

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

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| 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.

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| Name of Director | LOUIS SCOTT CHARLTON |
| Date of last notice | 24 AUGUST 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.

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| Direct or indirect interest | DIRECT |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | MR CHARLTON HAS AN INDIRECT INTEREST IN 1,403,827 STAPLED SECURITIES HELD BY ROSSCO CAPITAL PTY LIMITED AS TRUSTEE OF THE ROSSCO FAMILY TRUST, OF WHICH MR CHARLTON IS A BENEFICIARY |
| Date of change | 24 OCTOBER 2016 |
| No. of securities held prior to change | 1,403,827 STAPLED SECURITIES (INDIRECT) 26,027 STAPLED SECURITIES (DIRECT) 637,576 PERFORMANCE AWARDS (UNLISTED) 218,769 STI DEFERRED SECURITIES (UNVESTED) |
| Class | PERFORMANCE AWARDS (UNLISTED) |
| Number acquired | 298,267 PERFORMANCE AWARDS (UNLISTED) |
| 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 | 1,403,827 STAPLED SECURITIES (INDIRECT) 26,027 STAPLED SECURITIES (DIRECT) 935,843 PERFORMANCE AWARDS (UNLISTED) 218,769 STI DEFERRED SECURITIES (UNVESTED) |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | MR CHARLTON WAS GRANTED 298,267 PERFORMANCE AWARDS UNDER THE TRANSURBAN GROUP'S LONG TERM INCENTIVE PLAN (LTI PLAN) AS PART OF HIS REMUNERATION PACKAGE FOR THE 2017 FINANCIAL YEAR. THE GRANT WAS APPROVED BY SECURITY HOLDERS AT TRANSURBAN'S 2016 ANNUAL GENERAL MEETING. THE PERFORMANCE AWARDS ARE GRANTED UNDER, AND ARE SUBJECT TO, THE RULES OF THE LTI PLAN. EACH PERFORMANCE AWARD IS 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. ANY STAPLED SECURITIES TO BE DELIVERED TO MR CHARLTON UPON VESTING WILL BE 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.

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| 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 |

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

Part 3 – + Closed period

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| 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 |

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