

# 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 Dalgleish
Date of last notice	7 September 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.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable as direct interest.
Date of change	29 June 2016

---

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

---

No. of securities held prior to change	<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 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>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 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 Paul Dalglish.</p>
Class	Performance Rights (Unlisted)
Number acquired	777,200 Performance Rights granted to Paul Dalglish under the Company's Performance Incentive Plan and otherwise on the terms approved by shareholders at the Company's Annual General Meeting held on 6 November 2015.
Number disposed	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	As described on page 10 of the 2015 Notice of Annual General Meeting, the grant of Performance Rights to Dr Dalglish form part of his existing remuneration arrangements and are therefore granted at no cost.

---

n831275/1+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

No. of securities held after change	<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>777,200 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 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 Dalgleish. Although Dr Dalgleish 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 Paul Dalgleish.</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 Dalgleish.</p>
<p><b>Nature of change</b></p> <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p><b>Grant of 777,200 Performance Rights (Unlisted)</b> pursuant to the Company's Performance Incentive Plan and as otherwise approved by shareholders at the Company's Annual General Meeting held on 6 November 2015.</p>

## 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

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

Date of change	Not Applicable
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not Applicable
Interest acquired	Not Applicable
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?	Not Applicable
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: 29 June 2016**