

THIS IS AN IMPORTANT DOCUMENT

AND REQUIRES YOUR ATTENTION

If you are in doubt as to how to deal with it,
please consult your financial or other professional adviser.



TRAFFIC TECHNOLOGIES LTD

ACN 080 415 407

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF MEMBERS
INCORPORATING EXPLANATORY MEMORANDUM
AND PROXY FORM**

DATE OF MEETING

Thursday, 30 May 2024

TIME OF MEETING

10.00am (AEST)

VIRTUAL MEETING

The meeting will be held virtually via the Zoom Video Communications online platform

If you are unable to attend the Extraordinary General Meeting of Members, please complete the Proxy Form and return it in accordance with the instructions set out in that form.

LETTER TO SHAREHOLDERS

30 April 2024

Dear Shareholder,

Enclosed with this letter are the Notice of Extraordinary General Meeting (**Notice**) and Explanatory Memorandum detailing the proposed Resolutions for consideration by Shareholders. Shareholders should consider all of this material before determining how they will vote at the Extraordinary General Meeting.

The Company has made the decision to hold the Extraordinary General Meeting as a fully virtual meeting. The meeting will take place on Thursday, 30 May 2024 commencing at 10.00am (AEST).

PARTICIPATION AT THE VIRTUAL MEETING

All Shareholders will have the opportunity to participate in the Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

The Meeting will be broadcast via the Zoom Video Communications online platform.

If you wish to watch and attend the virtual EGM, you must register with the Secretary, Peter Crafter at peter.crafter@trafficltd.com.au at least 24 hours prior to the Meeting. You will then be sent a link to the Meeting webcast.

VOTING OPTIONS

Direct voting online during the Meeting

Due to the virtual nature of the Meeting, Computershare, the Company's Share Registry will be facilitating voting during the Meeting. If you wish to cast your vote during the meeting you will need to visit:

<https://meetnow.global/MZA2A6J> on your desktop or mobile device. Ensure that your browser is compatible. You will need the latest version of Chrome, Safari, Edge or Firefox

Detailed instructions on how to vote online are set out in the "How to Vote" section of this Notice and the "Online Voting Guide" located on page 8 of this Notice.

If you have any questions, or need assistance with the online process, please contact Computershare on +613 9415 4024 during the online registration period which will open 30 minutes before the start of the Meeting.

If you are unable to attend the Extraordinary General Meeting, you are urged to complete the attached Proxy Form and return it, marked attention to the Secretary, so that it is received not later than 10.00am (AEST) on Tuesday, 28 May 2024:

By facsimile within Australia 1800 783 447 (or from outside Australia +61 3 9473 2555)

By mail to: *Computershare Investor Services Pty Limited*
GPO Box 242 Melbourne Vic 3001

By hand to: *Computershare Investor Services Pty Limited*
"Yarra Falls" 452 Johnston Street Abbotsford Vic 3067

Via our online facility:

Please visit www.investorvote.com.au to submit your voting intentions (if any). To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and the six-digit Control Number shown on the Proxy Form.

Custodian voting - For Intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Shareholders are strongly encouraged to lodge a proxy form to vote at the Meeting at least 48 hours before the Meeting.

QUESTIONS

We will provide an opportunity to ask questions at the Meeting however there may be connectivity and other issues during the video conference. Accordingly, we recommend that any Shareholder questions be submitted in advance of the meeting. They should be sent to the Secretary, Peter Crafter at peter.crafter@trafficld.com.au by 5.00pm (AEST) on Tuesday, 28 May 2024.

Further details of the Resolutions in the Notice of Extraordinary General Meeting are contained in the Explanatory Memorandum that accompanies the Notice. The Explanatory Memorandum should be read together with, and forms part of, the Notice.

Yours faithfully

Cary Peter Stynes
Chairman
Traffic Technologies Ltd

TRAFFIC TECHNOLOGIES LTD
ACN 080 415 407
NOTICE OF 2024 EXTRAORDINARY GENERAL MEETING OF MEMBERS

Notice is hereby given that the Extraordinary General Meeting (**Meeting**) of the members of Traffic Technologies Ltd (ABN 21 080 415 407) (**Company** or **Traffic Technologies**) (**Members**) will be held virtually on Thursday, 30 May 2024 at 10.00am (AEST) for the purpose of considering the items of business in this Notice of Extraordinary General Meeting (**Notice**).

An Explanatory Memorandum containing information relevant to the following Resolutions and a Proxy Form accompany this Notice.

AGENDA

ORDINARY BUSINESS

A. Ordinary Resolutions

Resolution 1: Ratification of prior issue of Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and all other purposes, Members ratify and approve the issue of 113,650,528 Shares at an issue price of \$0.0062 (0.62 cents) per Share to Great Harvest Pty Ltd, which were issued on 27 March 2024 on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion:

The Company will disregard any votes cast on Resolution 1 by:

- (a) any person who participated in the issue; and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy or attorney for a person who is entitled to vote in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (d) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote, in accordance with the direction given to the chairperson to vote on the resolution as the chairperson decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2: Approval of proposed issue of Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.1 and all other purposes, Members approve the issue of up to 227,301,056 Shares at an issue price of \$0.0062 (0.62 cents) per Share, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion:

The Company will disregard any votes cast on Resolution 2 by:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy or attorney for a person who is entitled to vote in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (d) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote, in accordance with the direction given to the chairperson to vote on the resolution as the chairperson decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

GENERAL BUSINESS

To transact any business which may legally be brought forward in accordance with the Constitution.

By Order of the Board

Cary Peter Stynes
Chairman
Dated: 30 April 2024

WHO MAY VOTE

The Company determines that only Members holding Shares as at 7.00pm (AEST) on Tuesday, 28 May 2024 will be entitled to vote at the Extraordinary General Meeting on Thursday, 30 May 2024 or at any adjourned meeting.

HOW TO VOTE

You may vote by attending the Meeting virtually, by proxy or authorised representative.

Voting at the virtual Meeting

The Meeting will be held as a fully virtual meeting.

All Shareholders will have the opportunity to vote at the Meeting online via an internet connection (using a computer, laptop, tablet or smartphone). Virtual meetings are accessible on both desktop and mobile devices. Securityholders must use the Computershare Meeting Platform to vote in the meeting.

To vote in the meeting, you can log in by entering the following URL <https://meetnow.global/MWVH5WG> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

To vote in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +613 9415 4024 prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and click 'Continue'.

You can cast votes at the appropriate times while the meeting is in progress.

Details of how to vote 'virtually' are also provided in the accompanying Online Meeting Guide which can also be downloaded at www.computershare.com.au/onlinevotingguide. Shareholders are encouraged to review this guide before the Meeting.

As noted above, Shareholders will require to login via the URL <https://meetnow.global/MWVH5WG> and have their Shareholder Registration Number "SRN" or Holder Identification Number "HIN", which can be found on their Proxy Form, for verification purposes. If a person is nominated as a proxy by a Shareholder, the proxy holder will need to contact the call centre before the meeting to obtain their login details to enable the proxy holder to vote. The proxy holder login details can be obtained by contacting Computershare on +61 3 9415 4024 during the online registration period which will open 30 minutes before the start of the Meeting.

Voting by Proxy

You are entitled to appoint a proxy. The proxy need not be a Member of the Company. If you are entitled to cast two (2) or more votes you may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. To vote by proxy, please complete and sign the proxy form attached to this Notice as soon as possible and return it so that it is received by the Company not later than 10.00am (AEST) on Tuesday, 28 May 2024:

By facsimile: Within Australia on 1800 783 447 (or from outside Australia on +61 3 9473 2555)

By mail to: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001

By hand to: Computershare Investor Services Pty Limited
"Yarra Falls"
452 Johnston Street
Abbotsford Vic 3067

Via our online facility:

Please visit www.investorvote.com.au to submit your voting intentions (if any). To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and the six digit Control Number shown on the Proxy Form.

Custodian voting - For Intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

The Chairman in his capacity as proxy holder intends to vote all undirected proxies in favour of approving all Resolutions in this Notice of Meeting.

Shareholder questions

While Shareholders will be able to submit questions online at the virtual Meeting, it would be desirable if the Company was able to receive them in advance.

They should be sent to the Secretary, Peter Crafter at peter.crafter@trafficltd.com.au by 5.00pm (AEST) on Tuesday, 28 May 2024.

Please note that not all questions may be able to be answered during the Meeting. In this case, answers will be made available on the Company's website after the meeting.

FURTHER INFORMATION

Further details of the Resolutions in this Notice are contained in the Explanatory Memorandum accompanying this Notice. The Explanatory Memorandum should be read together with and forms part of this Notice.

ONLINE VOTING GUIDE



GETTING STARTED

To submit your vote online you will need to visit the link provided in the notice of meeting on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +613 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in voting during the online meeting, visit the link provided in the notice of meeting.

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

USERNAME
e.g. 3123456789

Country
Australia

Post Code
e.g. 8123

SIGN IN

OR

To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you are a received an email invitation for this meeting, please enter your invite code below.

Invite Code
e.g. 01ABCDEF0123456789

SIGN IN



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

Broadcast Vote Q & A Documents

Items of Business

2A Re-elect Mr John Brown as a Director

FOR AGAINST ABSTAIN

2B Re-elect Mr Peter Nolan as a Director

FOR AGAINST ABSTAIN

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.

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TRAFFIC TECHNOLOGIES LTD
ACN 080 415 407
EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the purposes of the Corporations Act and the Listing Rules. The purpose of this Explanatory Memorandum is to provide Members with all the information known to the Company that is material to Members in deciding whether or not to approve the Resolutions as set out in the Notice.

The Directors recommend that Members read this Explanatory Memorandum in full and in conjunction with the Notice before making any decision in relation to the proposed Resolutions.

2. ITEMS OF ORDINARY BUSINESS

2.1 Resolution 1 – Ratification of prior issues of Shares

As announced to market on 27 March 2024, the Company issued 113,650,528 Shares at an issue price of \$0.0062 (0.62 cents) per Share to Great Harvest Pty Ltd on 27 March 2024 (“**Issue Date**”) pursuant to a private placement (“**Great Harvest Issue**”).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Great Harvest Issue does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company’s capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company’s capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks shareholder approval to the Great Harvest Issue under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Great Harvest Issue will be excluded in calculating the Company’s 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 1 is not passed, the Relevant Issue will be included in calculating the Company’s 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the approval to ratify the issue of Shares under Resolution 1.

Listing Rule	Required Disclosure
7.5.1	The Company issued Shares to Great Harvest Pty Ltd ACN 158 977 961.
7.5.2	The Company issued a total of 113,650,528 Shares.
7.5.3	The shares are fully paid ordinary Shares.
7.5.4	The Shares were issued on 27 March 2024.

Listing Rule	Required Disclosure
7.5.5	The Shares were issued at an issue price of \$0.0062 (0.62 cents) per Share, raising a total of \$704,633.27 (before costs).
7.5.6	The purpose of the issue of Shares was to raise funds for additional working capital.
7.5.7	The Shares were not issued under an agreement.
7.5.8	Please refer to the voting exclusion statement for Resolution 1 set out in the Notice.

Chairman appointed as proxy

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

2.2 Resolution 2 – Approval of proposed issue of Shares

As announced to market on 22 April 2024, the Company received a binding commitment from Lazarus Capital Partners to subscribe for any Shares which are not taken up by eligible shareholders under the Share Purchase Plan undertaken by the Company and announced to market on 21 March 2024, subject to receiving relevant shareholder approvals ("**Shortfall Shares**").

Accordingly, the Company will place up to 227,301,056 Shortfall Shares at an issue price of \$0.0062 (0.62 cents) per Share, being the same price at which Shares were offered under the Share Purchase Plan ("**Shortfall Placement**").

Please refer to the Explanatory Memorandum for Resolution 1 for a summary of ASX Listing Rule 7.1.

The Shortfall Placement does not fall within any of the exceptions to ASX Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required shareholder approval for the Shortfall Placement under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the Shortfall Placement and the Shortfall Placement will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the Shortfall Placement.

Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Placement Shares under Resolution 2.

Listing Rule	Required Disclosure
7.3.1	The Company will issue the Shortfall Shares to Lazarus Capital Partners or such other persons to whom the Shortfall Shares can be issued without a disclosure document in accordance with section 708 of the Corporations Act.
7.3.2	The Company will issue up to 227,301,056 Shortfall Shares.
7.3.3	The Shortfall Shares are fully paid ordinary Shares.
7.3.4	The Shortfall Shares are proposed to be issued as soon as possible following the date of the Meeting. If Shareholders approve Resolution 2, the Board intends to proceed with the

Listing Rule	Required Disclosure
	Shortfall Placement as soon as practicable following the date of the Meeting, and in any event, within 3 months of the date of the Meeting.
7.3.5	The Shortfall Shares will be issued at an issue price of \$0.0062 (0.62 cents) per Share, raising a total of \$1,409,297 (before costs).
7.3.6	The purpose of the issue of Shares is to raise funds for additional working capital.
7.3.7	The Shortfall Shares will be issued pursuant to a Binding Shortfall Agreement, which the Company has entered into with Lazarus Capital Partners. Pursuant to the Binding Shortfall Agreement, Lazarus Capital Partners is entitled to receive a placement fee of 6%, calculated by reference to the amount placed to Lazarus Capital Partners.
7.3.8	The Shortfall Shares will not be issued under, or to fund, a reverse takeover.
7.3.9	Please refer to the voting exclusion statements for Resolution 2 set out in the Notice.

Chairman appointed as proxy

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

3. OTHER INFORMATION

The Board is not aware of any other information which is relevant to the consideration by Members of the proposed Resolutions which are detailed in the Notice. Prior to making any decision, Members may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed Resolutions.

4. DIRECTORS' APPROVALS AND RECOMMENDATIONS

To the extent permitted by law, it is the intention of the Chairman of the Meeting to vote all undirected proxies granted to him in favour of the Resolutions.

5. GLOSSARY

The following definitions apply throughout the Notice and the accompanying Explanatory Memorandum, unless the context otherwise requires:

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited (ACN 008 624 691);

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Melbourne, Australia;

Board means the current board of Directors of the Company;

Chairman means the chairman of the Meeting;

Company means Traffic Technologies Limited ACN 080 415 407;

Constitution means the current Constitution of the Company;

Corporations Act means the *Corporations Act 2001 (Cth)*;

Director means a Director of the Company as at the date of the Explanatory Memorandum;

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice;

Extraordinary General Meeting or **Meeting** means the extraordinary general meeting of Shareholders of the Company to which the Notice relates;

Listing Rules means the official rules of the ASX as at the date of this Notice;

Member or **Shareholder** means a holder of Shares in the Company;

Notice means the notice of this Meeting;

Proxy Form means a proxy form in the form enclosed with this document which is given by a Member who is eligible to vote at the meeting;

Relevant Interest has the meaning given to that term in the Corporations Act;

Resolutions means the resolutions referred to in the Notice;

Secretary means any person appointed to perform the duties of a secretary of the Company; and

Share means a fully paid ordinary share in the capital of the Company.

Where a term used in this Notice and Explanatory Memorandum is not defined but is defined in the Corporations Act, then that term will have the meaning given to it in the Corporations Act.



Traffic Technologies Limited
ABN 21 080 415 407

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

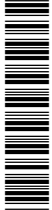


Online:

www.investorcentre.com/contact

TTI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Traffic Technologies Ltd Extraordinary General Meeting

The Traffic Technologies Ltd Extraordinary General Meeting will be held on Thursday, 30 May 2024 at 10:00am (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEST) on Tuesday, 28 May 2024.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit **insert link to webcast**

To vote online during the meeting you will need to visit <https://meetnow.global/MZA2A6J>
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Traffic Technologies Limited
ABN 21 080 415 407

TTI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Tuesday, 28 May 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Traffic Technologies Ltd hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Traffic Technologies Ltd to be held as a virtual meeting on Thursday, 30 May 2024 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of proposed issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

TTI

999999A



Computershare

