

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To: Company Name/Scheme **REDFLEX HOLDINGS LIMITED**ACN/ARSN **069 306 216****1. Details of substantial holder (1)**Name **COOPER Christopher Austin**

ACN/ARSN (if applicable)

The holder became a substantial holder on **19/3 /2014****2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FPO shares	6,873,907	6,873,907	6.21%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
SEE ATTACHED ANNEXURE A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
SEE ATTACHED ANNEXURE B			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
SEE ATTACHED ANNEXURE C				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

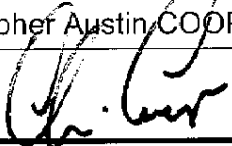
Name and ACN/ARSN (if applicable)	Nature of association
NOT APPLICABLE	

7. Addresses

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

Name	Address
SEE ATTACHED ANNEXURE D	

Signature

print name Christopher Austin COOPER capacity
 sign here  date 20 / 3 / 2014

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

SCHEDULES FOR FORM 603**REGARDING: REDFLEX HOLDINGS LIMITED – ACN 069 306 216****SUBSTANTIAL HOLDER: CHRISTOPHER AUSTIN COOPER****ANNEXURE A – FORM 603 SECTION 3. Details of relevant interests**

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Christopher Austin Cooper	Registered holder of the shares	3,580,649 FPO shares
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	3,153,541 FPO shares
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

THIS IS ANNEXURE A of 4 PAGES REFERRED TO IN FORM 603



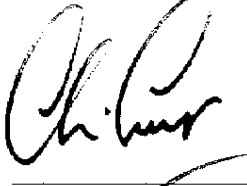
Christopher Austin Cooper

DATE 20 / 3 / 2014

SCHEDULES FOR FORM 603**Regarding: REDFLEX HOLDINGS LIMITED – ACN 069 306 216
SUBSTANTIAL HOLDER: CHRISTOPHER AUSTIN COOPER****ANNEXURE B – FORM 603 Section 4. Details of present registered holders**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Christopher Austin Cooper	Christopher Austin Cooper	Christopher Austin Cooper	3,580,649 FPO shares
Christopher Austin Cooper	Blue Jade Pty Ltd	Blue Jade Pty Ltd	3,153,541 FPO shares
Christopher Austin Cooper	Vinecrest Pty Ltd	Vinecrest Pty Ltd	139,717 FPO shares

THIS IS ANNEXURE B OF 4 PAGES REFERRED TO IN FORM 603.

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Christopher Austin CooperDATE 20/3/2014

SCHEDULE FOR FORM 603

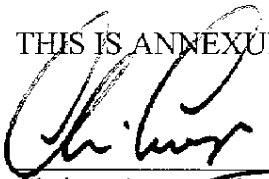
REGARDING: REDFLEX HOLDINGS LIMITED – ACN 069 306 216

SUBSTANTIAL HOLDER: CHRISTOPHER AUSTIN COOPER

ANNEXURE C – FORM 603 SECTION 5. Consideration

DATE OF ACQUISITION	ACQUISITION OF
28/11/2013	52,000 fully paid ordinary shares at market price
11/12/2013	47,000 fully paid ordinary shares at market price
12/12/2013	4,954 fully paid ordinary shares at market price
13/12/2013	34,256 fully paid ordinary shares at market price
16/12/2013	1 fully paid ordinary share at market price
17/12/2013	44 fully paid ordinary shares at market price
19/12/2013	13,745 fully paid ordinary shares at market price
07/01/2014	2,000 fully paid ordinary shares at market price
08/01/2014	60,000 fully paid ordinary shares at market price
31/01/2014	51,874 fully paid ordinary shares at market price
03/02/2014	40 fully paid ordinary shares at market price
04/02/2014	64,086 fully paid ordinary shares at market price
05/02/2014	39,697 fully paid ordinary shares at market price
10/02/2014	15,001 fully paid ordinary shares at market price
11/02/2014	6,001 fully paid ordinary shares at market price
12/02/2014	41 fully paid ordinary shares at market price
13/02/2014	7,092 fully paid ordinary shares at market price
17/02/2014	2,179 fully paid ordinary shares at market price
18/02/2014	2,000 fully paid ordinary shares at market price
19/02/2014	2,000 fully paid ordinary shares at market price
20/02/2014	26,593 fully paid ordinary shares at market price
21/02/2014	19,135 fully paid ordinary shares at market price
24/02/2014	7,621 fully paid ordinary shares at market price
25/02/2014	53,380 fully paid ordinary shares at market price
26/02/2014	40,284 fully paid ordinary shares at market price
27/02/2014	14,404 fully paid ordinary shares at market price
28/02/2014	36,999 fully paid ordinary shares at market price
03/03/2014	33,677 fully paid ordinary shares at market price
04/03/2014	18,000 fully paid ordinary shares at market price
05/03/2014	13,636 fully paid ordinary shares at market price
06/03/2014	50,000 fully paid ordinary shares at market price
07/03/2014	18,641 fully paid ordinary shares at market price
18/03/2014	13,342 fully paid ordinary shares at market price
19/03/2014	1,395,350 fully paid ordinary shares at market price

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Christopher Austin Cooper

DATE 20 / 3 / 2014

SCHEDULES FOR FORM 603

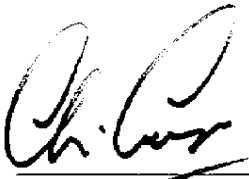
Regarding: REDFLEX HOLDINGS LIMITED – ACN 069 306 216
SUBSTANTIAL HOLDER: CHRISTOPHER AUSTIN COOPER

ANNEXURE D – FORM 603 Section 7.

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

Name	Address
Christopher Austin Cooper	21 Howard Street Glen Iris, Victoria, 3146
Blue Jade Pty Ltd	21 Howard Street Glen Iris, Victoria, 3146
Vinecrest Pty Ltd	21 Howard Street Glen Iris, Victoria, 3146

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Christopher Austin Cooper

DATE 20/3 /2014