety and well-being of our people remains steadfast. This past year, our Total Recordable Case Frequency Rate improved to 0.10 across the Group, down from 0.14



at the end of FY2023. Providing a respectful, safe, and healthy environment for our people and communities will remain our top priority.

A notable event this year was the sell down of shares by Dar Al-Handasah Consultants Shair and Partners Holdings Ltd (known as Sidara and formerly known as Dar Group) who ceased to be a substantial holder in Worley Limited in accordance with the substantial holder notice filed on 2 May 2024. As at 31 July 2024, Sidara is no longer a shareholder in Worley Limited.

CONSISTENT GROWTH AND PERFORMANCE

We delivered on our expectations in FY2024, achieving growth in revenue, earnings, and margins. Our disciplined capital management resulted in an above-target cash outcome and a very strong balance sheet. We actively invested in key areas for growth, and as a result, more than half of our revenue now comes from sustainability-related work, an important milestone in our history. Our earnings base remains diversified across geographies and sectors.

WE OPERATE RESPONSIBLY

Our governance and operational controls foster a culture of lawful, ethical, and responsible behavior. We uphold the highest standards of integrity, transparency, and accountability through a robust governance program, including charters, codes, policies, and committees that oversee key aspects of our operations. We train our global workforce on requirements and best practices and hold everyone accountable to always do the right thing.

Our Data Protection Office ensures our cybersecurity program complies with global data protection requirements, maintaining the integrity and security of our operations. Beyond this we continue to evolve and strengthen our systems and operations to stay ahead of the curve in the ever dynamic landscape of cybersecurity.

BOARD AND COMMITTEE GOVERNANCE

As we concluded this financial year, we bid farewell to Wang Xiao Bin and Anne Templeman-Jones, who have decided to step down as non-executive directors. I sincerely thank them for their significant contributions to Worley since their appointments to the Board.

We welcome Alison Kitchen AM and Kim Gillis AM to our Board of Directors, effective 1 July 2024. Their breadth of experience in Australia and overseas will enhance our existing capabilities. Alison and Kim are members of the Nominations Committee, with Alison also joining the Audit and Risk Committee as Chair.

The Board continues to incorporate insights from an independent Board performance evaluation undertaken by consultants in September 2023. This reinforces our commitment to Board succession and renewal.

In conclusion, we are proud of our progress and remain dedicated to driving sustainable growth and delivering value to our stakeholders.

Thank you to our shareholders for your continued support, trust, and confidence. We extend our gratitude to our directors, leadership team, customers, partners, and especially our people for your contributions to our success. Together, we will continue to shape a more sustainable future for generations to come.

Before I hand over to Chris, in light of shareholder feedback, the Board has decided to withdraw resolution 7 from the agenda of the Meeting today. The Board believes the changes to the Constitution were appropriate to reduce the maximum Board size to a level that we considered right for the Company, however we have decided to withdraw the resolution as it does not have the support of the requisite majority of shareholders.



Additionally, while the majority of investors have supported the award of the FY2025 LTI grant to the CEO, we acknowledge that some investors have concerns about some elements of the award. We are committed to a remuneration framework that supports our complex, global business. It needs to be aligned with the global markets in which we operate and compete for talent, recognizing that over 90% of our revenue is generated outside of Australia. The majority of our senior executives are also based outside of Australia. We will carefully consider the feedback received and assess implications for the future. We'll continue to provide transparent and meaningful reporting on our remuneration framework and reward outcomes through our Remuneration Report.



Chief Executive Officer address

Thank you, John, and good morning shareholders both here in the room and those who've joined us online.

Worley achieved strong results in FY2024. Our key financial and non-financial metrics delivered growth for a third consecutive year through the disciplined execution of our strategy. And in fact, our revenue and earnings are the highest they've been in our history, despite headwinds in our markets. Delivering on our commitments has come from the strength of our globally integrated teams and our ability to rapidly redeploy our global workforce to align with our customers' needs. We continue to win high-quality work, providing our people with myriad opportunities to utilize their skills gained from Worley's over 50 years delivering complex projects around the world.

We've positioned ourselves to take advantage of what we believe is a prolonged cyclical upturn. We've the right strategy, the right structure, and a strong team, and we're partnering with our customers to help them transition to a lower-carbon future. Like John, I'm confident we'll continue to play a crucial role in delivering innovative project solutions which are lower-carbon, more efficient, and digitally enabled, supporting our customers across their traditional, transitional, and sustainable investments.

Our energized and empowered people are the backbone of our success. We're cultivating a values-driven culture which fosters brilliance through belonging, connection, and innovation. And our purpose, underpinned by our values and behaviors, inspire our teams in everything they do.

FIRST AND FOREMOST - THE HEALTH, SAFETY AND WELL-BEING OF OUR PEOPLE

Keeping our people safe and well remains our highest priority and is at the heart of our culture. We're dedicated to creating a secure and supportive environment which enhances mental health, engagement, innovation, and productivity. I'm proud to highlight the launch of our well-being hub, which focuses on mental health and includes more than 400 Worley ambassadors committed to supporting those in need and each other. Additionally, we published our global Respectful Workplace Behavior Policy, reinforcing our Respect at Worley program.

DISCIPLINED EXECUTION OF OUR STRATEGY IS EVIDENT IN OUR RESULTS

The disciplined execution of our strategy is reflected in our results and importantly, our earnings are growing at a higher rate than revenue. Our aggregated revenue has increased by 18% compared to FY2023, with growth across our regions and sectors, particularly in energy and resources. Our underlying EBITA has risen to \$751 million, up by 24% compared to FY2023. We continue to drive margin expansion through effective project delivery, automation, streamlined operations and enhanced use of the skills and capability in our Global Integrated Delivery team, achieving an EBITA margin, excluding procurement, of 7.9%, an increase from 7.3% in FY2023 and within our forecast range for FY2024.

This year, our sustainability-related revenue reached a milestone, making up 52% of our total aggregated revenue. Sustainability-related work in our factored sales pipeline is now 85%,



with 56% in our backlog. We remain committed to achieving our aspiration of deriving 75% of our aggregated revenue from sustainability-related work by FY2026, subject to market conditions.

We're building on our strong capital management position, structured around funding our growth and delivering increased value to shareholders. We delivered a strong cash result and leverage has reached a new low of 1.5 times, down from 2.2 times in the prior corresponding period. We've prudently used free cash flow to reduce risk, increase liquidity and provide appropriate funding for business growth. This gives us capacity to not only invest in our future and reward shareholders with an appropriate dividend stream but also, should we choose to do so, the ability to undertake other capital management activities to drive EPS accretion, including organic and inorganic investment, aligned with our growth strategy.

WE'RE BUILDING A CONSISTENTLY PERFORMING BUSINESS INTO THE FUTURE

We're focused on enhancing our delivery solutions and reinforcing our differentiated position. Our strategic investment of \$100 million, announced three years ago, gave us an early-mover advantage in many emerging sustainability markets and has yielded substantial returns. In fact, since the program's inception, we've secured \$7.6 billion in new work in key growth areas. While this initial program has concluded, we'll continue to evaluate organic investments annually where we see the potential for accretive returns.

We're investing in a number of strategic levers to drive value creation for our shareholders and customers, including investing in new horizons for growth in emerging markets, expanding our global project delivery centers in India, growing our Consulting and Process Technology Solutions businesses, and accelerating our development and adoption of digital solutions and platforms.

OUR FOCUS ON DIGITAL SOLUTIONS AND PLATFORMS WILL ENHANCE PRODUCTIVITY AND RESHAPE PROJECT DELIVERY

We're investing to accelerate our digitally-enabled processes and systems to enhance productivity and reshape project delivery. The Advanced Development Lab, our AI center of excellence, develops, tests and deploys AI solutions and broader digital initiatives. We're developing use cases across a range of opportunity areas to enhance operational efficiency, boost labor productivity and support margin accretion.

We've established a Responsible AI Council aimed at fostering AI growth and innovation while managing AI-driven risks. The Council will consider how we leverage AI ethically, securely, and strategically and enable our people to deploy AI responsibly, adhering to ethical standards and ensuring transparency, privacy, and security. I should note we don't view AI as a strategy to reduce the size of our workforce. Given the scale of projects our industry needs to deliver to meet the world's net zero ambitions, we view AI as an amplifier of our global workforce which will support our medium-term growth plans.

DELIVERING ON OUR ESG COMMITMENTS

I'm pleased with the progress we've made in fulfilling our ESG commitments. This year, we established our Human Rights and Diversity, Equity, and Inclusion Committee to drive continued progress in these areas. Modern slavery risk and human rights remain focal points for our business. We received an A rating from Monash University for our FY2023 Modern



Slavery Statement. We're committed to making further progress in the representation of women across our business. In FY2024, 56% of our graduate in-take were women and this was an increase from 48% in the previous year. Additionally, while we've more to do, we've made progress in the representation of women in senior leadership positions, which has risen to 18%, up from 16% last year. We've submitted our Workplace Gender Equality report which is available on our website. We're on track to meet our netzero Scope 1 and Scope 2 greenhouse gas emissions reduction targets, and for the first time, we've disclosed our complete Scope 3 emissions across all relevant categories.

MAINTAINED FOCUS ON GOVERNANCE PROCESSES, CONTROLS AND MONITORING

Our Code of Conduct is fundamental to our values and underpins everything we do. We don't tolerate actions which undermine the trust we've built over many decades. Earlier this year I addressed concerns regarding arbitration associated with our historical services in Ecuador. Our transparent approach was well received by stakeholders and the broader market and demonstrated our commitment to building trust. Importantly, Worley didn't breach any anti-corruption or bribery laws. Our business practices are grounded in robust ethics, and I hold our teams accountable to uphold the highest standards of ethical behavior. As I've shared in the past, our values are not part time applied some of the time, they're *full* time applied *all* of the time.

We're committed to continuously improving our governance processes, risk management, and monitoring measures. I'm confident the controls we have in place are appropriate, and supported by our values, maintain the trust we've worked so hard to earn from our customers, shareholders, the community and our people.

OUTLOOK CONTEXT

At a macro level Worley is managing three key risks: attraction and retention of highly skilled people to meet demand; inflation and supply chain disruption and their impact on the economics of business; and ongoing geopolitical tensions affecting normal operations of global markets. We mitigate these risks through the strength of our diversified global business together with our focus on project assurance and our ability to rapidly redeploy our people to align with our customers' needs.

Turning to global political and policy dynamics, with respect to the result of the US election, the likely outcome from the change of government is a different profile around the timing of capital allocation between traditional, transitional and sustainable investment. We see significant opportunities and Worley is well-positioned strategically to win a competitive share of work coming out of the new administration's policies, particularly around its focus on LNG as a transitional fuel.

Looking across the rest of the globe, we've seen policy settings of many governments, including those policies which support investment in the energy transition, impacted as a result of a major election cycle. As these geopolitical dynamics continue to evolve, we expect FY2025 to be a year of moderate growth compared to that of FY2024. As I've mentioned, there've been some project scope impacts and we note since the release of our FY2024 results, our customer Northvolt's battery plant expansion project in Sweden has been cancelled. However we continue to support another project of Northvolt's in Canada, this project is progressing with support from the Canadian Government. Our progress in FY2025 shows



we've won more work than we've delivered, demonstrating our agility and resilience across the broad and diverse markets we serve. The number of wins in sustainability-related work in the first quarter of FY2025 is higher than last quarter and the prior corresponding period. This includes strategic wins such as Liquid Wind's flagship NorthStarH2 e-methanol facility in Sweden.

Venture Global's CP2 remains a significant project for Worley and we continue to work closely with Venture Global to mobilize onsite for Phase 1 during FY2025. We continue to progress discussions with Venture Global for our involvement in Phase 2 of CP2.

The global commitment to net zero has created a prolonged cyclical upturn of activity in all our key sectors of energy, chemicals and resources. While there are expected peaks and troughs as the transition is delivered over time, the overall trend looks positive. Even in a challenging macro-environment, global net zero commitments remain in place and many customers are navigating a pathway to net zero.

We continue to support our customers across their traditional, transitional and sustainable work. We acknowledge that today the economics of some sustainability-related projects face challenges without subsidies, and we're collaborating with our customers to lower the levelized costs of these projects. Energy demand continues to grow, and we're committed to helping our customers on their journeys to net zero. We note 90% of our top 20 customers have net zero targets, with many noting the importance of an orderly transition. The energy transition has reached record highs. Bloomberg New Energy Finance reports global spending has exceeded \$1.8 trillion as at the end of CY2023. It's clear investment in the energy transition is just beginning, and significant growth is anticipated. We're positioned to play a critical role in this work as we hold significant competitive and comparative advantages in a market that is low in competitive intensity. Additionally, we see industries and policymakers embrace resource circularity to secure vital materials, diversify supply, and reduce emissions. Worley's global presence and diversified business enables us to support our customers to deliver their projects wherever they are located.

FY2024 OUTLOOK

Looking ahead, the outlook presented at the full year 2024 results remains consistent with that which we're expecting for FY2025, subject to no deterioration in market conditions. To remind you:

"We're targeting low double-digit EBITA growth and expect the underlying EBITA margin (excluding the impact of procurement) to be within a range of 8.0-8.5% in FY2025.

We expect the second half of FY2025 to be stronger than the first half as the rebalancing process proceeds during this year. We expect some growth on procurement volumes due to project mix and timing.

As a leading global solutions provider in the markets we serve, we're encouraged by the new work we continue to win as we support our customers across their traditional, transitional and sustainable work."



CLOSING REMARKS

In closing, we've a clear vision for the future, and our strategy is driving our success. We're unlocking long-term value across our diverse markets and maintaining a strong comparative advantage focused on high-value services including consulting, engineering, and full delivery solutions which foster innovation and efficiency.

I extend my gratitude to our dedicated people for their commitment to delivering sustainable change and for keeping themselves and those around them safe.

And I thank our shareholders, customers, and partners for your ongoing support.



People and Remuneration Committee Chair address

My name is Emma Stein and as Chair of the People and Remuneration Committee I have been the lead non-executive director responsible for the development of this year's remuneration report. This report explains in detail how we approach remuneration at Worley and the remuneration outcomes for financial year 2024.

Along with my fellow non-executive directors, I am pleased with the performance and reward outcomes this year, and believe that they are reflective of our progress and continued strong performance towards our ambition - to be recognized globally as a leader in sustainability solutions.

Over 49,700 Worley people are at the center of what we do. We operate thousands of projects in over 45 countries, and over 90% of our revenue is generated outside of Australia. Attracting, motivating, and retaining the right talent is critical to delivering our strategy. Global talent markets continue to be competitive, and it remains crucial that we reward and recognize our people appropriately.

Our remuneration and governance framework supports our people strategy. It drives our performance and holds our leaders accountable for living our values, building our culture and keeping our people safe.

We're committed to environmental, social and governance (ESG) principles, with multiple ESG measures, including safety, embedded in our Short-Term Incentive (STI) plan.

Our executives must achieve individual Key Performance Indicators (KPIs) that measure performance and leadership in their areas of responsibility and demonstrate our values and behaviors.

Our Board has discretion over final remuneration outcomes and reviews our results to make sure payouts are appropriate, they reflect performance in line with our values and strategy and any unintended remuneration outcomes are avoided.

I will now provide an overview of the performance and remuneration outcomes for the year.

Despite headwinds this year, we've delivered strong growth in revenue, earnings and margins for three years in a row. Our disciplined strategy execution has delivered a strong FY24 cash result and earnings growth at a higher rate than revenue. Despite volatility in Worley's share price, our dividend payments have remained consistent over the past four years. We also performed strongly against our FY24 STI performance measures.

In relation to the Short term incentive, or STI, our FY24 business scorecard results include:

- an underlying Net Profit After Tax and excluding Amortization (NPATA) result of \$416 million, which is 19.5% growth on FY23
- cash conversion ratio at the top of our target range
- strong safety outcomes - our Serious Case Frequency Rate (SCFR) was 0.03, holding steady on FY23
- ongoing reductions in net Scope 1 and Scope 2 carbon emissions, meaning we're on track to meet our FY25 reduction targets
- good progress in diversity and inclusion - we increased women senior leaders to 17.7%, compared to 16.3% in FY23



- exceeding our target for sales in sustainability-related work, measured through gross margin sold.

Our executives delivered strong leadership outcomes, creating value for our customers. This is reflected in STI payouts of 83% of maximum for the CEO and between 76% and 83% of maximum for other Executive KMP.

The Board considers the FY24 STI outcomes to be a fair and reasonable reflection of executive performance and the results delivered for shareholders. We did not exercise any discretion to adjust incentive outcomes, including in relation to Ecuador.

The performance outcome for the FY23 Deferred Equity Plan, or DEP, was \$1,465 million in gross margin delivered from sustainability-related work, 4.6% above the \$1,400 million target and representing growth of 72% over two years. The Board approved a vesting outcome of 100%.

Our FY21 Long-Term Incentive, or LTI, consisted of two equal tranches subject to relative Total Shareholder Return, or TSR, and earnings per share, EPS, growth, both measured over four years. The Board determined that 43.4% of TSR rights will vest. EPS compound annual growth was below threshold over the performance period. As such, no EPS rights will vest. The overall vesting outcome for grant was therefore 21.7%.

The Board continually reviews the remuneration framework to ensure that it is fit for purpose, including an annual review of the CEO's remuneration. After careful consideration of the external market data, and the CEO's performance, skills and experience, the Board decided to make the following changes during the year:

The Board increased Mr Ashton's fixed remuneration by 5% from 1 December 2023, and his maximum STI opportunity was increased from 150% to 172.5% of fixed remuneration.

For FY25, his maximum equity targets will increase to 100% of fixed remuneration for DEP and 175% for LTI. Following this change, 82% of his remuneration will be subject to achieving performance hurdles and 50% of his maximum opportunity will be delivered in equity, creating strong shareholder alignment over the longer term.

We benchmarked Mr Ashton's remuneration considering the size, nature and complexity of our business, and the global markets in which we compete. These changes were necessary to move the CEO's remuneration closer to an internationally competitive remuneration package with a higher weighting towards equity.

We also reviewed remuneration for our other Executive KMP roles this year, with increases to fixed remuneration, as outlined in the Remuneration Report.

In looking ahead to FY25 and beyond, attracting and retaining the right talent remains critical to delivering our strategy. With this in mind, we reviewed the executive remuneration framework during FY24 and plan to make changes in FY25. We will change the executive remuneration mix to increase the at-risk variable remuneration components. For our LTI plan, we will change our TSR comparator group and increase our EPS targets. These changes are outlined in the Remuneration Report.

The Board is satisfied that the changes to executive remuneration and our framework have been well considered, reflect the global market for talent in which we compete and reward our executives competitively. They're aligned with the interests of our shareholders in driving long-term growth and rewarding high performance.

There were no changes to non-executive director fees in FY24, which were last changed in July 2019.



Our results reflect the dedication and hard work of all of our talented people. We're focused on creating value for all our stakeholders: customers, shareholders, partners and communities.

Finally, I want to reiterate our approach to remuneration. Although our heritage is proudly Australian, we are a global business, competing for talent in a global context. Our remuneration structure needs to attract and retain talented people with the right skills, in the right locations to deliver our ambition.

The Board believes our remuneration framework is aligned with this goal and is fit for the purpose of attracting and retaining the right global leaders who will drive the next phase of growth for our shareholders. As referenced earlier by the Chair, we acknowledge that some investors have raised concerns and we will carefully consider the feedback received. We remain committed to a remuneration framework that supports our complex, global business.

I look forward to ongoing engagement with you, our shareholders and welcome your feedback.