

# 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

<b>Name of entity</b> TRANSURBAN GROUP	
<b>ABN</b>	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.

<b>Name of Director</b>	LOUIS SCOTT CHARLTON
<b>Date of last notice</b>	11 SEPTEMBER 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.

<b>Direct or indirect interest</b>	DIRECT
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	2 NOVEMBER 2015
<b>No. of securities held prior to change</b>	635,638 STAPLED SECURITIES (INDIRECT) 213,374 STAPLED SECURITIES (DIRECT) 727,427 PERFORMANCE AWARDS (UNLISTED) 255,135 STI DEFERRED AWARDS (UNLISTED)
<b>Class</b>	PERFORMANCE AWARDS (UNLISTED)
<b>Number acquired (direct)</b>	292,441
<b>Number disposed</b>	NIL

+ See chapter 19 for defined terms.

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<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Mr Charlton was granted 292,441 Performance Awards under the Transurban Group's Long Term Incentive Plan (<b>LTI Plan</b>) as part of his remuneration package for the 2016 Financial Year. The grant was approved by security holders at Transurban's 2015 Annual General Meeting.</p> <p>The Performance Awards are granted under, and are subject to, the rules of the LTI Plan.</p>
<p><b>No. of securities held after change</b></p>	<p>635,638 STAPLED SECURITIES (INDIRECT) 213,374 STAPLED SECURITIES (DIRECT) 1,019,868 PERFORMANCE AWARDS (UNLISTED) 255,135 STI DEFERRED AWARDS (UNLISTED)</p>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Performance Awards granted under the LTI Plan. Each Performance Award is an entitlement to receive a fully paid Triple Stapled Security* at the end of a three year performance period, subject to the satisfaction of performance measures.</p> <p>*a Triple Stapled Security comprises one share in Transurban Holdings Limited, one share in Transurban International Limited and one unit in Transurban Holding Trust. Any Triple Stapled Securities to be delivered to Mr Charlton upon vesting will be purchased on-market.</p>

### 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.

<p><b>Detail of contract</b></p>	<p>N/A</p>
<p><b>Nature of interest</b></p>	<p>N/A</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>N/A</p>
<p><b>Date of change</b></p>	<p>N/A</p>
<p><b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>N/A</p>
<p><b>Interest disposed</b></p>	<p>N/A</p>

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – + Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a + closed period where prior written clearance was required?</b>	NO
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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