

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

REDFLEX HOLDINGS LIMITED

ACN/ARSN

069 306 216

**1. Details of substantial holder(1)**

Name

COOPER Elizabeth Geraldine

ACN/ARSN (if applicable)

There was a change in the interests of the  
substantial holder on12 /02 /2016

The previous notice was given to the company on

15 /06/ 2011

The previous notice was dated

15 /06/2011**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              | 10,932,914      | 9.91%            | 13,584,006     | 12.26%           |
|                         |                 |                  |                |                  |

**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 |
|                   |   |

**Signature**

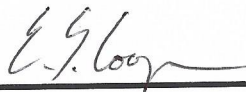
print name

COOPER Elizabeth Geraldine

capacity

in her own right

sign here



date 17 / 02 / 2016

**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 |
|----------------|--|------------------------|---|---|-------------------------|
| 04/05/2012     | Elizabeth Geraldine COOPER             | Sale of FPO shares     | Market price                                  | 79,000 FPO shares                       | 79,000                  |
| 05/11/2012     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 500,000 FPO shares                      | 500,000                 |
| 13/03/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 50,047 FPO shares                       | 50,047                  |
| 20/03/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 69,953 FPO shares                       | 69,953                  |
| 03/07/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 443,000 FPO shares                      | 443,000                 |
| 04/07/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 51,654 FPO shares                       | 51,654                  |
| 05/07/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 8,346 FPO shares                        | 8,346                   |
| 11/07/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 3,099 FPO shares                        | 3,099                   |
| 01/08/2013     | Elizabeth Geraldine COOPER             | Sale of FPO shares     | Market price                                  | 124,000 FPO shares                      | 124,000                 |
| 07/08/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 173,053 FPO shares                      | 173,053                 |
| 06/09/2013     | Elizabeth Geraldine COOPER             | Sale of FPO shares     | Market price                                  | 50,00 FPO shares                        | 50,000                  |
| 23/10/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 7,940 FPO shares                        | 7,940                   |
| 15/11/2013     | Elizabeth Geraldine COOPER             | Sale of FPO shares     | Market price                                  | 150,000 FPO shares                      | 150,000                 |
| 19/11/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 16,593 FPO shares                       | 16,593                  |
| 20/11/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 83,407 FPO shares                       | 83,407                  |
| 21/11/2013     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 8,666 FPO shares                        | 8,666                   |
| 01/03/2014     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 50,000 FPO shares                       | 50,000                  |
| 12/02/2016     | Elizabeth Geraldine COOPER             | Purchase of FPO shares | Market price                                  | 1,500,000 FPO shares                    | 1,500,000               |



  
 Elizabeth Geraldine Cooper

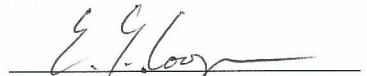
DATE 17/ 02/2016

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 |
|-----------------------------|---------------------------------|--|--|--------------------------------|----------------|
| Elizabeth Geraldine COOPER  | Elizabeth Geraldine COOPER      | Elizabeth Geraldine COOPER                     | Registered holder of the shares  | 8,040,058 FPO shares           | 8,040,058      |
| 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 | 5,543,948 FPO shares           | 5,543,948      |
|                             |                                 |  |  |                                |                |

  
Elizabeth Geraldine Cooper

DATE 17/02/2016