



DuluxGroup Limited

ABN 42 133 404 065

ASX Announcement

9 January 2018

APPENDIX 3Y FOR EXECUTIVE DIRECTORS

2014 LTEIP

As described in DuluxGroup's 2017 Annual Report, the shares granted to DuluxGroup executives under the Company's 2014 Long Term Equity Incentive Plan (LTEIP) vested on 15 November 2017.

The Managing Director, Mr Patrick Houlihan, and the Chief Financial Officer, Mr Stuart Boxer, have sold a portion of their vested 2014 LTEIP shares to fund repayment to the Company of their 2014 LTEIP loans, to fund associated tax liabilities and for other purposes. The attached Appendix 3Y notifications relate to these sales. Mr Houlihan and Mr Boxer have also each decided to retain a portion of their vested 2014 LTEIP shares to further increase their unrestricted shareholdings.

Following these transactions, Mr Houlihan and Mr Boxer will each hold unrestricted shares to a value well in excess of the Company's minimum shareholding guidelines. These guidelines provide that that they each hold shares in their own right to the value of at least 100% of their fixed annual remuneration.

On 22 December 2017, separate Appendix 3Y notifications showed the increase to Mr Houlihan's and Mr Boxer's restricted shareholdings associated with their 2017 LTEIP grants effective on 22 December 2017. The table below shows the net effect of the 2017 LTEIP grants and the 2014 LTEIP exit:

Mr Patrick Houlihan

	Direct (Unrestricted)	Direct (LTEIP - Restricted)	Direct (EEP - Restricted)	Total
Holding prior to 22/12/17	1,067,018	1,316,421	0	2,383,439
Change on 22/12/17	0	351,747	15,330	367,077
Change on 8/01/18	100,000	(443,582)	0	(343,582)
Holding at 8/01/18	1,167,018	1,224,586	15,330	2,406,934

Mr Stuart Boxer

	Direct and Indirect (Unrestricted)	Direct (LTEIP - Restricted)	Direct (EEP - Restricted)	Total
Holding prior to 22/12/17	388,085	503,225	0	891,310
Change on 22/12/17	0	134,482	6,704	141,186
Change on 8/01/18	39,565	(169,565)	0	(130,000)
Holding at 8/01/18	427,650	468,142	6,704	902,496

Media contact:

Lisa Walters, DuluxGroup Corporate Affairs Manager, 03 9263 3652 or 0421 585 750

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01. Amended 01/01/11.

Name of entity	DuluxGroup Limited
ABN	42 133 404 065

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Patrick Houlihan
Date of last notice	22 December 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	8 January 2018
No. of securities held prior to change	<ol style="list-style-type: none"> 1. 1,067,018 (direct) 2. 1,668,168 (direct and held pursuant to the terms of the Company's Long Term Equity Incentive Plan (LTEIP)) 3. 15,330 (direct and held pursuant to the terms of the Company's Employee Equity Plan (EEP))
Class	Ordinary Shares
Number acquired	N/A
Number disposed	343,582 disposed from LTEIP holding following vesting of the Company's 2014 LTEIP grant
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$7.64 (being the average sale price of shares disposed over the 3 trading days from 4 January 2018 to 8 January 2018 inclusive)

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Change of Director's Interest Notice

No. of securities held after change	<ol style="list-style-type: none"> 1. 1,167,018 (direct) 2. 1,224,586 (direct and held pursuant to the terms of the Company's LTEIP) 3. 15,330 (direct and held pursuant to the terms of the Company's EEP)
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Sale of shares following vesting of the Company's 2014 LTEIP grant. Note 100,000 shares that vested from the Company's 2014 LTEIP grant have been retained and transferred from the restricted LTEIP holding to the unrestricted direct holding.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 - + Closed period

Were the interests in the securities or contracts detailed above traded during a+closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Simon Black
 Company Secretary
 9 January 2018

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Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01. Amended 01/01/11.

Name of entity	DuluxGroup Limited
ABN	42 133 404 065

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Stuart Boxer
Date of last notice	22 December 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Ordinary shares held by spouse
Date of change	8 January 2018
No. of securities held prior to change	<ol style="list-style-type: none"> 1. 60,500 (indirect) 2. 327,585 (direct) 3. 637,707 (direct and held pursuant to the terms of the Company's Long Term Equity Incentive Plan (LTEIP)) 4. 6,704 (direct and held pursuant to the terms of the Company's Employee Equity Plan (EEP))
Class	Ordinary Shares
Number acquired	N/A
Number disposed	130,00 disposed from LTEIP holding following vesting of the Company's 2014 LTEIP grant
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$7.65 (being the average sale price of shares disposed over the 2 trading days from 5 January 2018 to 8 January 2018 inclusive)

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change	<ol style="list-style-type: none"> 1. 60,500 (indirect) 2. 367,150 (direct) 3. 468,142 (direct and held pursuant to the terms of the Company's LTEIP) 4. 6,704 (direct and held pursuant to the terms of the Company's EEP)
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Sale of shares following vesting of the Company's 2014 LTEIP grant. Note 39,565 shares that vested from the Company's 2014 LTEIP grant have been retained and transferred from the restricted LTEIP holding to the unrestricted direct holding.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 - + Closed period

Were the interests in the securities or contracts detailed above traded during a+closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Simon Black
Company Secretary
9 January 2018