

1 December 2020

**APPENDIX 3Y – CHANGE OF DIRECTOR’S INTEREST NOTICE**

In accordance with ASX Listing Rule 3.19A.2 and further to the Appendix 3Y – Change of Director’s Interest Notice dated 13 November 2020, please see attached Appendix 3Y – Change of Director’s Interest Notice for Transurban’s CEO, Scott Charlton.

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This announcement is authorised by Fiona Last, Company Secretary.

Classification **Public**

**Transurban Group**

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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

<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>	Louis Scott Charlton
<b>Date of last notice</b>	13 November 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.

<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.	Roscco Capital Pty Limited as trustee for the Roscco Family Trust ( <b>Roscco</b> ), of which Mr Charlton ceased to be a beneficiary on 1 December 2020  Charsco Capital Pty Limited as trustee for the Charsco Family Trust ( <b>Charsco</b> ) of which Mr Charlton is a beneficiary
<b>Date of change</b>	Transfer: 27 November 2020 Change in indirect interest: 1 December 2020 (see 'Nature of Change' below)
<b>No. of securities held prior to change</b>	750,000 Stapled Securities (Indirect) 828,966 Performance Awards (Direct, Unlisted) 121,666 STI Deferred Securities (Direct, Unvested)
<b>Class</b>	Stapled Securities

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	Transfer: 350,000 (See 'Nature of Change' below)
<b>Number disposed</b>	Transfer: 350,000 Cessation of indirect interest: 400,000 (See 'Nature of Change' below)
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Transfer: Nil consideration (estimated value \$14.16 per security, being the close price on 27 November 2020, the date of transfer)  Change in indirect interest: Nil consideration (estimated value \$14.01 per security, being the close price on 1 December 2020, the date of change in indirect interest)  (See 'Nature of Change' below)
<b>No. of securities held after change</b>	350,000 Stapled Securities (Indirect) 828,966 Performance Awards (Direct, Unlisted) 121,666 STI Deferred Securities (Direct, 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	Reorganisation of Mr Charlton's indirect interests following a divorce settlement agreement as detailed below:  <u>Transfer</u> : Off-market transfer of 350,000 Stapled Securities by Rossco to Mr Charlton and subsequent transfer by Mr Charlton to Charsco in which Mr Charlton has an indirect interest  <u>Change in indirect interest</u> : Mr Charlton ceased to have an interest (Direct or Indirect) in TCL Stapled Securities held by Rossco on and from 1 December 2020

### 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
<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

+ See chapter 19 for defined terms.

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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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