

18 December 2014

Manager Companies  
Company Announcements Office  
Australian Securities Exchange Limited  
Level 4, Stock Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir

**Results of Annual General Meeting  
DULUXGROUP LIMITED**

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise details of the resolutions and the proxies received in respect of each resolution are set out in the attached proxy summary

Yours faithfully

A handwritten signature in blue ink, appearing to be 'S. Black', written over a light blue circular stamp.

**Simon Black**  
Company Secretary

**2.1) Re-election of Director - Mr Peter Kirby**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
244,558,108	1,978,378	261,610	2,246,523

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
251,611,286	1,978,378	261,610

**2.2) Re-election of Director - Ms Judith Swales**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
241,034,860	5,521,111	234,402	2,252,839

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
248,092,842	5,522,060	234,402

**3) Adoption of Remuneration Report**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
243,196,289	2,699,321	953,158	2,184,036

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
245,957,207	2,699,321	953,158

**4) Allocation of shares to Patrick Houlihan**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
239,181,143	6,841,135	828,741	2,188,616

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
243,226,790	6,842,445	828,741

**5) Allocation of shares to Stuart Boxer**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
239,114,020	6,908,662	833,151	2,183,802

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
243,151,693	6,909,972	833,151

**6) Increase Non-Exec Director maximum aggregate fees**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
242,660,682	3,446,771	728,495	2,196,459

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
245,430,218	3,448,081	730,990

18 December 2014

The Chairman  
DULUXGROUP LIMITED  
1956 Dandenong  
Road,  
Clayton Victoria

**Computershare Investor Services Pty Limited**  
ABN 48 078 279 277  
Yarra Falls, 452 Johnston Street Abbotsford  
Victoria 3067 Australia  
GPO Box 2975 Melbourne  
Victoria 3001 Australia  
Telephone 61 3 9415 5000  
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www.computershare.com

## Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Annual General Meeting of the Members of DuluxGroup Limited held at 1956 Dandenong Road, Clayton Victoria on 18 December 2014 at 10:00 AM, report as follows:

### 2.1) Re-election of Director - Mr Peter Kirby

	Number	%
Votes cast 'FOR' the motion	251,611,286	99.22
Votes cast 'AGAINST' the motion	1,978,378	0.78
TOTAL VOTES CAST	253,589,664	100.00
Votes "Abstained"	261,610	

The resolution was carried as an ordinary resolution.

### 2.2) Re-election of Director - Ms Judith Swales

	Number	%
Votes cast 'FOR' the motion	248,092,842	97.82
Votes cast 'AGAINST' the motion	5,522,060	2.18
TOTAL VOTES CAST	253,614,902	100.00
Votes "Abstained"	234,402	

The resolution was carried as an ordinary resolution.

### 3) Adoption of Remuneration Report

	Number	%
Votes cast 'FOR' the motion	245,957,207	98.91
Votes cast 'AGAINST' the motion	2,699,321	1.09
TOTAL VOTES CAST	248,656,528	100.00
Votes "Abstained"	953,158	

The resolution was carried as an ordinary resolution.

**4) Allocation of shares to Patrick Houlihan**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	243,226,790	97.26
Votes cast 'AGAINST' the motion	<u>6,842,445</u>	<u>2.74</u>
<b>TOTAL VOTES CAST</b>	<b><u>250,069,235</u></b>	<b><u>100.00</u></b>
Votes "Abstained"	828,741	

The resolution was carried as an ordinary resolution.

**5) Allocation of shares to Stuart Boxer**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	243,151,693	97.24
Votes cast 'AGAINST' the motion	<u>6,909,972</u>	<u>2.76</u>
<b>TOTAL VOTES CAST</b>	<b><u>250,061,665</u></b>	<b><u>100.00</u></b>
Votes "Abstained"	833,151	

The resolution was carried as an ordinary resolution.

**6) Increase Non-Exec Director maximum aggregate fees**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	245,430,218	98.61
Votes cast 'AGAINST' the motion	<u>3,448,081</u>	<u>1.39</u>
<b>TOTAL VOTES CAST</b>	<b><u>248,878,299</u></b>	<b><u>100.00</u></b>
Votes "Abstained"	730,990	

The resolution was carried as an ordinary resolution.



Tim Heughan  
Returning Officer  
Computershare Investor Services Pty Limited