

ASX ANNOUNCEMENT

10 May 2021

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 icon that resembles a lowercase 'r' or a traffic sign.

Proposed acquisition by Verra Mobility Corporation – Chair's Scheme Meeting Address

Redflex Holdings Limited (**ASX:RDF**) (**Redflex**) is pleased to attach to this announcement a copy of the Chair's address for the Redflex shareholders' meeting to consider resolutions to approve the scheme of arrangement (to be held virtually at **9:00am (AEST)** today, being **Monday, 10 May 2021**) under which it is proposed that all of the share capital of Redflex will be acquired by VM Consolidated, Inc., an indirect wholly-owned subsidiary of Verra Mobility Corporation. The Chair's address is provided pursuant to ASX Listing Rule 3.13.3.

About Redflex

During the past 25 years, Redflex has established itself as a world leader in developing and implementing intelligent traffic management products and services which are sold and managed in the Asia Pacific, North America, United Kingdom, Europe and Middle East regions. Redflex develops, manufactures and operates a wide range of platform-based solutions 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 a continuous program of product development, Redflex has been helping to improve roadway safety, alleviate congestion and reduce the harmful impacts of vehicle emissions.

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

Authorised for release by the SVP – Group General Counsel & Corporate Secretary. For further information please contact:

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Redflex Holdings Limited

Virtual Scheme Meeting

9:00am (AEST) on 10 May 2021

PROCEEDINGS AND ADDRESSES

[SLIDE 1 – COVER PAGE]

Good morning ladies and gentlemen, it is now just after 9:00am (AEST) and the Company Secretary has advised me that there is a quorum present, so I declare this meeting open.

Welcome to the Scheme Meeting of Redflex Holdings Limited. My name is Terry Winters and I am a director of Redflex and it is my pleasure to be chairing this meeting today. On behalf of Redflex's Chief Executive Officer, Mark Talbot, and the Redflex Board of Directors, I would like to thank you for joining us today.

[SLIDE 2 – AGENDA]

This meeting has been called to enable Redflex shareholders to consider and vote on resolutions to approve a scheme of arrangement under which it is proposed that Verra Mobility Corporation, through an indirect wholly-owned subsidiary, VM Consolidated, will acquire all of the issued share capital of Redflex (which I will now refer to as the **"Scheme"**).

Shareholders will be aware that, as announced by Redflex on 30 April 2021, Verra Mobility has offered to increase the cash consideration payable under the Scheme from A\$0.92 to A\$0.96 for each Redflex share held by shareholders as at the record date.

I will be proposing a resolution, which I will now refer to as the **"Amending Resolution"**, to take into account the increase in cash consideration offered under the Scheme. If the Amending Resolution is passed, I will then propose a second resolution to approve the Scheme, which I will refer to as the **"Scheme Resolution"**.

I note that implementation of the Scheme is subject to the fulfillment of certain conditions precedent, as detailed in the Scheme Booklet. One of these conditions precedent is approval of the Scheme by the General Authority for Competition in the Kingdom of Saudi Arabia. That approval has not yet been granted. I will provide an update on the status of this outstanding condition precedent during this meeting.

In light of the unusual circumstances we find ourselves in with COVID-19, and the resulting limits on gatherings and travel restrictions, this meeting is being held exclusively by way of this live webcast, and there is no physical meeting.

1. INTRODUCTION

[SLIDE 3 – REPRESENTATIVES PRESENT TODAY]

Attending the meeting via webcast, we have our Group CEO and Managing Director, Mark Talbot, and the Chairman of Redflex, Adam Gray, and our fellow Redflex directors:

- Clark Davey;
- Bob Devincenzi;
- David McIntyre; and
- John Worthington.

We are also joined by the Group General Counsel and Company Secretary, Craig Durham, and the Group Chief Financial Officer, Neville Joyce.

Representatives are also present from our legal adviser, KPMG Law, represented by David Morris; and our share registry, Computershare, represented by Christopher Dedrick, who will also be the Returning Officer for today's meeting.

[SLIDE 4 – EXPERIENCING TECHNICAL DIFFICULTIES]

For any users experiencing technical difficulties or who have any questions about the virtual meeting process, there is a helpline available during this meeting. Please dial +61 3 9415 4024 to access this helpline. You can also refer to the Scheme Meeting User Guide for information to assist you, which is available to download from Redflex's website.

[SLIDE 5 – ONLINE ATTENDEES – VOTING PROCESS]

As the format of this virtual meeting is different from a standard physical meeting, I will briefly discuss the process of the meeting and how voting will be conducted.

There will be two resolutions and voting on both resolutions will be conducted by a poll.

Once I declare each poll open, a small bar graph icon will appear on your screen. Once you click on this icon, the resolution will appear on your screen and you can vote. You will be able to change your vote on each resolution up until I declare the voting for that resolution is closed.

I will give you a clear prompt in the meeting to let you know when each poll is about to close.

Christopher Dedrick from Computershare has agreed to be the Returning Officer today, and following confirmation by Computershare, the final results of the proxy votes received before the meeting, and the results of the poll will be announced on the ASX Market Announcements Platform and on Redflex's website later today.

[SLIDE 6 – PURPOSE OF TODAY'S MEETING]

2. PURPOSE OF THIS MEETING

The purpose of this meeting is for Redflex shareholders to consider and, if thought fit, to approve a scheme of arrangement under which it is proposed that Verra Mobility, through an indirect wholly-owned subsidiary, VM Consolidated, will acquire all of the issued share capital of Redflex.

Shareholders will be aware that Verra Mobility has offered to increase the cash consideration payable under the Scheme from A\$0.92 to A\$0.96 for each Redflex share held by shareholders as at the record date. At today's meeting, shareholders will first vote on the Amending Resolution to amend the Scheme Resolution so as to take into account the increase in the cash consideration payable under the Scheme. If the Amending Resolution is passed, I will then propose the Scheme Resolution.

Redflex shareholders will have received either an email containing a link to the Scheme Booklet together with a link to submit a proxy if you elected to receive communications electronically, or, if you did not, you will have been sent a hard copy Scheme Booklet and proxy form.

The Scheme Booklet includes, among other things, an overview of the Scheme, the key considerations relevant to each shareholder's vote, including reasons to vote in favour of, or against, the Scheme, the risks associated with the Scheme, the risks associated with a continued investment in Redflex and a notice convening today's meeting.

Shareholders will also have received either an email containing a link to the Supplementary Scheme Booklet if you elected to receive communications electronically, or, if you did not, you will have been sent a hard copy Supplementary Scheme Booklet. The Supplementary Scheme Booklet contains information relevant to the amendment to the Scheme terms I mentioned earlier, namely, an increase in the Scheme consideration from A\$0.92 to A\$0.96 cash for each Redflex share.

Together, the booklets outline in detail the proposed acquisition of Redflex by Verra Mobility under the proposed Scheme. While I will take these documents as read, I would like to draw your attention to some important considerations about the proposed Scheme.

[SLIDE 7 – KEY CONSIDERATIONS]

The advantages, or reasons to vote in favour, of the Scheme are set out in detail in Section 4.3 of the Scheme Booklet. There are also disadvantages of, or reasons why you may wish to vote against the Scheme, which are set out in Section 4.4 of the Scheme Booklet, together with risk factors associated with the Scheme that are outlined at Section 7 of the Scheme Booklet.

The Scheme consideration of A\$0.96 cash per Redflex share represents a premium of 140% to Redflex's closing share price on 21 January 2021 of A\$0.40 being the last trading day before the announcement of the proposed acquisition of Redflex by way of the Scheme on 22 January 2021, and a 37% premium to Redflex's highest closing share price at any point in the last five years up to and including 21 January 2021.

The Scheme consideration represents an implied enterprise value of Redflex on a fully diluted basis of approximately 13.2 x FY20 adjusted earnings before interest, tax, depreciation, amortisation, impairments, and COVID-19 related government subsidies.

The Redflex Board, after carefully considering the advantages, disadvantages and risks of the Scheme, is of the unanimous view that the benefits of the Scheme outweigh its potential disadvantages and risks. The Directors unanimously consider the Scheme to be in the best interests of Redflex shareholders and unanimously recommend that shareholders approve the Scheme Resolution, subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of shareholders and there being no superior proposal. Subject to those same qualifications, each Director who holds, or who has control over voting rights attaching to, shares in Redflex intends to vote those shares in favour of the Scheme Resolution.

BDO, the Independent Expert appointed by Redflex to assess the merits of the Scheme, concluded that in its view the Scheme is fair and reasonable and therefore in the best interests of Redflex shareholders as a whole, in the absence of a superior proposal. A copy of the Independent Expert's Report is included in the Scheme Booklet. The Independent Expert also issued a supplementary report, with the same conclusion, following the announcement of the increase in the Scheme consideration to A\$0.96 cash on 30 April 2021, a copy of which was included in the Supplementary Scheme Booklet.

[SLIDE 8 – ONLINE ATTENDEES – QUESTION PROCESS]

During today's meeting, there is an opportunity for shareholders to ask questions by tapping on the Questions icon on your screen - this will open a new screen. At the bottom of that screen, there is a section for you to type your question. Once you have finished typing, please hit the arrow symbol to send.

We ask that each shareholder keep their questions short and to the point, so that as many shareholders as possible have the chance to ask a question. We would like to answer as many questions as possible.

All questions submitted will be sent to a moderator, who will arrange the questions to remove any duplication and present them to me as the Chair of the meeting. On my behalf, the Group General Counsel and Company Secretary, Craig Durham, will then read out the questions submitted during the meeting and will either answer them or will otherwise nominate the most appropriate person to answer.

To give shareholders the opportunity to have their questions answered before they vote on the Scheme Resolution, the questions will be answered after the Amending Resolution is voted on, but before I declare voting on the Scheme Resolution closed.

[SLIDE 9 – STATUS OF CONDITIONS PRECEDENT]

3. STATUS OF CONDITIONS PRECEDENT

Before we move to the formal business of the meeting, I wish to provide an update in relation to the conditions precedent to implementation of the Scheme, and in particular, the condition precedent relating to regulatory approval from the General Authority for Competition in the Kingdom of Saudi Arabia.

As announced to the ASX last Friday, 7 May 2021, Redflex has been informed by representatives of Verra Mobility that the Saudi regulatory approval will not be received in time for the second Court hearing (to be held at 10:15am (AEST) on Friday 14 May 2021), and may not be obtained until the end of May 2021 (or possibly later). While this is unfortunate, it is important to note that the Redflex board of directors is not currently aware of any reason why the approval will not be obtained.

Accordingly, if the resolutions to approve the Scheme are passed by the requisite majorities of shareholders at today's meeting, and all other relevant conditions precedent required by 8:00am on the second Court hearing date have been satisfied or waived (other than the Saudi regulatory approval), Redflex intends to seek orders from the Federal Court of Australia at the second Court hearing to vary the Scheme so that the Saudi regulatory approval becomes a condition to be satisfied within a defined period to be approved by the Court (i.e. a condition subsequent as opposed to a condition precedent).

Should the Court make the orders that will be sought by Redflex at the second Court hearing, varying the Scheme in this way, and then approving the Scheme as varied:

- the terms of the Scheme would be “locked in” at that time, but remain subject to the Saudi regulatory approval being obtained within the defined period approved by the Court; and
- if, and when, the Saudi regulatory approval is received, the Scheme will take effect without the need for further shareholder or Court approval.

If, and when, the Saudi regulatory approval is given Redflex will release a further announcement to the ASX confirming the receipt of such approval. At the same time, Redflex will release a revised implementation timetable (including the “Record Date” and “Implementation Date” of the Scheme).

The “Implementation Date”, being the date on which Redflex shareholders will receive the Scheme consideration, would likely be approximately 7 business days after Redflex is notified that the condition regarding Saudi regulatory approval has been satisfied.

If GAC approval is refused or not obtained by the end of the defined period, the Scheme will not proceed.

In addition, as at today’s date, there are two contractual consents, the receipt of which is also a condition precedent to implementation of the Scheme, which have yet to be obtained.

Redflex and Verra Mobility are in advanced discussions with the relevant counterparties in relation to these consents, and Redflex is working towards that relevant condition precedent being satisfied (or waived) before the second Court hearing date on Friday 14 May 2021.

[SLIDE 10 – BUSINESS OF THE SCHEME MEETING]

FORMAL BUSINESS

We will now move to the formal business of the meeting.

The formal business concerns two resolutions: the Amending Resolution and the Scheme Resolution.

[SLIDE 11 – RESOLUTION 1 – AMENDING RESOLUTION]

4. RESOLUTION 1 – AMENDING RESOLUTION

Before turning to the substantive discussion of the Scheme Resolution, I propose to move the Amending Resolution to amend the terms of the Scheme as further described in the Supplementary Scheme Booklet. The purpose of the Amending Resolution is to amend the Scheme Resolution so as to take into account the increase in the cash consideration offered under the Scheme from A\$0.92 to A\$0.96 for each Redflex share held by Redflex shareholders as at the record date.

The Amending Resolution will require an ordinary resolution of Redflex shareholders present and voting in person or by proxy, and voting will be by a poll.

As you can see on your screen, the Amending Resolution reads as follows:

“That the proposed Scheme Resolution in the Notice of Meeting contained in Appendix F to the Scheme Booklet be amended by adding the words highlighted in bold characters as follows:

*“That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between the Company and the holders of its ordinary shares, the terms of which are described in the Scheme Booklet **(as amended by the Supplementary Scheme Booklet dated 4 May 2021)**, of which the notice convening this meeting forms part, is approved, and the Board is authorised to agree to such alterations or conditions as are thought fit by the Court and, subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions.”*”

If the Amending Resolution is approved, Shareholders will be invited to vote for approval of the Scheme by voting on the amended Scheme Resolution, which is the second resolution for today’s meeting.

Shareholders will have the opportunity to have any questions that they may have in relation to the Scheme answered later in the meeting before I declare voting on the Scheme Resolution closed.

I now declare voting on the Amending Resolution open. There are no shareholders excluded from voting on the resolution.

[Pause to allow time for voting]

As disclosed in the Supplementary Scheme Booklet, any directed proxy to vote in favour of the Scheme Resolution (set out in the notice convening today’s meeting contained in Appendix F of the Scheme Booklet) will be considered to authorize the proxy to vote in favour of the Amending Resolution. As disclosed in the Supplementary Scheme Booklet, I will cast all undirected proxies that I hold in my capacity as Chair of the meeting in favour of the Amending Resolution.

[SLIDE 12 – RESOLUTION 1 – AMENDING RESOLUTION – THE POLL WILL CLOSE SOON]

I put the Amending Resolution to the meeting once more. If you haven’t already done so, please cast your vote via the voting option on your screen or device.

I will close the voting on the poll for the Amending Resolution in approximately 30 seconds.

[Pause to allow time for voting]

CLOSE OF POLLING FOR AMENDING RESOLUTION AND PAUSING OF MEETING

[SLIDE 13 – RESOLUTION 1 – AMENDING RESOLUTION – THE POLL IS NOW CLOSED]

Ladies and gentlemen, the poll on the Amending Resolution is now closed and I request that the Returning Officer from Computershare now count the votes on the Amending Resolution.

I will now pause the Scheme Meeting while the vote count on the Amending Resolution takes place. Please stay connected to the Lumi online platform as the Scheme Meeting will resume shortly. You will hear some background music while we wait for the votes to be counted. Thank you.

[SLIDE 14 – THE SCHEME MEETING IS NOW PAUSED]

[Pause meeting to allow counting of votes on Amending Resolution]

CONTINUATION OF MEETING

Welcome back to the Scheme Meeting.

[This script continues on the assumption that the Amending Resolution is carried]

Having counted the votes on the Amending Resolution, I can confirm that the Amending Resolution was carried by way of an ordinary resolution.

Please note that the final poll results on the Amending Resolution will be released to the ASX and posted on Redflex's website as soon as they become available after today's meeting.

[SLIDE 15 – RESOLUTION 2 – SCHEME RESOLUTION]

5. RESOLUTION 2 – SCHEME RESOLUTION

As the Amending Resolution was passed as an ordinary resolution, Redflex shareholders are now requested to consider the Scheme Resolution.

The Scheme Resolution set out in the notice convening today's meeting and amended by the Amending Resolution (as shown in bold text) is as follows:

*“That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between the Company and the holders of its ordinary shares, the terms of which are described in the Scheme Booklet **(as amended by the Supplementary Scheme Booklet dated 4 May 2021)** of which the notice convening this meeting forms part, is approved, and the Board is authorised to agree to such alterations or conditions as are thought fit by the Court and, subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions.”*

I declare that a poll will now be held for determining the outcome of the Scheme Resolution at today's meeting. There are no shareholders excluded from voting on the resolution.

As disclosed in the Scheme Booklet, I will cast all undirected proxies that I hold in my capacity as Chair of the meeting in favour of the Scheme Resolution.

Requisite Majorities

As shown on the screen, for the Scheme Resolution to be passed at today's meeting:

- firstly, more than 50% of Redflex shareholders who vote at this meeting, whether virtually in person or by proxy, attorney or representative, must vote in favour of the Scheme Resolution; and
- secondly, at least 75% of the total number of Redflex shares (that is, votes) voted at this meeting, again whether virtually in person or by proxy, attorney or representative, must be voted

in favour of the Scheme Resolution.

If the Scheme Resolution is passed by the requisite majorities of shareholders at today's meeting, and all other relevant conditions precedent required by 8:00am on the second Court hearing date have been satisfied or waived (other than the Saudi regulatory approval), Redflex intends to seek orders from the Federal Court of Australia at the second Court hearing to vary the Scheme so that the Saudi regulatory approval becomes a condition to be satisfied within a defined period to be approved by the Court (i.e. a condition subsequent as opposed to a condition precedent).

[SLIDE 16 – QUESTIONS SUBMITTED DURING THE MEETING]

6. QUESTIONS

The Group General Counsel and Company Secretary, Craig Durham, will now read out the questions submitted during the meeting and will either answer them or will otherwise pass those questions onto the most appropriate person to answer. I note that voting on the Scheme Resolution remains open and you are able to change your vote on the Scheme Resolution until I declare the voting closed. I will give you a clear prompt to let you know when voting is about to close.

[Questions]

[SLIDE 17 – RESOLUTION 2 – SCHEME RESOLUTION – THE POLL WILL CLOSE SOON]

I put the Scheme Resolution to the meeting once more. If you haven't already done so, please cast your vote via the voting option on your screen or device. I will close the voting on the poll in approximately 30 seconds.

[Pause to allow time for voting]

7. CONCLUSION

[SLIDE 18 – RESOLUTION 2 – SCHEME RESOLUTION – THE POLL IS NOW CLOSED]

Ladies and gentlemen, the poll for the Scheme Resolution is now closed and that concludes the formal business proceedings of today's meeting.

On behalf of the Redflex Board and management, I would like to thank you for your continued participation in today's meeting.

The meeting will now be adjourned until the final poll results for the Amending Resolution and the Scheme Resolution are announced to the ASX and posted on Redflex's website.

This meeting will formally close following the announcement of those final poll results, which will occur as soon as they are available.

Please stay safe and well and I wish you all a very good morning.

[SLIDE 19 – MEETING ADJOURNED SLIDE]

-END-

Redflex Holdings Limited



Court Ordered Scheme Meeting of Shareholders

Virtual Meeting By Way of Live Webcast Only

Monday, 10 May 2021



Agenda

1. Introduction
2. Purpose of the Scheme Meeting and Background to the Proposed Scheme
3. Status of Conditions Precedent
4. **Resolution 1 - Amending Resolution**

MEETING PAUSE (while votes on Resolution 1 are counted by the Returning Officer) and subject to the passing of an ordinary resolution on Resolution 1, then:

5. **Resolution 2 - Scheme Resolution**
6. Questions
7. Conclusion



Representatives Present Today

Board of Directors

- **Mr. Mark Talbot** (Group Chief Executive Officer and Managing Director)
- **Mr. Adam Gray** (Chair of the Board of Directors and Non-executive Director)
- **Mr. Terence Winters** (Non-executive Director and Chair of Today's Meeting)
- **Mr. Clark Davey** (Non-executive Director)
- **Mr. Bob DeVincenzi** (Non-executive Director)
- **Mr. David McIntyre** (Non-executive Director)
- **Mr. John Worthington** (Non-executive Director)

Officers

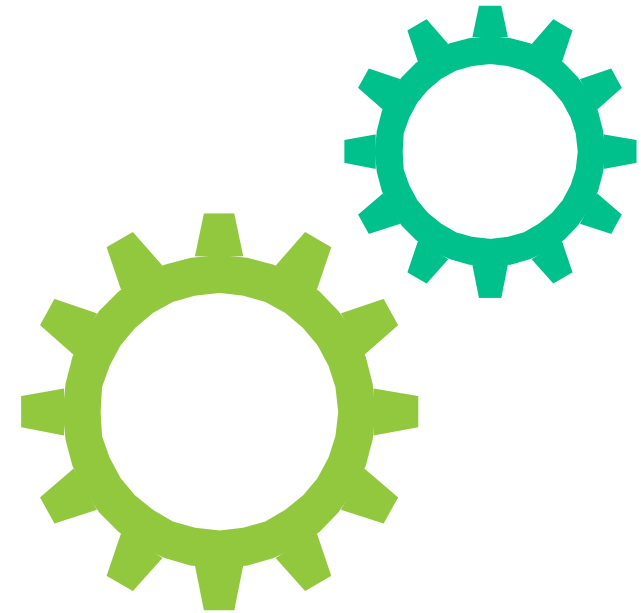
- **Mr. Craig Durham** (Group General Counsel and Company Secretary)
- **Mr. Neville Joyce** (Group Chief Financial Officer)

Advisers

- **Mr. David Morris** (Partner, KPMG Law)
- **Mr. Christopher Dedrick** (Share Registry, Computershare and Returning Officer of Today's meeting)

Experiencing Technical Difficulties?

1. Please dial **+61 3 9415 4024** to access the **helpline**
2. Refer to the **Scheme Meeting User Guide** which can be downloaded from Redflex's website



ONLINE Attendees – VOTING PROCESS

When the poll is open, the vote will be accessible by selecting the voting icon at the top of the screen



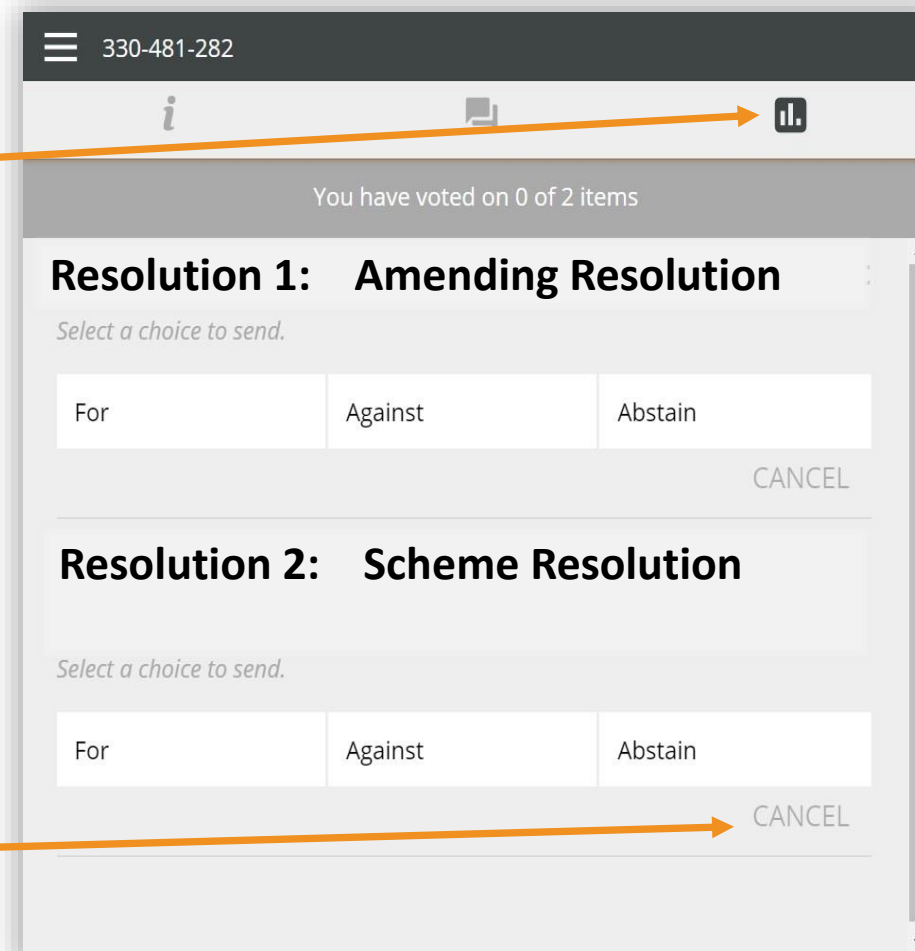
To vote simply select the direction in which you would like to cast your vote. The selected option will change colour

For



Against

Abstain

There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed



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You have voted on 0 of 2 items

Resolution 1: Amending Resolution

Select a choice to send.

For Against Abstain

CANCEL

Resolution 2: Scheme Resolution

Select a choice to send.

For Against Abstain

CANCEL

Purpose of Today's Meeting

To consider and, if thought fit, to approve a **scheme of arrangement** under which it is proposed that Verra Mobility Corporation, through an indirect wholly owned subsidiary, VM Consolidated, Inc., will acquire all of the issued share capital of Redflex Holdings Limited.



Key Considerations

The Scheme consideration of **\$0.96** cash per Redflex share represents a premium of:

- **140%** to Redflex's closing share price on 21 January 2021 of \$0.40, being the last trading day before the announcement of the proposed acquisition of Redflex by way of the Scheme on 22 January 2021; and
- **37%** to Redflex's highest closing share price at any point in the last five years up to and including 21 January 2021.

The Scheme consideration represents an implied enterprise value of Redflex on a fully diluted basis of approximately **13.2x FY20** adjusted earnings before interest, tax, depreciation, amortisation, impairments, and COVID-19 related government subsidies.



ONLINE Attendees – Question PROCESS

When the Question function is available, the Q&A icon will appear at the top of the app

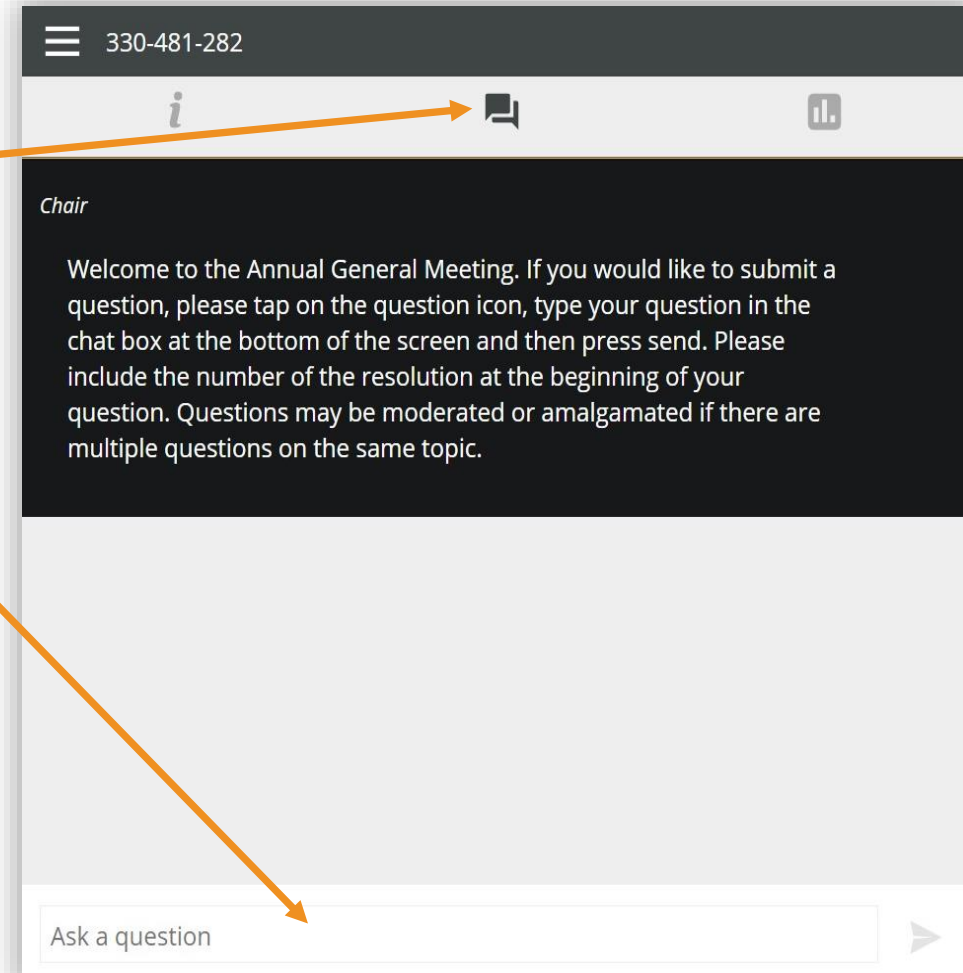


To send in a question, click in the 'Ask a question' box, type your question and press the send arrow

Your question will be sent immediately for review



Received



Status of **Conditions Precedent**

1. Regulatory approval from the General Authority for Competition in the Kingdom of Saudi Arabia
2. Contractual consents



Business of the Scheme Meeting

1. Amending Resolution (Resolution 1)

Subject to the passing of an ordinary resolution on Resolution 1, then:

2. Scheme Resolution (Resolution 2)



Resolution 1 – Amending Resolution

That the proposed Scheme Resolution in the Notice of Meeting contained in Appendix F to the Scheme Booklet be amended by adding the words highlighted in bold characters as follows:

*“That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between the Company and the holders of its ordinary shares, the terms of which are described in the Scheme Booklet **(as amended by the Supplementary Scheme Booklet dated 4 May 2021)**, of which the notice convening this meeting forms part, is approved, and the Board is authorised to agree to such alterations or conditions as are thought fit by the Court and, subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions.”*



Resolution 1 – Amending Resolution

That the proposed Scheme Resolution in the Notice of Meeting contained in Appendix F to the Scheme Booklet be amended by adding the words highlighted in bold characters as follows:

*“That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between the Company and the holders of its ordinary shares, the terms of which are described in the Scheme Booklet **(as amended by the Supplementary Scheme Booklet dated 4 May 2021)**, of which the notice convening this meeting forms part, is approved, and the Board is authorised to agree to such alterations or conditions as are thought fit by the Court and, subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions.”*

The Poll will close soon, please cast your vote NOW



Resolution 1 – Amending Resolution

The Poll has now CLOSED

**The Scheme Meeting is now paused while
votes on Resolution 1 are being counted
by the Returning Officer**

**Please stay connected and the Scheme
Meeting will resume shortly**

Resolution 2 – Scheme Resolution

*“That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between the Company and the holders of its ordinary shares, the terms of which are described in the Scheme Booklet **(as amended by the Supplementary Scheme Booklet dated 4 May 2021)**, of which the notice convening this meeting forms part, is approved, and the Board is authorised to agree to such alterations or conditions as are thought fit by the Court and, subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions.”*

Voting Requirements for the Resolution to be Passed (the Requisite Majorities)

- Firstly, more than **50%** of Redflex shareholders who vote at this meeting, whether virtually in person or by proxy, attorney or representative, must vote in favour of the Scheme Resolution

AND

- Secondly, at least **75%** of the total number of Redflex shares (that is, votes) voted at this meeting, again whether virtually in person or by proxy, attorney or representative, must be voted in favour of the Scheme Resolution.

Questions submitted during the Meeting



Resolution 2 – Scheme Resolution

*“That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between the Company and the holders of its ordinary shares, the terms of which are described in the Scheme Booklet **(as amended by the Supplementary Scheme Booklet dated 4 May 2021)**, of which the notice convening this meeting forms part, is approved, and the Board is authorised to agree to such alterations or conditions as are thought fit by the Court and, subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions.”*

The Poll will close soon, please cast your vote NOW

Resolution 2 – Scheme Resolution

The Poll has now CLOSED

**Meeting adjourned until final Poll
Results are announced**

Thank you for your attendance