

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of change of interests of substantial holder**

**To:** Redflex Holdings Limited  
**ACN:** 069 306 216  
**ASX Code:** RDF

**1. Details of substantial holder**

**Name:** IOOF Holdings Limited  
**ACN:** 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 11/02/2013  
The previous notice was given to the company on: 28/11/2012  
The previous notice was dated: 26/11/2012

**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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	8,142,741	7.352%	9,376,834	8.466%

**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	Person	Nature	Consideration	Class & number (ord)	Person's votes
27/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 10,989.06	7,795	7,795

28/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 72,144.23	51,037	51,037
29/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 14,716.39	10,374	10,374
30/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 25,351.70	17,809	17,809
12/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 364,736.68	236,842	236,842
8/01/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,066.05	1,343	1,343
9/01/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 20,012.76	13,009	13,009
17/01/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 33,503.97	20,193	20,193
18/01/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 490.75	294	294
23/01/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 11,210.37	6,656	6,656
24/01/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 734.33	436	436
29/01/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 10,448.37	6,397	6,397
30/01/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 8,574.25	5,215	5,215
31/01/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,866.38	2,388	2,388
1/02/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 832,099.89	500,000	500,000
11/02/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 473,256.11	354,305	354,305

#### 4. Present Relevant Interests

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

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	2,101,890	2,101,890
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	3,924,466	3,924,466
Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	430,954	430,954

Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	2,919,524	2,919,524
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## 5. Changes in association

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

Name & ACN	Nature of association
Not applicable	

## 6. Addresses

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

Name	Address
Redflex Holdings Limited	31 Market St, South Melbourne Vic 3205
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne VIC 3000
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne VIC 3000