

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 Dagleish
Date of last notice	8 September 2014

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	27 February 2015

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	<p><u>Direct</u></p> <p>6,741,044 Ordinary Shares</p> <p>1,400,000 Performance Rights (Unlisted) 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>432,180 Performance Rights (Unlisted) 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><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 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>155,575 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 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>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 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>
Class	Performance Rights (unlisted).
Number acquired	470,220 Performance Rights granted to Dr Paul Dalglish under the Company's existing Long-Term Incentive Plan and otherwise on the terms approved by shareholders at the Company's Annual General Meeting held on 19 November 2014. The Performance Rights are subject to predefined performance EPS and TSR hurdles and if those hurdles are met vest, in whole or in part, on 31 August 2017.
Number disposed	Nil

11831275/1+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	As described on page 10 of the 2014 Notice of Annual General Meeting, the grant of Performance Rights to Dr Dalgleish form part of his existing remuneration arrangements and are therefore granted at no cost.
No. of securities held after change	<p><u>Direct</u></p> <p>6,741,044 Ordinary Shares</p> <p>1,400,000 Performance Rights (Unlisted) 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>432,180 Performance Rights (Unlisted) 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>470,220 Performance Rights (Unlisted) 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><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 partner 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>155,575 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 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 Dalgleish.</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 Dr Paul Dalgleish.</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>Grant of 470,220 Performance Rights (Unlisted) pursuant to the Company's existing Long-Term Incentive Plan and as otherwise approved by shareholders at the Company's Annual General Meeting held on 19 November 2014.</p>

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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: 27 February 2015

^{11831275/1+} See chapter 19 for defined terms.