



Media/NZX/ASX release

17 June 2016

Scheme Booklet to be sent to Nuplex Shareholders

Today, Nuplex Industries Limited (NZX/ASX: NPX) is sending all Nuplex Shareholders a physical copy of the Scheme Booklet relating to the proposal from Allnex New Zealand Limited (Allnex) via the New Zealand postal service. This Scheme Booklet was previously lodged with the relevant exchanges on 13 June 2016.

The Scheme Booklet contains important information including:

- the reasons why your Independent Directors unanimously recommend that you vote in favour of the Scheme
- details of how to vote
- the notice convening the Scheme Meeting; and
- the Independent Adviser's Report.

In the mail-out, Shareholders will also receive a personalised proxy and currency election form. An example of these forms is attached. Shareholders are reminded of the importance of casting their vote.

For more information on the unanimously recommended proposal from Allnex to acquire all the shares in Nuplex for NZ\$5.43 per share, and an online copy of the Scheme Booklet, please visit Nuplex's website www.nuplex.com.

Ends

For more information regarding Nuplex

Investors	New Zealand media	Australian media
Josie Ashton, Nuplex +612 8036 0906 josie.ashton@nuplex.com	Louisa Jones, Porter Novelli +64 21 299 2628 louisaj@porternovelli.kiwi	Paula Hannaford, Kreab +61 2 9552 8936 phannaford@kreab.com

For more information regarding Allnex

Company enquiries	New Zealand media	Australian media
Stéphanie Heng, Allnex +32 2 560 4630 stephanie.heng@allnex.com	Jane Sweeney, Anthem +64 21 910 008 jane@anthem.co.nz	Anthony Tregoning, FCR +61 411 852 448 a.tregoning@fcr.com.au

About Nuplex

Nuplex is a leading, global manufacturer of resins used in paints, coatings and structural materials with annual sales of c.NZ\$1.5 billion (c.US\$1 billion). Listed on the NZX and the ASX, Nuplex is a global leader in rheology control coatings technology, as well as performance and industrial coating resins, particularly for Automotive OEM, Vehicle Re-finish, Wood, and



Protective coatings. From its 16 production sites located across Asia, Europe, America and Australia and New Zealand, Nuplex has customers in over 80 countries worldwide. Through its global R&D network of local technical service support, regional R&D centers and a dedicated Innovation Centre in The Netherlands, Nuplex works in partnership with its customers to develop the right solution for their coatings challenges.

About Allnex

Allnex, formerly Cytec Industries' Coating Resins business and acquired by Advent in 2013 for US\$1.15 billion, with sales of c. US\$1.5 billion, is a leading global producer of coating resins and additives for architectural, industrial, protective, automotive and special purpose coatings and inks. Allnex is recognized as a specialty chemicals pioneer and offers an extensive range of products including innovative liquid resins & additives, radiation cured and powder coating resins & additives and cross linkers for use on wood, metal, plastic, and other surfaces. Today, Allnex has EBITDA of about US\$220 million and has a strong global presence with 17 manufacturing sites and 12 research & technology support facilities throughout the world, focusing on assisting its c.3,000 customers to rapidly bring advanced coating solutions to market.

About Advent International

Founded in 1984, Advent International is one of the largest and most experienced global private equity firms and a leading investor in the global Chemicals industry. Advent's investment philosophy is centred around supporting leading management teams and providing resources for further growth, in order to execute on a mutually developed strategy and investment case. To date, Advent has raised cumulative capital of c.US\$40 billion, and has executed over 310 transactions including over 30 investments in the Chemicals industry. Advent has a strong track record of making significant and successful investments, with recent chemicals transactions including Allnex (formerly Cytec Industries' Coating Resins business), Oxea, Maxam and Grupo Transmerquim. Advent also has extensive experience in conducting Public-to-Private transactions, with recent examples including Douglas, Mediq and Unit 4.



Nuplex Industries Limited

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

GSN/Securityholder Number:

PLEASE NOTE: You will need your GSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 11:00am Tuesday 5 July 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you may need to provide evidence of your authorisation to act prior to admission.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy or turn over to complete the form

Proxy/Voting Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Nuplex Industries Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Special Meeting of Nuplex Industries Limited to be held in the Theatre at the Waipuna Hotel and Convention Centre, 58 Waipuna Road, Mt Wellington, Auckland on Thursday 7 July 2016 at 11:00am** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions/Ballot Paper for a Poll

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Business

		For	Against	Proxy Discretion	Abstain
1.	To approve the Scheme of Arrangement (the terms of which are described in the Scheme Booklet).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP

Special Meeting of Nuplex Industries Limited to be held in the Theatre at the Waipuna Hotel and Convention Centre, 58 Waipuna Road, Mt Wellington, Auckland on Thursday 7 July 2016 at 11:00am



Return your form:

**By mail:**

Computershare Investor Services Limited
Private Bag 92119, Auckland 1142
New Zealand

**By email:**

nuplex@computershare.co.nz

**By fax:**

+64 9 488 8787

**Hand delivery (office hours only):**

Computershare Investor Services Limited
Level 2, 159 Hurstmere Road
Takapuna, Auckland 0622
New Zealand

CSN/Holder Number:

Dear Shareholder

THIS FORM SETS OUT HOW YOU WILL BE PAID THE SCHEME CONSIDERATION.

IF YOU DO NOT WANT TO CHANGE THESE DETAILS, YOU DO NOT NEED TO DO ANYTHING.

IF YOU WANT TO CHANGE ANY OF THESE DETAILS, YOU NEED TO AMEND THE FORM, SIGN IT AND RETURN IT TO COMPUTERSHARE PRIOR TO 7.00 PM (NEW ZEALAND TIME) ON THE SCHEME RECORD DATE, EXPECTED TO BE 27 JULY 2016.

Currency for payment of Scheme Consideration

The Scheme Consideration will be paid in NZ\$ unless you:

- elect to be paid in A\$; or
- were paid the Interim Dividend in A\$, in which case you will be paid the Scheme Consideration in A\$, unless you elect to be paid in NZ\$.

The intended currency in which you will be paid your Scheme Consideration is set out over the page, based on the application of the application of the rule above.

To **change the currency you will be paid in**, please amend the "Currency election" section and sign the form below and return it to Computershare **prior to 7.00pm (New Zealand time) on the Scheme Record Date**, expected to be 27 July 2016. Please note that you can only be paid in NZ\$ or A\$.

If you are paid the Scheme Consideration in A\$, the consideration payable to you will be converted from NZ\$ into A\$ at the average exchange rate for buying A\$ with NZ\$ as quoted to Computershare by reputable financial institutions before 2.00pm (New Zealand time) on the Implementation Date.

Method for payment of Scheme Consideration

Payments will generally be made by electronic transfer into your bank account as set out over the page. Your bank account must be denominated in the currency which you want to receive the Scheme Consideration in.

- If you provide details of a bank account denominated in a currency which is different from the currency which you have elected, you will be paid by cheque in the currency which you have elected.
- If you want to change these bank account details or if no bank account details are included and you want to be paid by electronic transfer, please advise Computershare of your bank account details by completing this form and returning it to Computershare **prior to 7.00pm on the Scheme Record Date**, expected to be 27 July 2016.
- If this form does not contain bank account details and you do not notify Computershare of your bank account details by returning this form (or if Nuplex in its discretion elects to make payment to you by cheque), payment will be made by cheque.



Currency election

I/We, being Shareholder/s of Nuplex Industries Limited confirm that I/we elect to receive the Scheme Consideration payment in the following currency:

NZ\$

A\$

If you want to receive the Scheme Consideration in a different currency than the one selected, please cross out the currency selected and tick the currency which you want to receive payment in.

Payment method

I/We, being Shareholder/s of Nuplex Industries Limited confirm that I/we elect to receive the Scheme Consideration payment by the following method (please tick one option):

Cheque

Electronic transfer (please provide details below)

If you want to receive the Scheme Consideration by a different method than that selected, please cross out the payment method selected and tick the method which you want to receive payment in.

Current Bank Account Number:

Bank

Branch

Account Number

Suffix

Account name: _____

If these bank account details are not correct, please complete the relevant section below.

New Zealand Bank Account

Bank

Branch

Account Number

Suffix

Account name: _____

OR

Australian Bank Account

BSB

Account Number

Account name: _____

Signatures of Shareholder(s)

Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

This form must be signed by all Shareholders. If signed by the Shareholder's attorney, a certified copy of the power of attorney must be attached to this form unless it has previously been noted by the registry. If executed by a company, the form must be signed in accordance with the company's constitution and the Companies Act 1993.

Date

/ / 20



Return your form:

**By mail:**

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nuplex@computershare.co.nz

**By fax:**

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