

**Form 604**  
**Corporations Act 2001**  
**Section 671B**

**Notice of Change of Interests of Substantial Holder**

To: **RCG Corporation Ltd**

ACN/ARSN:

**1. Details of substantial holder (s)**

Name: FMR Co. and the entities listed in Annexure A ("FMR")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

13<sup>th</sup> March 2014

The previous notice was given to the company on

17<sup>th</sup> February 2014

The previous notice was dated

17<sup>th</sup> February 2014

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	16,103,864	6.14%	18,839,530	7.14%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD \$	Common Stock	Common Stock
02/14/2014	FMR LLC	BUY	0.77	1,133,754	1,133,754
02/18/2014	FMR LLC	BUY	0.77	112,733	112,733
02/19/2014	FMR LLC	BUY	0.75	26,756	26,756
02/19/2014	FMR LLC	BUY	0.76	750,000	750,000
02/20/2014	FMR LLC	BUY	0.75	248,409	248,409
02/21/2014	FMR LLC	BUY	0.75	330,976	330,976
02/24/2014	FMR LLC	BUY	0.75	76,613	76,613
02/25/2014	FMR LLC	BUY	0.74	194,682	194,682
02/26/2014	FMR LLC	BUY	0.73	203,610	203,610

02/27/2014	FMR LLC	BUY	0.73	3,785	3,785
02/28/2014	FMR LLC	BUY	0.73	89,808	89,808
03/03/2014	FMR LLC	BUY	0.71	100,000	100,000
03/03/2014	FMR LLC	BUY	0.71	189,075	189,075
03/12/2014	FMR LLC	BUY	0.75	14,739	14,739
03/13/2014	FMR LLC	BUY	0.75	38,046	38,046
03/12/2014	FMR LLC	BUY	0.75	1,733	1,733
03/13/2014	FMR LLC	BUY	0.75	256	256
03/10/2014	FMR LLC	BUY	0.73	115,922	115,922
03/11/2014	FMR LLC	BUY	0.73	20,081	20,081
03/12/2014	FMR LLC	BUY	0.75	6,014	6,014
03/13/2014	FMR LLC	BUY	0.75	15,506	15,506
02/20/2014	FMR LLC	BUY	0.75	51,591	51,591
02/21/2014	FMR LLC	BUY	0.75	69,024	69,024
02/24/2014	FMR LLC	BUY	0.75	16,076	16,076
02/25/2014	FMR LLC	BUY	0.74	31,033	31,033
03/12/2014	FMR LLC	BUY	0.75	3,133	3,133
03/13/2014	FMR LLC	BUY	0.75	8,097	8,097
				<b>Total Buys</b>	<b>3,851,452</b>
				<b>Off-market Sells</b>	<b>1,115,786</b>
				<b>Total Buys</b>	<b>2,735,666</b>

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

#### 5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

N/A

#### 6. Addresses

The addresses of persons named in this form are as follows:

Refer to Annexure A



**Sign Here** \_\_\_\_\_  
**17<sup>th</sup> March 2014**

Emi Ishikawa  
Manager, Regulatory Reporting

Duly authorized under Powers of Attorney by and on behalf of FMR LLC

Annexure A

Name	Address	Registered Holder of Securities	Nature of Relevant Interest	Total
FIDELITY MANAGEMENT & RESEARCH COMPANY INC.	245 Summer Street, Boston, MA 02210	STATE STREET BANK AND TR CO	Investment Discretion/ Voting Power	15,031,288
		NORTHERN TRUST CO (C)	Investment Discretion/ Voting Power	3,650,719
		MELLON BANK NA (C)	Investment Discretion/ Voting Power	157,523