

# 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>	29 MARCH 2019

### 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, OF WHICH MR CHARLTON IS A BENEFICIARY
<b>Date of change</b>	26 AUGUST 2019
<b>No. of securities held prior to change</b>	1,508,941 STAPLED SECURITIES (INDIRECT) 924,834 PERFORMANCE AWARDS (UNLISTED) 236,414 STI DEFERRED SECURITIES (UNVESTED)
<b>Class</b>	STAPLED SECURITIES
<b>Number acquired</b>	259,493 (SEE BELOW)
<b>Number disposed</b>	NIL
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A (SEE BELOW)

+ See chapter 19 for defined terms.

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<p><b>No. of securities held after change</b></p>	<p>1,877,987 STAPLED SECURITIES* (INDIRECT)          626,567 PERFORMANCE AWARDS (UNLISTED)          126,861 STI DEFERRED SECURITIES (UNVESTED)</p> <p><i>*MR CHARLTON RECENTLY TRANSFERED 109,553 VESTED STI DEFERRED SECURITIES TO HIS INDIRECT HOLDING AND WILL SIMILARLY TRANSFER THE 259,493 STAPLED SECURITIES THE SUBJECT OF THIS APPENDIX 3Y</i></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>AS PREVIOUSLY DISCLOSED, MR CHARLTON WAS GRANTED 298,267 PERFORMANCE AWARDS UNDER THE TRANSURBAN GROUP'S LONG TERM INCENTIVE (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.</p> <p>THE PERFORMANCE AWARDS WERE GRANTED UNDER, AND 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.</p> <p>THE 259,493 STAPLED SECURITIES DELIVERED TO MR CHARLTON ON VESTING (AT 87.0%) WERE PURCHASED ON-MARKET. THE REMAINING 38,774 PERFORMANCE AWARDS LAPSED.</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>

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<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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