

OUTCOME DETAILS

**Supreme Court - Civil
at Supreme Court Sydney
on 29 November 2023**

**2018/00353304-001 / Summons: Ashita Tomi Pty Ltd as trustee for Esskay Super Fund
v RCR TOMLINSON LTD trading as RCR Tomlinson Ltd**

This matter is listed for Motion (Commercial List) on 23 February 2024 9:15 AM before the Supreme Court - Civil at Supreme Court Sydney.

Estimated duration: 5 Minutes

HH makes orders in terms of short minutes of order initialled and dated today's date.

Short Minutes of Order

THE COURT NOTES:

1 The Plaintiffs and the Defendant have agreed to settle the Proceeding on the terms and conditions set out in the Deed of Settlement and Release dated 12 September 2023 (the Settlement Deed) (the RCR Settlement). The Plaintiffs' litigation funders, Omni Bridgeway Limited (ACN 067 298 088) in its capacity as appointed agent and investment manager for each of Omni Bridgeway (Fund 2) Pty Ltd (ACN 621 682 504) and Omni Bridgeway (Fund 3) Pty Ltd (ACN 621 682 460) and Burford Asia Investments Pte Ltd (together the Funders) are parties to the Settlement Deed.

2 The RCR Settlement requires approval of the Supreme Court of New South Wales (Court) under s 173 of the Civil Procedure Act 2005 (NSW) (the Act).

THE COURT ORDERS BY CONSENT

Registration Administrator

3 Mr Simon R. Weeks (Director of Sonority Pty Ltd trading as The Advisory Company) is approved as the third-party administrator of the registration process outlined in Orders 7 to 13 below (the Registration Administrator).

4 Omni Bridgeway is to electronically provide to the Registration Administrator the Data Set (as defined in Schedule 1 to these orders), within 5 business days of the date of these orders.

Notice of Proposed Settlement

5 The form and content of the:

(a) notice set out at Annexure A to these orders (Settlement Notice); and

(b) registration notice set out at Schedule A to the Settlement Notice (Registration Notice);

(c) objection notice set out at Schedule B to the Settlement Notice (Objection Notice); and

(d) covering email set out at Annexure B to these orders (Covering Email), 08660-00001/14311540.19 (together the RCR Settlement Notice) are approved for the purposes of ss 175(4), 175(5) and 176(1) of the Act.

Distribution of the RCR Settlement Notice

6 Pursuant to s 176(2) of the Act, notice is to be provided to Group Members (as defined in the Further Amended Commercial List Statement filed on 6 July 2023) in accordance with the procedure set out in Orders 7 to 13 below.

7 Continuously throughout the period from 4 December 2023 to 19 January 2024, the RCR Settlement Notice will be:

(a) posted by the Registration Administrator on <https://rcrsettlement.com.au>;

(b) posted on the “Solar Farms (RCR Tomlinson) Class Action” section of the class actions page of the website of the Supreme Court of New South Wales; and

(c) available for inspection at the Sydney Registry of the Supreme Court of New South Wales.

8 By 29 November 2023, for the purposes of notifying Group Members of the RCR Settlement, the Plaintiffs are to:

(a) engage Computershare Limited to act as the independent agent (the Mail House) in respect of the distribution of the Covering Email; and

(b) provide the Mail House with a list of shareholders who opted out of the Proceeding in accordance with the orders made 7 December 2020.

9 By 29 November 2023, the Plaintiffs are to instruct the Mail House to prepare a list of shareholders who:

(a) acquired RCR Securities during the period 24 August 2017 to 12 November 2018 (inclusive);

(b) who did not opt out of the Proceeding; and

(c) for whom an email address is held,

(the RCR Shareholder Register).

10 On 4 December 2023, the solicitors for the Plaintiffs shall cause the Mail House to send to each shareholder on the RCR Shareholder Register the Covering Email, with a link to the Settlement Notice.

11 To the extent that any email sent in accordance with Order 10 above experiences a delivery failure, the Mail House is to notify the solicitors for the Plaintiffs and the Registration Administrator within five (5) business days of becoming aware of it.

12 The RCR Settlement Notices approved pursuant to Order 5 above, may be amended before they are emailed, displayed or published in order to correct any website or email address or telephone number or other non-substantive error.

13 Pursuant to s 176(3)(b) of the Act, the costs of and incidental to distributing the RCR Settlement Notice are initially to be paid by the Plaintiffs, on the basis that those costs will subsequently fall to be dealt with by the Court as part of the costs of the Proceeding.

Group Member objections to RCR Settlement

14 By 4:00pm AEDT on 19 January 2024, any Group Member who intends to oppose the RCR Settlement and submit to the Court that it should not be approved (Objector) must complete and return to the solicitors for the Plaintiffs a copy of the Objection Notice appearing at Schedule B to the Settlement Notice (and any supporting material) and state the grounds on which they oppose the RCR Settlement (such statement not to exceed 2 pages in length).

15 By 29 January 2024, the solicitors for the Plaintiffs are to provide to the Defendant and the Funders a copy of all Objection Notices and any supporting material that was returned pursuant to Order 14 above.

16 By 29 January 2024, the solicitors for the Plaintiffs shall deliver to the Associate:

(a) a copy of all materials submitted by Objectors in accordance with Order 14 above, where those materials:

(i) shall be delivered in a sealed pack marked “Confidential – not to be opened save by leave of the Court”; and

(ii) pursuant to s 183 of the Act are to be designated as confidential on the Court’s file with access restricted to the parties to the Proceeding;

(b) alternatively, where no materials have been submitted by Objectors in accordance with Order 14 above, an affidavit made by the Plaintiffs’ solicitors deposing to that fact.

17 Any Objector who has complied with Order 14 above, may attend the hearing of the Final Approval Motion (as that term is defined in Order 21 below) in person and seek leave to be heard for that purpose, but must use their best endeavours to notify the solicitors for the Plaintiffs of their intention to do so, in writing, 14 days before the hearing of the Final Approval Motion.

Settlement registration

18 Pursuant to s 183 of the Act, any Group Member who wishes to participate in the RCR Settlement must register their claim before 4:00pm AEDT on 19 January 2024 (Registration Deadline) by:

(a) completing the Registration Form (in the form set out in the Registration Notice) online at <https://rcrsettlement.com.au>; or

(b) emailing a copy of the Registration Form to the Registration Administrator at rcrsettlement@theadvisoryco.com.

19 Any Group Member who:

(a) registered its/his/her interest in the Proceeding by completing and submitting a registration form pursuant to the orders made on 11 November 2022; or

(b) as at the date of these orders, has signed a litigation funding agreement with Omni Bridgeway and/or Burford; and

(c) in each case, has not opted out of the Proceeding,

is deemed to have registered for the purposes of the RCR Settlement.

20 The solicitors for the Plaintiffs are to provide to the solicitors for the Defendant a confidential Microsoft Excel file of the names, address, dates of birth and country of birth of all Group Members (as applicable) who have registered in the Proceeding (Confidential Schedule) for the purposes of undertaking sanction checks which are to be performed by the specific RCR insurers notified by the Defendant to the Plaintiffs. The Confidential Schedule is to be kept confidential and not provided to any third party.

Timetabling of Final Approval Motion and Hearing

21 By 12 February 2024, the Plaintiffs are to file and serve a motion seeking approval of the RCR Settlement under s 173 of the Act (Final Approval Motion), together with any evidence and written submissions in support.

22 The Funders are granted leave to intervene in the application for approval of the RCR Settlement and shall file any affidavit material and outline of submissions within 14 days of the Final Approval Motion being filed and served.

23 By 12 February 2024, the Defendant is to file and serve any evidence and written submissions in relation to the Final Approval Motion.

24 Subject to any further order of the Court, the Plaintiffs, the Defendant and the Funders are granted leave to file any affidavit or annexure or part thereof, and any written submissions, in respect of which they seek confidentiality orders, by email to the Associate of Ball J marked in the subject line with the word "confidential" and is excused from any requirement to electronically file, or serve any such affidavit or annexure or any part thereof or any written submissions on any party in that form, but shall instead electronically file and serve that affidavit or annexure or written submissions in redacted form.

25 The Final Approval Motion be listed for directions on 23 February 2024.

General

26 Such further or other orders as the Court sees fit.

27 Liberty to apply.

SCHEDULE 1

Data Set

Data Set means:

1 A single Microsoft Excel file setting out the following information for Group Members (as applicable):

(a) Contact details: name, postal address, email address, phone number(s), company;

(b) Claimant details: claimant name, legal entity, ABN, HIN/SRN, registered address; and

(c) Claim Details: trade date, trade type and category, trade quantity, amount paid/received, opening/closing balance.

2 For each Group Member, a folder containing the following documents (as applicable):

(a) Funding Agreement;

(b) Group Member Registration Form;

(c) Proof of Claim;

(d) Opt Out Notice;

(e) Agreement Side Letter;

(f) Solicitor Retainer;

(g) Power of Attorney;

(h) Death Certificate;

(i) Will/Grant of Probate; and

(j) Deed of Change of Trustee.

Acting Chief Judge in Equity M Ball

Signed

Date

ANNEXURE A
Settlement Notice

RCR CLASS ACTION

NOTICE OF PROPOSED SETTLEMENT

THIS NOTICE IS VERY IMPORTANT AND IS ISSUED PURSUANT TO AN ORDER OF THE SUPREME COURT OF NEW SOUTH WALES – PLEASE READ IT CAREFULLY

This notice contains important information about the proposed settlement of the class action proceeding filed against RCR Tomlinson Ltd (in liquidation) (**RCR**) in the Supreme Court of New South Wales (the **Court**), *Ashita Tomi Pty Ltd & Ors v RCR Tomlinson Ltd (In Liq) & Ors*, NSWSC 2018/00353304 (the **RCR Class Action**).

Please read it carefully. If you are a Group Member in the RCR Class Action, your legal rights will be affected by the proposed settlement. To work out whether you are a Group Member, see section B below.

If you do not understand this notice or you have any questions, you should contact the lawyers for the plaintiffs in the RCR Class Action, Quinn Emanuel, or seek independent legal advice. The Court is not able to answer questions about the proposed settlement.

PROPOSED SETTLEMENT

The plaintiffs and RCR have agreed to a proposed settlement of **\$40 million (RCR Settlement)**. The RCR Settlement is subject to the Court's approval, which the plaintiffs and RCR shortly intend to apply for. If the Court approves the RCR Settlement, eligible Group Members will be entitled to receive a settlement payment from the approved settlement sum after deduction of legal costs, administration costs, the remuneration of the plaintiffs' expenses and the remuneration of the plaintiffs' litigation funders (by way of a funding commission).

WHAT GROUP MEMBERS NEED TO DO?

If you are a Group Member and want to claim a settlement payment, you must register before **4pm (AEDT) on 19 January 2024**. Information about how to register is set out at section G.

If you fail to register before the deadline and the RCR Settlement is approved, you will lose: (a) your right to receive a settlement payment and (b) any claims you may have in relation to the circumstances giving rise to the RCR Class Action.

CONTACT DETAILS

Please contact Quinn Emanuel if you have any questions about this notice, or the RCR Settlement generally at rcrclassaction@quinnemanuel.com or +61 2 9146 3500.

A. WHAT IS THE RCR CLASS ACTION ABOUT?

1. The RCR Class Action was commenced in the Supreme Court of New South Wales by the lead plaintiffs, Ashita Tomi Pty Ltd as trustee for Esskay Super Fund, CJMcG Pty Ltd as trustee for CJMcG Superannuation Fund and Jorge Mayer (together the **Plaintiffs**) against RCR and two of its former directors and Chief Executive Officers, namely Mr Paul Dalgleish (**Second Defendant**) and Mr Bruce James (**Third Defendant**) on behalf of persons who acquired shares in RCR or long exposure to shares in RCR by entering into equity swap confirmations during a certain period as described in section C below (**Group Members**).

The James & Dalgleish Settlements

2. On 23 January 2023, a settlement notice was distributed to Group Members about the Plaintiffs' proposed settlements with the Second Defendant and Third Defendant to the RCR Class Action (**James & Dalgleish Settlements**). In that settlement notice, among other things, Group Members were notified about the Plaintiffs' intention to seek an order from the Court permitting them to make changes to the Plaintiffs' claims, including an amendment to the claim period from 28 December 2016 to 12 November 2018 inclusive to **24 August 2017 to 12 November 2018** inclusive (the **pleading amendments**).
3. The James & Dalgleish Settlements were approved by the Court on 5 April 2023.
4. By reason of the pleading amendments, those persons or entities with claims that arose between 27 December 2016 and 23 August 2017 (ie, if their shares in RCR or equity swap confirmations were acquired during this period) are no longer Group Members of the RCR Class Action, and those persons or entities would not be entitled to any distribution of funds from the RCR Settlement as a result.

The RCR Settlement

5. On 5 July 2023, the Court gave leave to the Plaintiffs to file and serve the pleading amendments. Accordingly, Group Members are eligible to participate in the RCR Settlement if, during the period **24 August 2017 to 12 November 2018** inclusive (the **Relevant Period**), they acquired:
 - a. an interest in RCR shares, including as part of the \$90 million capital raising for RCR announced on 24 August 2017 (**2017 Capital Raising**) and/or the \$100 million capital raising for RCR announced on 28 August 2018 (**2018 Capital Raising**); and/or
 - b. long exposure to RCR shares by entering into equity swap confirmations in respect of the RCR shares for a period extending beyond 28 August 2018.

6. The Plaintiffs allege that, during the Relevant Period, RCR breached its continuous disclosure obligations and engaged in misleading or deceptive conduct. Further, the Plaintiffs allege that a prospectus issued by RCR on 28 August 2018 contained misleading or deceptive statements. The misleading or deceptive conduct that is the subject of the proceeding concerns disclosures made about the performance and prospects of RCR's solar projects business.
7. The Plaintiffs sought to recover damages and compensation from RCR for themselves and on behalf of Group Members for losses they claim were caused by the alleged conduct of RCR described above.
8. RCR denies the Plaintiffs' allegations.
9. The key court documents filed in the RCR Class Action can be found here: https://www.supremecourt.justice.nsw.gov.au/Pages/sco2_classaction/Solar-Farms-Class-Actions.aspx

B. AM I A GROUP MEMBER?

10. As set out above, you are a Group Member of the RCR Class Action if during the Relevant Period (from **24 August 2017 to 12 November 2018** inclusive):
 - a. you acquired RCR shares, including as part of the 2017 Capital Raising and/or 2018 Capital Raising; and/or
 - b. you acquired long exposure to RCR shares by entering into equity swap confirmations in respect of the RCR shares for a period extending beyond 28 August 2018; and
 - c. you suffered loss or damage by, or which resulted from, the alleged conduct of RCR described above; and
 - d. you did not opt out of the RCR Class Action, by completing and submitting an opt out notice which was distributed to Group Members in February 2021.
11. You are not a Group Member if you acquired your shares in RCR or equity swap confirmations only between 27 December 2016 and 23 August 2017. If you acquired shares or equity swap confirmations between 27 December 2016 and 23 August 2017 and from 24 August 2017 to 12 November 2018, you are still a Group Member, but you are only entitled to a settlement payment in respect of the shares or equity swap confirmations acquired from 24 August 2017 to 12 November 2018.

Previous opt-out

12. If you have opted out of the RCR Class Action (by completing and submitting an opt out notice between the period February and March 2021), then you are no longer a Group

Member. This means that you will not be permitted to participate in the distribution of the settlement sum (as defined in section C below). You retain your right to commence separate legal proceedings in relation to the matters which are the subject of the RCR Class Action on your own behalf, if you wish, subject to any applicable limitation period.

13. If you are unsure as to whether or not you are a Group Member, or you have previously notified Omni Bridgeway that you opted out by mistake, you should contact Quinn Emanuel, whose contact details are set out above (see “**CONTACT DETAILS**” on the front page of this notice). Alternatively, you may wish to seek your own legal advice.

C. OVERVIEW OF THE RCR SETTLEMENT

14. Before the RCR Settlement can take effect, it must be approved by the Court (see section H below). Under the RCR Settlement and with no admissions as to liability, RCR will pay \$40 million (**settlement sum**) to settle the RCR Class Action inclusive of pre-judgment interest, costs, any funding commissions, fees, taxes, expenses and charges as approved by the Court.
15. The RCR Class Action was only able to be run because of the funding provided by the Plaintiffs' litigation funders, Omni Bridgeway and Burford Asia Investments Pte Ltd (together the **Funders**). The Funders agreed to cover the legal costs and security for costs and bear other financial risks associated with the litigation, such as the risk of losing and paying RCR's legal costs.
16. As part of the RCR Settlement:
 - a. the Plaintiffs and/or the Funders will seek orders from the Court that the Funders be paid a total of **\$8 million** out of the settlement sum as a commission for funding the RCR Class Action, being 20% of the settlement sum, to be divided equally between the two Funders;
 - b. the Plaintiffs intend to seek an order for reimbursement of the reasonable legal costs incurred and to be incurred in the RCR Class Action (which have been paid or will be paid by the Funders), estimated at approximately **\$12 million** (see section F);
 - c. the Plaintiffs intend to apply to the Court for an order that the costs of administering the RCR Settlement be payable from the settlement sum, estimated at approximately **\$230,000 (excluding GST)** (see section F); and
 - d. the Plaintiffs intend to apply to the Court for an order that they each be paid an amount of **\$20,000** as reimbursement for the time and expenses incurred in their role as lead representatives of the RCR Class Action.

17. It is proposed that the amounts set out above be deducted from the settlement sum prior to distribution of compensation to eligible Group Members. The effect of this is that the Court-approved funding commission, legal costs, administration costs and reimbursement to the Plaintiffs will be shared on a pro-rata basis by all eligible Group Members.

D. WHAT SETTLEMENT PAYMENT WILL I BE ENTITLED TO?

18. The amount of the settlement payment to be paid to each individual Group Member cannot be determined at this stage as it will depend on a number of factors, including the amount of legal costs and funding commission ultimately approved by the Court to be paid from the settlement sum, how many Group Members register to take part in the RCR Settlement, the number of shares in RCR that the individual Group Member acquired and when those shares were acquired. Group Member eligibility will be assessed in accordance with the court-approved scheme for determining Group Member entitlements (the **Settlement Distribution Scheme**).

E. HOW MUCH WILL BE PAID TO THE LITIGATION FUNDERS?

19. The Plaintiffs and/or Funders will seek orders from the Court that the Funders be paid a total of \$8 million as a funding commission (being 20% of the settlement sum), to be deducted from the settlement sum as described at section C. There are two components to this payment, as explained in the following sections.
20. The Funders' estimate of each component to this payment set out below assumes that the number of Funded Group Members (as defined in paragraph 21) and Unfunded Group Members (as defined in paragraph 22) will not change. If it does, then the amount payable for each component is likely to change. However, the total funding commission will remain \$8 million pursuant to the orders that the Plaintiffs and/or Funders will seek from the Court.

Funded Group Members

21. Some Group Members have entered into funding agreements with the Funders (**Funded Group Members**). The majority of the Funded Group Members have agreed to pay the Funders 25% of the 'Resolution Sum' (as defined in the funding agreements), being their respective share of the settlement sum of \$40 million (before the deduction of any costs), as a funding commission. A minority of Funded Group Members have agreed to pay a 20% funding commission. As part of the RCR Settlement, and provided that the Court makes a common fund order in respect of the Group Members who have not signed a funding agreement on the terms set out at paragraph 22, the Funders will agree to accept a **20%** funding commission from all Funded Group Members (notwithstanding the contractual right to receive a 25% funding commission under the majority of the funding agreements). The

Funders' present estimate of the total amount of the 20% funding commission that would be paid to them by the Funded Group Members in this scenario is approximately \$2.7 million.

Unfunded Group Members

22. Some Group Members have not entered into a funding agreement (**Unfunded Group Members**). As part of the RCR Settlement, the Court will be asked to make what is known as a '**common fund order**' so that the Unfunded Group Members also pay to the Funders a **20%** funding commission from their respective share of the settlement sum of \$40 million (before the deduction of any costs). The purpose of this type of order is to fairly compensate the Funders for funding the RCR Class Action so that all Group Members who benefit from the RCR Settlement will contribute to the Funders' remuneration equally, whether or not they have signed a funding agreement.
23. The Court will decide whether it considers a 'common fund order' to be appropriate and, if so, the amount to be paid to the Funders. If the order is made, the amount to which the Funders are entitled will be deducted from the settlement sum (as described at section C), prior to settlement payments being distributed to eligible Group Members. The Funders' present estimate of the total amount of the 20% funding commission that would be paid to them by the Unfunded Group Members in this scenario is approximately \$5.3 million.

F. WILL GROUP MEMBERS BE LIABLE FOR LEGAL COSTS?

24. The Plaintiffs intend to apply to the Court for an order having the effect that the costs that they have incurred (and will incur) in conducting the RCR Class Action for the benefit of all Group Members will be paid out of the settlement sum. This will include the costs of administering the Settlement Distribution Scheme (see section C).
25. The Plaintiffs estimate that the total costs that will be incurred in conducting the RCR Class Action, from the beginning of the proceeding up to the end of distribution of the settlement sum to all eligible Group Members, will be approximately **\$12.3 million**. This figure includes costs already incurred and estimated future costs relating to the settlement approval and management of the Settlement Distribution Scheme, and will be reviewed by an independent costs expert. The Court will be asked to approve the payment of the total costs from the overall settlement sum. Group Members are not responsible for any out of pocket costs.
26. In addition, Group Members do not need to pay any out of pocket costs to register for a settlement payment.

G. WHAT GROUP MEMBERS MUST DO?

27. If you are a Group Member, there are three (3) options you must consider.

Option 1

28. If you wish to be eligible for a settlement payment, you must register your interest to participate by completing and submitting a registration form in **Schedule A** to this notice (**Registration Form**) online at <https://rcrsettlement.com.au>. For any questions related to registration, please contact the Administrator appointed for the RCR Settlement by email at rcrsettlement@theadvisoryco.com. The deadline to register is **4pm (AEDT) on 19 January 2024**.
29. There is **no cost to register** and you will not be required to pay any out of pocket costs if you register. You do not need to sign a funding agreement in order to register.
30. However, if you have:
- completed and submitted a registration form to Omni Bridgeway pursuant to the orders made on 11 November 2022; or
 - entered into a funding agreement with either or both Funders; and
 - not opted out of the RCR Class Action,
- then **you will be deemed to have registered as a Group Member**, in which case you do not need to register again or take any further action unless you wish to object to the RCR Settlement under Option 2. If you are unsure about your registration status (including whether you will be deemed to have registered or need to register), we recommend you contact the Administrator at rcrsettlement@theadvisoryco.com.

Option 2

31. If you oppose any of the terms of the RCR Settlement, then you can object by completing and submitting a “Notice of Objection” which appears at **Schedule B** to this notice. The deadline for Group Members to object to the RCR Settlement is **4pm (AEDT) on 19 January 2024**. Any “Notice of Objection” received after this deadline will not be accepted.
32. **IMPORTANT NOTE 1:** You are entitled to object to the RCR Settlement even if you have submitted a registration form in response to the notice issued to Group Members pursuant to the orders made on 11 November 2022.
33. **IMPORTANT NOTE 2:** Even if you do object to the RCR Settlement, but wish to receive a settlement payment if the RCR Settlement is approved, you should still register in accordance with Option 1 in case your objection is overruled and the RCR Settlement takes effect.

Option 3

34. Do nothing in response to this notice. If you do not register by **4pm (AEDT) on 19 January 2024** and the RCR Settlement is approved, you will lose: (a) your right to receive a settlement payment; and (b) any rights, including any rights to a settlement payment, which you may have in relation to the circumstances giving rise to the RCR Class Action.
35. If you are not sure what to do, you should contact Quinn Emanuel or seek independent legal advice (see “**CONTACT DETAILS**” on the front page of this notice).

H. COURT APPROVAL HEARING

36. The Court will hold a public hearing to decide whether the RCR Settlement is fair and reasonable and in the interests of Group Members (**Final Approval Hearing**). The date and time for the Final Approval Hearing is expected to be determined at or shortly after a directions hearing on 23 February 2024. Group Members will be subsequently notified of the date and time for the Final Approval Hearing accordingly once it has been determined. The Final Approval Hearing will be held at the **Supreme Court of New South Wales, Law Courts Building, Queen's Square, 184 Phillip Street, Sydney, NSW 2000**. It is not necessary for Group Members to attend the Final Approval Hearing in order to receive a settlement payment, but Group Members may attend if they wish and can contact Quinn Emanuel for details of when it will take place (see “**CONTACT DETAILS**” on the front page of this notice).
37. You have a right to apply to be heard on the question of whether approval of the RCR Settlement should be granted. As noted above, if you wish to object you must complete the Notice of Objection appearing at Schedule B to this notice, and send a copy of that form to Quinn Emanuel by **4pm (AEDT) on 19 January 2024**. If you object to the RCR Settlement being approved, you or your lawyer may also present your position to the Court at the Final Approval Hearing where the Court will decide whether to approve the RCR Settlement.
38. If the Court approves the RCR Settlement, it will be binding on all Group Members and will extinguish the claims of all Group Members (including all claims arising from or related to any circumstance or allegation giving rise to or referred to in the RCR Class Action).

I. WHAT HAPPENS IF THE RCR SETTLEMENT IS NOT APPROVED?

39. If the RCR Settlement is not approved by the Court, then the RCR Class Action will continue and there will be no distribution of money to Group Members unless the Plaintiffs are successful in the proceeding, or a further settlement is reached.

J. OMNI BRIDGEWAY HANDOVER OF GROUP MEMBER ADMINISTRATION TO ADMINISTRATOR

40. To date, one of the Funders – Omni Bridgeway – has been the primary point of contact for Group Members and interested parties. It has provided various forms of assistance and client services in connection with the RCR Class Action. The Administrator has now been appointed by the Court to administer the RCR Settlement and will be primary point of contact from now on instead of Omni Bridgeway. If you are a funded client of either or both Funders or you have previously registered as a Group Member (see paragraph 30 above), then Omni Bridgeway is required to hand information pertaining to your claim to the Administrator. This means that the Administrator will have the necessary information to answer questions about your claim and registration to participate in the RCR Settlement. Any enquiries that would have been directed to Omni Bridgeway in the past should now be directed to the Administrator by email at rcrsettlement@theadvisoryco.com

K. SANCTION CHECKS

41. As RCR is in liquidation, the RCR Settlement is being funded by its insurers. Some of RCR's insurers are required by law to check that each Group Member entitled to receive a settlement payment from funds which those insurers have contributed is not subject to any government sanctions. This may involve the Administrator providing the following data for Group Members to those insurers on a strictly confidential basis for this limited purpose and without dissemination to any third parties: (i) name; (ii) address; (ii) date of birth (for individuals); and (iv) country of birth (for individuals). If you have any questions or objections to the sharing of your data as described here, please contact the Administrator by email at rcrsettlement@theadvisoryco.com by **4pm (AEDT) on 19 January 2024**.

SCHEDULE A

REGISTRATION FORM – RCR TOMLINSON LTD CLASS ACTION

Information on how to complete the Group Member Details Section

- Please use BLOCK LETTERS
- Complete Parts 1 to 6 below in their entirety
- Please ensure all share trading information is recorded correctly in Parts 4 and 5. Please also provide the Administrator with copies of your contract notes.
- Return this form and any additional documents, including any attached pages or annexures, to the Administrator (*you should retain a copy for your records*) to:

The Advisory Company, Administrator

Email: rcrsettlement@theadvisoryco.com

Post: PO Box 1128 Mitcham North VIC 3132

The Group Member named below provides the following information in respect of their claim in the RCR Shareholder Class Action. You must use your best efforts to provide all of the requested information.

Part 1. Contact Information

To ensure you receive all important correspondence, please ensure you keep your contact details up to date with us throughout the duration of the matter. Our preferred method of correspondence is by email.

Title	«Contact»	First Name	«ContactFirstName»	Middle Name	«ContactMiddleName»	Last Name	«ContactSurname»
Company	«ContactCompany»			Position	«ContactPosition»		
Landline Phone	«ContactTelephone»			Mobile Phone	«ContactMobile»		
Email Address	«ContactEmail»						

Mailing Address	«ContactAddress1»						
Suburb	«ContactAddressTown»	State	«ContactStateName»	Postcode	«ContactAddressPostcode»	Country	«ContactAddressCountry»

Part 2. Group Member Details

The Group Member must have acquired RCR shares or equity swap confirmations as specified in Part 5. If you are unsure who the owner of the shares is, please check your trade confirmations or holding statements. *If you are submitting a form for more than one Group Member, you will be required to complete Parts 2, 3, 4 and 5 for each Group Member.*

Please specify the capacity in which the Group Member owned the RCR shares *(Only select one option)*

As an individual or joint shareholder
The shares were held in person in the name of one individual or in the name of more than one individual, who is making the claim.

Full name(s) of individual or joint shareholders

As a company
The shares were held directly in the name of the Company that is making the claim.

Name of company

ABN / ACN / ARSN

(or Registration Number if it is a foreign company)

As a trustee / Responsible Entity / Investment Manager / Custodian / Agent
The shares were held on trust (e.g. for a superannuation fund or trust account) and the trustee is an individual, joint holder, company or other.

Name of Trustee / Responsible Entity / Investment Manager / Agent / Custodian

Select one: as trustee for as investment manager for
 as responsible entity for as agent for
 as custodian for

Name of beneficial owner:

(i.e. name of trust, account, superannuation fund or portfolio)

ABN / ACN / ARSN

(or Registration Number if it is a foreign company)

- Please tick this box if you are signing this form on behalf of and with the authority of more than one beneficial owner. You can attach separate pages or a Microsoft Excel spreadsheet setting out the details required in Parts 2, 3, 4 and 5 for each beneficial owner

Other, please specify: _____
If the shares are held in another capacity, please specify and provide the full name of the Group Member below

Please provide the full name of the Group Member

Part 3. Group Member Address

Please provide the address of the Group Member described in Part 2.

- If the address is the same as the contact address in Part 1, please tick this box (Note: If the contact address in Part 1 is a PO Box, the Group Member address **must** be completed below.)

Group Member Street Address (Not a PO Box)

«ClientAddress1»

Suburb

«ClientTown»

State

«ClientStateName»

Postcode

«ClientPostcode»

Country

«ClientCountry»

Part 4. Shareholder Details

4. a) Registered Owner

This is the name as it appears on the share register.

Select one option:

- The Registered Owner on the share register is the same as the name of the Group Member in Part 2 above.
- The Registered Owner on the share register is different to the name of the Group Member in Part 2 above (e.g. a custodian is listed on the share register) *Provide details below:*

Full name of Registered Owner:

«LegalEntity»

4. b) HIN / SRN

This is the Holder Identification Number (HIN) or the Shareholder Reference Number (SRN) which identifies your registration on the CHESS or Issuer Sponsored Sub-register and may be found on holding statements or trade confirmations.

HIN / SRN:

Part 5. Trade Details

Please provide, with this form, any trade confirmations, contract notes or holding statements that demonstrate the transactions recorded below.

Trade Data

Between 24 August 2017 and 12 November 2018 (inclusive) – in chronological order

5. a) Opening Balance

Please provide the number of RCR Tomlinson Limited shares held as at close of trade on 23 August 2017. If you did not hold any shares please write "NONE"

Opening Balance:

(i.e. number of RCR Tomlinson Limited shares held as at close of trade on 23 August 2017)

«SharesHeld»

5. b) Trade Information

In the sections below, list all transactions / trades of RCR Tomlinson Limited shares between 24 August 2017 and 12 November 2018 (inclusive) that affect the number of shares held or any equity swap confirmations in respect of RCR Tomlinson Limited shares, during the Relevant Period, for a period extending beyond 28 August 2018 (RCR Equity Swaps).

*If the shares were acquired or disposed of, other than through a regular on-market transaction, please specify the nature of the transaction in the column "Type" below. (e.g. "Off-Market Transfer", "DRP", "Capital Raising", "Short selling", "Equity Swap Confirmation")

Transaction Type (BUY, SELL, TRANSFER)	Trade Date (NOT Settlement Date)	Quantity (Number of shares traded)	Total Amount (i.e. Quantity x Price per share + Fees & GST)	Type* (On-Market, DRP, IPO, Swap)
	«TradeTableNote»			

Part 6. Signing by the Group Member

By signing below, I confirm that:

1. I am the Group Member, or I am duly authorised to act on the Group Member's behalf; and
2. the information I have provided in this form is true and complete.

Signature	<input type="text" value="«SigneeName»"/>	Signature	<input type="text"/>
Print Name	<input type="text" value="«SigneeName»"/>	Print Name	<input type="text"/>
Position	<input type="text" value="«SigneePosition»"/>	Position	<input type="text"/>
Date	<input type="text" value="«SignedDate»"/>		

SCHEDULE B

RCR CLASS ACTION

NOTICE OF OBJECTION TO PROPOSED SETTLEMENT

The person identified below:

1. is a Group Member in Ashita Tomi Pty Ltd & Ors v RCR Tomlinson Ltd (In Liq) & Ors, NSWSC 2018/00353304 (the **RCR Class Action**); and
2. wishes to object to the proposed settlement agreed between the Plaintiffs and RCR (the **RCR Settlement**).

A. Details of Objector

Full Name:

Registered owner of RCR Shares:

Telephone number:

Postal address:

Email address:

HIN/SRN:

Signed:

Date:

B. Grounds of objection

My objection to the proposed settlement(s) is for the following reasons [*set out in the space below any submissions you wish to make, attach additional pages if necessary*]

C. Evidence and submissions

Any Objector who has provided written notice of an objection to the RCR Settlement and who wishes to rely on:

- (a) any evidence in support of their objection; and/or;
- (b) any written submissions in support of their objection (in addition to those submissions referred to at paragraph B above),

should serve on Quinn Emanuel that evidence and/or submissions (together with this completed form) by no later than 4:00 pm AEDT on 19 January 2024.

D. Attendance at settlement approval hearing

I intend to appear before the Court at the hearing.

[If you intend to appear, please complete the following]:

I will appear on my own behalf

I will be represented by a lawyer: Name and contact email of lawyer:

.....

I do not intend to appear, but wish for my submissions to be considered in my absence

The Objector has also registered as a group member: Yes / No (**circle one**)

The Objector has read the “Notes for Objectors” below: Yes / No (**circle one**)

Notes for Objectors: By the Court’s orders made on ____ November 2023, the deadline to object to the RCR Settlement is **4:00 pm AEDT on 19 January 2024**. Objectors are required to complete and submit a copy of this form, together with any written submissions and any affidavit evidence to Quinn Emanuel by:

Email: rcrclassaction@quinnemanuel.com

Post: Quinn Emanuel
Level 15, 111 Elizabeth Street
Sydney NSW 2000
Australia

ANNEXURE B
Covering Email

Email subject: RCR Class Action – Notice of Proposed Settlement

Dear [Full Name],

RE: RCR Class Action – Notice of Proposed Settlement with the First Defendant (RCR)

This email contains important information that may affect your legal rights. Please read it carefully and consider your options.

You are receiving this email because you may be a Group Member in a shareholder class action filed in the Supreme Court of New South Wales against RCR Tomlinson Ltd (in liquidation) (**RCR**) (the **RCR Class Action**).

The plaintiffs have agreed to a proposed settlement of their claims against RCR in the amount of **\$40 million** (before deductions) (**Settlement Sum**). The Settlement Sum will then have certain deductions made before it payments can be made to eligible Group Members – see paragraph [17] of the Notice of Proposed Settlement (**Notice**).

You can access a copy of the **Notice** here: <https://rcrsettlement.com.au>.

You can also access a copy on the Supreme Court of New South Wales website at: https://www.supremecourt.justice.nsw.gov.au/Pages/sco2_classaction/Solar-Farms-Class-Actions.aspx

Alternatively, you may request a copy of the Notice from the Settlement Administrator by email at rcrsettlement@theadvisoryco.com or by telephone at +61 (0) 430 204 075.

The Notice includes information about:

1. how to determine whether you are a Group Member eligible to receive a settlement payment; and
2. if you are an eligible Group Member:
 - (a) how to register to receive a settlement payment (unless you have already registered or are deemed to be registered as explained in section G of the Notice); and
 - (b) your right to object to any terms of the proposed settlement.

To be eligible for a settlement payment, you must be a eligible Group Member and you must register your claim (unless otherwise specified in the Notice – see section G). The deadline to register is **4:00pm AEDT on 19 January 2024**. If you do not register your claim by the deadline where this is required, you will not be entitled to receive a settlement payment. If you are unsure whether you need to register, please email rcrsettlement@theadvisoryco.com.

The deadline to object to the proposed settlement is **4:00pm AEDT on 19 January 2024**.
Objections received after this deadline will not be considered.

If there is anything that you do not understand in the Notice, or if you have any questions, please contact Quinn Emanuel, the lawyers for the plaintiffs at rcrclassaction@quinnemanuel.com or +61 2 9146 3500. If you have any questions regarding registration, please email Mr Simon Weeks, at The Advisory Company (the Settlement Administrator) at rcrsettlement@theadvisoryco.com. Alternatively, you may wish to seek independent legal advice.

Any questions you have concerning the matters in this email or the proposed settlement should not be directed to the Court.

This communication has been sent pursuant to Court orders made ____ November 2023.