

# 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

<b>Name of entity</b>	<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.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>Adam L. Gray</b>
<b>Date of last notice</b>	<b>23 November 2017</b>

### 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
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	The director has a relevant interest in 35,848,321 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 – Series A.  Details of the circumstances giving rise to the relevant interest are set out below.
<b>Date of change</b>	14 December 2017
<b>No. of securities held prior to change</b>	33,683,370 Ordinary Shares
<b>Class</b>	Ordinary
<b>Number acquired</b>	2,164,951 Ordinary Shares
<b>Number disposed</b>	N/A

+ See chapter 19 for defined terms.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	AUD952,578.44
<b>No. of securities held after change</b>	35,848,321 Ordinary Shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of securities by the entity under an Accelerated Non-Renounceable Entitlement Offer launched and announced by the entity on 15 November 2017.

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

### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	Yes
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<sup>+</sup> See chapter 19 for defined terms.

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<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Yes, as an exception to Dealing in Redflex Securities under paragraph 8(c) of the Redflex Securities Trading Policy.
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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