

# 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 30/09/01. Amended 01/01/11.

<b>Name of entity</b>	DuluxGroup Limited
<b>ABN</b>	42 133 404 065

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.

<b>Name of Director</b>	Stuart Boxer
<b>Date of last notice</b>	9 January 2018

### 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.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Ordinary shares held by spouse
<b>Date of change</b>	21 December 2018
<b>No. of securities held prior to change</b>	<ol style="list-style-type: none"> <li>1. 60,500 (indirect)</li> <li>2. 367,150 (direct)</li> <li>3. 468,142 (direct and held pursuant to the terms of the Company's Long Term Equity Incentive Plan (LTEIP))</li> <li>4. 6,704 (direct and held pursuant to the terms of the Company's Employee Equity Plan (EEP))</li> </ol>
<b>Class</b>	Ordinary Shares and Share Rights
<b>Number acquired</b>	<ol style="list-style-type: none"> <li>1. 159,703 Ordinary Shares allocated pursuant to the 2018 offer under the Company's LTEIP</li> <li>2. 7,033 Share Rights issued pursuant to the 2018 Deferred STI offer under the Company's EEP</li> <li>3. 7,033 Ordinary Shares allocated on exercise of the above Share Rights which were issued pursuant to the 2018 Deferred STI offer under the Company's EEP</li> </ol>

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<b>Number disposed</b>	7,033 Share Rights which were exercised pursuant to the 2018 Deferred STI offer under the Company's EEP
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<ol style="list-style-type: none"> <li>2018 LTEIP offer: \$6.74 (acquisition price being the volume weighted average price of DuluxGroup fully paid ordinary shares in the 5 trading days from 13 December 2018 to 19 December 2018 in accordance with the terms of the LTEIP)</li> <li>2018 Deferred STI offer: Nil consideration</li> </ol>
<b>No. of securities held after change</b>	<ol style="list-style-type: none"> <li>60,500 (indirect)</li> <li>367,150 (direct)</li> <li>627,845 (direct and held pursuant to the terms of the Company's LTEIP)</li> <li>13,737 (direct and held pursuant to the terms of the Company's EEP)</li> </ol>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<ol style="list-style-type: none"> <li>Acquisition of Ordinary Shares pursuant to the terms of the 2018 LTEIP offer as approved at the Company's 2018 Annual General Meeting</li> <li>Issue of Share Rights pursuant to the 2018 Deferred STI offer under the Company's EEP</li> <li>Exercise of those Share Rights and allocation of Ordinary Shares pursuant to the terms of the 2018 Deferred STI offer under the Company's EEP</li> </ol>

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

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

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

**Part 3 - + Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a+closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

**Simon Black**  
Company Secretary  
21 December 2018