

ASX ANNOUNCEMENT

18 November 2015

REDFLEX HOLDINGS LIMITED ABN 96 069 306 216

Outcome of 2015 Annual General Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Redflex Holdings Limited advises the outcome of the resolutions put to the 2015 Annual General Meeting held earlier today.

Resolutions for the election of Mr Clark Davey and Mr David McIntyre and the re-election of Mr DeVincenzi, as directors, were carried. The resolution for the grant of performance rights to Mr Clark was also carried. The adoption of the Remuneration Report was carried as an ordinary resolution but a second strike was noted. The Spill Resolution was not carried.

Details of the resolutions' poll votes are as follows:

Resolution 1 – Election of Mr Clark Davey as a Director

For	Against	Abstained
89,555,505	161,033	899,179

Resolution 2 – Election of Mr David McIntyre as a Director

For	Against	Abstained
70,961,595	18,744,943	899,179

Resolution 3 – Re-election of Mr Robert DeVincenzi as a Director

For	Against	Abstained
50,362,773	39,821,510	431,434

Resolution 4 – Adoption of the Remuneration Report

For	Against	Abstained
51,735,563	37,684,740	739,541

Resolution 5 – Spill Resolution (Conditional Resolution)

For	Against	Abstained
28,239,247	60,726,751	1,193,846

Resolution 6 – Approval of the Grant of Performance Rights to Mr Paul Clark, Group Chief Executive Officer

For	Against	Abstained
43,980,746	21,357,126	335,686

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).

About Redflex

The Redflex Group has established itself as a world leader in traffic enforcement products and services, developing world leading enforcement camera technology and owning and operating one of the largest networks of digital speed and red-light cameras in the world.

The Redflex Group develops and manufactures a wide range of digital photo enforcement solutions including red light camera, speed camera and school bus stop arm camera systems all utilising the most advanced sensor and image capture technologies.

The Redflex Group runs its own systems engineering operations, system integration technologies and innovation centre for research and development. With our continuous development of new safety products, the Redflex Group has been helping to reduce collisions and to save lives for more than 20 years.

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

For further information:

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Schedule of proxy votes received on the resolutions

Resolution 1 – Election of Mr Clark Davey as a Director

The instructions given to validly appointed proxies were:

For	Against	Proxy Discretion	Abstained
68,612,185	109,243	12,924,431	42,794

Resolution 2 – Election of Mr David McIntyre as a Director

The instructions given to validly appointed proxies were:

For	Against	Proxy Discretion	Abstained
50,018,275	18,693,153	12,924,431	42,794

Resolution 3 – Election Re-election of Mr Robert DeVincenzi as a Director

The instructions given to validly appointed proxies were:

For	Against	Proxy Discretion	Abstained
49,726,377	19,440,485	12,491,743	30,048

Resolution 4 – Adoption of the Remuneration Report

The instructions given to validly appointed proxies were:

For	Against	Proxy Discretion	Abstained
49,283,197	19,143,906	12,939,597	33,925

Resolution 5 – Spill Resolution (Conditional Resolution)

The instructions given to validly appointed proxies were:

For	Against	Proxy Discretion	Abstained
9,698,713	58,485,851	12,947,885	268,176

Resolution 6 – Approval of the Grant of Performance Rights to Mr Paul Clark, Group Chief Executive Officer

The instructions given to validly appointed proxies were:

For	Against	Proxy Discretion	Abstained
24,088,869	19,412,610	12,921,659	335,686

END