



Release to Australian Securities Exchange

13 October 2014

Annual General Meeting

The Company's AGM will be held at 1:00pm on Thursday, 13th November, at the offices of Computershare Investor Services, 452 Johnston Street, Abbotsford, Victoria. A letter from the Chairman, the Notice of Meeting, Explanatory Statement, and related documents are attached.

For further information:

Marilyn Stephens
Company Secretary
marilyn.stephens@redflex.com.au
+61 3 9674 1715



REDFLEX
H O L D I N G S

Redflex Holdings Limited

ACN: 069 306 216

31 Market Street, South Melbourne
Victoria, Australia 3205

Tel: +61 3 9674 1715
www.redflex.com

10 October 2014

Dear Shareholder,

Accompanying this letter is the Notice of Meeting and Explanatory Statement for the Annual General Meeting of Redflex Holdings Limited, to be held in Melbourne on 13 November 2014 at 1pm. I, together with the other directors on your board hope you are able to either attend the meeting in person, or convey your views on the resolutions by voting by proxy.

Redflex's annual report was lodged with ASX on 30 September. The report includes a detailed account of the performance of Redflex for the 2014 financial year. The company has undertaken a number of important initiatives during the past year and I invite you to read my letter to shareholders at the start of the annual report.

The formal business of the AGM comprises the following items:

- To receive and discuss the financial and related reports;
- To consider the election of Mr Adam Gray;
- To consider the re-election of Mr Michael McConnell;
- To consider the election of Mr John Murphy;
- To consider the election of Mr Herman Schwarz;
- To consider a resolution for the adoption of the Remuneration Report included in the annual report; and
- To consider the grant of performance rights to Mr Paul Clark.

We hope to see you at the AGM on 13 November, and look forward to sharing with you key initiatives underway to restore value for shareholders.

Yours sincerely,

Adam Gray
Chairman



Redflex Holdings Limited

ACN 069 306 216

Notice of Annual General Meeting 2014

Notice is hereby given that the Annual General Meeting ("AGM") of Redflex Holdings Limited (the "Company") will be held at the offices of Computershare Investor Services Pty Limited at 452 Johnston Street, Abbotsford, Victoria on Thursday, 13 November 2014 at 1:00 pm (AEDT) to transact the following business:

Financial Report and Directors' and Auditor's Reports

To receive and consider the Financial Report and the Reports of the Directors and the Auditor for the year ended 30 June 2014.

Election of Mr Adam Gray

1. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That Adam Gray, a Non-executive Director of the Company who was appointed by the Board on 19 December 2013, who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Non-executive Director of the Company."

Re-election of Mr Michael McConnell

2. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That Michael McConnell, who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, be re-elected as a Non-executive Director of the Company."

Election of Mr John Murphy

3. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That John Murphy, a Non-executive Director of the Company who was appointed by the Board on 5 April 2014, who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Non-executive Director of the Company."

Election of Mr Herman Schwarz

4. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That Herman Schwarz, a Non-executive Director of the Company who was appointed by the Board on 1 May 2014, who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Non-executive Director of the Company."

Adoption of Remuneration Report

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That the Remuneration Report forming part of the Directors' Report for the year ended 30 June 2014 be adopted."
Note: In accordance with section 250R of the Corporations Act 2001, the vote on resolution 5 will be advisory only and will not bind the Directors of the Company.

Approval of the grant of performance rights to Mr Paul Clark

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, to approve the grant of up to 500,000 performance rights to Mr Paul Clark on the terms set out in the Explanatory Statement which is attached to, and forms part of, this Notice of Meeting."

By order of the Board
Marilyn Stephens, Secretary
10 October 2014

INFORMATION FOR MEMBERS

Eligibility to vote

The Company has determined that for the purposes of the meeting, shares will be taken to be held by those members recorded in the Company's Register of Members as at 7:00 pm (AEDT) on Tuesday 11 November 2014. Share transfers registered after that time will be disregarded in determining entitlements to vote at the Annual General Meeting.

In addition, Australian legal requirements limit the eligibility of certain people to vote on some of the items of business to be considered at the Annual General Meeting. These voting exclusions are designed to limit the capacity of people who stand to benefit from a resolution to influence whether the resolution is passed. Accordingly, the people who are captured by the additional voting restrictions vary for each item of business depending on the nature of the resolution proposed.

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (which includes those people described as Key Management Personnel in the Remuneration Report) of the Company (being Resolutions 5 and 6), the Corporations Act restricts Key Management Personnel and their closely related parties from voting in some circumstances.

A closely related party of a member of the Key Management Personnel is defined in the Corporations Act to include:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- (e) a company the member controls.

Proxies

A shareholder entitled to attend and vote at the meeting may appoint one or two proxies to attend and vote on their behalf. Each proxy will have the right to vote on a poll and also to speak at the meeting.

A proxy need not be a member of the Company and a proxy can be either an individual or a body corporate.

The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally between the proxies (i.e. where there are two proxies, each proxy may exercise half the votes).

If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the Chairman of the Meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice of Meeting. The Key Management Personnel of the Company and their closely related parties will not be able to vote your proxy on Resolutions 5 or 6 unless you direct them how to vote. If you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on Resolutions 5 and 6. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him or her to vote by either marking the box for Resolutions 5 and 6, or by appointing the Chairman as your proxy in accordance with the instructions on the proxy form (in which case the Chairman of the Meeting will vote in favour of this item of business).

Lodgement of Proxies

To be valid, a proxy, and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority), must be lodged by one of the following methods and received not less than 48 hours before the commencement of the meeting or any adjournment of the meeting.

✓electronically, via:

www.investorvote.com.au and then inputting the shareholder's secure access information,
or
www.intermediaryonline.com for Custodian Voting

or

✓by mail or in person at the registered office of the Company or the office of the Company's Share Registry (a reply paid envelope is enclosed as appropriate);

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria, Australia, 3001;
or
Yarra Falls, 452 Johnston Street,
Abbotsford, Victoria, Australia.
or

✓by fax to Computershare, the Company's Share Registry, on 1800 783 447 (within Australia) or (03) 9473 2555 (outside Australia).

Corporate Representatives

If a representative of either a corporate member or a proxy which is a body corporate is to attend and/or vote at the meeting, an Appointment of the Representative Form, which can be obtained from Computershare's Investor Centre website www.investorcentre.com, or other evidence satisfactory to the Chairman of the Meeting, must be produced prior to admission to the meeting.

Annual Report – Online

Redflex's Annual Report for the year ended 30 June 2014 is available on the Company's website at www.redflex.com/2014_Annual_Report.pdf.

Shareholders can elect to receive a copy of the annual report in hard copy form by contacting the Company.

EXPLANATORY STATEMENT

Financial Report and Directors' and Auditor's Reports

The financial report and the reports of the Directors and the Auditor for the year ended 30 June 2014 will be presented at the AGM for consideration by shareholders.

No resolution is required on these reports.

Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will be present at the meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

1. Election of Mr Adam Gray

Mr Gray, a Non-executive Director who was appointed as a Non-executive Director of the Company since the last Annual General Meeting in November 2013, retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for election.

Mr Gray was appointed as a Non-executive Director of the Company on 19 December 2013.

Mr Gray brings significant investment and operational experience to the Board, having led a variety of operational turnarounds, financial restructurings and strategy development over the course of his career.

Mr Gray co-founded Coliseum Capital Management, LLC (a substantial shareholder of the Company), an investment firm that focuses on long-term investments in both public and private companies. Prior to Coliseum, Mr Gray had nearly 20 years of private equity and operating experience, working with and on behalf of firms including Metromedia Company, Texas Pacific Group, and Bain Capital.

In addition to various finance and transactional responsibilities, he has focused upon operational and financial restructurings as he helped lead organisations through highly complex and distressed situations.

Mr Gray is a Director of New Flyer Industries Inc. and Uno Restaurant Holdings Corporation and Rocket Dog Brands LLC, where he serves as Chairman. He has a Bachelor of Science in Economics with a major in Finance from the Wharton School at the University of Pennsylvania and a Bachelor of Science majoring in Mechanical Engineering also from the University of Pennsylvania.

Mr Gray serves as Chairman of the Board and also serves on the Audit Committee, the Nomination Committee and the Remuneration Committee.

The Directors (with Mr Gray abstaining) unanimously recommend that shareholders vote in favour of Resolution 1.

2. Re-election of Mr Michael McConnell

Mr McConnell, a Non-executive Director of the Company, retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election.

Mr McConnell was appointed to the Board on 2 August 2011.

Since August 2014, Mr McConnell has served as Executive Chairman of Spark Networks, a publicly-traded US company. Mr McConnell served as the CEO of Collectors Universe, a publicly-traded US company, from March 2009 to August 2012 and retired from the Board in December 2013. From 1994 to 2007, Mr McConnell served as a Managing Director of Shamrock Capital Advisors where he led a \$1.2billion direct investment fund and was a member of the firm's executive committee. He was involved in 34 principal investment transactions of over \$2.7billion in both public and private companies. The investments spanned a variety of industries, including media, entertainment, software, radio broadcasting, cable distribution, basic materials, chemicals, and consumer products, in companies domiciled globally, including the USA, Australia, New Zealand, Ireland and Israel.

Mr McConnell was a non-executive director of Paperlinx Limited until November 2012 and has served on numerous public and private company boards in the USA, Australia, New Zealand and Ireland.

Mr McConnell received his Bachelor of Arts majoring in economics from Harvard University in 1988 and his MBA degree (Shermet Scholar) from the Darden School of the University of Virginia in 1994. Mr McConnell is a member of the Board of Governors of the microfinance organisation Opportunity International, a former director of the La Canada Educational Foundation, and a former Elder of La Canada Presbyterian Church having retired in December 2013 after seven years' service..

Mr McConnell previously served as the interim Chairman of the Board from 1 March 2013 to 1 January 2014. Mr McConnell chairs the Risk & Compliance Committee and also serves on the Remuneration Committee and the Nomination Committee.

The Directors (with Mr McConnell abstaining) unanimously recommend that shareholders vote in favour of Resolution 2.

3. Election of Mr John Murphy

Mr Murphy, a Non-executive Director of the Company who was appointed as a Non-executive Director of the Company since the last Annual General Meeting in November 2013, retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for election.

Mr Murphy was appointed to the Board on 5 April 2014.

Mr Murphy spent the first 26 years of his business life working for the international accounting firm Arthur Andersen, the last 16 years as a global partner. Between 1999 and 2012 Mr Murphy was the Managing Director of Investec Wentworth

EXPLANATORY STATEMENT

Private Equity Limited which had in excess of \$500 million of funds under management. Mr Murphy has served on the boards of many of the fund's investments and has extensive public and private company director experience in growing businesses.

Mr Murphy's current directorships include Investec Bank Australia Limited, Vocus Communications Limited, Gale Pacific Limited and Ariadne Australia Limited.

Mr Murphy holds Bachelor's and Master's Degrees in Commerce from the University of New South Wales and is a Chartered Accountant and a Fellow of the Australian Society of Certified Practising Accountants.

Mr Murphy chairs the Audit Committee and also serves on the Nomination Committee.

The Directors (with Mr Murphy abstaining) unanimously recommend that shareholders vote in favour of Resolution 3.

4. Election of Mr Herman Schwarz

Mr Schwarz, a Non-executive Director of the Company who was appointed as a Non-executive Director of the Company since the last Annual General Meeting in November 2013, retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for election.

Mr Schwarz was appointed to the Board on 1 May 2014.

Mr Schwarz has extensive experience in building and working with operating teams to develop and execute against a strategic vision while driving accountability for strong financial results. In addition, Mr Schwarz brings to the Board a wealth of knowledge about the US public-to-private contracting and transportation industries, the challenges of optimising growth and new market entry and the management of transaction and claims processing, technology and intellectual property-based businesses.

Since 2009 Mr Schwarz has served as CEO of LogistiCare Solutions, the largest non-emergency transportation management company in the Medicaid and Medicare space with nearly US\$800 million in revenues and distributed operations in 40 US states, managing 58 million trips annually. Prior to LogistiCare, Mr Schwarz was President, CEO and Director of Aegis Communications (the seventh largest publicly-traded provider of outsourced call centre services in the US) and held multiple senior executive positions at National Service Industries (a US\$2.5 billion publicly-traded US conglomerate). Mr Schwarz started his career with Arthur Andersen, where he became a Certified Practising Accountant.

Mr Schwarz holds a Bachelor of Science (Commerce) from the University of Virginia, and an MBA (Finance) from the Wharton School of Business at the University of Pennsylvania.

Mr Schwarz serves on the Remuneration Committee, Risk & Compliance Committee and the Nomination Committee.

The Directors (with Mr Schwarz abstaining) unanimously recommend that shareholders vote in favour of Resolution 4.

5. Adoption of Remuneration Report

The Company's Remuneration Report is included within the Directors' Report at pages 24-45 of the Annual Report. It sets out a range of matters relating to the remuneration of Directors and executives of the Company.

During this item of business, shareholders will have the opportunity to comment on and ask questions about the Remuneration Report.

The Corporations Act provides that the vote on Resolution 5 is advisory only and does not bind the Company or its directors.

Shareholders may be aware of the 'two strikes' rule in relation to remuneration reports. Briefly, this rule requires that if at least 25% of votes are cast against the remuneration report resolution at two consecutive annual general meetings, then a 'board spill resolution' is to be put to shareholders. If that board spill resolution is passed (by an ordinary majority) the Company is required to hold a further meeting of shareholders within 90 days to consider replacing those directors (other than the CEO/managing director) who were in office at the time the resolution to approve the remuneration report was put to vote by shareholders at the AGM.

At the Company's two previous AGMs the remuneration report resolutions were passed by shareholders but with less than a 75% majority. Accordingly, the Company received first and second strikes which resulted in a board spill resolution being put to shareholders at the 2013 AGM. The spill resolution did not pass.

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

Voting Restriction

The Company will disregard any votes cast (in any capacity) on Resolution 5 by or on behalf of a member of the Key Management Personnel named in the Remuneration Report or any closely related party of any member of the Key Management Personnel unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit.

6. Approval of issue of performance rights to Mr Paul Clark

ASX Listing Rule 10.14 provides that shareholder approval is required for the issue of securities to a director under an employee incentive scheme.

As previously announced to ASX, the Company has appointed Mr Paul Clark as its Group Chief Executive Officer effective 25 September 2014.

As part of his employment contract, Mr Clark may be entitled to receive an incentive bonus of between 30% and 100% of his \$400,000 base salary, depending on his achievement of

EXPLANATORY STATEMENT

agreed objectives. The incentive bonus, if any, is payable within 30 days of 30 September 2015 and may (subject to shareholder approval first being obtained for the purposes of ASX Listing Rule 10.14) be paid in the form of performance rights. As it is not known what the price of Redflex's shares will be at that time, the Board requests that shareholders approve the grant of up to a maximum of 500,000 performance rights to Mr Clark so that it retains flexibility to satisfy his incentive bonus.

Having regard to the circumstances of Mr Clark (including the responsibilities involved in his office and employment) and the Company, the directors consider that the bonus arrangement including the grant of performance rights represents reasonable remuneration for Mr Clark.

Accordingly, shareholder approval is now being sought for the approval of the grant of up to 500,000 performance rights to Mr Clark. Each performance right will, on vesting, entitle Mr Clark to receive one fully paid ordinary share in the Company for no additional consideration.

If approved by shareholders, the performance rights will be issued to Mr Clark under the Company's Long Term Incentive Plan. Of the performance rights that will be granted to Mr Clark, 50% will vest one year following the date of grant to Mr Clark and the remaining 50% will vest two years following the date of grant.

If shareholder approval is not obtained for the grant of up to 500,000 performance rights to Mr Clark under this Resolution 6, the Company will make an equivalent monetary payment to Mr Clark.

Additional Information

As required by ASX Listing Rule 10.15A, the following additional information is provided in relation to Resolution 6:

- the maximum aggregate number of performance rights that may be granted to Mr Clark is 500,000, which will vest as set out above;
- no consideration is payable for the grant of performance rights to Mr Clark and no consideration will be payable by Mr Clark on vesting of the performance rights;
- the following incentives have been issued to the Company's directors since the last approval under ASX Listing Rule 10.14: to Ms Karen Finley, 92,933 performance rights to acquire at no cost fully paid ordinary shares;

- all executive directors of the Company are eligible to participate in the Long Term Incentive Plan;
- no loan will be made by the Company to Mr Clark in connection with the grant of performance rights; and
- the issue of the performance rights to Mr Clark will be made within 3 years of the date of the 2014 Annual Meeting.

Details of any securities issued under the Long Term Incentive Plan will be published in each Annual Report of the Company relating to the period in which securities have been issued, together with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Any additional persons (falling within ASX Listing Rule 10.14) who become entitled to participate in the Long Term Incentive Plan after Resolution 6 has been approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

The Board (excluding Mr Clark due to his person interest in Resolution 6) unanimously recommends that shareholders vote in favour of Resolution 6.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 6 by a director of the Company and any associate of a director. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy card, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy card to vote as the proxy decides.

The Company will also disregard any vote cast on Resolution 6 by a member of the Key Management Personnel named in the Remuneration Report or such member's closely related party, unless the vote is cast :

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit.



REDFLEX
HOLDINGS

Redflex Holdings Limited

ABN 96 069 306 216

└ 000001 000 RDF
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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



For your vote to be effective it must be received by 1:00 pm (AEDT) Tuesday, 11 November 2014

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 Proxy Form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy 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 Proxy 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.

Attending the Meeting

Bring this Proxy Form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this Proxy Form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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

IND

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 Redflex Holdings Limited 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 Annual General 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 Annual General Meeting of Redflex Holdings Limited to be held at Computershare Investor Services Pty Limited, Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria on Thursday, 13 November 2014 at 1:00 pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 5 and 6 (except where I/we have indicated a different voting intention below) even though Items 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman and even though the Chairman has an interest in the outcome of Items 5 and 6.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 5 and 6 by marking the appropriate box in step 2 below.

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
Item 1	Election of Mr Adam Gray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re-election of Mr Michael McConnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Mr John Murphy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Mr Herman Schwarz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of the grant of performance rights to Mr Paul Clark	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /