

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 TRANSURBAN GROUP	
ABN	Transurban International Limited ABN 90 121 746 825 Transurban Holdings Limited ABN 86 098 143 429 Transurban Holding Trust ABN 30 169 362 255

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	LOUIS SCOTT CHARLTON
Date of last notice	6 JULY 2015

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>	N/A
Date of change	16 JULY 2015
No. of securities held prior to change	321,860 STAPLED SECURITIES 78,752 PERFORMANCE AWARDS (UNLISTED) (SIGN ON GRANT TRANCHE 3) 1,175,827 PERFORMANCE AWARDS (UNLISTED) 137,209 STI DEFERRED AWARDS (UNLISTED)
Class	STAPLED SECURITIES
Number acquired	(Third and final tranche) Vesting of 78,752 Performance Awards (granted as a one-off sign on grant under the Transurban Group's Long Term Incentive Plan (LTI Plan)).
Number disposed	Nil

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A (see below)
No. of securities held after change	400,612 STAPLED SECURITIES 1,175,827 PERFORMANCE AWARDS (UNLISTED) 137,209 STI DEFERRED AWARDS (UNLISTED)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As previously disclosed, in recognition of Mr Charlton giving up certain rights with his former employer to join Transurban as CEO in 2012, Mr Charlton received a one-off sign on grant of 236,256 Performance Awards under the LTI Plan. The Performance Awards vest, subject to continuity of employment, in three tranches (of 78,752 each) on the first, second and third anniversaries of Mr Charlton's commencement with Transurban (being 16 July 2013, 2014 and 2015). Each Performance Award is an entitlement to receive a fully paid Stapled Security on vesting (purchased on market).

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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.