

Release to Australian Securities Exchange

13 November 2014

Outcome of 2014 Annual General Meeting

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, Redflex Holdings Limited advises the outcome of the resolutions put to the 2014 Annual General Meeting held earlier today.

Resolutions for the elections of Mr Gray, Mr Murphy, and Mr Schwarz were carried. The Resolutions for the re-election of Mr McConnell, adoption of the Remuneration Report and performance rights to Mr Clark were not carried.

Details of the resolutions' poll votes are as follows:

Resolution 1 – Election of Mr Adam Gray as a Director

| For | Against | Abstained |
|------------|------------|-----------|
| 56,066,737 | 40,814,448 | 68,967 |

Resolution 2 – Re-election of Mr Michael McConnell as a Director

| For | Against | Abstained |
|------------|------------|-----------|
| 47,873,331 | 48,857,395 | 67,342 |

Resolution 3 – Election of Mr John Murphy as a Director

| For | Against | Abstained |
|------------|------------|-----------|
| 56,419,504 | 40,461,681 | 68,967 |

Resolution 4 – Election of Mr Herman Schwarz as a Director

| For | Against | Abstained |
|------------|------------|-----------|
| 54,118,842 | 42,757,879 | 73,431 |

Resolution 5 – Adoption of Remuneration Report

| For | Against | Abstained |
|------------|------------|-----------|
| 45,777,737 | 47,645,652 | 13,544 |

Resolution 6 – Performance Rights to Mr Paul Clark

| For | Against | Abstained |
|------------|------------|-----------|
| 25,511,320 | 40,715,989 | 2,279,795 |

Attached for regulatory and information purposes is a schedule of proxy votes received on the resolutions (which are incorporated into the votes set out above).

For further information:

Marilyn Stephens

Company Secretary

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Schedule of proxy votes received on the resolutions:
Resolution 1 – Election of Mr Adam Gray

The instructions given to validly appointed proxies were:

| For | Against | Proxy discretion | Abstain |
|------------|------------|------------------|---------|
| 54,727,901 | 40,699,635 | 233,001 | 68,967 |

Resolution 2 – Re-election of Mr Michael McConnell

The instructions given to validly appointed proxies were:

| For | Against | Proxy discretion | Abstain |
|------------|------------|------------------|---------|
| 47,380,281 | 48,041,712 | 240,169 | 67,342 |

Resolution 3 – Election of Mr John Murphy

The instructions given to validly appointed proxies were:

| For | Against | Proxy discretion | Abstain |
|------------|------------|------------------|---------|
| 55,082,426 | 40,360,673 | 217,438 | 68,967 |

Resolution 4 – Election of Mr Herman Schwarz

The instructions given to validly appointed proxies were:

| For | Against | Proxy discretion | Abstain |
|------------|------------|------------------|---------|
| 52,786,639 | 42,651,996 | 217,438 | 73,431 |

Resolution 5 – Adoption of Remuneration Report

The instructions given to validly appointed proxies were:

| For | Against | Proxy discretion | Abstain |
|------------|------------|------------------|---------|
| 44,791,303 | 47,530,839 | 217,438 | 13,544 |

Resolution 6 – Performance Rights to Mr Paul Clark

The instructions given to validly appointed proxies were:

| For | Against | Proxy discretion | Abstain |
|------------|------------|------------------|-----------|
| 23,923,337 | 40,614,981 | 805,182 | 2,279,795 |

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 | Michael McConnell |
| Date of last notice | 7 October 2013 |
| Date that director ceased to be a director | 13 November 2014 |

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 |
| As the registered holder 9,125 |

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

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 |
|---|---|
| Mrs Ingrid McConnell | 50,000 |

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 | |

+ See chapter 19 for defined terms.