

18 July 2017

Australian Securities Exchange (ASX)
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Attention: ASX Company Announcements
The Manager

Dear Sirs

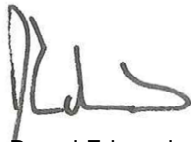
SUBJECT: APPENDIX 3Y – CHANGE OF DIRECTORS INTEREST

On 25 January 2017 the Company released to the ASX an Appendix 3B detailing, amongst other grants, the grant of 588,240 performance rights (unlisted) to its Managing Director, Dr Paul Dalgleish (as approved by shareholders at the Annual General Meeting held on 25 October 2016).

Due to an administrative oversight by the Company, a corresponding Appendix 3Y was not released to reflect this grant of performance rights (unlisted). That Appendix 3Y is now attached. The Company notes that the grant was notified to ASX (be it in the form of an Appendix 3B only).

The Company has the appropriate procedures in place to meet its compliance obligations under listing rules, including its disclosure obligations under listing rule 3.19A and 3.19B.

Yours faithfully



Darryl Edwards
Company Secretary
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	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	4 October 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not Applicable
Date of change	22 February 2017 – Grant of Performance Rights (unlisted).

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held prior to change</p>	<p><u>Direct</u></p> <p>6,239,211 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>Class</p>	<p>Performance Rights (unlisted)</p>
<p>Number acquired</p>	<p>588,240 Performance Rights issued to Managing Director on 22 February 2017 as approved by shareholders. As advised in ASX Appendix 3B on 25 January 2017.</p>
<p>Number disposed</p>	<p>Not Applicable</p>
<p>Value/Consideration</p> <p>Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Not Applicable</p>

11831275/1+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held after change</p>	<p><u>Direct</u></p> <p>6,239,211 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>588,240 Performance Rights (Unlisted) subject to two separate performance criteria, being Earnings Per Share Growth (weighted at 294,120 Performance Rights) and Relative TSR (weighted at 294,120 Performance Rights), vesting 31 August 2019.</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>Grant of Performance Rights as approved by Shareholders.</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
Date of change	Not Applicable

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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: 18 July 2017

11831275/1+ See chapter 19 for defined terms.