



28 August 2017

## RCR LAUNCHES SHARE PURCHASE PLAN OFFER

RCR is pleased to offer Eligible Shareholders<sup>1</sup> an opportunity to acquire additional RCR shares under a Share Purchase Plan Offer ("SPP Offer").

The intention to launch the SPP Offer was announced on 24 August 2017, at the time that RCR announced it was undertaking an Institutional Placement.

The SPP Offer aims to raise up to \$15 million and is not underwritten. RCR may determine to raise a higher amount or decide to scale back applications under the SPP Offer at its absolute discretion.

The SPP Offer opens at 9.00am (AEST) on Thursday, 31 August 2017 and is scheduled to close at 5.00pm (AEST) on Friday, 15 September 2017.

Full details of the SPP Offer are available in the attached SPP Booklet. It is anticipated that the SPP Booklet and personalised application forms will be despatched to Eligible Shareholders on Thursday, 31 August 2017.

For further information in relation to the SPP Offer, please contact 1300 113 231 (within Australia) or +61 3 9415 4017 (from outside Australia) at any time between 8.30am and 5.00pm (AEST), Monday to Friday.

<sup>1</sup>Being holders of fully paid ordinary shares in RCR at 7.00pm (AEST) on the Record Date (23 August 2017) and whose address on the share register is in Australia or New Zealand, provided that such shareholders are not in the United States, or acting for the account or benefit of a person in the United States. The SPP is also being extended to Eligible Shareholders who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions in the SPP Booklet.

**For further information please contact:**

### SHAREHOLDER CONTACT:

#### Company Secretary

Darryl Edwards  
RCR Tomlinson Ltd  
+61 8 9355 9355  
[enquiries@rcrtom.com.au](mailto:enquiries@rcrtom.com.au)

### IMPORTANT INFORMATION AND DISCLAIMER

*NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES OR TO U.S. PERSONS.*

This release does not include all available information on RCR and should not be used in isolation as a basis to invest in RCR. Any potential investors should refer to RCR's other public releases and statutory reports and consult their professional advisers before considering investing in RCR.

This release has been prepared for publication in Australia and may not be distributed or released in the United States or to persons acting for the account or benefit of any "U.S. Person" (as defined in rule 902(k) under the U.S. Securities Act of 1933, as amended (U.S. Securities Act) (U.S. Persons). This release does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or for the account or benefit of U.S. Persons or any other jurisdiction. Any securities described in this release have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any other state or jurisdiction of the United States and may not be offered or sold in the United States or to, or for the account or benefit of U.S. Persons except in transactions exempt from, or not subject to, registration under the U.S. Securities Act and applicable U.S. state securities laws. In addition, RCR has not been or nor will be registered under the U.S. Investment Company Act of 1940, as amended. Accordingly, the securities described in this release may only be offered and sold outside the United States to persons that are not U.S. Persons and are not acting for the account or benefit of U.S. Persons in "offshore transactions" (as defined in and in reliance on Regulation S under the U.S. Securities Act and the laws of the jurisdiction in which such securities are offered and sold.

## About RCR

RCR Tomlinson Ltd (ASX code: RCR) is a diversified engineering and infrastructure company, working with some of the world's leading organisations to provide intelligent engineering solutions to the **Infrastructure**, **Energy** and **Resources** sectors. RCR has 119 years of history in the engineering sector and owns some of Australia's oldest engineering businesses including RCR Tomlinson™, O'Donnell Griffin™, Haden™, and Resolve FM™.

RCR's core capabilities encompass development, engineering, procurement, construction, operation and maintenance of major infrastructure, energy and resource projects. These include power generation plants (using a wide range of fuels, solar, wind and battery), water and waste treatment systems, rail and road tunnel infrastructure, rail signalling and overhead wiring systems, mineral processing and material handling plants, integrated oil & gas services (both onshore and offshore), supply of RCR proprietary materials handling and process equipment, and property services including facilities management, HVAC and electrical services.

RCR has operations across Australia, Asia and New Zealand. Additional information is available at [www.rcrtom.com.au](http://www.rcrtom.com.au)

## **E.I. Engineering Intelligence™. That's What We Do.**

# Share Purchase Plan

Offer Closes 5.00pm (AEST) Friday, 15 September 2017



**This is an important document and requires your immediate attention.**

Eligible shareholders have the opportunity to participate in the Share Purchase Plan offer by applying for up to A\$15,000 of new ordinary shares in RCR without incurring brokerage. Details of the offer and how to participate are set out in this booklet.

Shares issued under the Share Purchase Plan are expected to be issued on 21 September 2017. The New Shares rank equally with existing RCR ordinary shares and carry the same voting rights, dividend rights and other entitlements.

## CONTENTS

Key Events and Dates.....	2
Letter from the Chairman.....	3
Important Information and Disclaimer.....	4
SPP Key Information.....	5
Terms and Conditions of the SPP.....	8
Definitions.....	15

## KEY EVENTS AND DATES

Event	Date*
Record Date (for determining eligibility to participate in SPP Offer)	7.00pm on Wednesday, 23 August 2017
SPP Offer Opening Date	9.00am on Thursday, 31 August 2017
SPP Offer Closing Date	5.00pm on Friday, 15 September 2017
Completion of SPP and details of any scale back announced	Wednesday, 20 September 2017
Issue of New Shares under the SPP Offer	Thursday, 21 September 2017
Commencement of trading of New Shares issued under SPP Offer	Friday, 22 September 2017
Despatch of SPP holding statements or allotment confirmation and, if applicable, a direct credit deposit or refund cheque	Monday, 25 September 2017

\*RCR Tomlinson reserves the right, in its discretion, to vary these dates by making an announcement to the ASX. All references to a time are to Australian Eastern Standard Time (AEST).

## YOU SHOULD READ THIS BOOKLET IN FULL

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in RCR or about the impact of the transactions described in this Booklet. If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact the Registry, Computershare Investor Services Pty Limited from 8.30 am to 5.00 pm (AEST) Monday to Friday on 1300 113 231 (callers within Australia) or +61 3 9415 4017 (callers outside Australia).

This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

Participation in the SPP is only open to holders of fully paid ordinary shares in RCR at 7.00 pm (AEST) on Wednesday, 23 August 2017 and whose address on the share register is in Australia or New Zealand, and provided that such shareholder is not in the United States or acting for the account or benefit of a person in the United States. The SPP is also being extended to eligible shareholders of RCR who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in this Booklet.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS.**



## LETTER FROM THE CHAIRMAN

---

28 August 2017

Dear Shareholder,

On behalf of the Board of RCR Tomlinson Ltd (RCR), I am pleased to offer you the opportunity to participate in the RCR Share Purchase Plan (SPP). The SPP provides you with the ability to subscribe for up to A\$15,000 worth of new ordinary shares in RCR (New Shares) without paying any brokerage or other transaction costs. The SPP aims to raise up to A\$15 million and is not underwritten. RCR may determine to raise a higher amount or decide to scale back applications under the SPP at its absolute discretion.

On 25 August 2017, RCR completed a Placement of new ordinary shares to institutional and professional investors raising approximately A\$75 million, at an issue price of A\$3.55 per Share, representing a discount of 5.1% to the closing price on 23 August 2017.

We believe maintaining a conservative and flexible balance sheet is essential to ensuring that RCR is in a position to take full advantage of growth opportunities that exist across its end markets. In addition to supporting future working capital and bonding requirements, a stronger balance sheet will enable RCR to selectively invest in solar projects, alongside its project partners, when the Board considers it prudent to do so.

Further details of the Placement and a summary of some of the key risks faced by RCR are set out in RCR's Investor Presentation and 2017 Annual Report as announced to the ASX on 24 August 2017. This is available at [www.asx.com.au](http://www.asx.com.au) and [www.rcrtom.com.au](http://www.rcrtom.com.au).

### The SPP Offer

The SPP gives you the opportunity to acquire New Shares at an issue price of at A\$3.55 per New Share, being the issue price of RCR shares offered under the Placement. The SPP Offer is not underwritten.

You may apply for a parcel of New Shares in RCR valued at A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000. Applications may be scaled back at the absolute discretion of RCR.

Participation in the SPP is optional and open to Eligible Shareholders, including Eligible Shareholders who are custodians on behalf of Eligible Beneficiaries on the terms and conditions set out in this SPP Offer Booklet.

Your right to participate in the SPP is not transferable. All New Shares will rank equally with existing shares in RCR.

The terms and conditions of the SPP are provided in this SPP Offer Booklet. I urge you to read these materials in their entirety, and seek your own financial and taxation advice in relation to the SPP before you decide whether to participate.

### How to Apply

The SPP Offer opens on 31 August 2017 and is expected to close at 5pm (AEST) on 15 September 2017. The issue of New Shares is expected to occur on 21 September 2017.

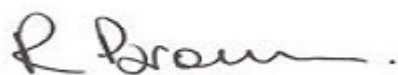
To apply for New Shares under the SPP Offer, please follow the instructions in your personalised Application Form. To participate you can either:

- complete and return the personalised Application Form, together with payment, in accordance with the instructions in your personalised Application Form; or
- make a payment directly via **BPAY®** (you do not need to return an Application Form under this option).

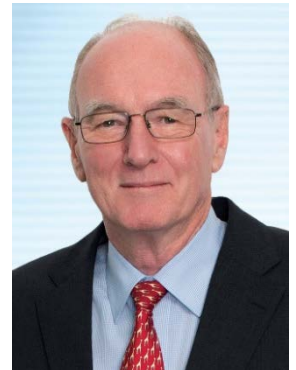
If you have any questions about the SPP Offer please contact the RCR SPP Offer Shareholder Information Line on 1300 113 231 (in Australia) or +61 3 9415 4017 (outside Australia) between 8.30am to 5.00pm (AEST) Monday to Friday.

On behalf of the Board, we invite you to participate in the SPP Offer and thank you for your continued support of RCR.

Yours sincerely

A handwritten signature in black ink, appearing to read "R. Brown".

Roderick Brown  
Chairman  
RCR Tomlinson Ltd



## IMPORTANT INFORMATION AND DISCLAIMER

This is an important document offering Eligible Shareholders the opportunity to apply to purchase up to A\$15,000 worth of New Shares without paying brokerage or transaction costs. If you are unsure what to do, please contact your professional adviser.

### Important Notice

The offer to purchase New Shares under this SPP Offer is not a recommendation to purchase Shares. If you are in any doubt about whether or not, or the extent that, you should participate in this SPP Offer, you should obtain professional financial and/or taxation advice to assist you (taking into account your own financial situation, needs and objectives). Nothing in these Terms and Conditions, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP Offer.

If you apply to participate in the SPP Offer by making a BPAY® payment or completing and returning the Application Form with a cheque, bank draft or money order, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in an Application Form or make a BPAY® payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Issue Price.

Set out below are the terms and conditions of the SPP Offer, which are binding on any Shareholder completing an Application Form or applying by BPAY®. The Application Form forms part of this document.

Capitalised terms used in these Terms and Conditions are both defined in the body of these Terms and Conditions as well as in the 'definitions' section at the back of these Terms and Conditions.

### Disclaimers

This SPP Offer Booklet and the accompanying Application Form is not an offer to sell or a solicitation of an offer to subscribe for or purchase or a recommendation of any securities and may not be distributed in any jurisdiction except in accordance with the legal requirements applicable in such jurisdiction. No action has been or will be taken that would permit a public offering of the New Shares in any jurisdiction. Recipients of this SPP Offer Booklet should inform themselves of the restrictions that apply in their own jurisdiction.

**New Zealand** - The New Shares are not being offered or sold to the public within New Zealand other than to existing holders of Shares with registered addresses in New Zealand to whom the SPP Offer is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This SPP Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

**United States** - This SPP Offer Booklet and the accompanying Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States, or for the account or benefit of, any "U.S. Person" (as defined in Rule 902(k) under the U.S. Securities Act of 1933, as amended (U.S. Securities Act)) (U.S. Person). Neither this SPP Offer Booklet nor the Application Form may be distributed to, or relied upon by, persons in the United States or U.S. Persons or persons who are acting for the account or benefit of persons in the United States or U.S. Persons. The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may only be offered and sold outside the United States to persons that are not U.S. Persons and are not acting for the account or benefit of U.S. Persons in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act (Regulation S) and the laws of the jurisdiction in which such securities are offered and sold.

### Advice Warning and Key Risks

The information in this SPP Offer Booklet is given in good faith and derived from sources believed to be accurate at this date but no warranty of accuracy or reliability is given and no responsibility arising in any other way, including by reason of negligence for errors or omission herein is accepted by RCR or its officers. This SPP Offer Booklet does not take into account the investment objectives, financial situation and particular needs of the investor.

Before making an investment in RCR, the investor or prospective investor should consider whether such an investment is appropriate to their particular investment needs, objectives and financial circumstances and consult an investment adviser if necessary.

Importantly, you should also consider the key risks faced by and associated with an investment in RCR, which are set out in RCR's Investor Presentation and 2017 Annual Report as announced to the ASX on 24 August 2017, which are available at [www.asx.com.au](http://www.asx.com.au) and [www.rcrtom.com.au](http://www.rcrtom.com.au).

## SPP KEY INFORMATION

---

You should read this section in conjunction with the attached Terms and Conditions of the SPP.

### 1. What is the Share Purchase Plan or SPP?

The SPP is a way in which Eligible Shareholders of RCR may subscribe for up to A\$15,000 worth of New Shares without brokerage or other transaction costs.

Eligible Shareholders may apply for up to a maximum of A\$15,000 worth of New Shares. Applications must be in A\$2,500 increments and must be for a minimum of A\$2,500 and a maximum of A\$15,000.

The SPP aims to raise up to A\$15 million and is not underwritten. RCR may determine to raise a higher amount or decide to scale back applications at its absolute discretion.

### 2. Do I Have to Participate in the SPP?

Participation in the SPP is entirely voluntary.

Before you decide whether to participate in the SPP, you should seek independent financial advice from your stockbroker, accountant or other professional adviser.

No action is required if you do not wish to participate in the SPP.

### 3. What is the Issue Price of the New Shares?

The Issue Price of the New Shares will be A\$3.55 per New Share, which is the same price at which Shares were issued to investors under the Placement.

New Shares will rank equally with existing Shares as at the Allotment Date and will be eligible to receive the final dividend of 6.0 cents per Share, declared on 23 August 2017 and payable on 5 October 2017.

There is a risk that the market price of Shares may rise or fall between the date of this SPP Offer Booklet and the time of issue of New Shares under the SPP Offer. This means that the price you pay for the New Shares issued to you under the SPP Offer may be less than or more than the price at which you may be able to buy Shares on market at the time of issue.

Your application is unconditional and you may not withdraw your application even if the market price of Shares is less than the Issue Price.

### 4. Who is Eligible to Participate in the SPP?

Shareholders who are registered holders of Shares at 7.00 pm (AEST) on Wednesday, 23 August 2017 with a registered address in either Australia or New Zealand, provided that such Shareholder is not in the United States, or acting for the account or benefit of a person in the United States (Eligible Shareholder).

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this SPP Offer Booklet.

### 5. Can my Offer Under the SPP be Transferred to a Third Party?

No. Your entitlement under the SPP Offer cannot be transferred.

### 6. How Much Can I Invest Under the SPP?

Eligible Shareholders may apply for up to A\$15,000 worth of New Shares. Applications must be in A\$2,500 increments. The number of New Shares issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the Issue Price. Applications may be scaled back at the absolute discretion of RCR.

## SPP KEY INFORMATION

---

### 7. How do I Apply for New Shares?

If you wish to participate in the SPP, you need follow the instructions in your personalised Application Form. To participate you can do one of the following:

#### **Option 1: Pay via BPAY®**

To pay via BPAY you will need to:

- use the personalised reference number which is required to identify your shareholding:
  - a) shown on your personalised Application Form which accompanies this SPP Offer Booklet; or
  - b) available online at [www.investorcentre.com/au](http://www.investorcentre.com/au) by logging in with your SRN/HIN;
- be an account holder with an Australian financial institution; and
- ensure that your payment for the appropriate amount is received by the Registry before 5.00 pm (AEST) on Friday, 15 September 2017. Financial institutions may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

If you are paying via BPAY® there is no need to return the Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form.

#### **Option 2: Pay by Cheque, Bank Draft or Money Order**

Please complete the personalised Application Form which accompanies this SPP Offer Booklet and return it with your cheque, bank draft or money order made payable to “RCR Tomlinson Ltd”, drawn on an Australian financial institution and crossed “Not Negotiable” in the provided reply envelope to:

Computershare Investor Services Pty Limited  
GPO Box 505, Melbourne VIC 3001 Australia

Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope.

Your completed Application Form and cheque, bank draft or money order for the appropriate amount must be received by the Registry prior to the close of the SPP Offer at 5.00 pm (AEST) on Friday, 15 September 2017.

### 8. What are the Key Dates for the SPP?

#### **Record Date (date that eligibility to participate in the SPP is determined)**

7.00 pm (AEST) Wednesday, 23 August 2017

#### **Opening Date**

9.00 am (AEST) Thursday, 31 August 2017

#### **Closing Date**

5.00 pm (AEST) Friday, 15 September 2017

#### **Issue of New Shares**

Thursday, 21 September 2017

#### **New Shares expected to commence trading on the ASX**

Friday, 22 September 2017

#### **SPP holding statements despatched**

Monday, 25 September 2017

RCR reserves the right to vary these times and dates in its absolute discretion by sending a revised timetable to ASX.

### 9. What are the Rights Attached to New Shares Issued under the SPP?

New Shares will rank equally with all other Shares on issue and will be eligible to receive the final dividend of 6.0 cents per Share unfranked, declared on 23 August 2017 and payable on 5 October 2017.



## SPP KEY INFORMATION

---

### 10. What do I do if I am a Custodian?

The SPP is being extended to Eligible Shareholders who are Custodians and who wish to apply for New Shares on behalf of certain Eligible Beneficiaries. The SPP is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP to their Eligible Beneficiaries.

If you wish to apply as a Custodian under the SPP to receive New Shares for one or more Eligible Beneficiaries, you must complete and submit an additional "Custodian Certificate" that contains further certifications and details (as required under the terms of ASIC Class Order [CO 09/425]) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase New Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the A\$15,000 limit.

To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry, Computershare Investor Services Pty Limited from 8.30 am to 5.00 pm (AEST) Monday to Friday on 1300 113 231 (callers within Australia) or +61 3 9415 4017 (callers outside Australia). Each Custodian must not participate in the SPP on behalf of, and must not distribute this SPP Offer Booklet or any documents relating to this SPP to any person in the United States.

A Custodian will be ineligible to participate in the SPP if their participation would be in breach of ASIC Class Order [CO 09/425].

### 11. Will I Receive Notification of my Issue?

Yes. The Registry will send you a holding statement or allotment confirmation on or around Monday 25, September 2017 which will include details of the number of New Shares issued to you, your total holding of Shares (Issuer Sponsored Shareholders only) and the Issue Price of the New Shares.

### 12. Where Can I get More Information on the SPP?

If you have any questions in relation to how to participate in the SPP, please contact the Registry, Computershare Investor Services Pty Limited from 8.30 am to 5.00 pm (AEST) Monday to Friday on 1300 113 231 (callers within Australia) or +61 3 9415 4017 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in RCR through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

### 13. What will Happen if the SPP is Oversubscribed?

The amount that each Eligible Shareholder can apply for under the SPP is capped at A\$15,000.

The SPP aims to raise up to A\$15 million. However, RCR may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. RCR may, at its absolute discretion, scale back the number of New Shares that will be allotted to individual Shareholders under this SPP. If this happens you may be allocated New Shares to a value which is less than the value of New Shares that you applied for and the difference will be refunded to you.

### 14. How will Application Monies be Refunded?

Any application monies refunded by RCR will be paid by cheque or direct credit (the payment method will be determined by RCR in its absolute discretion) in Australian currency. By applying for New Shares, each Shareholder authorises RCR to pay any monies to be refunded to that Shareholder by using the payment instructions of that Shareholder recorded in the Registry's records if RCR should elect to pay in this manner. No interest will be paid on any application money paid in connection with this SPP Offer and held pending the allotment of the New Shares or subsequently refunded to you for any reason.

## TERMS & CONDITIONS

### Important Notice

Please read these Terms and Conditions carefully, as you will be bound by them if you choose to participate in the SPP. Shareholders accepting the SPP Offer will also be bound by the constitution of RCR. The Important Notice and Disclaimer, Key Dates, and Key SPP Information sections of this SPP Offer Booklet form part of these Terms and Conditions.

### 1. The SPP Offer

- (a) The SPP Offer is an invitation by RCR to subscribe for fully paid Shares in RCR at the Issue Price (see Section 5 below) per New Share.
- (b) The minimum application amount under the SPP Offer is A\$2,500, subject to any scale back. All applications must be in increments of A\$2,500.
- (c) The maximum amount an Eligible Shareholder can apply for will be restricted to a cumulative total of A\$15,000.
- (d) The SPP Offer is conducted in accordance with the requirements of ASIC Class Order [CO 09/425].
- (e) Participation in the SPP Offer is optional.
- (f) The SPP Offer is made to each Eligible Shareholder on the same terms and conditions (whether you are a Custodian or hold Shares on your own account).
- (g) The offer under the SPP Offer is non-renounceable, which means you may not transfer your right to apply for New Shares under the SPP Offer to anyone else.

### 2. Opening and Closing Date of the SPP Offer

The SPP Offer opens at 9.00am (AEST) on Thursday, 31 August 2017 and is scheduled to close at 5.00pm (AEST) on Friday, 15 September 2017. RCR reserves the right to change the closing date of the SPP Offer. No late applications will be accepted.

### 3. Eligible Shareholders

- (a) **(General)** You are eligible to participate in the SPP Offer (**Eligible Shareholder**) if you were a registered holder of Shares on the Record Date and your address in the Register is in Australia or New Zealand, unless:
  - (i) you hold Shares on behalf of another person who resides outside Australia and New Zealand;
  - (ii) you are in the United States or you are a U.S. Person or are acting for the account or benefit of a U.S. Person; or
  - (iii) you are ineligible to participate in the SPP Offer because of the aggregate limit explained in Section 4 below.

RCR has determined that, because of foreign securities laws, it is not practical for holders of Shares with registered addresses outside Australia and New Zealand to participate in the SPP Offer.

- (b) **(Single Holders)** If you are the only registered holder of Shares, but you receive more than one offer under the SPP Offer (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares up to the value of A\$15,000.
- (c) **(Joint Holders)** If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purposes of the SPP Offer and, subject to the conditions of eligibility set out in this Section 3 the joint holders are entitled to participate in the SPP Offer in respect of that single holding only. Any agreement, certification or acknowledgement (including under Section 12(i)) by one joint holder will be deemed to be given by each of the other joint holder(s). If the same joint holders receive more than one offer under the SPP Offer due to multiple registered holdings, the joint holders may only apply for New Shares up to a maximum of A\$15,000.
- (d) **(Custodians, Trustees and Nominees)** Subject to these Terms and Conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares. If you are a Custodian within the definition of 'custodian' in ASIC Class Order [CO 09/425] and you are a Beneficiary and you apply to acquire New Shares on behalf of the Beneficiary, you must certify in writing to RCR a number of matters relating to such Beneficiaries in the form of a Custodian Certificate.

If you are a Custodian, please contact the Share Registry to obtain the form of Custodian Certificate that you are required to submit.

If you hold Shares as a trustee or nominee for another person, but are not a 'Custodian', you cannot participate for Beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Nominees and other registered holders of Shares must not take up any New Shares on behalf of, or send any documents related to the SPP Offer to, any person in the United States, any U.S. Person or any person that is acting for the account or benefit of a U.S. Person, nor any other country outside Australia and New Zealand.

- (e) **(Directors and employees of RCR)** Directors and employees of RCR who are Eligible Shareholders may participate in the SPP Offer.
- (f) **(Compliance with class order)** A registered holder of Shares will be ineligible to participate in the SPP Offer if their participation would be in breach of ASIC Class Order [CO 09/425].

## TERMS & CONDITIONS

### 4. How Much Can You Invest?

The minimum application amount under the SPP Offer is A\$2,500, subject to any scale back. All applications must be in increments of A\$2,500. Applications under the SPP Offer may only be made for the following amounts, A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500, or A\$15,000.

The offer under the SPP Offer needs to comply with the limit in ASIC Class Order [CO 09/425]. Under that class order, Eligible Shareholders may only acquire a maximum of A\$15,000 worth of Shares under a security purchase plan in any 12 month period. This means that you are not permitted to acquire more than A\$15,000 worth of Shares in aggregate, even if you receive more than one Application Form or hold Shares in more than one capacity (eg, if you are both a sole and joint holder of Shares).

### 5. Issue Price of New Shares Under the SPP Offer

- (a) The price per New Share on offer under the SPP Offer (**Issue Price**) is A\$3.55, being the price per Share under the Placement.
- (b) The current Share price can be obtained from the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: RCR).
- (c) A\$3.55 per Share was the price paid by institutional investors under the Placement, which represented a discount of 5.1% to the closing price of Shares on 23 August 2017 and a 4.6% discount to the volume-weighted average price of Shares for the 5 trading days ending on 23 August 2017.
- (d) You agree to pay the Issue Price for each New Share in accordance with the provisions of Section 6(c) and Section 15 (as applicable).
- (e) You acknowledge that the market price of New Shares may rise or fall between the date of this SPP Offer and the Allotment Date, and that the effect of this is that the Issue Price you pay for the New Shares may exceed the market price of Shares on the Allotment Date.

### 6. Applying for New Shares

- (a) Eligible Shareholders may apply to purchase a parcel of New Shares above a minimum of A\$2,500 and only in increments of A\$2,500, up to a maximum of A\$15,000. If you are an Eligible Shareholder and wish to participate in the SPP Offer, you must follow the instructions on the Application Form and:
  - (i) make a payment by BPAY® equivalent to the value of the parcel of New Shares you wish to apply for, by using your customer reference number (which is required to identify your holding) and the biller code, which are both on your personalised Application Form; or

- (ii) complete and submit your Application Form (and make each representation in Section 12 incorporated by reference in such Application Form) and provide a cheque, bank draft or money order made payable to 'RCR Tomlinson' and submit it by mail in accordance with the instructions on the Application Form

so that it is received by the Share Registry by 5.00pm (AEST) on the Closing Date.

Payments must be denominated in Australian dollars only.

If you pay by BPAY® you do not need to send your completed Application Form as receipt of your BPAY® payment will be taken by RCR as your application.

Your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when paying by BPAY®. Your financial institution may have set a limit on the amount that you can pay by BPAY®.

- (b) Receipts for payment will not be issued
- (c) If you apply for New Shares under the SPP Offer, you will apply for a certain value, rather than a certain number, of New Shares. Subject to Section 6(e) RCR will divide the parcel value you select by the Issue Price to determine the number of New Shares for which you have applied (rounded down to the nearest whole number of New Shares). Any balance of money sent by you that is remaining as a result of rounding will be refunded to you except where the amount is less than A\$2.00 (or an amount advised by RCR) in which instance it will be retained by RCR or donated to charity (at the RCR's discretion). No interest will be paid on money refunded.
- (d) You will not be charged brokerage or other transaction costs on the acquisition of any New Shares.
- (e) Eligible Shareholders who receive more than one offer under the SPP Offer (e.g. because they hold Shares in more than one capacity) may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate value of more than A\$15,000.
- (f) If you are a Custodian, you may spend up to A\$15,000 applying for New Shares for each underlying Eligible Beneficiary subject to you annexing to your Application Form a Custodian Certificate for the total of your application addressed to RCR with the following information:
  - (i) confirmation of either or both of the following:
    - (A) that you hold Shares on behalf of one or more other persons (each a **Participating Beneficiary**) that are not Custodians provided that each Participating Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States; or

## TERMS & CONDITIONS

- (B) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of a Participating Beneficiary, and you hold the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
- (ii) confirmation that each Participating Beneficiary has subsequently instructed:
  - (A) if Section 6(f)(i)(A) applies - you, or
  - (B) if Section 6(f)(i)(B) applies - the Downstream Custodian,
 to apply for New Shares on their behalf;
- (iii) the number of Participating Beneficiaries and their names and addresses;
- (iv) in respect of each Participating Beneficiary:
  - (A) if Section 6(f)(i)(A) applies – the number of Shares that you hold on their behalf; or
  - (B) if Section 6(f)(i)(B) applies – the number of Shares to which the beneficial interests relate;
- (v) in respect of each Participating Beneficiary:
  - (A) if Section 6(f)(i)(A) applies – the number or the dollar amount of the New Shares they have instructed you to apply for on their behalf; or
  - (B) if Section 6(f)(i)(B) applies – the number or the dollar amount of New Shares they have instructed the Downstream Custodian to apply for on their behalf;
- (vi) confirming that there are no Participating Beneficiaries in respect of which the total of the application value for the following exceeds A\$15,000:
  - (A) the New Shares applied for by you in accordance with the instructions referred to in Section 6(f)(v)(A) above; and
  - (B) any other Shares issued to you in the 12 months before the application as a result of an instruction given by them to you or the Downstream Custodian to apply for New Shares on their behalf under an arrangement similar to the SPP;
- (vii) confirmation that a copy of these Terms and Conditions was given to each Participating Beneficiary; and
  - (A) where Section 6(f)(i)(A) applies – a Custodian Certificate including the name and address of each Custodian who holds beneficial interests in Shares held by you in relation to each Participating Beneficiary.
  - (B) If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for Beneficiaries in the manner described above. In this case, the rules in Section 6(e) apply.
- (viii) Custodians wishing to participate on behalf of a Beneficiary or Beneficiaries must provide the certifications required by ASIC Class Order [CO 09/425] and contact the Registry by emailing [custodians@computershare.com.au](mailto:custodians@computershare.com.au) to request a Custodian Certificate that contains these certifications and other details required to be provided by the Custodian.
- (g) RCR may accept or reject your application for New Shares, either in whole or in part, in its absolute discretion. For example, RCR may reject your application in any of the following circumstances (among others):
  - (i) your application does not comply with the Terms and Conditions;
  - (ii) it appears that you are applying to purchase a number of New Shares that will mean that your Aggregate SPP Participation will exceed A\$15,000;
  - (iii) your Application Form is incorrectly completed, incomplete or otherwise determined by RCR to be invalid;
  - (iv) your cheque, bank draft is dishonoured or the cheque, bank draft or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of New Shares for which you have applied;
  - (v) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, bank draft or money order, the cheque, bank draft or money order is not drawn on an Australian financial institution;
- (h) your Application Form or BPAY® payment is received after the Closing Date. Late or otherwise incomplete or invalid payments will be refunded to you; or
- (i) RCR believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

### 7. Risk

Subscription for New Shares under the SPP Offer is a speculative investment and the market price may change between the date you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for is likely to rise or fall. Importantly, there is a risk that during the period between when you apply for New Shares and when the New Shares are issued to you, the price at which Shares are traded on the ASX may be less than the Issue Price payable under this SPP Offer.

This document is not a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purposes of the SPP Offer. This document does not contain the types of disclosure required to be contained in a prospectus or product disclosure statement.



## TERMS & CONDITIONS

You must rely on your own knowledge of RCR, previous disclosures made by RCR to the ASX (including disclosure regarding the risks of making an investment in RCR) and, if necessary, consult your professional adviser when deciding whether or not to participate in the SPP Offer.

### 8. Number of New Shares to be Issued

If you apply for New Shares, you will apply for a certain value, rather than a certain number, of New Shares.

If your application is accepted, RCR will divide the value of your application monies by the Issue Price (as outlined in paragraph 5) in order to determine the number of New Shares which, subject to scale back, will be issued to you.

If this calculation produces a fractional number, the number of New Shares you are issued will be rounded down to the nearest whole number of New Shares (refer to Section 15(d) for information on rounding in the event of a scale back).

### 9. Issue

New Shares will be issued on the Allotment Date.

New Shares will rank equally with existing Shares as at the Allotment Date and will be eligible for any final dividend in respect of the Shares for the year ended 30 June 2017.

RCR will apply to ASX for the quotation of New Shares. It is anticipated that the New Shares will be quoted on ASX, and that trading of the New Shares will commence, on Friday, 22 September 2017.

The Registry will send you a holding statement or allotment confirmation, confirming the issue of the New Shares, on or around Monday, 25 September 2017.

### 10. Timetable

- (a) Subject to Section 10(b):
  - (i) **(Record Date)** the record date for the SPP Offer is 7.00pm (AEST) on Wednesday, 23 August 2017;
  - (ii) **(Opening Date)** the SPP Offer opens at 9.00am (AEST) on Thursday, 31 August 2017;
  - (iii) **(Closing Date)** the SPP Offer closes at 5.00pm (AEST) on Friday, 15 September 2017;
  - (iv) **(SPP Results Announcement)** the number of New Shares to be issued, the Issue Price and, if applicable, any scale back will be announced to the ASX shortly after the Closing Date;
  - (v) **(Allotment Date)** the Company proposes to allot the New Shares on Thursday, 21 September 2017;
  - (vi) **(Trading Date)** the New Shares are expected to commence trading on Friday, 22 September 2017; and
  - (vii) **(Despatch Date)** the date on which transaction confirmations are sent to relevant Shareholders and, if applicable, a direct credit deposit to your nominated account is made or refund cheque is despatched, is expected to be Monday, 25 September 2017.

- (b) RCR may vary any of the dates in Section 10(a) in its discretion (even if the offer has opened, or BPAY® or Application Forms have been received) by lodging a revised timetable with ASX.

### 11. Refunds

In the event of: (a) scale back in accordance with Section 15; or (b) where the unallocated money of an individual application is greater than A\$2.00 in accordance with Section 6(c), the difference between the value of the New Shares you are issued (calculated using the Issue Price) and the application money you paid will be refunded to you by RCR, without interest, following issuance of the New Shares.

### 12. Effect of Making an Application

If you submit a BPAY® payment or complete and return an Application Form together with a cheque, bank draft or money order:

- (a) you represent, warrant, and acknowledge that you have read and understood the terms and provisions of this SPP Offer Booklet;
- (b) you warrant that you are an Eligible Shareholder and are eligible to participate in the SPP for the amount of your application;
- (c) you represent, acknowledge and agree that you are not in the United States and are not a U.S. Person and are not acting for the account or benefit of a U.S. Person (in which case, you will not be eligible to participate in respect of that person), and that you are subscribing for or purchasing the New Shares in an "offshore transaction" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act;
- (d) you understand and acknowledge that the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any other jurisdiction in the United States;
- (e) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in regular way transactions on the ASX where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or a U.S. Person or is acting for the account or benefit of a U.S. Person;
- (f) you are not engaged in the business of distributing securities and you have not sent, and you agree not to send, release or distribute this SPP Offer Booklet, the Application Form, or copies thereof, or any other materials relating to the SPP Offer to any person in the United States or to any person who is, or is acting for the account or benefit of, a U.S. Person;



## TERMS & CONDITIONS

- (g) if you are acting as a trustee, nominee or Custodian, each Beneficiary on whose behalf you are participating is resident in Australia or New Zealand and is not in the United States or a U.S. Person and is not acting for the account or benefit of a U.S. Person and you have not sent this SPP Offer Booklet, the Application Form or any other materials or information relating to the SPP Offer to any such person;
- (h) you will not deposit the New Shares into any unrestricted depository receipt facility established or maintained by a depository bank;
- (i) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP Offer or these Terms and Conditions;
- (j) you acknowledge your application is irrevocable and unconditional (that is, cannot be withdrawn);
- (k) you certify that the total of the application price for the following does not exceed A\$15,000:
  - (i) New Shares under the SPP Offer the subject of this application;
  - (ii) any other New Shares under the SPP Offer or any Shares that you acquired under any similar arrangement in the 12 months before the date of your application;
  - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP Offer; and
  - (iv) any other Shares issued to a Custodian in the 12 months before the date of your application as a result of an instruction to apply for Shares on your behalf under an arrangement similar to the SPP Offer given by you to the Custodian or a Downstream Custodian,

even though you may have received more than one offer under the SPP Offer or received offers in more than one capacity under the SPP Offer;
- (l) if you are a Custodian, you warrant that you have provided a Custodian Certificate to RCR (in a form that is true, correct and not misleading) and make additional representations that you:
  - (i) are a Custodian (as that term is defined in ASIC Class Order [CO 09/425];
  - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this document;
  - (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary with an aggregate application amount of more than A\$15,000 under the SPP;
- (iv) hold an Australian financial services licence that:
  - (A) covers the provision of a custodial or depository service (as defined by section 766E of the Corporations Act); or
  - (B) includes a condition requiring you to comply with the requirements of ASIC Class Order [CO 02/294];
- (v) are exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service under:
  - (A) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001;
  - (B) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184];
  - (C) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313];
  - (D) an individual instrument of relief granted by ASIC in terms similar to one of the class orders referred to in (C) above; or
  - (E) paragraph 911A(2)(h) of the *Corporations Act 2001 (Cth)*;
- (vi) are a trustee of a:
  - (A) self-managed superannuation fund (within the meaning of section 17A of the Superannuation Industry (Supervision) Act 1993 (Cth)); or
  - (B) superannuation master trust (as defined in ASIC Class Order [CO 09/425]);
- (vii) are the responsible entity of an IDPS-like scheme (as defined in ASIC Class Order [CO 02/296] or any class order that replaces that class order); or
- (viii) are the registered holder of Shares and are noted on the Register as holding the Shares on account of another person;
- (m) you warrant that all details and statements in your Application Form are true and complete and not misleading;
- (n) you authorise RCR to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by inserting any missing minor detail;
- (o) you acknowledge that RCR may determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (p) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Register;
- (q) you are responsible for any dishonour fees or other costs RCR may incur in presenting a cheque for payment that is dishonoured;

## TERMS & CONDITIONS

- (r) you acknowledge that no interest will be paid on any application money paid in connection with this SPP Offer and that are held pending the allotment of the New Shares or subsequently refunded to you for any reason;
- (s) you acknowledge that you have not been provided with investment advice or financial product advice or tax advice by RCR or the Share Registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in, or the extent of such participation in, the SPP Offer;
- (t) you acknowledge that RCR and its officers and agents are not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (u) you agree to be bound by the constitution of RCR (as amended from time to time);
- (v) you authorise RCR, and its officers and agents, to do anything on your behalf necessary for New Shares to be issued to you in accordance with the Terms and Conditions; and
- (w) you agree that when you have previously provided RCR or the Registry with bank account details for the purpose of direct credit of RCR dividends, any refund to be paid to you under these Terms and Conditions may be direct credited into that nominated account.

### 13. Waiver, Amendment, Suspension and Withdrawal

RCR may, at its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions (including the timetable for the SPP), or suspend or withdraw the offer made under this SPP Offer at any time and in its absolute discretion. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where RCR does not give notice of the event. However, the rights of any Eligible Shareholders in connection with any New Shares that have been duly issued and allotted to that person before the occurrence of any such waiver, amendment, variation, suspension or withdrawal will not be affected as a result of any such occurrence. In the event that the SPP is withdrawn or terminated all of your application monies will be refunded to you. No interest will be paid on any money returned to you.

If you have any questions in respect of the SPP Offer, please contact the RCR SPP Offer Shareholder Information Line on 1300 113 231 (within Australia) or +61 3 9415 4017 (outside Australia).

### 14. Rights Attaching

The rights and obligations of the New Shares are contained in the constitution of RCR. The New Shares will be issued on the same terms as all other Shares and RCR will apply for the New Shares proposed to be issued under the SPP Offer to be quoted on the ASX. If the New Shares are not quoted on the ASX, the New Shares will not be issued and all application money will be refunded.

### 15. Scale Back

- (a) The SPP Offer aims to raise up to A\$15 million. RCR may, in its absolute discretion, reduce the number of New Shares allotted to each applicant to the extent and in the manner that it sees fit, including if the aggregate amount applied for by all Eligible Shareholders exceeds RCR's requirements (scale back). If undertaken, the scale back will take into account the application size of each applicant and the number of Shares held on the Record Date.
- (b) If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.
- (c) If there is a scale back, the difference between the application money received from you, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded by RCR, without interest, following allotment.
- (d) If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allotted will be rounded down to the nearest whole number of New Shares.

### 16. Costs of Participation

No brokerage costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the SPP Offer.

### 17. Privacy

By receiving completed Application Forms, RCR collects personal information about Shareholders. RCR will use this information to process the Application Form and update its records. To the extent restricted by law, RCR will not disclose personal information about a Shareholder to a third party.

To the extent permitted by law, Shareholders are able to access, upon request, personal information about them held by RCR. A copy of the RCR Privacy Policy can be obtained from the RCR website at <http://www.rcrtom.com.au/>. The Registry's privacy policy is available on its website: [www.computershare.com.au](http://www.computershare.com.au). Each privacy policy contains information about how you may seek access to, and correction of, your personal information and also contains information about how you can complain about a breach of the Privacy Act and how such a complaint will be dealt with.

### 18. Dispute Resolutions

RCR may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP Offer. The decision of RCR will be conclusive and binding on all participants and other persons to whom the determination relates. RCR's rights may be exercised by the Boards or any delegate of the Boards.

The powers of RCR under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors or senior officers of RCR.

## TERMS & CONDITIONS

---

### **19. Governing Law**

These Terms and Conditions are governed by the laws in force in New South Wales. Any dispute arising out of or in connection with these Terms and Conditions, or the offer of New Shares, will be determined by the courts of New South Wales. By accepting this offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of New Shares are contained in the constitution of RCR.

The Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

### **20. No Underwriting**

The SPP Offer will not be underwritten.

## DEFINITIONS

---

**Aggregate SPP Participation** means the aggregate value of Shares applied for under the SPP Offer.

**Allotment Date** means the date upon which New Shares will be allotted under the SPP Offer.

**Application Form** means the personalised application form under which Eligible Shareholders may apply to participate in the SPP Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the Australian Securities Exchange.

**Beneficiary** means a person on whose behalf a Custodian holds registered Shares.

**Board** means the board of directors of RCR.

**Closing Date** means 5.00pm (AEST) on Friday, 15 September 2017, or such other date determined by RCR.

**Corporations Act** means *Corporations Act 2001 (Cth)*.

**Custodian** means a custodian as defined in paragraph 14 of ASIC Class Order [CO 09/425].

**Custodian Certificate** means the certificate to be provided by Custodians within the meaning of ASIC Class Order [CO 09/425].

**Director** means a director of RCR.

**Eligible Beneficiary** means a Beneficiary of a Custodian with a registered address in Australia or New Zealand as at the Record Date, provided that such Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States).

**Eligible Shareholder** means a Shareholder eligible to participate in the SPP Offer in accordance with Section 3. For the avoidance of doubt, such Shareholder may not be in the United States and may not be a U.S. Person or acting for the account or benefit of a U.S. Person.

**Issue Price** means the price per New Share calculated in accordance with Section 5.

**New Share** means a fully paid ordinary Share issued in accordance with this SPP Offer.

**Opening Date** means 9.00am (AEST) on Thursday, 31 August 2017.

**Placement** means the placement of Shares to institutional investors as announced to the ASX on Thursday, 24 August 2017.

**Record Date** means 7.00pm (AEST) on Wednesday, 23 August 2017.

**Register** means the register of RCR Shareholders maintained by the Registry.

**Registry** means Computershare Investor Services Pty Limited (ACN 078 279 277).

**Regulation S** means Regulation S promulgated under the U.S. Securities Act.

**RCR** means RCR Tomlinson Limited (ACN 008 898 486).

**Scale back** means the right of RCR, in its absolute discretion, to reduce the number of New Shares allotted to each applicant under Section 15.

**Share** means a fully paid ordinary share in RCR.

**Shareholder** means the registered holder of a Share.

**Share Registry** means Computershare Investor Services Pty Limited.

**SPP** means this Share Purchase Plan.

**SPP Offer** means the offer and sale of New Shares pursuant to the SPP.

**SPP Offer Booklet** means this offer booklet dated Thursday, 31 August 2017.

**Terms and Conditions** means the terms and conditions of the SPP Offer set out in this document, including the Application Form.

**United States** has the meaning given to this term in Rule 902(l) under the U.S. Securities Act.

**U.S. Person** has the meaning given to it in Rule 902(k) under the U.S. Securities Act.

**U.S. Securities Act** means the U.S. Securities Act of 1933, as amended.



RCR is a diversified engineering and infrastructure company providing intelligent engineering solutions to the infrastructure, energy and resources sectors.

## **E. I. ENGINEERING INTELLIGENCE.**

That's what we do.

### **Head Office:**

RCR Tomlinson Ltd  
(ACN 008 898 486)  
Level 39  
50 Bridge Street  
Sydney NSW 2000

### **About the SPP Offer**

#### **Shareholder Enquiries:**

Tel: 1300 113 231 (in Australia)

Tel: +61 3 9415 4017 (outside Australia)