

13 October 2011

Dividend Update and Annual General Meeting

Dividend

Redflex Holdings Limited (RDF) advises the following timetable will apply in relation to the dividend of 5.0 cents per share, fully franked, declared on 30 September, in respect of the year ended 30 June 2011:

Record Date:	26 October 2011
Ex dividend date:	20 October 2011
Payment date:	16 November 2011

The Dividend Reinvestment Plan will not be in operation for this dividend.

Annual General Meeting

The Company's AGM will be held at 10.30 am on 16 November at Baker & McKenzie, Level 19, 181 William Street, Melbourne. The Notice of Meeting, Explanatory Statement and related documents are attached.

For further information:

Graham Davie
Chief Executive Officer
graham.davie@redflex.com.au
+61 3 9674 1715

Marilyn Stephens
Company Secretary
marilyn.stephens@redflex.com.au
+61 3 9674 1712

Redflex Holdings Limited
Notice of Annual General Meeting 2011

Notice is hereby given that the Annual General Meeting of Redflex Holdings Limited will be held at Baker & McKenzie, Level 19, 181 William Street, Melbourne, on Wednesday, 16 November 2011 at 10:30 am (AEDT) to transact the following business:

Financial Report and Directors' and Auditor's Reports

To receive and consider the Financial Report and Reports of the Directors and Auditor for the year ended 30 June 2011.

Re-election of Ms Karen Finley

1. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That Karen Finley, who retires in accordance with the Company's Constitution, be re-elected a 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, a Director appointed by the Board on 2 August 2011, who retires in accordance with the Company's Constitution, be re-elected a Director of the Company."

Adoption of Remuneration Report

3. 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 2011 be adopted."

Approval of securities to Mr Graham Davie, CEO

4. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That approval be given for the purposes of Listing Rule 10.14 for the issue to Graham Davie, being an Executive Director, of 110,770 Performance Rights to acquire at no cost fully paid ordinary shares in the Company under the Redflex Long Term Incentive Plan for Australian Executives (the "Plan"), on the terms contained in the Explanatory Statement attached to and forming part of this Notice, and to issue fully paid ordinary shares in the number, at the time, upon the terms and subject to the conditions contained in the Plan."

Approval of securities to Ms Karen Finley, CEO Redflex Traffic Systems Inc

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That approval be given for the purposes of Listing Rule 10.14 for the issue to Karen Finley, being an Executive Director, of 111,397 Performance Rights to acquire at no cost fully paid ordinary shares in the Company under the Redflex Long Term Incentive Plan for USA Executives (the "Plan"), on the terms contained in the Explanatory Statement attached to and forming part of this Notice, and to issue fully paid ordinary shares in the number, at the time, upon the terms and subject to the conditions contained in the Plan."

By Order of the Board
Marilyn Stephens, Secretary
10 October 2011

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 p.m. (AEDT) on Monday, 14 November 2011. 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 varies 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 Items 3, 4 and 5), the Corporations Act restricts Key Management Personnel and their closely related parties from voting in some circumstances.

Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the Key Management Personnel.

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 Items 3, 4 and 5 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 Items 3, 4 and 5. 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 boxes for Items 3, 4 and 5, or by marking the Chairman's box on the proxy form (in which case the Chairman of the Meeting will vote in favour of these items 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):

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 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 2011 is available on the Company's website at www.redflex.com/report/2011annualreport.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 2011 will be presented 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. Re-election of Ms Karen Finley

Ms Finley retires by rotation in the usual way and is eligible for re-election.

Ms Finley is President and CEO of Redflex Traffic Systems Inc in Phoenix, Arizona. She was appointed to that position in 2005 having started with Redflex as director of operations in 1998 when the company had only three USA contracts. She has extensive knowledge of the business, its competitors and the markets in which it operates, and has successfully ushered the business through enormous expansion.

Ms Finley was born in Columbus, Ohio, and spent most of her youth in Colorado. Before joining Redflex, Ms Finley was director of corporate services for Scottsdale Insurance Company. Ms Finley has a Masters in Business Administration-Finance from Western International University and a bachelor's degree in business management from the University of Phoenix. She also attended the Center for Creative Leadership in San Diego. During the last three years Ms Finley has not been a director of any other listed public company.

Ms Finley was appointed to your board in February 2007 and was re-elected that year and in 2009.

2. Re-election of Mr Michael McConnell

Mr McConnell, a Non executive Director appointed a Director since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible offers himself for re-election.

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

Mr McConnell has served as the Chief Executive Officer of Collectors Universe since March 2009. From 1994 to 2007, he served as a Managing Director of Shamrock Capital Advisors. He led a \$1.2bn direct investment fund and was a member of the firm's Executive Committee. He was involved in 34 principal investment transactions of over \$2.7bn 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 US, Australia, New Zealand, Ireland and Israel.

Mr McConnell serves on the boards of the publicly listed companies Collectors Universe Inc, MRV Communications Inc, and PaperlinX Limited and has served on numerous public and private company boards in the US, Australia, New Zealand and Ireland. He is a member of the National Association of Corporate Directors and has been a speaker on corporate governance at various investor conferences.

Mr McConnell received his BA 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, an Elder of La Canada Presbyterian Church, and former director of the La Canada Educational Foundation.

Mr McConnell serves on the Audit and Risk Management Committee.

3. Adoption of Remuneration Report

The Company's Remuneration Report is included within the Directors' Report at pages 28 to 40 in 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 is advisory only and does not bind the Company.

Shareholders may be aware of the introduction earlier this year by way of amendments to the Corporations Act of a 'two strikes' rule in relation to remuneration reports. Briefly, if at least 25% of votes are cast against the resolution at two consecutive annual general meetings, this rule requires that a 'board spill resolution' be put to shareholders. If the board spill resolution is passed, the Company is required to hold a further meeting of shareholders within 90 days to consider replacing those directors (other than the managing director) in office at the time the remuneration report was approved by the board.

The board spill resolution will only be triggered where both strikes occur after 1 July 2011. On this basis, while votes on the Remuneration Report at this Annual General Meeting will be counted towards the two strikes, the first board spill can only potentially occur following the Company's 2012 Annual General Meeting.

Voting Restriction

The Company will disregard any votes cast (in any capacity) on Item 3 by or on behalf of a member of the Key Management Personnel named in the Remuneration Report or that Key Management Personnel'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.

EXPLANATORY STATEMENT

4. Approval of securities to be issued to Mr Graham Davie, CEO.

At the date of this Notice Mr Davie is paid a total fixed annual remuneration ("TFR") of \$324,926 which represents a 3.6% increase in his previous TFR of \$313,635 which was effective to 1 October 2011. Mr Davie is entitled to receive short term incentive payments in accordance with the STI Plan and, as Chief Executive Officer, is entitled to participate in the Redflex Long Term Incentive Plan for Australian Executives (the "Plan") subject to shareholder approval. The Company seeks shareholder approval for Mr Davie to be issued with Performance Rights and for the Company to issue fully paid ordinary shares in the number, at the time and upon the terms and subject to the conditions contained in the Plan.

The number of Performance Rights contemplated in this resolution is 110,770.

The Plan has been in operation since July 2006. The Plan's objective is to reward executives and senior managers in a manner that aligns this element of remuneration with the creation of shareholder wealth. The Plan Rules for Australian executives are posted on the Company's website at www.redflex.com/html/holdings/remuneration.php.

To date, under the Plan, the Company has issued or offered to 55 Redflex executives 6,096,077 Performance Rights of which 1,783,033 have vested, 654,889 have lapsed and 719,701 have been forfeited. The directors entitled to participate in the Plan include Mr Davie and Ms Karen Finley. No Performance Rights have been issued under the Plan since the Company's last Annual General Meeting.

Number of Performance Rights to be awarded

The maximum number of Performance Rights to be issued subject to this resolution is 110,770. This number was calculated by reference to 60% of Mr Davie's annual TFR and the average of the daily closing prices of the Company's shares over the 3 months prior to 1 October 2011 (\$1.76), being the effective date of the commencement of the performance period. The Performance Rights represent a value of \$194,956 over a 3 year period.

The actual value of the Performance Rights that Mr Davie will enjoy will depend on the Company's relative total shareholder return, described below, as well as movements in the Company's share price, and may be more or less than \$194,956. Shortly prior to the finalisation of this Notice, the Company's share price was \$1.76 compared to the closing share price of \$1.80 on 1 July 2011 and \$1.75 on 30 September 2011 being the last trading day prior to when the Performance Rights were determined.

If, prior to the end of a performance period, Mr Davie ceases to be employed by the Company (except in the case of death, disability or redundancy), then the Performance Rights for that period will lapse.

Having regard to the circumstances of Mr Davie (including the responsibility involved in his office and employment) and the Company, the Directors consider that the grant of the additional Performance Rights represents reasonable

remuneration for Mr Davie. As announced to ASX when the Plan commenced operation, it has always been expected that Performance Rights will be offered annually.

Performance Conditions

The actual number of shares to be granted is determined by the performance conditions of the Performance Rights over the 3-year performance period to 1 October 2014.

The Performance Rights will vest into fully paid ordinary shares on a 1 for 1 basis at no cost to Mr Davie (as is the case with other Redflex executives) 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 in the S&P/ASX 300 at the start of the performance period over the same period.

The performance hurdle has a threshold minimum below which the Performance Rights will lapse. No Performance Rights will vest if the Company's TSR performance is less than the TSR performance achieved by 50% of the companies in the comparator group, and 50% will vest if this hurdle is reached. The maximum number of Performance Rights will vest if the Company's TSR performance is equal to or greater than the TSR performance achieved by 75% of the companies in the comparator group. If the Company's TSR performance is between the two thresholds the number of Performance Rights that vest is determined on a directly proportional basis.

Other

The 110,770 Performance Rights subject to the resolution represent 0.1% of the Company's share capital.

It is intended that the Performance Rights will be issued to Mr Davie immediately on shareholder approval being obtained and in any event no later than 1 month after the date of the meeting. Any shares the subject of vesting of Performance Rights will be issued within a three year period from the date of shareholder approval.

Mr Davie presently has interests in 1,840,809 shares in the Company and 160,709 Performance Rights.

Voting Restriction

The Company will disregard any votes cast on Item 4 by any director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those persons. 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 directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Company will also disregard any vote cast on Item 4 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.

EXPLANATORY STATEMENT

5. Approval of securities to be issued to Ms Karen Finley, CEO, Redflex Traffic Systems Inc

At the date of this Notice Ms Finley is paid a total fixed annual remuneration ("TFR") of US\$318,270 which represents a 3% increase from her previous TFR of US\$309,000. Ms Finley is entitled to receive short term incentive payments in accordance with the STI Plan and, as Chief Executive Officer of Redflex Traffic Systems Inc, is entitled to participate in the Redflex Long Term Incentive Plan for USA Executives (the "Plan") subject to shareholder approval. The Company seeks shareholder approval for Ms Finley to be issued with Performance Rights and for the Company to issue fully paid ordinary shares in the number, at the time and upon the terms and subject to the conditions contained in the Plan.

The number of Performance Rights contemplated in this resolution is 111,397. If shareholder approval is not obtained, then Ms Finley will be provided with monetary equivalent rewards based on the Plan hurdles as per all USA executives.

The Plan has been in operation since July 2006. The Plan's objective is to reward executives and senior managers in a manner that aligns this element of remuneration with the creation of shareholder wealth. The Plan Rules for USA executives are posted on the Company's website at www.redflex.com/html/holdings/remuneration.php.

To date, under the Plan, the Company has issued or offered to 55 Redflex executives 6,096,077 Performance Rights of which 1,783,033 have vested, 654,889 have lapsed and 719,701 have been forfeited. The directors entitled to participate in the Plan include Mr Graham Davie and Ms Finley. No Performance Rights have been issued under the Plan since the Company's last Annual General Meeting.

Number of Performance Rights to be awarded

The maximum number of Performance Rights to be issued subject to this resolution is 111,397. This number was calculated by reference to 60% of Ms Finley's annual TFR and the average of the daily closing prices of the Company's shares over the 3 months prior to 1 October 2011 (\$1.76), being the effective date of the commencement of the performance period. The Performance Rights represent a value of \$196,060 over a 3 year period.

The actual value of the Performance Rights that Ms Finley will enjoy will depend on the Company's relative total shareholder return, described below, as well as movements in the Company's share price, and may be more or less than \$196,060. Shortly prior to the finalisation of this Notice, the Company's share price was \$1.76 compared to the closing share price of \$1.80 on 1 July 2011 and \$1.75 on 30 September 2011 being the last trading day prior to when the Performance Rights were determined.

Having regard to the circumstances of Ms Finley (including the responsibilities involved in her office and employment) and the Company, the Directors consider that the grant of additional Performance Rights represents reasonable remuneration for Ms Finley. As announced to ASX when the

Plan commenced operation, it has always been expected that Performance Rights will be offered annually.

Performance Conditions

The actual number of shares to be granted is determined by the performance conditions of the Performance Rights over the 3-year performance period to 1 October 2014.

The Performance Rights will vest into fully paid ordinary shares on a 1 for 1 basis at no cost to Ms Finley (as is the case with other Redflex executives) 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 in the S&P/ASX 300 at the start of the performance period over the same period.

The performance hurdle has a threshold minimum below which the Performance Rights will lapse. No Performance Rights will vest if the Company's TSR performance is less than the TSR performance achieved by 50% of the companies in the comparator group, and 50% will vest if this hurdle is reached. The maximum number of Performance Rights will vest if the Company's TSR performance is equal to or greater than the TSR performance achieved by 75% of the companies in the comparator group. If the Company's TSR performance is between the two thresholds the number of Performance Rights that vest is determined on a directly proportional basis.

Other

The 111,397 Performance Rights subject to the resolution represent 0.1% of the Company's share capital.

It is intended that the Performance Rights will be issued to Ms Finley immediately on shareholder approval being obtained and in any event no later than 1 month after the date of the meeting. Any shares the subject of vesting of Performance Rights will be issued within a three year period from the date of shareholder approval.

Ms Finley presently has interests in 323,674 shares in the Company and 172,513 Performance Rights.

Voting Restriction

The Company will disregard any votes cast on Item 5 by any director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those persons. 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 directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Company will also disregard any vote cast on Item 5 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.



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

By Hand:
Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street,
Abbotsford, Victoria, 3067 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 online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

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 10:30am (AEDT) Monday, 14 November 2011

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 as they choose. 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.

Attending the Meeting

Bring this 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 "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable 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 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

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 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 meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Redflex Holdings Limited to be held Baker & McKenzie, 181 William Street, Melbourne, on Wednesday, 16 November 2011 at 10:30 am (AEDT) and at any adjournment of that meeting.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 3, 4 and 5 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

Important for Items 3, 4 and 5 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 3, 4 and 5 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 3, 4 and 5, the Chairman of the Meeting will not cast your votes on Items 3, 4 and 5 and your votes will not be counted in computing the required majority if a poll is called on these Items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 3, 4 and 5).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 3, 4 and 5 of business.

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.

ORDINARY BUSINESS

	For	Against	Abstain
1. Re-election of Ms Karen Finley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Michael McConnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of securities to Mr Graham Davie, CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of securities to Ms Karen Finley, CEO Redflex Traffic Systems Inc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 / / _____



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

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Redflex Holdings Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code (RDF);
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESSE environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESSE are also updated.

Yours sincerely

Marilyn Stephens
Company Secretary