

26 August 2016

Adviser  
ASX Listings Compliance (Melbourne)  
[john.johansson@asx.com.au](mailto:john.johansson@asx.com.au)

Dear John

**DuluxGroup Limited (the "Company"): Appendix 3Y – Change of Director's Interest Notice**

I refer to your letter dated 24 August 2016 in relation to the Appendices 3Y lodged by the Company with ASX on 19 August 2016 for Mr Peter Kirby and Mr Graeme Liebelt (**Appendices 3Y**). Set out below are our responses to the questions contained in your letter.

**1 Please explain why the Appendices were lodged late**

On 1 August 2016 the Company established the DuluxGroup Salary Sacrifice Share Plan (**Plan**). Pursuant to the Plan, on 8 August 2016 Mr Kirby and Mr Liebelt were granted 15,829 and 5,898 share rights respectively. Due to an administrative oversight, the Company failed to lodge an Appendix 3Y for Mr Kirby and Mr Liebelt within 5 business days of the change.

The Company subsequently identified the oversight and sought to immediately remedy the oversight by providing full and accurate disclosure to the market of the issue of share rights to Mr Kirby and Mr Liebelt in the Appendices 3Y.

**2 What arrangements does the Company have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?**

The Company has arrangements in place with its directors to ensure that it is able to meet its disclosure obligations under ASX Listing Rule 3.19A. All directors, including Mr Kirby and Mr Liebelt have provided the Company with a standing instruction to update the ASX with relevant information on their behalf.

In this case, the non-lodgement of the Appendices 3Y was an administrative oversight on the part of the Company, not the directors.

**3 If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?**

The Company regularly reviews its administrative procedures and believes that its current arrangements are adequate.

Yours sincerely,



Simon Black  
General Counsel & Company Secretary  
DuluxGroup Limited



24 August 2016

Ms Annette Cook  
Assistant Company Secretary  
1956 Dandenong Road  
Clayton VIC 3168

By email: [annette.cook@duluxgroup.com.au](mailto:annette.cook@duluxgroup.com.au)

Dear Annette

**DuluxGroup Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice**

We refer to the following;

1. The Appendices 3Y lodged by the Entity with ASX on Friday, 19 August 2016 for Mr Peter Kirby and Mr Graeme Liebelt (the “Director Notice”);
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the

entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

The Appendices 3Y indicate that a change in Director's notifiable interest occurred on 8 August 2016. It appears that the Director's Notice should have been lodged with ASX by 15 August 2016. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendices were lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at [john.johansson@asx.com.au](mailto:john.johansson@asx.com.au). It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e. before 9.30 a.m. A.E.S.T.) on Monday, 29 August 2016.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

*[Sent electronically without signature]*

John Johansson  
Adviser, Listings Compliance (Melbourne)  
P: 03 9617 8770  
E: [john.johansson@asx.com.au](mailto:john.johansson@asx.com.au)