

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 Coliseum Capital Management, LLC and on behalf of Coliseum Capital LLC, Coliseum Capital Partners, LP, Blackwell Partners, LLC, Coliseum Capital Partners II, LP, Adam Gray, Christopher Shackelton and Seaver Kent Family Investments, LLC

ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on

18/09/2014

The previous notice was given to the company on

03/09/2014

The previous notice was dated

02/09/2014

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)
Ordinary Shares	23,386,309	21.11%	24,570,342	22.18%

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 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 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

6. Addresses

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

Name	Address
Coliseum Capital Management, LLC	1 Station Place, 7th Floor South, Stamford, CT 06902
Coliseum Capital, LLC	1 Station Place, 7th Floor South, Stamford, CT 06902
Coliseum Capital Partners II, LP	1 Station Place, 7th Floor South, Stamford, CT 06902
Blackwell Partners, LLC	c/o Dumac, LLC, 406 Blackwell Street, Suite 300, Durham, NC 27701
Coliseum Capital Partners, LP	1 Station Place, 7th Floor South, Stamford, CT 06902
Adam Gray	1 Station Place, 7th Floor South, Stamford, CT 06902
Christopher Shackelton	1 Station Place, 7th Floor South, Stamford, CT 06902
Seaver Kent Family Investments, LLC	1000 NW Wall Street, Suite 210, Bend OR 97701

Signature

print name	ADAM GRAY, as person authorized to provide holding notifications	capacity	MANAGER
sign here		date	19/09/2014

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 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 on 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
Redflex Holdings Limited
ACN 069 306 216

This is annexure Form A of 1 page 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
3/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners, LP	On market purchase	\$112,369.00	112,369 Ordinary Shares	112,369
5/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners, LP	On market purchase	\$82,738.00	82,738 Ordinary Shares	82,738
8/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners, LP	On market purchase	\$1,593.78	1,578 Ordinary Shares	1,578
9/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners, LP	On market purchase	\$33,956.10	33,767 Ordinary Shares	33,767
12/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners, LP	On market purchase	\$342,995.21	315,572 Ordinary Shares	315,572
15/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners, LP	On market purchase	\$13,896.25	12,736 Ordinary Shares	12,736
17/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners, LP	On market purchase	\$90,621.30	82,383 Ordinary Shares	82,383
18/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners, LP	On market purchase	\$322,287.90	292,989 Ordinary Shares	292,989
19/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners, LP	On market purchase	\$1,431.10	1,301 Ordinary Shares	1,301
3/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners II, LP	On market purchase	\$30,081.00	30,081 Ordinary Shares	30,081

5/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners II, LP	On market purchase	\$22,130.00	22,130 Ordinary Shares	22,130
8/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners II, LP	On market purchase	\$426.22	422 Ordinary Shares	422
9/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners II, LP	On market purchase	\$9,084.59	9,034 Ordinary Shares	9,034
12/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners II, LP	On market purchase	\$91,764.79	84,428 Ordinary Shares	84,428
15/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners II, LP	On market purchase	\$3,671.55	3,365 Ordinary Shares	3,365
17/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners II, LP	On market purchase	\$23,848.00	21,680 Ordinary Shares	21,680
18/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners II, LP	On market purchase	\$84,829.80	77,118 Ordinary Shares	77,118
19/9/2014	Coliseum Capital Management LLC, Coliseum Capital LLC, Adam Gray, Christopher Shackelton, Seaver Kent Family Investments, LLC and Coliseum Capital Partners II, LP	On market purchase	\$376.20	342 Ordinary Shares	342

Annexure B
Redflex Holdings Limited
ACN 069 306 216

This annexure Form B of 1 page in Form 604 Notice of Change of Interest of Substantial Holder.

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
Coliseum Capital Management, LLC	Goldman Sachs & Co	Blackwell Partners, LLC in respect of 5,829,279 Ordinary Shares and Coliseum Capital LLC as General Partner of Coliseum Capital Partners, LP, in respect of 14,526,508 Ordinary Shares and as General Partner of Coliseum Capital Partners II, LP in respect of 4,214,555 Ordinary Shares.	Investment adviser of each of Coliseum Capital Partners, LP, Blackwell Partners, LLC and Coliseum Capital Partners II, LP.	24,570,342 Ordinary Shares	24,570,342
Coliseum Capital, LLC	Goldman Sachs & Co	as General Partner of Coliseum Capital Partners, LP, in respect of 14,526,508 Ordinary Shares and as General Partner of Coliseum Capital Partners II, LP in respect of 4,214,555 Ordinary Shares.	General partner of Coliseum Capital Partners, LP and Coliseum Capital Partners II, LP.	18,741,063 Ordinary Shares	18,741,063
Coliseum Capital Partners, LP	Goldman Sachs & Co	Coliseum Capital, LLC as General Partner	Beneficial holder	14,526,508 Ordinary Shares	14,526,508
Blackwell Partners, LLC	Goldman Sachs & Co	Blackwell Partners, LLC	Beneficial holder	5,829,279 Ordinary Shares	5,829,279
Coliseum Capital Partners II, LP	Goldman Sachs & Co	Coliseum Capital, LLC as General Partner	Beneficial holder	4,214,555 Ordinary Shares	4,214,555
Adam Gray, Christopher Shackelton and Seaver Kent Family Investments, LLC	Goldman Sachs & Co	Blackwell Partners, LLC in respect of 5,829,279 Ordinary Shares and Coliseum Capital LLC as General Partner of Coliseum Capital Partners, LP, in respect of 14,526,508 Ordinary Shares and as General Partner of Coliseum Capital Partners II, LP in respect of 4,214,555 Ordinary Shares	Each holding voting power above 20 per cent in each of Coliseum Capital Management, LLC and Coliseum Capital, LLC	24,570,342 Ordinary Shares	24,570,342