



DuluxGroup Limited

ABN 42 133 404 065

31 July 2019

DULUXGROUP SHAREHOLDERS APPROVE SCHEME

DuluxGroup Limited (**DuluxGroup**) announces that DuluxGroup shareholders have approved the scheme of arrangement (**Scheme**) between DuluxGroup and its shareholders pursuant to which Nippon Paint Holdings Co., Ltd. will acquire all issued shares in DuluxGroup.

Results of the Scheme Meeting

The resolution to approve the Scheme was approved by the requisite majorities of DuluxGroup shareholders at today's Scheme Meeting. The voting results of the Scheme Meeting are **attached**.

Next steps

DuluxGroup has applied to the Federal Court of Australia (**Court**) for approval of the Scheme at a hearing scheduled for 6 August 2019.

If the Scheme is approved by the Court, DuluxGroup shareholders on the share register on the Scheme Record Date will be paid the Scheme Consideration of \$9.37 per DuluxGroup share. Payment is expected to be made on 21 August 2019.

Key events and indicative dates ¹

Event	Date
Second Court Hearing	6 August 2019
Effective Date	6 August 2019
Scheme Record Date	14 August 2019
Implementation Date	21 August 2019

Further Information

For further information about the Scheme, please contact the DuluxGroup Shareholder Information Line on 1300 352 256 (within Australia) or +61 3 9415 4223 (outside Australia) Monday to Friday, 8:30am to 5:30pm.

For further information, please contact:

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ENDS

¹ All dates following the date of the Scheme Meeting are indicative only and, among other things, are subject to all the conditions to the Scheme (other than those conditions relating to the approval of the Court) being satisfied or waived and all necessary approvals from the Court being obtained. DuluxGroup reserves the right to vary the times and dates set out above. All times are Australian Eastern standard time. Any changes to the above timetable will be announced on ASX and notified on DuluxGroup's website at www.duluxgroup.com.au

**DuluxGroup Limited
Scheme Meeting
Wednesday, 31 July 2019
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			Resolution Result
Resolution		For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1	Approve the Scheme Resolution	224,780,875 96.99%	5,296,067 2.28%	1,702,703 0.73%	112,904	226,658,120 97.58%	5,628,819 2.42%	113,801	Carried
						For	Against	Abstain*	
						5,625 91.85%	499 8.15%	32	

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