

# Release to Australian Securities Exchange

## Annual General Meeting Results

### 19 November 2010

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise details of the resolutions and the proxies received in respect of each resolution were as follows:

#### **Resolution 1 – Re-election of Mr Ian Davis as a Director**

The motion was carried on a show of hands as an ordinary resolution.

The instructions given to validly appointed proxies were:

For	42,339,223
Against	1,301,332
Abstention	27,252,980
Proxy discretion	2,295,421

#### **Resolution 2 – Re-election of Mr Rob Debernardi as a Director**

The motion was carried on a show of hands as an ordinary resolution.

The instructions given to validly appointed proxies were:

For	41,368,970
Against	2,269,589
Abstention	27,254,976
Proxy discretion	2,295,421

#### **Resolution 3 – Adoption of the Remuneration Report**

The motion was carried on a show of hands as an ordinary resolution.

The instructions given to validly appointed proxies were:

For	41,822,127
Against	1,711,626
Abstention	27,357,657
Proxy discretion	2,297,546

#### **Resolution 4 – Approval of Securities to Mr Graham Davie, CEO**

The motion was carried on a show of hands as an ordinary resolution.

Pursuant to this shareholder approval 78,478 Performance Rights were issued to Mr Davie today and accordingly a Change of Director's Interest Notice is attached.

The instructions given to validly appointed proxies were:

For	69,622,590
Against	852,377
Abstention	88,867
Proxy discretion	2,276,590

**Resolution 5 – Approval of Securities to Ms Karen Finley, CEO Redflex Traffic Systems Inc**

The motion was carried on a show of hands as an ordinary resolution.

Pursuant to this shareholder approval 79,701 Performance Rights were issued to Ms Finley today and accordingly a Change of Director’s Interest Notice is attached.

The instructions given to validly appointed proxies were:

For	69,622,243
Against	874,619
Abstention	66,972
Proxy discretion	2,276,590

**Resolution 6 – Increase in Directors’ Fees**

The motion was carried on a show of hands as an ordinary resolution.

The instructions given to validly appointed proxies were:

For	36,517,608
Against	31,870,391
Abstention	93,892
Proxy discretion	219,270

**Resolution 7 – Changes to the Company’s Constitution**

The motion was carried on a show of hands as a special resolution.

The instructions given to validly appointed proxies were:

For	70,269,190
Against	357,950
Abstention	251,395
Proxy discretion	2,310,421

For further information:

Marilyn Stephens  
 Company Secretary  
[marilyn.stephens@redflex.com.au](mailto:marilyn.stephens@redflex.com.au)  
 +61 3 9674 1712

# Appendix 3Y

## Change of 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.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	GRAHAM DAVIE
Date of last notice	11 October 2010
Date of this notice	19 November 2010

### Part 1 - Change of director's relevant interests in securities

*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.*

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	19 November 2010
No. of securities held prior to change	<u>As the registered holder</u> 1,706,470 Ordinary Shares 154,288 Performance Rights  <u>As not the registered holder</u> 134,339 Ordinary Shares
Class	Performance Rights
Number acquired	78,478
Number disposed	nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	<u>As the registered holder</u> 1,706,470 Ordinary Shares 232,766 Performance Rights  <u>As not the registered holder</u> 134,339 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Following shareholder approval at the AGM, 78,478 Performance Rights issued in accordance with the Company's Long Term Incentive Plan.

## Appendix 3Y Change of Director's Interest Notice

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### Part 2 – Change of director's interests in contracts

*Note: In the case of a company, interests which come within paragraph (i) of "notifiable interest of a director" should be disclosed in this part.*

Detail of contract	No change
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

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+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of 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.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	<b>KAREN FINLEY</b>
Date of last notice	11 October 2010
Date of this notice	<b>19 November 2010</b>

### Part 1 - Change of director's relevant interests in securities

*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 interests of a director" should be disclosed in this part.*

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	19 November 2010
No. of securities held prior to change	348,532 Shares 182,883 Performance Rights
Class	Performance Rights
Number acquired	79,701
Number disposed	nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	348,532 Shares 262,584 Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Following shareholder approval at the AGM, 79,701 Performance Rights issued in accordance with the Company's Long Term Incentive Plan.

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

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### Part 2 – Change of director's interests in contracts

*Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interests of a director" should be disclosed in this part.*

Detail of contract	No Change
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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+ See chapter 19 for defined terms.

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Redflex Holdings Limited

ABN

96 069 306 216

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Performance Rights  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 158,179 issued  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Performance rights issued pursuant to shareholder approval at the AGM and the Company's Long Term Incentive Plan. |

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No</p> <p>Performance rights were issued pursuant to shareholder approval at the AGM and the Company's Long Term Incentive Plan. Performance rights vest into shares on a 1 for 1 basis at no cost to the employee subject to satisfaction of performance hurdles. The performance measure is the Company's relative total shareholder return (TSR) performance compared with the TSR performance of a comparator group of companies. The performance period for these rights is 3 years to 1 October 2013.</p>				
<p>5 Issue price or consideration</p>	<p>Nil</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Performance rights issued under the terms of the Company's Long Term Incentive Plan.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>19 November 2010.</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1317 995 1350">Number</th> <th data-bbox="995 1317 1444 1350">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1350 995 1518">110,345,599</td> <td data-bbox="995 1350 1444 1518">Fully paid ordinary shares.</td> </tr> </tbody> </table>	Number	+Class	110,345,599	Fully paid ordinary shares.
Number	+Class				
110,345,599	Fully paid ordinary shares.				
<p>9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1556 995 1590">Number</th> <th data-bbox="995 1556 1444 1590">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1590 995 1827">2,208,336</td> <td data-bbox="995 1590 1444 1827"> <b>Performance Rights</b>  Performance period 3 years to 1 October 2011 – 530,903; and  Performance period 3 years to 1 October 2012 – 801,356  Performance period 3 years to 1 October 2013 – 876,077 </td> </tr> </tbody> </table>	Number	+Class	2,208,336	<b>Performance Rights</b> Performance period 3 years to 1 October 2011 – 530,903; and Performance period 3 years to 1 October 2012 – 801,356 Performance period 3 years to 1 October 2013 – 876,077
Number	+Class				
2,208,336	<b>Performance Rights</b> Performance period 3 years to 1 October 2011 – 530,903; and Performance period 3 years to 1 October 2012 – 801,356 Performance period 3 years to 1 October 2013 – 876,077				
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>					

+ See chapter 19 for defined terms.



## Part 2 - Bonus issue or pro rata issue

- |    |   |  |
|----|---|--|
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the +securities will be offered  |  |
| 14 | +Class of +securities to which the offer relates  |  |
| 15 | +Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |

- |    |   |  |
|----|---|--|
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   |  |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?   |  |
| 33 | +Despatch date  |  |

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+ See chapter 19 for defined terms.

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

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+ See chapter 19 for defined terms.