

16 December 2015

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 black ink, appearing to be 'S. Black', written in a cursive style.

Simon Black
Company Secretary

16 December 2015

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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Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motions set out below at the Annual General Meeting of the Members of DuluxGroup Limited held at DuluxGroup's Head Office at 1956 Dandenong Road, Clayton, Victoria on 16 December 2015 at 10:30 AM, report as follows:

2.1 Re-election of Director - Mr Garry Hounsell

	Number	%
Votes cast 'FOR' the motion	250,595,401	99.77
Votes cast 'AGAINST' the motion	571,149	0.23
TOTAL VOTES CAST	251,166,550	100.00
Votes "Abstained"	847,573	

The resolution was carried as an ordinary resolution.

2.2 Re-election of Director - Mr Stuart Boxer

	Number	%
Votes cast 'FOR' the motion	251,107,570	99.92
Votes cast 'AGAINST' the motion	191,546	0.08
TOTAL VOTES CAST	251,299,116	100.00
Votes "Abstained"	701,875	

The resolution was carried as an ordinary resolution.

3 Adoption of Remuneration Report

	Number	%
Votes cast 'FOR' the motion	234,001,189	95.19
Votes cast 'AGAINST' the motion	11,822,811	4.81
TOTAL VOTES CAST	245,824,000	100.00
Votes "Abstained"	1,676,470	

The resolution was carried as an ordinary resolution.

4

Allocation of shares to Patrick Houlihan

	Number	%
Votes cast 'FOR' the motion	236,272,106	95.07
Votes cast 'AGAINST' the motion	12,245,093	4.93
TOTAL VOTES CAST	248,517,199	100.00
Votes "Abstained"	1,187,563	

The resolution was carried as an ordinary resolution.

5

Allocation of shares to Stuart Boxer

	Number	%
Votes cast 'FOR' the motion	236,792,071	94.68
Votes cast 'AGAINST' the motion	13,304,434	5.32
TOTAL VOTES CAST	250,096,505	100.00
Votes "Abstained"	1,169,668	

The resolution was carried as an ordinary resolution.

6

Renewal of proportional takeover approval

	Number	%
Votes cast 'FOR' the motion	250,794,826	99.88
Votes cast 'AGAINST' the motion	305,461	0.12
TOTAL VOTES CAST	251,100,287	100.00
Votes "Abstained"	913,836	

The resolution was carried as a special resolution.



Wayne Hopkins
Returning Officer
Computershare Investor Services Pty Limited

DuluxGroup Limited
Annual General Meeting
Wednesday, 16 December 2015
Voting Results



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
2.1 Re-election of Director - Mr Garry Hounsell	Ordinary	243,369,196 98.92%	571,149 0.23%	2,096,045 0.85%	701,631	250,595,401 99.77%	571,149 0.23%	847,573	Carried
2.2 Re-election of Director - Mr Stuart Boxer	Ordinary	243,726,374 99.07%	190,786 0.08%	2,105,854 0.85%	701,875	251,107,570 99.92%	191,546 0.08%	701,875	Carried
3 Adoption of Remuneration Report	Ordinary	231,173,066 94.33%	11,822,245 4.82%	2,066,434 0.85%	1,674,704	234,001,189 95.19%	11,822,811 4.81%	1,676,470	Carried
4 Allocation of shares to Patrick Houlihan	Ordinary	231,295,147 94.19%	12,244,627 4.99%	2,012,508 0.82%	1,185,739	236,272,106 95.07%	12,245,093 4.93%	1,187,563	Carried
5 Allocation of shares to Stuart Boxer	Ordinary	230,244,709 93.76%	13,302,968 5.42%	2,022,460 0.82%	1,167,084	236,792,071 94.68%	13,304,434 5.32%	1,169,668	Carried
6 Renewal of proportional takeover approval	Special	243,409,929 99.01%	305,461 0.13%	2,108,795 0.86%	913,836	250,794,826 99.88%	305,461 0.12%	913,836	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.