



UGL Limited
ABN: 85 009 180 287
Level 10
40 Miller Street
North Sydney NSW 2060
Australia
Telephone: +61 2 9492 8888
Facsimile: +61 2 9492 8844

www.ugllimited.com

TO: ASX Company Announcements

FROM: Dennis Mentzines **DATE:** 20 August 2010

PAGES : 3 (inclusive)

SUBJECT: **Change of Directors' Interests**

Please find attached a Change in Director's Interest Notice for the issue of shares to Mr Leupen under the Employee Share Plan for the succession planning incentive and long-term incentive components of his remuneration package, details of which were announced on 24 June 2009.

Yours faithfully


Dennis Mentzines
Company Secretary

Please Note:
This facsimile transmission is confidential and intended solely for the addressee. If you are not the intended addressee, you must not use, disclose or copy this transmission and you are requested immediately to notify us and return the original message to us at the postal address shown.

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.

Name of entity	UGL Limited
ABN	85 009 180 287

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	Richard Leupen
Date of last notice	25 August 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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	18 August 2010
No. of securities held prior to change	2,751,150 ordinary shares 1,350,000 unquoted options
Class	Ordinary shares – Restricted
Number acquired	33,443 – Succession Planning Incentive 300,000 – Long Term Incentive
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$4,963,342.61
No. of securities held after change	3,084,593 ordinary shares 1,350,000 unquoted options – terms and conditions outlined in the Notice of Meeting dated 8 September 2006.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On-market trade

+ See chapter 19 for defined terms.

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	/
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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

+ See chapter 19 for defined terms.