

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

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.

Name of Director	Adam L Gray
Date of last notice	29 September 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) Note: Provide details of the circumstances giving rise to the relevant interest.	The director has a relevant interest in 24,929,829 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. Details of the circumstances giving rise to the relevant interest are set out in a Form 604 released to the market on 22 September 2014.
Date of change	07 October 2014, and 13 October 2014
No. of securities held prior to change	24,810,516
Class	Ordinary shares

+ See chapter 19 for defined terms.

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Number acquired	94,321 ordinary shares purchased on market on behalf of Coliseum Capital, LLC as General Partner of Coliseum Capital Partners, LP. 24,992 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 Note: If consideration is non-cash, provide details and estimated valuation	A\$132,217.57
No. of securities held after change	24,929,829 ordinary shares
Nature of change 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.

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 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 Note: If consideration is non-cash, provide details and an estimated valuation	N/A

+ See chapter 19 for defined terms.

Interest after change	N/A
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Part 3 – ⁺Closed period

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.