

# ASX ANNOUNCEMENT

9 September 2019

Redflex Holdings Limited | ABN 96 069 306 216

The Redflex logo features the word "Redflex" in a white, sans-serif font, followed by a stylized green circular graphic that resembles a lowercase 'r' or a continuous loop.

## Board Succession

### Retirement of Mr Herman Schwarz as a Non-Executive Director

Redflex Holdings Limited (**ASX:RDF**) (**Company**) announces that Mr Herman Schwarz retired today as a non-executive director of the Company.

In addition to serving as a non-executive director of the Company, Mr Schwarz is the Chief Executive Officer of PatientCare Logistics Solutions in the United States having transitioned from Executive Chairman in November 2018. PatientCare is one of the largest ground-based ambulance service providers in the U.S. and serves cities and counties in five U.S. states and transports more than 350,000 patients per year. As is understandable, since Mr Schwarz' appointment as CEO, that role has made increasing demands on Mr Schwarz' available time.

Mr Adam Gray, the Non-Executive Chairman of the Board of Redflex stated:

*"On behalf of the Company, I wish to sincerely thank Herman for his significant contribution to the Company with his more than five years of service as a director on the Board. Herman's commitment to Redflex and his extensive understanding of public to private partnerships, the U.S. transportation industry and volume transaction processing has been invaluable to the Company in servicing its existing customers and seeking to enter new markets. On behalf of my colleagues on the Board and management, I wish Herman and his family all the very best for the future."*

Mr Schwarz stated on his retirement from the Redflex Board:

*"The past five years serving as a director on the Redflex Board have been both challenging and professionally rewarding. I have appreciated the opportunity to have represented the Company's shareholders in working with management to steer the Company through an extraordinary period. I especially want to thank my colleagues on the Board for their support and collegiality over the past five years. I firmly believe that Mark Talbot and the management team have created a culture and atmosphere that has the Company poised for future success. I look forward to observing as the Company pursues its strategic and financial goals in its continuing mission of improving roadway safety, alleviating congestion and reducing the harmful impacts of vehicle emissions around the globe."*

**Attached** is an Appendix 3Z Final Director's Interest Notice for Mr Schwarz.

### Appointment of Mr John Worthington as a Non-Executive Director

The Company further announces today that the Board has appointed Mr John Worthington to fill a casual vacancy in the Board resulting from Mr Schwarz' retirement. Mr Worthington will hold office until the 2019 Annual General Meeting at which time Mr Worthington will stand for election under ASX Listing Rule 14.4.

Mr Worthington, based in Arizona in the United States of America, brings to the Company a wealth of knowledge and experience in the Intelligent Traffic Systems (ITS) industry with more than 30 years in the transportation engineering sector.

From the 1990s through to 2009, Mr Worthington was a founder, Chief Operating Officer, President, Chief Executive Officer and Chairman at TransCore, a Pennsylvania-based transportation technology firm that was acquired by the NYSE-listed conglomerate Roper Technologies in 2004. Mr Worthington went on to serve as a Managing Director for Business Development at Roper Technologies from 2009 to 2011. He subsequently joined the Texas-based traffic systems manufacturing and software company TrafficWare, where he was Chief Executive Officer, Chairman and ultimately Executive Chairman. Mr Worthington oversaw the sale of the company to the NYSE-listed technology group Cubic Corporation in October 2018, after which he resigned from TrafficWare.

#### Redflex Holdings Limited

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Mr Worthington has since held board memberships at technology and transportation firms, including the U.S. transportation engineering firm DKS Associates. Prior to his appointment as a non-executive director of the Company, Mr Worthington has been consulting to and advising the Company since January 2019.

The Company welcomes Mr Worthington to the Board and looks forward to his significant contribution to the continued development of the Company's growth and product and technology strategies moving forward.

**Attached** is an Appendix 3X Initial Director's Interest Notice for Mr Worthington.

#### **About Redflex**

The Redflex Group has established itself as a world leader in developing and implementing intelligent traffic management products and services. Redflex develops, manufactures and operates a wide range of platformed based solutions including red light camera, speed camera, auto number plate recognition (ANPR) and school bus stop arm camera systems, all utilising advanced sensor and image capture technologies enabling active management of state and local motorways.

The Redflex Group runs its own systems engineering operations, system integration technologies and innovation centre for research and development. With our continuous development of new products, the Redflex Group has been helping to improve roadway safety, alleviate congestion and reduce the harmful impacts of vehicle emissions for more than 20 years.

Redflex Holdings Limited was listed on the Australian Securities Exchange in January 1997.

For further information:

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# Appendix 3Z

## Final 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>REDFLEX HOLDINGS LIMITED</b>
<b>ABN 96 069 306 216</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Herman Schwarz
<b>Date of last notice</b>	1 May 2014
<b>Date that director ceased to be director</b>	9 September 2019

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*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>Number &amp; class of securities</b> NIL
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### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest N/A	<b>Number &amp; class of securities</b> NIL
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+ See chapter 19 for defined terms.

**Appendix 3Z**  
**Final Director's Interest Notice**

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**Part 3 – Director's interests in contracts**

<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>No. and class of securities to which interest relates</b>	N/A

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+ See chapter 19 for defined terms.

# Appendix 3X

## Initial 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>REDFLEX HOLDINGS LIMITED</b>
<b>ABN 96 069 306 216</b>

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>JOHN MAC DONALD WORTHINGTON</b>
<b>Date of appointment</b>	<b>9 SEPTEMBER 2019</b>

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*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>Number &amp; class of securities</b> NIL
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## Appendix 3X

### Initial Director's Interest Notice

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities NIL

#### Part 3 – 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	NIL
Nature of interest	NIL
Name of registered holder (if issued securities)	NIL
No. and class of securities to which interest relates	NIL

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+ See chapter 19 for defined terms.