

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 OTOC LIMITED
ABN 80 122 958 178

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	Thomas Brian Lawrence
Date of last notice	18 November 2011

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	Indirect Interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Interest held by entities controlled by Thomas Brian Lawrence
Date of change	4 April 2012
No. of securities held prior to change	1,723,714
Class	Ordinary
Number acquired	
Number disposed	448,001
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$Nil

+ See chapter 19 for defined terms.

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No. of securities held after change	Indirect Interests – 500,000 shares held by Thomas Brian Lawrence as Trustee for the Tom Lawrence Family Trust. 775,713 shares held by OTC ESP Pty Ltd (an entity controlled by Thomas Brian Lawrence) as Trustee of The ESW Employee Share Plan Trust.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-Market trade Transfer of Ordinary shares from The ESW Employee Share Plan Trust to employees.

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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration	
Note: If consideration is non-cash, provide details and an Interest after change	

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?	Yes, although the transfer was pursuant to an accrued entitlement of the transferee under the ESW Employee Share Plan, an exception to the Company's share trading policy.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Yes
If prior written clearance was provided, on what date was this provided?	3 rd April 2012

+ See chapter 19 for defined terms.