

4 October 2016

The Manager  
ASX Company Announcements  
Australian Securities Exchange (ASX)  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**NOTICE OF CHANGE IN DIRECTORS INTEREST – PAUL DALGLEISH**

Please be advised that I have sold 2 million shares. I am strongly committed to the future growth of RCR and remain a top 5 shareholder with 6.3 million shares.

Proceeds from the sale will be used primarily to fund commitments to the Australian Tax Office.

A Notice of Change in Director's Interest (ASX Appendix 3Y) is attached.

A Notice in accordance with section 671B of the Corporations Act 2001, will follow this announcement as my interests in RCR shares has reduced from 5.9% to 4.5%.



Paul Dalgleish  
Managing Director & Chief Executive Officer  
**RCR Tomlinson Ltd**

# 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

Name of entity	<b>RCR Tomlinson Ltd</b>
ABN	<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.

Name of Director	Paul Joseph Dagleish
Date of last notice	2 September 2016

### 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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not Applicable
Date of change	3 October 2016

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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No. of securities held prior to change	<p><b><u>Direct</u></b></p> <p><b>8,239,211 Ordinary Shares</b></p> <p><b>470,220 Performance Rights (Unlisted)</b> subject to two separate performance criteria, being Earnings Per Share Growth (weighted at 235,110 Performance Rights) and Relative TSR (weighted at 235,110 Performance Rights), vesting 31 August 2017.</p> <p><b>777,200 Performance Rights (Unlisted)</b> subject to two separate performance criteria, being Earnings Per Share Growth (weighted at 388,600 Performance Rights) and Relative TSR (weighted at 388,600 Performance Rights), vesting 31 August 2018.</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 wife of Dr Dagleish. Although Dr Dagleish 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>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 Paul Dagleish.</p>
Class	Ordinary Shares
Number acquired	Not Applicable
Number disposed	2,000,000 Ordinary Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$2.60 per Share

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n831275/1+ See chapter 19 for defined terms.

No. of securities held after change	<p><b><u>Direct</u></b></p> <p><b>6,239,211 Ordinary Shares</b></p> <p><b>470,220 Performance Rights (Unlisted)</b> subject to two separate performance criteria, being Earnings Per Share Growth (weighted at 235,110 Performance Rights) and Relative TSR (weighted at 235,110 Performance Rights), vesting 31 August 2017.</p> <p><b>777,200 Performance Rights (Unlisted)</b> subject to two separate performance criteria, being Earnings Per Share Growth (weighted at 388,600 Performance Rights) and Relative TSR (weighted at 388,600 Performance Rights), vesting 31 August 2018.</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 wife 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>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 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>	On-Market

## 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.

Detail of contract	Not Applicable
Nature of interest	Not Applicable
Name of registered holder (if issued securities)	Not Applicable
Date of change	Not Applicable
<p>No. and class of securities to which interest related prior to change</p> <p>Note: Details are only required for a contract in relation to which the interest has changed</p>	Not Applicable
Interest acquired	Not Applicable

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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Interest disposed	Not Applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not Applicable
Interest after change	Not Applicable

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

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

**Dated: 4 October 2016**

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<sup>11831275/1+</sup> See chapter 19 for defined terms.