

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	18 July 2012

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) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	14 September 2012
No. of securities held prior to change	Nil
Class	Performance Awards (unlisted)
Number acquired	236,256
Number disposed	Nil

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	As previously disclosed, in recognition of Mr Charlton giving up certain rights with his former employer to join Transurban as CEO, Mr Charlton received a one-off sign-on grant of 236,256 Performance Awards under the Transurban Group's Long Term Incentive Plan (LTi Plan). The Performance Awards will 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).
No. of securities held after change	236,256 Performance Awards
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Performance Awards granted under the LTi Plan. Each Performance Award is an entitlement to receive a fully paid Triple Stapled Security* on vesting.** *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 of the Performance Awards 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.

Detail of contract	N/A
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	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.