

Release to Australian Securities Exchange

4 March 2013

Board Composition and Organisation

Effective 25 February, Redflex received and accepted the resignations of:

- Karen Finley, as director and as RTSI President and CEO. (Ms Finley's final director's interest notice
 is attached: as a consequence of her resignation her performance rights are in the process of being
 forfeited); and
- Sean Nolen, RTSI CFO.

Effective 28 February 2013, Redflex received and accepted the resignation of:

• Andrejs Bunkse, RTSI General Counsel.

The respective employment agreements for each person obligate the employees to provide 30 days written notice and the Company has waived this notice period such that the resignations have immediate effect.

Robert DeVincenzi, Redflex Group CEO will assume the duties of President and CEO of RTSI. All other positions will be managed appropriately.

The Board of Redflex Holdings Limited now comprises:

- Michael McConnell, Interim Non-Executive Chairman, USA-based
- Albert Moyer, Chairman of the Audit and Risk Management Committee, USA-based
- Robin Debernardi, Chairman of the Remuneration Committee, Australia-based
- Robert DeVincenzi, Group CEO and President and CEO RTSI, USA-based

For further information:

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Rule 3.19A.3

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.

Name of entity	REDFLEX HOLDINGS LIMITED
ABN	96 069 306 216

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.

Name of director	Karen Finley
Date of last notice	19 November 2012
Date that director ceased to be director	28 February 2013

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.

Number & class of securities	
246,106, - 14: 1- 1- 14- 11-	
346,106 ordinary shares	
284,031 performance rights	

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⁺ See chapter 19 for defined terms.

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

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
	NIL

Part 3 – Director's interests in contracts

Detail of contract	NIL
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

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⁺ See chapter 19 for defined terms.