

Proposed acquisition by Verra Mobility Corporation – Results of Scheme Meeting

Redflex Holdings Limited (**ASX:RDF**) (**Redflex**) is pleased to announce that shareholders have today voted in favour of the proposed scheme of arrangement (**Scheme**) for the proposed acquisition of Redflex by VM Consolidated, Inc., an indirect wholly-owned subsidiary of Verra Mobility Corporation.

Voting results of Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Redflex advises that:

- the resolution set out in the supplementary scheme booklet dated 4 May 2021 to amend the Scheme Resolution (defined below), 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 on the record date of the Scheme (**Amending Resolution**); and
- the resolution to approve the Scheme set out in the Notice of Meeting included in Appendix F of the scheme booklet dated 7 April 2021 (**Scheme Resolution**), as amended by the Amending Resolution,

were passed on a poll by the requisite majorities of Redflex shareholders.

The voting results are **attached** to this announcement.

Second Court Hearing

The second Federal Court of Australia (**Court**) hearing is scheduled to be held at 10:15am on Friday, 14 May 2021.

As announced to ASX on 7 May 2021:

- Redflex has been informed by Verra Mobility's representatives recently that the regulatory approval from the General Authority for Competition in the Kingdom of Saudi Arabia (**GAC**), which is currently a condition precedent to the Scheme becoming effective, will not be received in time for the second Court hearing, and may not be obtained until the end of May 2021 (or possibly later).
- If all other relevant conditions precedent required by 8:00am on the second Court hearing date (other than GAC approval) have been satisfied or waived, Redflex intends to seek orders from the Court at the second Court hearing to vary the Scheme so that GAC 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:

- Redflex expects to lodge the Court orders with the Australian Securities and Investments Commission by 17 May 2021;
- the terms of the Scheme would be "locked in" at that time, but remain subject to GAC approval being obtained within the defined period;
- if, and when, GAC approval is received, the Scheme will take effect without the need for further shareholder or Court approval; and
- if GAC approval is refused or not obtained by the end of the defined period, the Scheme will not proceed.

The Redflex board of directors is not currently aware of any reason why GAC approval would not be obtained.

Redflex Holdings Limited

31 Market Street (P.O. Box 720), South Melbourne, Victoria, Australia 3205 t: +613 9093 3300

e: redflexholdingslimited@redflex.com

www.redflex.com



Release of revised implementation timetable

If, and when, GAC approval is given, Redflex will release a further announcement on 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 of A\$0.96 for each Redflex share held on the “Record Date”, would likely be approximately 7 business days after Redflex is notified that the condition regarding GAC approval has been satisfied.

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:

Craig Durham
SVP – Group General Counsel & Company Secretary
Redflex Holdings Limited
craig.durham@redflex.com
T +61 3 9093 3300

Redflex Holdings Limited
Scheme Meeting
Monday, 10 May 2021
Voting Results

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	
1 Amending Resolution					134,231,269 99.80%	268,524 0.20%	17,166	Carried
2 Scheme Resolution	108,755,266 80.92%	268,524 0.20%	25,367,514 18.88%	17,166	134,231,269 99.80%	268,524 0.20%	17,166	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					302 93.79%	20 6.21%	2	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.