



**REFLEX HOLDINGS LIMITED**

**BOARD SKILLS AND DIVERSITY MATRIX**

The Board of Redflex Holdings Limited (ABN 96 069 306 216) has identified the skills, experience and diversity below as being required or aspirational for the Board as a whole to meet its strategic objectives.

This Board Skills and Diversity Matrix will also assist the Nominations Committee of the Board and the Board to recruit and select new directors. It may also be used in annual performance reviews of the Board to review the existing skills and capabilities on the Board and to identify any gaps in those collective skills and experience.

This Board Skills and Diversity Matrix is disclosed on the Company's website as recommended by Principle 2.2 of the ASX Corporate Governance Principles and Recommendations (Third Edition).

| <b>Skill and Experience</b>                                  | <b>Reason for this skill or experience</b>  | <b>Does the collective Redflex Board currently have these skills and experience?</b>                        | <b>Is there any identified gap in the collective skills and experience of the Redflex Board?</b> |
|--|---|---|--|
| <b>Strategic Capability and Leadership</b>                   | Required for all boards.  | Yes   | No   |
| <b>Independence</b>  | Required for all boards of listed entities. Directors must bring their own critical and independent judgement to matters before the Board. Directors must also question management on matters that may not be before the Board. | Yes   | No   |
| <b>Financial Management, Accounting and Audit</b>            | Required for all boards.  | Yes   | No   |
| <b>Commercial Focus and Knowledge of Business Practices</b>  | Required for all boards.  | Yes   | No   |
| <b>Capital Markets and Financing</b>                         | Required for all boards.  | Yes   | No   |
| <b>Government as a Customer</b>                              | For Redflex, an understanding of the contracting policies and procedures of government at all levels within Australia and abroad is desirable.  | Yes   | No   |
| <b>Intelligent Traffic Systems (ITS) industry experience</b> | For Redflex, an understanding of adjacent markets for the Company's technology outside the photo enforcement sector is desirable.   | There are currently no members of the Redflex Board that has had specific previous ITS industry experience. | The current Redflex board would be enhanced by a member with wider ITS industry experience       |

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|---|--|--|---|
| <b>Technology and Innovation</b>          | For Redflex, an understanding of technology and technological development including an understanding of the research and development lifecycle is desirable.           | Yes  | No  |
| <b>Legal and Regulatory</b>               | An understanding of the legal framework in which the entity operates and when to seek legal advice is critical for all boards.   | Yes  | No  |
| <b>Risk Management</b>                    | An understanding of risk management and discharge of oversight responsibilities is critical for all boards.  | Yes  | No  |
| <b>Compliance</b>                         | An understanding of the Company's compliance obligations and discharge of oversight responsibilities is critical for all boards.                                       | Yes  | No  |
| <b>Governance</b>                         | An understanding of a directors' duties and responsibilities, the role of the Board and Committees and best practice governance principles is critical for all boards. | Yes  | No  |
| <b>Digital Media and Communications</b>   | An understanding of digital media and communications is critical for all boards to maintain communication with its shareholders and other stakeholders.                | Yes  | No  |
| <b>Alignment to Shareholder interests</b> | All boards must recognise the importance of acting in the best interests of the Company as a whole, in particular, in the best interests of all shareholders.          | Yes  | No  |
| <b>Gender Diversity</b>                   | The promotion of gender diversity can broaden the pool for recruitment of talented directors.  | In terms of gender diversity there are currently no female members of the Redflex Board. | Diversity at all levels of Redflex is an important objective. Redflex will continue its progress in achieving its diversity objectives. |
| <b>Cultural Diversity</b>                 | The promotion of cultural diversity can broaden the pool for recruitment of talented directors.  | Yes  | No  |