

19 December 2013

By Facsimile: 1300 300 021

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



**Simon Black**

Company Secretary

2.1) Re-election of Director-Mr Andrew Larke

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

For	Against	Abstain	Proxy's discretion
224,671,713	5,871,818	233,290	2,144,909

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

For	Against	Abstain
231,269,793	5,877,824	233,290

2.2) Re-election of Director-Ms Gaik Hean Chew

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

For	Against	Abstain	Proxy's discretion
229,968,087	551,779	244,552	2,146,589

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

For	Against	Abstain
236,573,853	551,779	244,552

3) Adoption of Remuneration Report

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

For	Against	Abstain	Proxy's discretion
225,795,845	3,649,404	1,269,789	2,053,736

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

For	Against	Abstain
228,230,769	3,649,404	1,271,352

4) Issue of shares to Patrick Houlihan

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

For	Against	Abstain	Proxy's discretion
225,175,128	4,616,717	1,081,735	2,048,150

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

For	Against	Abstain
231,679,597	4,616,717	1,083,298

5) Issue of shares to Stuart Boxer

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

For	Against	Abstain	Proxy's discretion
225,482,669	4,334,455	1,057,430	2,046,376

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

For	Against	Abstain
231,985,364	4,334,455	1,058,993

6) **Approval of Company's Long Term Equity Incentive Plan**

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>
160,275,357	69,703,572	700,733	2,089,112

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>
162,736,542	69,703,572	705,939

19 December 2013

The Chairman  
DULUXGROUP LIMITED  
1956 Dandenong  
Road,  
Clayton  
Victoria 3168

**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 motion set out below at the Annual General Meeting of the Members of DuluxGroup Limited held at 1956 Dandenong Road, Clayton Victoria 3168 on 19 December 2013 at 10:30 AM, report as follows:

### 2.1) Re-election of Director-Mr Andrew Larke

	Number	%
Votes cast 'FOR' the motion	231,269,793	97.52
Votes cast 'AGAINST' the motion	5,877,824	2.48
<b>TOTAL VOTES CAST</b>	<b>237,147,617</b>	<b>100.00</b>
Votes "Abstained"	233,290	

The resolution was carried as an ordinary resolution.

### 2.2) Re-election of Director-Ms Gaik Hean Chew

	Number	%
Votes cast 'FOR' the motion	236,573,853	99.77
Votes cast 'AGAINST' the motion	551,779	0.23
<b>TOTAL VOTES CAST</b>	<b>237,125,632</b>	<b>100.00</b>
Votes "Abstained"	244,552	

The resolution was carried as an ordinary resolution.

### 3) Adoption of Remuneration Report

	Number	%
Votes cast 'FOR' the motion	228,230,769	98.43
Votes cast 'AGAINST' the motion	3,649,404	1.57
<b>TOTAL VOTES CAST</b>	<b>231,880,173</b>	<b>100.00</b>
Votes "Abstained"	1,271,352	

The resolution was carried as an ordinary resolution.

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

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	231,679,597	98.05
Votes cast 'AGAINST' the motion	<u>4,616,717</u>	1.95
TOTAL VOTES CAST	<u><u>236,296,314</u></u>	100.00
Votes "Abstained"	1,083,298	

The resolution was carried as an ordinary resolution.

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

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	231,985,364	98.17
Votes cast 'AGAINST' the motion	<u>4,334,455</u>	1.83
TOTAL VOTES CAST	<u><u>236,319,819</u></u>	100.00
Votes "Abstained"	1,058,993	

The resolution was carried as an ordinary resolution.

**6) Approval of Company's Long Term Equity Incentive Plan**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	162,736,542	70.01
Votes cast 'AGAINST' the motion	<u>69,703,572</u>	29.99
TOTAL VOTES CAST	<u><u>232,440,114</u></u>	100.00
Votes "Abstained"	705,939	

The resolution was carried as an ordinary resolution.



Wayne Hopkins  
 Returning Officer  
 Computershare Investor Services Pty Limited