*Rule 3.19A.2*

# 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

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|---|
| **Name of entity REDFLEX HOLDINGS LIMITED** |
| **ABN 96 069 306 216** |

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.

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|---|---|
| **Name of Director** | **Adam L Gray** |
| **Date of last notice** | **25 June 2014** |

**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** | Indirect |
| **Nature of indirect interest (including registered holder)**<br>Note: Provide details of the circumstances giving rise to the relevant interest. | The director has a relevant interest in 22,840,048 ordinary shares held by Goldman Sachs & Co on behalf of: (a) Coliseum Capital, LLC as General Partner of Coliseum Capital Partners, LP and Coliseum Capital Partners II, LP; and (b) Blackwell Partners, LLC.<br><br>Details of the circumstances giving rise to the relevant interest are set out in a Form 604 released to the market on 24 October 2013. |
| **Date of change** | 25 June 2014, 26 June 2014, 27 June 2014, and 30 June 2014 |
| **No. of securities held prior to change** | 22,799,840 |
| **Class** | Ordinary shares |

+ See chapter 19 for defined terms.

| | |
|---|---|
| **Number acquired** | 31,762 ordinary shares purchased on market on behalf of Coliseum Capital, LLC as General Partner of Coliseum Capital Partners, LP. 8,446 ordinary shares purchased on market on behalf of Coliseum Capital, LLC as General Partner of Coliseum Capital Partners II, LP. |
| **Number disposed** | Nil |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and estimated valuation | A$39,925.31 |
| **No. of securities held after change** | 22,840,048 ordinary shares |
| **Nature of change**<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On market purchase |

## 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.

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|---|---|
| **Detail of contract** | N/A |
| **Nature of interest** | N/A |
| **Name of registered holder (if issued securities)** | N/A |
| **Date of change** | N/A |
| **No. and class of securities to which interest related prior to change**<br>Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| **Interest acquired** | N/A |
| **Interest disposed** | N/A |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and an estimated valuation | N/A |

+ See chapter 19 for defined terms.

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|---|---|
| **Interest after change** | N/A |

## Part 3 – +Closed period

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|---|---|
| **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 |

+ See chapter 19 for defined terms.