

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	RCR Tomlinson Ltd
ABN	81 008 898 486

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	29 June 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 and Interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Performance Rights and Restricted Shares registered in the name of CPU Share Plans Pty Ltd as trustee of the RCR Long Term Incentive Plan, RCR Performance Incentive Plan and the RCR Short Term Incentive Plan. Dr Dalgleish is the beneficiary of the shares under the trust deed and plan rules.
Date of change	31 August 2016

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p><u>Direct</u></p> <p>8,158,782 Ordinary Shares</p> <p>432,180 Performance Rights (Unlisted) subject to two separate performance criteria, being Earnings Per Share Growth (weighted at 216,090 Performance Rights) and Relative TSR (weighted at 216,090 Performance Rights), vesting 31 August 2016.</p> <p>470,220 Performance Rights (Unlisted) 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>777,200 Performance Rights (Unlisted) 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><u>Indirect</u></p> <p>9,100 Ordinary Shares – Registered in the name of Versailles Pty Ltd <Swartz Super Fund A/C>, 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>80,429 Restricted Shares – 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>79,556 Restricted Shares - 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	Ordinary Shares, Performance Rights (Unlisted), and Restricted Shares
Number acquired	80,429 Ordinary Shares acquired on conversion of 80,429 Restricted Shares.
Number disposed	216,090 Performance Rights lapsed. 216,090 Performance Rights vested and converted into cash. 80,429 Restricted Shares converted into Ordinary Shares.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	The securities acquired by Dr Dalglish form as part of his remuneration.

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<p>No. of securities held after change</p>	<p><u>Direct</u></p> <p>8,239,211 Ordinary Shares</p> <p>470,220 Performance Rights (Unlisted) 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>777,200 Performance Rights (Unlisted) 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><u>Indirect</u></p> <p>9,100 Ordinary Shares – Registered in the name of Versailles Pty Ltd <Swartz Super Fund A/C>, 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>79,556 Restricted Shares - 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>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>80,429 Restricted Shares – Transfer of 80,429 Restricted Shares registered in the name of CPU Share Plans Pty Ltd and held on behalf of Dr Paul Dalgleish, into 80,429 Ordinary Shares held in Dr Dalgleish's own name. The shares transferred following completion of the two year Restriction Period ending 31 August 2016.</p> <p>432,180 Performance Rights (Unlisted) – The Performance Rights for the three year performance period ending 30 June 2016, are subject to two separate performance criteria, being Earnings Per Share Growth ("EPS Hurdle") (weighted at 50%, being 216,090 Performance Rights) and Total Shareholder Return ("TSR Hurdle") (weighted at 50%, being 216,090 Performance Rights). In respect of the three year performance period ending 30 June 2016;</p> <ul style="list-style-type: none"> - a total of 216,090 Performance Rights lapsed, as the required EPS Hurdle was not achieved; and - a total of 216,090 Performance Rights vested on the basis of satisfaction of the TSR Hurdle. The 216,090 Performance Rights vested are convertible into 240,994 Ordinary Shares calculated on the basis of one share for each right plus an additional number of shares calculated on the basis of dividends that would have been paid in respect of the shares being reinvested over the three year performance period. In accordance with the Rules of the Long-Term Incentive Plan, the Board (excluding Dr Dalgleish) has determined to pay cash rather than issue the shares to Dr Dalgleish. The cash payment will be \$615,572 (before tax) and is calculated based on the 5 day VWAP share price at close of trade on 31 August 2016.

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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.

Detail of contract	Not Applicable
Nature of interest	Not Applicable
Name of registered holder (if issued securities)	Not Applicable
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 – ⁺Closed Period

Were the interests in the securities or contracts detailed above traded during a ⁺ 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: 2 September 2016