



7 September 2015

## APPENDIX 3Y CHANGE OF DIRECTOR'S INTEREST – PAUL DALGLEISH

Attached is an Appendix 3Y to notify of a change of the interest of Dr Paul Dalglish, Managing Director & CEO, in securities in RCR Tomlinson Ltd ("RCR").

The change in interest in RCR securities results from a combination of the issue of 1,262,163 ordinary shares on the exercise of vested Performance Rights under RCR's long-term incentive plan and the interest in 79,556 restricted shares issued under RCR's short-term incentive plan.

The restricted shares represent the mandatory deferral of part of Dr Dalglish's short-term incentive payment arrangement for FY15 as reported in RCR's 2015 Remuneration Report. The restricted shares were acquired on-market by the RCR Employee Share Trust and will be held by the Plan Trustee on behalf of Dr Dalglish until the expiry of a two year restriction period. They are also subject to certain forfeiture conditions.

The Performance Rights represent Dr Dalglish's long-term incentive payment arrangement as approved by shareholders on 7 November 2012 and vested as reported in RCR's 2015 Remuneration Report.

The acquisition of these share interests when aggregated with Dr Dalglish's existing shareholdings have increased Dr Dalglish's relevant interest in RCR shares to 5.93%. A Change in Substantial Holder Notice from Dr Dalglish, in accordance with section 671B of the Corporations Act, will follow this announcement.

ENDS

For further information please contact:

### Company Secretary

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### About RCR

RCR Tomlinson Ltd (ASX code: RCR) ("RCR") is one of Australia's oldest and most diversified engineering and infrastructure companies providing turnkey integrated solutions to clients in the **infrastructure**, **energy** and **resources** sectors.

RCR's core capabilities encompass structural, mechanical, piping and electrical disciplines, railway signalling & overhead wiring systems; OEM supply of materials handling and process equipment; asset repair and maintenance services; HVAC; facilities management, design and construction of power generation plants (using a wide range of fuels), water infrastructure solutions, and integrated oil & gas services to both onshore and offshore.

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

*Rule 3.19A.2*

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>RCR Tomlinson Ltd</b>
<b>ABN</b>	<b>81 008 898 486</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Paul Joseph Dagleish
<b>Date of last notice</b>	27 February 2015

### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and Indirect interest
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Ordinary Shares and Restricted Shares registered in the name of CPU Share Plans Pty Ltd as trustee of the RCR Long Term Incentive Plan and RCR Short Term Incentive Plan. Dr Dagleish is the beneficiary of the shares under the trust deed and plan rules.
<b>Date of change</b>	7 September 2015

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+ See chapter 19 for defined terms.

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<p><b>No. of securities held prior to change</b></p>	<p><b><u>Direct</u></b></p> <p><b>6,741,044 Ordinary Shares</b></p> <p><b>1,400,000 Performance Rights (Unlisted)</b> Each Performance Right is a right to acquire one fully paid ordinary share, subject to satisfaction of predefined Earnings per Share ("EPS") and Total Shareholder Return ("TSR") performance hurdles, vesting 31 August 2015.</p> <p><b>432,180 Performance Rights (Unlisted)</b> Each Performance Right is a right to acquire one fully paid ordinary share, subject to satisfaction of predefined EPS and TSR performance hurdles, vesting 31 August 2016.</p> <p><b>470,220 Performance Rights (Unlisted)</b> Each Performance Right is a right to acquire one fully paid ordinary share, subject to satisfaction of predefined EPS and TSR performance hurdles, vesting 31 August 2017.</p> <p><b><u>Indirect</u></b></p> <p><b>9,100 Ordinary Shares</b> – Registered in the name of Versailles Pty Ltd &lt;Swartz Super Fund A/C&gt;, Ms Charmaine Swartz as Trustee and Beneficiary of the Swartz Superannuation Fund. Ms Swartz is the partner of Dr Dalglish. Although Dr Dalglish has confirmed to the Company that he does not have a relevant interest in those shares, the shareholding is disclosed for governance purposes.</p> <p><b>155,575 Restricted Shares</b> - A Restricted Share is an Ordinary Fully Paid Share issued under the RCR Short Term Incentive Plan that is subject to a two year restriction period ending 31 August 2015 and forfeiture in certain prescribed circumstances before the end of the restriction period. The Restricted Shares are registered in the name of CPU Share Plans Pty Ltd and are held on behalf of Dr Paul Dalglish.</p> <p><b>80,429 Restricted Shares</b> - A Restricted Share is an Ordinary Fully Paid Share issued under the RCR Short Term Incentive Plan that is subject to a two year restriction period ending 31 August 2016 and forfeiture in certain prescribed circumstances before the end of the restriction period. The Restricted Shares are registered in the name of CPU Share Plans Pty Ltd and are held on behalf of Dr Paul Dalglish.</p>
<p><b>Class</b></p>	<p>Ordinary Fully Paid Shares; and Restricted Shares.</p>

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<b>Number acquired</b>	<ul style="list-style-type: none"> <li>1,262,163 Ordinary Shares on the vesting of 1,262,163 Performance Rights. Note that 137,837 Performance Rights Lapsed.</li> <li>79,556 Restricted Shares awarded under the RCR Short Term Incentive Plan. Restricted Shares are subject to a two year restriction period ending 31 August 2017 and certain forfeiture conditions. These shares were acquired on-market by the RCR Employee Share Trustee, CPU Share Plans Pty Ltd and transferred to Dr Dalglish to satisfy the company's obligations to Dr Dalglish under the RCR Short Term Incentive Plan.</li> </ul>
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>The Ordinary Shares and Restricted Shares were issued to Dr Dalglish as part of his remuneration package following the achievement of certain performance based hurdles.</p> <p>The value of these securities are detailed below:</p> <p>\$2,347,623 being the value of the 1,262,163 Ordinary Fully Paid Shares acquired pursuant to the exercise of 1,262,163 Performance Rights. The value is based on a share price of \$1.86 per share, being the average of the daily volume weighted average sale price of the Company shares sold on the ASX during the ten trading days up to 31 August 2015 (being the date of vesting).</p> <p>\$148,770 being the value of the 79,556 Restricted Shares. In accordance with the terms of the Restricted Shares this value is based on a share price of \$1.87 per share, being the average of the daily volume weighted average sale price of the Company shares sold on the ASX during the five trading days up to 27 August 2015 (being 5 days after release of RCR's FY15 financial results).</p>

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+ See chapter 19 for defined terms.

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<p><b>No. of securities held after change</b></p>	<p><b><u>Direct</u></b></p> <p><b>8,158,782 Ordinary Shares</b></p> <p><b>432,180 Performance Rights (Unlisted)</b> Each Performance Right is a right to acquire one fully paid ordinary share, subject to satisfaction of predefined EPS and TSR performance hurdles, vesting 31 August 2016.</p> <p><b>470,220 Performance Rights (Unlisted)</b> Each Performance Right is a right to acquire one fully paid ordinary share, subject to satisfaction of predefined EPS and TSR performance hurdles, vesting 31 August 2017.</p> <p><b><u>Indirect</u></b></p> <p><b>9,100 Ordinary Shares</b> – Registered in the name of Versailles Pty Ltd &lt;Swartz Super Fund A/C&gt;, Ms Charmaine Swartz as Trustee and Beneficiary of the Swartz Superannuation Fund. Ms Swartz is the partner of Dr Dalglish. Although Dr Dalglish has confirmed to the Company that he does not have a relevant interest in those shares, the shareholding is disclosed for governance purposes.</p> <p><b>80,429 Restricted Shares</b> - A Restricted Share is an Ordinary Fully Paid Share issued under the RCR Short Term Incentive Plan that is subject to a two year restriction period ending 31 August 2016 and forfeiture in certain prescribed circumstances before the end of the restriction period. The Restricted Shares are registered in the name of CPU Share Plans Pty Ltd and are held on behalf of Dr Paul Dalglish.</p> <p><b>79,556 Restricted Shares</b> - A Restricted Share is an Ordinary Fully Paid Share issued under the RCR Short Term Incentive Plan that is subject to a two year restriction period ending 31 August 2017 and forfeiture in certain prescribed circumstances before the end of the restriction period. The Restricted Shares are registered in the name of CPU Share Plans Pty Ltd and are held on behalf of Dr Paul Dalglish.</p>
<p><b>Nature of change</b>  Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>1,262,163 Ordinary Shares transferred to Dr Dalglish from the RCR Employee Share Trust to satisfy the Company's obligations on the vesting of 1,262,163 Performance Rights, which vested on the satisfaction of pre-defined compound annual growth rate hurdles referenced to EPS and RCR's TSR exceeding the comparator group over the period 1 July 2012 to 30 June 2015.</p> <p>79,556 Restricted Shares awarded to Dr Dalglish as part of his short-term incentive award for FY15 and in accordance with the RCR Short Term Incentive Plan that is, as set out in the Company's 2015 Remuneration Report. The Restricted Shares represent the mandatory deferral of part of Dr Dalglish's annual incentive award into Restricted Shares, which will only vest in two years (on 31 August 2017) and which are subject to certain forfeiture conditions.</p> <p>Transfer of 155,575 Restricted Shares registered in the name of CPU Share Plans Pty Ltd and held on behalf of Dr Paul Dalglish, into 155,575 Ordinary Shares held in Dr Dalglish's own name. The shares transferred following completion of the two year Restriction Period.</p>

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## **Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Not Applicable
<b>Nature of interest</b>	Not Applicable
<b>Name of registered holder (if issued securities)</b>	Not Applicable
<b>Date of change</b>	Not Applicable
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not Applicable
<b>Interest acquired</b>	Not Applicable
<b>Interest disposed</b>	Not Applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not Applicable
<b>Interest after change</b>	Not Applicable

## **Part 3 – <sup>+</sup>Closed Period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not Applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not Applicable

**Dated: 7 September 2015**

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<sup>+</sup> See chapter 19 for defined terms.