

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

RCR Tomlinson Ltd

ABN

81 008 898 486

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

Performance Rights (unlisted)

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1,795,540 Performance Rights (Unlisted)

Appendix 3B New issue announcement

3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

- (1) **588,240** Performance Rights issued to Managing Director and approved by shareholders on 25 October 2016; and
- (2) **1,207,300** Performance Rights issued to other group executives.

Performance Rights –Key Terms

Performance Rights are issued under the terms of the RCR Performance Incentive Plan approved by shareholders on 6 November 2015.

The proposed grant of Performance Rights will be subject to at least two (and potentially three) separate performance criteria measured over the three year performance period ending 30 June 2019:

- 50% of the Performance Rights will be subject to RCR achieving between 5% and 15% annual compound growth in Earnings Per Share (“**EPS Hurdle**”); and
- 50% of the Performance Rights will be subject to RCR’s relative Total Shareholder Return (“**TSR**”) performance, measured against a comparator group of peer companies (“**TSR Hurdle**”).

The proposed terms for the grant of Performance Rights include an ability for the Board to introduce a third performance measure being an Economic Value Add (“**EVA**”) measure. If the additional performance measure or similar value creation measure (“**EVA Hurdle**”) is introduced then the Performance Rights will be split as follows, 50% to the EPS Hurdle, 25% to the TSR Hurdle and 25% to the EVA Hurdle.

To the extent that the performance criteria is not satisfied, the Performance Rights will lapse.

On exercise, each vested Performance Right carries a right to receive one fully paid ordinary share plus additional shares equal to the number calculated by dividing the value of the dividends that would have been earned by the prevailing end-of-day share price at the time that dividends are paid (rounded up to the nearest whole number).

No amount is payable upon the issue or exercise of Performance Rights.

Performance Rights that vest may be exercised (i.e. converted into ordinary shares) no later than 15 years after the grant date.

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Performance Rights - Upon conversion of the Performance Rights into fully paid ordinary shares, the allotted and issued shares will rank equally in all respects with an existing class of quoted fully paid ordinary shares.</p> <p>The Performance Rights do not have any voting rights or rights to receive dividends.</p>
5	Issue price or consideration	The Performance Rights are issued as part of the Managing Director's and other executive's remuneration arrangements and accordingly are issued for no consideration.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Grant of long-term incentives to the Managing Director and other executives.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Not applicable
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable					
6f	Number of +securities issued under an exception in rule 7.2	Not applicable					
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable					
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable					
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	On or about 20 February 2017.					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="694 1507 997 1552">Number</th> <th data-bbox="997 1507 1315 1552">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1552 997 1771">139,963,412</td> <td data-bbox="997 1552 1315 1771">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	139,963,412	Fully Paid Ordinary Shares	
Number	+Class						
139,963,412	Fully Paid Ordinary Shares						

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	50,000	Performance Rights vesting, 28 Feb 2017 and 28 Feb 2018 (RCRAQ)
	100,000	Performance Rights vesting 1 Jul 2017 (RCRAQ)
	1,165,220	Performance Rights vesting 31 Aug 2017 (RCRAQ)
	200,000	Performance Rights vesting 4 January 2018, 4 January 2019 and 4 January 2020, but expiring 1 March 2031 (RCRAQ)
	2,179,200	Performance Rights vesting 30 Aug 2018, but expiring 29 June 2031 and 14 July 2031 (RCRAQ)
	1,795,540	Performance Rights vesting 30 Aug 2019, but expiring 20 Feb 2032 (RCRAQ)
Note that since the last Appendix 3B: Performance Rights (RCRAQ) 790,250 have lapsed and 1,164,275 have vested.		
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Performance Rights do not participate in dividends.	

Part 2 - Pro rata issue

11 Is security holder approval required?	Not applicable
12 Is the issue renounceable or non-renounceable?	Not applicable
13 Ratio in which the +securities will be offered	Not applicable
14 +Class of +securities to which the offer relates	Not applicable
15 +Record date to determine entitlements	Not applicable
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable

See chapter 19 for defined terms.

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|----|---|----------------|
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | Not applicable |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not applicable |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not applicable |
| 33 | +Issue date | Not applicable |

Part 3 - Quotation of securities -

Not Applicable

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- 37 A copy of any trust deed for the additional +securities

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Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

Not applicable

39 +Class of +securities for which quotation is sought

Not applicable

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Not applicable	

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Darryl Edwards
Company Secretary



Date: 25 January 2017

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