

ASX ANNOUNCEMENT

12 September 2018

Redflex Holdings Limited | ABN 96 069 306 216

Redflex 

2018 Annual General Meeting

In accordance with ASX Listing Rule 3.13.1, the Company announces that the Annual General Meeting (**AGM**) for Redflex Holdings Limited (ABN 96 069 306 216) (**ASX:RDF**) will be held at 1.00PM on Wednesday 24 October 2018 at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000, Australia.

Also **attached** is the Chairman's letter to Shareholders, the 2018 AGM Notice of Meeting and Explanatory Statement, Proxy Form and Shareholder Question Form.

A copy of the 2018 Annual Report of the Company is available in the Investors section of the Company's website www.redflex.com.

For further information:

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Redflex Holdings Limited

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www.redflex.com

RDF

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

21 September 2018

Dear Shareholder

Redflex Holdings Limited – 2018 Annual General Meeting

On behalf of the Board I am pleased to invite you to attend the 2018 Annual General Meeting (**AGM**) of Redflex Holdings Ltd (**Company**) and **enclose** the following information:

- Notice of Annual General Meeting (including an Explanatory Statement) (**Notice**);
- Proxy Form;
- Shareholder Question Form; and
- A 'Reply Paid' envelope for lodging your Proxy Form and/or sending any written questions to the Company prior to the AGM.

Time, Date and Venue of AGM

The 2018 AGM will be held at 1.00PM (AEDST) on Wednesday 24 October 2018 at the offices of Baker McKenzie Lawyers, Level 19, 181 William Street, Melbourne, Victoria, 3000, Australia.

Business of the AGM

The formal business of the AGM is set out in the Notice. The Notice, together with the Explanatory Statement, provide important information in relation to the matters to be considered by shareholders at the meeting and I encourage you to read these materials carefully.

Attendance

As a shareholder, you can attend and vote at the AGM in person and as a proxy for another shareholder. If you are attending the AGM as a proxy for another shareholder, please bring the properly signed proxy form to allow our share registry provider (Computershare) to promptly register your attendance at the meeting. The registration desk will be open from 12:00pm (AEDST).

If you are unable to attend in person, you may wish to appoint a proxy to attend and vote at the AGM in your place. Please refer to the Notice and Proxy Form regarding the appointment of a proxy.

Shareholder Questions

If you have a question that you would like to ask in advance of the meeting, please complete the **enclosed** Shareholder Question Form. During the AGM we intend to respond to as many questions as possible. However, please note that due to the number of questions that may be received individual responses will not be sent.

Written shareholder questions should be submitted prior to the AGM and should be received by the Company by 5:00pm on Tuesday 16 October 2018 (AEDST). However, despite this deadline, shareholders still can ask questions on the day, in person, at the AGM.

In closing, on behalf of the Company and its management, I sincerely hope that you can attend the Company's 2018 AGM and we look forward to seeing you there.

With best wishes,

Yours sincerely



Adam L. Gray
Chairman



2018 Notice of Annual General Meeting

Redflex Holdings Limited
ABN 96 069 306 216

Notice is hereby given that the Annual General Meeting ("AGM") of Redflex Holdings Limited (the "Company") will be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000, Australia on Wednesday 24 October 2018 at 1:00 pm (AEDST) 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 2018.

Re-election of Mr Robert DeVincenzi

1. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Robert DeVincenzi, 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."

Re-election of Mr David McIntyre

2. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That David McIntyre, 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."

Adoption of the 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 2018 be adopted."

Note: In accordance with section 250R of the *Corporations Act 2001* (Cth), the vote on Resolution 3 will be advisory only and will not bind the Directors of the Company.

By order of the Board

A handwritten signature in blue ink, appearing to read "Craig Durham".

Craig Durham
Company Secretary

21 September 2018

INFORMATION FOR SHAREHOLDERS

Eligibility to vote

The Company has determined that for the purposes of the meeting, shares will be taken to be held by those shareholders recorded in the Company's Register of Members as at 7.00PM (AEDST) on Monday 22 October 2018. Share transfers registered after that time will be disregarded in determining entitlements to vote at the Annual General Meeting (AGM).

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 AGM. 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 Resolution 3), the Corporations Act 2001 (Cth) (**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 shareholder 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 chair 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 chair of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the chair of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to vote in favour of 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 Resolution 3 unless you direct them how to vote. If you intend to appoint a member of the Key Management Personnel or any of their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 3. If you intend to appoint the chair of the meeting as your proxy, you can direct him or her to vote by either marking the box for the resolution, or by appointing the chair of the meeting as your proxy in accordance with the instructions on the proxy form (in which case the chair of the meeting will vote in favour of each of the resolutions proposed in this Notice of Meeting).

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 AGM or any adjournment of the AGM.

- ✓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 +61 3 9473 2555 (outside Australia).

Corporate Representatives

If a representative of either a corporate shareholder or a proxy which is a body corporate is to attend and/or vote at the meeting, an Appointment of Representative Form, which can be obtained from Computershare's Investor Centre website www.investorcentre.com, or other evidence satisfactory to the chair 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 2018 is available on the Company's website in the Investor Relations / Financial Information section of www.redflex.com.

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 2018 will be presented at the AGM for consideration by shareholders.

No resolution is required on these reports.

Shareholders will be given a reasonable 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. Shareholders will be given a reasonable opportunity to ask questions of the auditor 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 Mr Robert DeVincenzi

Mr DeVincenzi, 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 DeVincenzi was appointed to the Board on 30 September 2012 and re-elected on 18 November 2015 at the 2015 Annual General Meeting.

Mr DeVincenzi served as Chief Executive Officer of the Redflex Group until 16 January 2014 when he transitioned to a non-executive role.

Mr DeVincenzi is a principal partner in Lupine Ventures, a business advisory service firm that provides strategic consulting and corporate development advisory services. Mr DeVincenzi serves as the non-executive chairman of the board of Universal Technical Institute (NYSE:UTI) and is an Adjunct Professor of Entrepreneurship and Strategic Management in the College of Business at California State University, Monterey Bay.

Previously, from 2008 until its merger with HID Global/ASSA ABLOY in 2011, Mr DeVincenzi was President and CEO of LaserCard Corporation, a biometric identification solution provider to global government and commercial clients.

Mr DeVincenzi served as Senior Vice President of Corporate Development of Solectron, Inc. from 2005 to 2007. Prior to that Mr DeVincenzi was President and CEO of Inkra Networks, Inc. from 2004 to 2005 and CEO of Ignis Optics, Inc. from 2003 to 2004.

Mr DeVincenzi received a Master of Arts in Organisational Leadership from Gonzaga University and a Bachelor of Science in Business Administration from California State University, San Luis Obispo.

Mr DeVincenzi is the current Chair of the Risk & Compliance Committee and is a member of the Nominations Committee.

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

The chair of the meeting intends to vote any undirected proxies in favour of Resolution 1.

2. Re-election of Mr David McIntyre

Mr McIntyre, 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 McIntyre was appointed to the Board on 15 March 2015 and elected on 18 November 2015 at the 2015 Annual General Meeting.

Mr McIntyre is a current Partner of Apple Tree Partners (a venture capital firm that invests in health care opportunities) and was previously Executive Vice President, Chief Financial Officer and Chief Operating Officer of HeartWare International, Inc. (NASDAQ:HTWR) from 2005 to 2011.

Prior to HeartWare, Mr McIntyre worked as a senior lawyer in private practice with Baker McKenzie and KPMG specialising in the corporate advisory, mergers and acquisitions and equity capital markets areas. He has also held senior financial roles in Coal & Allied Limited (subsidiary of Rio Tinto Group) and other multi-national companies.

Mr McIntyre holds a Bachelor of Economics (Accounting) from the University of Sydney, Australia, a Bachelor of Laws from the University of Technology, Sydney and an MBA from Duke Fuqua School of Business (Fuqua Scholar) from Durham, North Carolina, in the United States of America. Mr McIntyre is a CPA and is also admitted as a solicitor of the Supreme Court of New South Wales and of the High Court of Australia.

Mr McIntyre is a member of the Audit Committee and is also a member of the Nominations Committee.

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

The chair of the meeting intends to vote any undirected proxies in favour of Resolution 2.

3. Adoption of the Remuneration Report

The Company's Remuneration Report is included within the Directors' Report of the Annual Report for the year ended 30 June 2018 (**2018 Remuneration 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 be given a reasonable opportunity to comment on and ask questions about the 2018 Remuneration Report.

The Corporations Act provides that the vote on Resolution 3 is advisory only and does not bind the Company or its Directors.

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

The chair of the meeting intends to vote any undirected proxies in favour of Resolution 3.

Voting Restriction



In accordance with sections 250R(4) and (5) of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 3 by or on behalf of a

EXPLANATORY STATEMENT

member of the Key Management Personnel of the Company (who is named in the Remuneration Report) and any closely related party (as defined in the Corporations Act) of any member of the Key Management Personnel unless the vote is cast:

- as a proxy for a person who is entitled to vote on this resolution in accordance with their directions on the proxy form; or
 - by the person chairing the meeting as a proxy for a person who is entitled to vote on this resolution in accordance with an express authority to vote undirected proxies as the person chairing the meeting sees fit.
-

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

RDF

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



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 (AEDST) on Monday 22 October 2018**

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 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 "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 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

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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, 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 the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000 on Wednesday 24 October 2018 at 1:00 pm (AEDST) 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 Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 Resolution 3 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
Resolution 1	Re-election of Mr Robert DeVincenzi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr David McIntyre	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of the Remuneration Report	<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 ____ / ____ / ____



Redflex Holdings Limited

ABN 96 069 306 216



RDFRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN 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;
- > 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 CHESS 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 CHESS are also updated.

Yours sincerely

Redflex Holdings Limited



REDFLEX HOLDINGS LIMITED
(ABN 96 069 306 216)

Shareholder Question Form

The Annual General Meeting of Redflex Holdings Limited (**AGM**) will be held at 1.00PM (AEDST) on Wednesday 24 October 2018 at the offices of Baker McKenzie Lawyers, Level 19, 181 William Street, Melbourne, Victoria, 3000, Australia.

Shareholders are invited to send written questions to the Company in advance of the AGM. Shareholder questions should be received by the Company by **5:00pm on Tuesday 16 October 2018**.

This form should be used to submit any written question (including to the auditor under section 250PA of the *Corporations Act 2001* (Cth)) relating to Redflex Holdings Limited that may be relevant to the 2018 AGM. If your question is to the auditor, your question should relate to the conduct of the audit, the preparation and content of the Independent Auditor’s Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements or the independence of the audit in relation to the conduct of the audit.

Please return this form to our Share Registry, **Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia** (the envelope provided for the return of the Proxy Form may be used for this purpose) or in person at **Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia** or by **Facsimile 1800 783 447** (within Australia) or **+61 3 9473 2555** (outside Australia). Alternatively, you may scan and email a copy of this form to redflexholdingslimited@redflex.com.au by **5:00pm on Tuesday 16 October 2018**.

Shareholder Full Name

Securityholder Reference Number (SRN)

Holder Identification Number (HIN)

Question/s

Please tick if it is a question directed to the Auditor

1.

2.

3.

4.

5.