

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

Name of entity	REDFLEX HOLDINGS LIMITED
ABN	96 069 306 216

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	CHRISTOPHER COOPER
Date of last notice	15 March 2006
Date of this notice	24 May 2006

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

*Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.*

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	related party
Date of change	24 May 2006
No. of securities held prior to change	<u>As the registered holder</u> 88,167 Ordinary Shares (RDF)  <u>As not the registered holder</u> 752,829 Ordinary Shares (RDF)
Class	Fully paid ordinary shares
Number acquired	150,000 Ordinary Shares (RDF)
Number disposed	nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$2.05 per share
No. of securities held after change	<u>As the registered holder</u> 88,167 Ordinary Shares (RDF)  <u>As not the registered holder</u> 902,829 Ordinary Shares (RDF)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade

+ See chapter 19 for defined terms.

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**Part 2 – Change of director's interests in contracts**

*Note: In the case of a company, interests which come within paragraph (i) of "notifiable interest of a director" should be disclosed in this part.*

Detail of contract	no change
Nature of interest	no change
Name of registered holder (if issued securities)	no change
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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+ See chapter 19 for defined terms.