



WorleyParsons

resources & energy

EcoNomics

Nominations Committee Charter

WorleyParsons Limited

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**NOMINATIONS COMMITTEE CHARTER
WORLEYPARSONS LIMITED**

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NOMINATIONS COMMITTEE CHARTER WORLEYPARSONS LIMITED

Pursuant to a resolution of the Board of WorleyParsons Limited (**WorleyParsons**) passed on 12 October 2007, a Nominations Committee (the **Committee**) of the Board was established. The purpose and the powers of the Committee are set out in this document.

1. ROLE

The role of the Committee is to assist and advise the Board on matters relating to the composition and performance of the Board, including director independence, and the appointment, performance review and remuneration of the Chief Executive Officer (**CEO**).

2. MEMBERSHIP OF THE COMMITTEE

The Committee will be comprised of all of the non-executive directors of the Board. The Board will appoint the Chair of the Committee, who should be an independent director.

The Board may appoint such additional directors to the Committee or remove and replace members of the Committee by resolution.

Members of management may attend meetings of the Committee at the invitation of the Committee Chair, but must not be appointed members of the Committee. The invitation to attend the Committee meetings may be a standing invitation. The CEO, or any other attendee, may not participate in deliberations of the Committee where the matter could affect his or her position or where he or she has a personal interest in the matter.

Executive directors will be invited to attend meetings which deal with Board composition, including selection and recruitment of directors to the Board.

3. ADMINISTRATIVE MATTERS

It is intended that the Committee will meet three times a year at a time coincident with Board meetings. The Committee will meet as often as Committee members deem necessary in order to fulfil their role.

The Committee or an individual member may, upon notifying the Board or the Chairman, seek the advice of the Company's auditors, solicitors and other external consultants or specialists as to any matter pertaining to the powers or duties of the Committee.

The Committee may obtain information from and consult with the CEO or other internal management resources, as it considers appropriate.



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The Committee may, with the prior approval of the Board, instruct the CEO to engage such other independent advisers in relation to any matter pertaining to the responsibilities of the Committee in accordance with the Board's general policy, as the Committee may require.

A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee (with a copy to all Board Members) at least five working days prior to the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be reviewed and discussed. Any member may, and the Secretary must, convene a meeting of the Committee upon a member's request.

The Secretary will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director, provided that no conflict of interest exists.

A quorum will comprise any two Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.

Meetings and proceedings of the Committee are governed by the provisions of the WorleyParsons Constitution regulating meetings and proceedings of the Board.

4. REPORTING

The Committee Chair will provide a report of the actions of the Committee at the next Board meeting. The minutes and agenda of the prior Committee meeting will be included in the Board papers for the subsequent Board meeting.

The Committee Chair will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

5. RESPONSIBILITIES AND FUNCTIONS

Review of CEO remuneration and performance

The Committee will be responsible for reviewing and making recommendations to the Board on:

- the total level of remuneration for the CEO, including short term and long term incentives; and
- the performance targets for the CEO.



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Appointments & Terminations

The Committee will be responsible for:

- making recommendations to the Board regarding the removal, appointment and re-appointment of the CEO;
- reviewing and making recommendations to the Board regarding the appointment and re-appointment of directors, including attending to the following matters:
 - periodically assessing the size and composition of the Board, including the appropriate mix of skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
 - establishing processes for the review of the performance of the Board as a whole, individual directors and the Board committees;
- establishing processes for the identification of suitable candidates for appointment to the Board and the re-appointment of incumbent directors, including:
 - establishing criteria for Board membership;
 - engaging appropriate search firms to assist in identifying potential candidates; and
 - where appropriate, nominating appropriate candidates for directorship; and
- monitoring the length of service of current Board members, considering succession planning issues and identifying the likely order of retirement by rotation of directors.

Monitoring Independence

The Committee will be responsible for monitoring and undertaking an annual assessment of and concluding upon the independence of each director and ensuring these conclusions are included in the annual report disclosures.

Performance Management

The Committee will be responsible for facilitating the evaluation of board performance, performance of Committees and of individual directors.

Continuing Education

The Committee will be responsible for designing induction and ongoing training and education programs for the Board to ensure that directors are provided with adequate information regarding the operation of the business, the industry and their legal responsibilities and duties.



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6. REVIEW

The Board will annually, at the first meeting of each calendar year, review the membership and charter of the Committee to determine its adequacy for current circumstances. Where necessary the Committee may, by resolution alter the responsibilities, functions or membership of the Committee and recommend to the Board the formal adoption of the revised charter for future operations of the Committee.