

# 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>	<b>LOUIS SCOTT CHARLTON</b>
<b>Date of last notice</b>	5 JULY 2016

### 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 AND INDIRECT
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	ROSSCO CAPITAL PTY LIMITED AS TRUSTEE FOR THE ROSSCO FAMILY TRUST
<b>Date of change</b>	17 AUGUST 2016 IN RESPECT OF THE VESTING OF PERFORMANCE AWARDS 18 AUGUST 2016 IN RESPECT OF AN OFF-MARKET TRANSFER
<b>No. of securities held prior to change</b>	884,326 STAPLED SECURITIES (INDIRECT) 163,236 STAPLED SECURITIES (DIRECT) 1,019,868 PERFORMANCE AWARDS (UNLISTED) 117,926 STI DEFERRED SECURITIES (UNVESTED)
<b>Class</b>	STAPLED SECURITIES
<b>Number acquired</b>	382,292 (DIRECT – VESTING OF PERFORMANCE AWARDS) 519,501 (INDIRECT – OFF-MARKET TRANSFER)

+ See chapter 19 for defined terms.

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<b>Number disposed</b>	519,501 (DIRECT – OFF-MARKET TRANSFER)
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A (SEE BELOW)
<b>No. of securities held after change</b>	1,403,827 STAPLED SECURITIES (INDIRECT) 26,027 STAPLED SECURITIES (DIRECT) 637,576 PERFORMANCE AWARDS (UNLISTED) 117,926 STI DEFERRED SECURITIES (UNVESTED)
<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>AS PREVIOUSLY DISCLOSED, MR CHARLTON WAS GRANTED 382,292 PERFORMANCE AWARDS UNDER THE TRANSURBAN GROUP'S LONG TERM INCENTIVE (LTI) PLAN AS PART OF HIS REMUNERATION PACKAGE FOR THE 2014 FINANCIAL YEAR. THE GRANT WAS APPROVED BY SECURITY HOLDERS AT TRANSURBAN'S 2013 ANNUAL GENERAL MEETING.</p> <p>THE PERFORMANCE AWARDS WERE GRANTED UNDER, AND ARE SUBJECT TO, THE RULES OF THE LTI PLAN. EACH PERFORMANCE AWARD WAS AN ENTITLEMENT TO RECEIVE A FULLY PAID STAPLED SECURITY AT THE END OF A THREE YEAR PERFORMANCE PERIOD, SUBJECT TO THE SATISFACTION OF PERFORMANCE MEASURES. THE STAPLED SECURITIES DELIVERED TO MR CHARLTON ON VESTING WERE PURCHASED ON-MARKET.</p> <p>ON 18 AUGUST 2016, 519,501 STAPLED SECURITIES WERE TRANSFERRED OFF-MARKET TO ROSSCO CAPITAL PTY LIMITED AS TRUSTEE FOR THE ROSSCO FAMILY TRUST.</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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A

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<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	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<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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