

# 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 30/9/2001.

|                       |   |
|-----------------------|---|
| <b>Name of Entity</b> | Transfield Services Infrastructure Limited (ACN 106 617 332)<br>TSI International Limited (ACN 124 582 547); and<br>Infrastructure Fund Management Limited (ACN 118 203 731; AFSL 310 497) as responsible entity of Transfield Services Infrastructure Trust (ARSN 125 010 531)<br>(together "Transfield Services Infrastructure Fund") |
| <b>ABN</b>            | As above  |

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>    | David Holmes Mathlin |
| <b>Date of last notice</b> | 7 October 2009       |

### 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 to Indirect   |               |        |                 |   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Transfer of Direct to Indirect interest (from Mr David Holmes Mathlin to BT Portfolio Services Limited).   |               |        |                 |   |
| <b>Date of change</b>   | 7 December 2009  |               |        |                 |   |
| <b>No. of securities held prior to change</b>   | <table style="width: 100%; border: none;"> <tr> <td style="width: 10%;"><u>Direct</u></td> <td>29,914</td> </tr> <tr> <td><u>Indirect</u></td> <td>247,533 held by Mr David Holmes Mathlin and Ms Elizabeth Anne Burch as Trustees for Mathlin Super Fund Account whereby David Holmes Mathlin has the power to control the voting rights and disposal of the equity holdings of the Mathlin Super Fund Account.</td> </tr> </table> | <u>Direct</u> | 29,914 | <u>Indirect</u> | 247,533 held by Mr David Holmes Mathlin and Ms Elizabeth Anne Burch as Trustees for Mathlin Super Fund Account whereby David Holmes Mathlin has the power to control the voting rights and disposal of the equity holdings of the Mathlin Super Fund Account. |
| <u>Direct</u>   | 29,914   |               |        |                 |   |
| <u>Indirect</u>   | 247,533 held by Mr David Holmes Mathlin and Ms Elizabeth Anne Burch as Trustees for Mathlin Super Fund Account whereby David Holmes Mathlin has the power to control the voting rights and disposal of the equity holdings of the Mathlin Super Fund Account.  |               |        |                 |   |

+ See chapter 19 for defined terms.

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|   |  |
|---|--|
| <b>Class</b>  | Fully paid ordinary  |
| <b>Number acquired</b>  | Indirect 29,914  |
| <b>Number disposed</b>  | Direct 29,914  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | Transfer for administrative purposes only with consideration of \$1.04 per share   |
| <b>No. of securities held after change</b>  | <p><u>Direct</u> 0</p> <p><u>Indirect</u> 247,533 held by Mr David Holmes Mathlin and Ms Elizabeth Anne Burch as Trustees for Mathlin Super Fund Account whereby David Holmes Mathlin has the power to control the voting rights and disposal of the equity holdings of the Mathlin Super Fund Account.</p> <p>29,914 whereby BT Portfolio Services Limited act as custodian for the share portfolio registered to Mr David Holmes Mathlin, which is a Super Fund.</p> |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Off-market transfer from Direct to Indirect holding.   |

**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><br>Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| <b>Interest acquired</b>   | N/A |

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

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