

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme REDFLEX HOLDINGS LIMITEDACN/ARSN 069 306 216**1. Details of substantial holder(1)**Name COOPER Christopher Austin

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the  
substantial holder on25 / 06 / 2015

The previous notice was given to the company on

16 / 10 / 2014

The previous notice was dated

16 / 10 / 2014**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
FPO Shares	9,178,061	8.29%	10,700,476	9.66%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
SEE	ATTACHED	ANNEXURE "A"			

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
SEE	ATTACHED	ANNEXURE "B"			

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
NOT APPLICABLE	

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
ALL NAMED PERSONS	21 HOWARD STREET GLEN IRIS, VICTORIA, 3146
	email: chris@chriscooper.com.au Ph: +61(0)418 178 211

**Signature**

print name COOPER Christopher Austin capacity in his own right  
 sign here  date 29 / 6 / 2015

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A (Page 1 of 2 )  
 REDFLEX HOLDINGS LIMITED – ACN 069 306 216

This is annexure Form A in FORM 604 Notice of Change of Interest of Substantial Holder

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16/10/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	94,014 FPO shares	94,014
21/10/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	33,000 FPO shares	33,000
22/10/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	100,262 FPO shares	100,262
24/10/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	13,136 FPO shares	13,136
27/10/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	16,176 FPO shares	16,176
28/10/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	24,048 FPO shares	24,048
29/10/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	17,380 FPO shares	17,380
30/10/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	1,000 FPO shares	1,000
31/10/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	35,000 FPO shares	35,000
03/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	7,929 FPO shares	7,929
05/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	1,000 FPO shares	1,000
07/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	21,637 FPO shares	21,637
10/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	20,430 FPO shares	20,430
12/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	10,044 FPO shares	10,044
13/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	4,587 FPO shares	4,587
14/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	6,365 FPO shares	6,365
17/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	9,300 FPO shares	9,300
18/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	265 FPO shares	265
20/11/2014	Christopher Austin COOPER	Purchase of FPO shares	Market price	20,435 FPO shares	20,435



Christopher Austin Cooper

DATE 29 / 6 /2015

ANNEXURE A (Page 2 of 2 )  
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Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
05/01/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	7,000 FPO shares	7,000
19/01/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	39,626 FPO shares	39,626
23/01/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	56,500 FPO shares	56,500
28/01/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	3,874 FPO shares	3,874
04/02/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	40,000 FPO shares	40,000
06/02/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	40,000 FPO shares	40,000
12/02/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	20,000 FPO shares	20,000
13/02/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	1,923 FPO shares	1,923
16/02/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	8,077 FPO shares	8,077
07/04/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	1,002 FPO shares	1,002
20/04/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	9,000 FPO shares	9,000
18/06/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	12,839 FPO shares	12,839
19/06/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	6,159 FPO shares	6,159
25/06/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	460,000 FPO shares	460,000
26/06/2015	Christopher Austin COOPER	Purchase of FPO shares	Market price	380,407 FPO shares	380,407



Christopher Austin Cooper

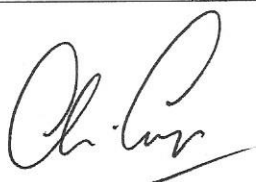
DATE 29 / 6 / 2015

ANNEXURE B  
REDFLEX HOLDINGS LIMITED – ACN 069 306 216

This is annexure Form B in FORM 604 Notice of Change of Interest of Substantial Holder

Section 4 – Present Relevant Interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Christopher Austin COOPER	Christopher Austin COOPER	Christopher Austin COOPER	Registered holder of the shares	6,516,811 FPO shares	6,516,811
Blue Jade Pty Ltd	Blue Jade Pty Ltd	Blue Jade Pty Ltd	As a result of my 50% shareholding in Blue Jade Pty Ltd, I hold a relevant interest in Blue Jade's Redflex shares through the deeming provisions in Section 608(3) of the Corporations Act	4,043,948 FPO shares	4,043,948
Vinecrest Pty Ltd	Vinecrest Pty Ltd	Vinecrest Pty Ltd	As a result of my 50% shareholding in Vinecrest Pty Ltd I hold a relevant interest in Vinecrest's Redflex shares through the deeming provisions in Section 608(3) of the Corporations Act	139,717 FPO shares	139,717



Christopher Austin Cooper

DATED 29 / 6 / 2015