

Continuous Disclosure Policy

1. What is the purpose of this Policy?

As a listed company, DuluxGroup Limited (**DuluxGroup** or the **Company**) has significant obligations under the Corporations Act and the listing rules (**Listing Rules**) of the Australian Securities Exchange (**ASX**) to keep the market fully informed of information which may have a material effect on the price or value of DuluxGroup's securities. DuluxGroup must discharge these obligations by releasing information to ASX in the form of an ASX announcement or disclosure.

The purpose of this Policy is to set out DuluxGroup's procedures for ensuring that directors and officers of DuluxGroup comply with its continuous disclosure obligation and to reinforce the need for directors, officers and all employees to actively consider the continuous disclosure implications of matters arising in their business or function.

You should familiarise yourself with your obligations as detailed in this Policy, particularly as there are serious implications for DuluxGroup and its individual officers in the event the Company fails to comply with its continuous disclosure obligation.

2. What is DuluxGroup's continuous disclosure obligation?

Pursuant to Listing Rule 3.1, DuluxGroup must **immediately** notify ASX of any information that the Company **becomes aware of** concerning itself that a reasonable person would expect to have **a material effect on the price or value of DuluxGroup's securities** (i.e. **Material Information**).

'Immediate' disclosure under Listing Rule 3.1 requires disclosure to be made **'promptly and without delay'**. The information must be disclosed to ASX as quickly as possible in the circumstances and must not be deferred, postponed or put off to a later time.

DuluxGroup must not release Material Information to any other person until it has given the information to ASX and received an acknowledgement that ASX has released the information to the market.

3. What is Material Information?

As outlined above, 'Material Information' is information of which DuluxGroup or its officers or employees become aware, concerning DuluxGroup, that a reasonable person would expect to have a material effect on the price or value of any securities issued by DuluxGroup.

A reasonable person is taken to expect information to have a **material effect** on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.

Information may be material from either a qualitative or quantitative perspective and must always be assessed having regard to all the relevant background information.

Annexure A provides a list of information that *may* be considered to be Material Information. This list is merely indicative and should not be seen as an exhaustive list of the matters that should be considered for disclosure. You should also inform the Company Secretary if you believe any prior disclosure to ASX is inaccurate or incomplete.

4. What are your obligations if you come into possession of potential Material Information?

Each business and functional general manager has been appointed as a **Disclosure Officer** for their business or function (as the case may be).

If you become aware of any **potential Material Information** that is not generally available (i.e. the information in question has not been included in any Annual Report, ASX Release or other publication of the Company) you **must immediately** report this to your Disclosure Officer.

If your Disclosure Officer is not available, you must report the potential Material Information to the Company Secretary or another Disclosure Officer. If the Company Secretary or another Disclosure Officer are not available, the potential Material Information must be reported to the Chief Executive Officer (**CEO**), Chief Financial Officer (**CFO**) or the Chairman.

5. What is the role of the Company Secretary?

The Company Secretary is charged with the following responsibilities:

- ensuring that processes are in place to enable DuluxGroup to comply with its continuous disclosure obligation, and monitoring compliance with them;
- overseeing and co-ordinating disclosure of information to ASX, shareholders, the media and the public;
- regularly reporting to the Board on material disclosure matters and changes to the Company's continuous disclosure procedures;
- ensuring that directors and employees are educated about this Continuous Disclosure Policy and raising awareness of the principles underlying continuous disclosure;
- maintaining an accurate record of all announcements sent to ASX, other public releases by the Company and all correspondence with ASIC in relation to the Company's continuous disclosure obligation; and
- ensuring this Policy is reviewed and updated periodically as necessary.

6. What is DuluxGroup's process for disclosing Material Information to ASX?

The Company Secretary is responsible for all communications with ASX.

On receiving information reported for possible release to the market, the Company Secretary will:

- review the potential Material Information reported;
- determine, in consultation with the executive directors, and other members of the Group Executive as appropriate, whether any of the information is required to be disclosed to ASX;

- co-ordinate the actual form of disclosure with the relevant members of management including obtaining any necessary verification of information from relevant employees as to the content of information in the proposed form of disclosure to ASX;
- obtain any relevant approvals required under this Policy;
- co-ordinate lodgement of the announcement with ASX; and
- ensure the announcement is placed promptly on the Company's website following receipt of acknowledgment from ASX that it has released the information to the market.

Board approval required

Board approval and input will be required in respect of matters that are of fundamental significance to DuluxGroup's business, finances or operations. Such matters will include:

- significant profit upgrades or downgrades;
- dividend policy or declarations;
- company-transforming events; and
- any other matters that are determined by the Chairman to be of fundamental significance to the Company.

Rapid response process: If, due to time constraints, it is not practical to obtain the approval of the Board prior to making such a release, the CEO must approve the announcement before it is released to ASX. If the CEO is not available, the CFO, Chairman or Chair of the Audit and Risk Committee must approve the announcement before it is released. A copy of the release must be circulated to all directors as soon as possible after its release to ASX.

Board approval not required

If Board approval is not required, the CEO must approve the announcement before it is released to ASX. If the CEO is not available, the CFO, Chairman or Chair of the Audit Committee must approve the announcement before it is released.

7. Analyst, investor and other external briefings

The CEO and CFO will be generally responsible for co-ordinating all disclosure of information to analysts and major investors.

The following protocols will apply in relation to analyst, investor and other external briefings or presentations:

- Material Information must not be disclosed at these briefings, either verbally or in writing, unless it has been previously disclosed to ASX;
- DuluxGroup will not selectively release Material Information to any investor, analyst or other external party, and all officers or employees involved in conducting briefings or attending conferences shall take appropriate steps to ensure that no selective disclosure occurs;
- if an officer or employee is proposing to present any Material Information to analysts, investors or any other external party, they must ensure that copies of their presentation materials are provided to the Company Secretary for checking prior to presenting that information externally;
- prior to any such briefing or conference the Company Secretary must ensure that any presentation materials containing previously undisclosed Material Information are disclosed to ASX;

- if a question raised during the briefing or conference can only be answered by disclosing Material Information which has not previously been disclosed to ASX, the officer or employee must decline to answer the question and take the question on notice;
- if an officer or employee present at a briefing or a conference considers that Material Information that was not previously disclosed may have been inadvertently disclosed during the briefing, he or she must immediately notify the Company Secretary;
- if Material Information is inadvertently released, a copy of the presentation material will immediately be disclosed to ASX and placed on the DuluxGroup website.

8. Communications Black-Out Period

Between the end of each financial reporting period (i.e. the end of the half-year and full-year) and the announcement of the financial results for that reporting period, DuluxGroup imposes a black-out period on communications with analysts and investors in order to avoid the risk of selective disclosure or inadvertently disclosing information that is incomplete or uncertain. DuluxGroup may also determine that other periods are to be treated as “black-out periods” for the purposes of this policy.

Employees may only give an interview or make a material external presentation during a black-out period with the specific permission of the Company Secretary in consultation with the CEO or the CFO.

9. Analysts’ reports

Where requested to do so, DuluxGroup may review analysts’ research reports but, in general, will only comment on factual and/or public information contained in a report or model and not comment on analysts’ conclusions or assumptions in the report or model.

10. Trading halts and suspensions from trading

In order to facilitate an orderly, fair and informed market it may be necessary to request a trading halt or in exceptional circumstances, a voluntary suspension, from ASX.

The CEO (in consultation with the Chairman, CFO and/or Company Secretary where practicable) is authorised to call a trading halt or voluntary suspension and will alert and keep the Chairman informed of any request for a trading halt or voluntary suspension.

Rapid response process: if the CEO is unavailable to request a trading halt or voluntary suspension, the Chairman and the CFO are authorised (independently) to request a trading halt or voluntary suspension (in consultation with each other and the Company Secretary where practicable).

11. Exceptions to the continuous disclosure obligation

Disclosure is not required to the market under Listing Rule 3.1 if each of the following conditions is and remains satisfied:

- 1 the information is **confidential** and ASX has not formed the view that the information has ceased to be confidential; **and**

- 2 one or more of the following apply:
 - it would be a **breach of a law** to disclose the information;
 - the information concerns an **incomplete proposal** or **negotiation**;
 - the information comprises matters of supposition or is **insufficiently definite** to warrant disclosure;
 - the information is generated for the **internal management purposes** of the Company; or
 - the information is a **trade secret**; **and**
- 3 a reasonable person **would not expect the information to be disclosed**.

As soon as any one of these 3 conditions is no longer satisfied (eg the information is leaked in the media and is therefore no longer confidential), the Company must immediately comply with its continuous disclosure obligation.

If ASX forms the view that the information has ceased to be confidential, then such information will no longer be regarded as confidential and must be released to the market. The ASX will generally hold this view where there is a rumour circulating or there is media comment about the information and the rumour or comment is reasonably specific. This highlights the importance of maintaining confidentiality of sensitive information.

12. Contraventions and penalties for breach

DuluxGroup contravenes its continuous disclosure obligation if it fails to notify ASX of Material Information which is required to be disclosed under Listing Rule 3.1. Either ASX or ASIC may take action upon a suspected contravention.

If DuluxGroup contravenes its continuous disclosure obligation, it may face:

- civil liability (including a class action) to compensate any investor or class of investors who suffer any loss or damage as a result of DuluxGroup's failure to disclose relevant information to ASX;
- trading in DuluxGroup's securities being suspended;
- de-listing from ASX;
- an infringement notice by ASIC who may institute proceedings against DuluxGroup; and/or
- if the contravention is intentional or reckless - criminal liability with a significant monetary fine.

Contravention of its continuous disclosure obligation may also lead to unwanted publicity for DuluxGroup and may cause damage to its reputation in the market place which may adversely impact upon the market value of its securities. DuluxGroup's officers (including its directors), employees or advisers who are involved in the contravention by DuluxGroup, may also face criminal penalties (monetary fine and/or imprisonment) and/or civil liability as outlined above.

As DuluxGroup takes continuous disclosure very seriously, breach of this policy may result in disciplinary action against an officer or employee, including dismissal in serious cases.

13. Additional information

If you have any questions arising from DuluxGroup's Continuous Disclosure Policy you may contact the Company Secretary.

Simon Black
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Annexure A

Matters generally requiring disclosure – Material Information

The following guidelines may assist in assessing whether particular information is Material Information for the purposes of the Policy:

- **Quantitative:** as a general rule of thumb, a disclosure may be required where an event has the potential to impact DuluxGroup's revenue, profit, assets or liabilities (whichever is appropriate in the circumstances) by an amount of at least 5% of the relevant base.
- **Qualitative:** notwithstanding the quantitative threshold, disclosure should be made where the information will, or is likely to, have an impact on DuluxGroup's reputation, its products or officers.

For indicative purposes only, set out below is a list of matters which **may** require disclosure depending on the materiality of the particular circumstance. This is not an exhaustive list of the possible circumstances in which disclosure may be required.

You must notify your Disclosure Officer or the Company Secretary of any matters which you think may be potential Material Information.

Relevant information / matter

1. The financial condition, results of operations, company issued forecasts and earning performance of DuluxGroup or a controlled entity, which are significantly different from previous guidance given to the market or current market consensus;
2. A proposed acquisition, joint venture or divestment of a business or assets by DuluxGroup, a controlled entity or joint venture partner;
3. Events or occurrences that have an impact on the operations of DuluxGroup or a controlled entity;
4. Industry or regulatory issues that may impact the company;
5. Natural disasters or accidents that have a direct or indirect impact on the company;
6. Significant changes in technology or the application of technology which may impact the company;

7. Legal proceedings against or allegation of any breach of the law, whether civil or criminal, by DuluxGroup or any of its employees;
8. Any notification by a Ratings Agency that it will review the credit rating of DuluxGroup;
9. A recommendation or determination to pay a dividend or distribution, or a decision that one will not be paid.
10. The appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by DuluxGroup or any controlled entity;
11. An agreement between DuluxGroup (or a related party or subsidiary) and a director (or a related party of the director);
12. Changes in DuluxGroup's Board, senior management or auditors;
13. Changes in capital structure, including issues of securities (e.g. placements, rights issues) and the redemption of securities.
14. Any issues likely to result in significant negative publicity for DuluxGroup;
15. Entry by DuluxGroup or a company controlled by DuluxGroup into a new line of business or the discontinuance of a particular line of business;
16. Any action by a regulator that may have an adverse impact on DuluxGroup's financials, reputation or licence to operate;
17. Planning to undertake a significant financing or security issue (whether debt or equity) or to take other action with respect to outstanding securities (e.g. share repurchase program, redemption of bonds) or any default on any securities; and
18. Any proposed control transaction in respect of DuluxGroup (eg takeover, merger or scheme of arrangement).