

31 August 2020

APPENDIX 3Y – CHANGE OF DIRECTOR’S INTEREST NOTICE

In accordance with ASX Listing Rule 3.19A.2, please see attached Appendix 3Y – Change of Director’s Interest Notice.

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This announcement is authorised by Fiona Last, Company Secretary.

Classification **Public**

Transurban Group

Transurban International Limited
ABN 90 121 746 825

Transurban Holdings Limited
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Transurban Holding Trust
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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	8 JULY 2020

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 AND INDIRECT
Nature of indirect interest (including registered holder) 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
Date of change	26 AUGUST 2020
No. of securities held prior to change	1,605,873 STAPLED SECURITIES (INDIRECT) 884,069 PERFORMANCE AWARDS (DIRECT, UNLISTED) 79,006 STI DEFERRED SECURITIES (DIRECT, UNVESTED)
Class	STAPLED SECURITIES
Number acquired	154,849 (STAPLED SECURITIES)
Number disposed	309,697 (PERFORMANCE AWARDS)
Value/Consideration 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>No. of securities held after change</p>	<p>1,760,722 STAPLED SECURITIES (INDIRECT) 574,372 PERFORMANCE AWARDS (DIRECT, UNLISTED) 79,006 STI DEFERRED SECURITIES (DIRECT, UNVESTED)</p>
<p>Nature of change 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 309,697 PERFORMANCE AWARDS UNDER TRANSURBAN GROUP'S LONG TERM INCENTIVE (LTI) PLAN AS PART OF HIS REMUNERATION PACKAGE FOR THE 2018 FINANCIAL YEAR. THE GRANT WAS APPROVED BY SECURITY HOLDERS AT TRANSURBAN'S 2017 ANNUAL GENERAL MEETING.</p> <p>THE PERFORMANCE AWARDS WERE GRANTED UNDER, AND SUBJECT TO, THE RULES OF THE LTI PLAN. EACH PERFORMANCE AWARD WAS A RIGHT TO RECEIVE A STAPLED SECURITY AT THE END OF A THREE YEAR PERFORMANCE PERIOD, SUBJECT TO THE ACHIEVEMENT OF PERFORMANCE AND VESTING CONDITIONS.</p> <p>THE 154,849 STAPLED SECURITIES DELIVERED TO MR CHARLTON ON VESTING (AT 50%) WERE PURCHASED ON-MARKET. THE REMAINING 154,848 PERFORMANCE AWARDS LAPSED.</p> <p>MR CHARLTON TRANSFERRED THE 154,849 STAPLED SECURITIES TO 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.

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

+ See chapter 19 for defined terms.

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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

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

Fiona Last
Company Secretary
Transurban Group
31 August 2020

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