

ABN 42 133 404 065

ASX Announcement

26 November 2012

DULUXGROUP AND ALESCO COMMENCE COMPLETION PROCESS

DULUXGROUP INTENDS TO DECLARE THE OFFER UNCONDITIONAL ON 11 DECEMBER

ACCEPTING SHAREHOLDERS EXPECTED TO BE PAID BY 18 DECEMBER¹

DuluxGroup Limited (DuluxGroup) today announces that the total of its voting power in Alesco Corporation Limited (Alesco) and acceptance instructions under DuluxGroup's Institutional Acceptance Facility as at 5pm on 26 November 2012 is 85.79%.

In accordance with the terms of the Takeover Implementation Agreement (TIA) between DuluxGroup and Alesco, DuluxGroup has notified Alesco that its interest in Alesco shares is approaching 90%.

Under the TIA, Alesco agreed that on receiving this notification, it may determine an additional dividend of up to \$0.27 per share (**Additional Dividend**)². Subject to this occurring on 27 November 2012, DuluxGroup currently intends to declare its offer unconditional³ on 11 December 2012 (in accordance with the timing agreed under the TIA) and proceed to pay⁴ accepting shareholders by 18 December 2012.⁵

Alesco shareholders who have not yet accepted DuluxGroup's offer should do so now in order to be paid by this date.

Further details on the expected timetable are contained in Annexure A.

DuluxGroup Managing Director and Chief Executive Officer, Patrick Houlihan, said: "We are delighted to now be able to bring our offer for Alesco to a conclusion. Alesco shareholders who have not yet accepted the offer should accept soon, before the offer closes, so they can be paid as quickly as possible. Shareholders should be mindful that if they do not accept DuluxGroup's offer and their shares are subject to compulsory acquisition, they will not be paid for their shares until that process has been completed, which will extend into 2013."

If shareholders have any questions in relation to the offer, or require a new acceptance form, they should contact the DuluxGroup Offer Information Line on 1300 652 672 (within Australia) or +61 3 9415 4109 (international) between 9.00am and 5.00pm (Melbourne time) on business days.

Media enquiries:

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

¹ Subject to the matters outlined in this announcement.
² For the purpose of determining when DuluxGroup has a sufficient interest in Alesco for the Alesco Board to determine the Additional Dividend, Alesco has agreed that index funds and other shares totalling ~4.4% will be added to DuluxGroup's interest to the extent that those shares have not already been accepted into the offer. DuluxGroup's interest in Alesco would now be over 90% with the inclusion of these additional shares. Alesco's financiers have consented to the payment of an Additional Dividend on the condition that, among other things, DuluxGroup has a relevant interest in Alesco of at least 85.6% before any drawdown for the payment of any Additional Dividend is made.

³ Subject to none of the remaining conditions to DuluxGroup's offer being breached. DuluxGroup has agreed with Alesco that it will not declare its offer unconditional until at least 3 business days after the record date for the Additional Dividend. If the Takeover Implementation Agreement which contains such agreement was to terminate, DuluxGroup could declare its offer unconditional at any time and DuluxGroup reserves the right to do so in such circumstances.

⁴ The offer consideration of \$2.05 per share comprises \$1.63 payable by DuluxGroup, \$0.27 Additional Dividend anticipated to be paid by Alesco on 18 December 2012 and the \$0.15 per share of fully franked dividends paid to shareholders who were on its register on the dividend record date of 17 August 2012.

⁵ DuluxGroup intends to extend the offer period to facilitate the Additional Dividend process and will advise of the new offer close date on or before 30 November 2012.

Annexure A - expected timetable

Event	Indicative Timing
Alesco determines Additional Dividend and announces record date for Additional Dividend	27 November 2012
ASX ex-dividend date	30 November 2012 (four business days before Additional Dividend record date)
Additional Dividend record date	6 December 2012 (seven business days after determination of Additional Dividend, per terms of TIA)
DuluxGroup declares its offer unconditional ⁶	11 December 2012 (no earlier than three business days after the Additional Dividend record date, per terms of TIA)
Additional Dividend payment date ⁷	18 December 2012
DuluxGroup pays accepting shareholders the remaining offer consideration ⁸	18 December 2012 (within five business days of offer being declared unconditional)

OuluxGroup intends to extend the offer period to facilitate the Additional Dividend process and will advise of the new offer close date on or before 30 November 2012. DuluxGroup has agreed with Alesco that it will not declare its offer unconditional until at least 3 business days after the record date for the Additional Dividend. If the Takeover Implementation Agreement which contains such agreement was to terminate, DuluxGroup could declare its offer unconditional at any time and DuluxGroup reserves the right to do so in such circumstances.

Assuming DuluxGroup declares the offer unconditional on 11 December 2012 and provided that DuluxGroup has a relevant interest of at least 85.6% in Alesco before the drawdown of funds for the Additional Dividend.

DuluxGroup will pay \$1.63 to shareholders who have accepted the offer prior to 11 December 2012 assuming DuluxGroup declares the offer unconditional on 11 December 2012.