



DuluxGroup Limited
ABN 42 133 404 065

1956 Dandenong Road
Clayton Victoria 3168 Australia
Tel: +61 3 9263 5678

1 October 2012

By e-lodgement

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam,

Takeover bid by DuluxGroup (Nominees) Pty Ltd for Alesco Corporation Limited

We enclose, pursuant to section 650D(1) of the *Corporations Act 2001* (Cth), a notice of variation in relation to the DuluxGroup (Nominees) Pty Ltd off-market takeover bid for Alesco Corporation Limited, together with a copy of the letter to shareholders accompanying the notice of variation.

Also enclosed are notices under sections 630 and 650F of the *Corporations Act 2001* (Cth).

Yours faithfully,

A handwritten signature in black ink, appearing to be 'S. Black', written in a cursive style.

Simon Black

**Company Secretary
DuluxGroup Limited**

DuluxGroup Limited
ABN 42 133 404 065

1956 Dandenong Road
Clayton Victoria 3168 Australia
Tel: +61 3 9263 5678

1 October 2012

Dear Alesco shareholder

ALESCO BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS ACCEPT DULUXGROUP'S \$2.05 CASH OFFER

I am writing to you in relation to DuluxGroup's **best and final¹ \$2.05 cash per share offer²** to acquire all of your shares in Alesco Corporation Limited (**Alesco**).

DuluxGroup and Alesco recently announced that the Alesco Board **unanimously recommends** that shareholders **ACCEPT** DuluxGroup's offer in the absence of a superior proposal.

Under the recommended Offer, DuluxGroup will allow Alesco to exercise its discretion to determine an additional fully franked special dividend of up to \$0.27 per share (**Additional Dividend**) upon DuluxGroup's interest³ in Alesco reaching 90%⁴. Full details are contained in ASX announcements made by DuluxGroup and Alesco dated 28 September 2012. You will also receive further information from Alesco shortly.

To facilitate the process in relation to the Additional Dividend, DuluxGroup has extended its offer to 7 December 2012. Enclosed with this letter you will find a formal notice in relation to this extension.

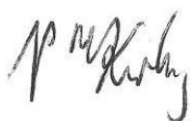
If you have already accepted DuluxGroup's offer, you need not take any further action. If you have not yet accepted DuluxGroup's offer, I encourage you to do so as soon as possible.

The 46% cash premium being offered by DuluxGroup is an attractive premium. The support for DuluxGroup's offer as at 28 September 2012 is 55.7%.⁵ Alesco's largest shareholders have either sold their shares to DuluxGroup or tendered into DuluxGroup's Institutional Acceptance Facility. DuluxGroup is also seeing increasing acceptance momentum from retail shareholders, with over 2,200 retail shareholders having now accepted the Offer.

If you have any questions in relation to the offer, or about how to accept the offer, please call 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.

You should accept the Offer without delay by completing the enclosed acceptance form so that the dividend can be paid as soon as possible.

Yours faithfully,

A handwritten signature in dark ink, appearing to read 'Peter Kirby', is written over a light blue horizontal line.

Peter Kirby

**Chairman
DuluxGroup Limited**

¹ Subject to no competing proposal emerging.

² If any Additional Dividend is determined and paid, shareholders will receive \$1.63 cash from DuluxGroup plus the additional dividend. Shareholders who were on the Alesco register on the record date for the \$0.15 per share of final and special dividends were paid those dividends on 7 September 2012. If the additional dividend of \$0.27 per share is not paid and all conditions to the offer are satisfied or waived, shareholders will receive \$1.90 cash per share from DuluxGroup.

³ For these purposes, 'interest' includes the total of DuluxGroup's voting power in Alesco plus shares subject to acceptance instructions under the DuluxGroup Institutional Acceptance Facility (**IAF**) plus shares held by index funds as agreed by DuluxGroup and Alesco.

⁴ Alesco has stated that it retains the discretion to pay additional dividends at any time, including where DuluxGroup holds an interest in Alesco that is materially below 90%, but that it cannot afford to wholly fund any material additional dividend within its existing banking facilities and covenants. In such event, DuluxGroup reserves the right to allow such determination in circumstances acceptable to it.

⁵ Including DuluxGroup's voting power and acceptance instructions under the Institutional Acceptance Facility.

DULUXGROUP (NOMINEES) PTY LTD (ACN 156 611 540)

NOTICE OF VARIATION OF TAKEOVER OFFER

TO: Alesco Corporation Limited (ACN 008 666 064) (**Alesco**)
Australian Securities and Investments Commission (**ASIC**)
ASX Limited (ACN 008 624 691)

Each holder of Alesco shares to whom the Offer has been made

This is a notice given by DuluxGroup (Nominees) Pty Ltd (ACN 156 611 540) (**DuluxGroup Bidco**) in relation to the offers dated 25 May 2012 made under its off-market takeover bid for all of the ordinary shares in Alesco (the **Offers**) pursuant to its replacement bidder's statement (**Bidder's Statement**).

In accordance with section 650D of the *Corporations Act 2001* (Cth), DuluxGroup Bidco gives notice that:

- (a) it varies the Offers by waiving its rights to deduct the value of franking credits attaching to any fully franked dividend of up to 27 cents per share which Alesco may determine to be payable; and
- (b) extending the period during which the Offer will remain open so that the Offer Period will now close at 7.00pm (Melbourne time) 7 December 2012 (unless further extended).

The terms of the Offers in section 9.6(c) of the Bidder's Statement provides that: "If you accept this Offer, DuluxGroup Bidco is entitled to all Rights in respect of Your Alesco Shares. DuluxGroup Bidco may require you to provide all documents necessary to vest title to those Rights in DuluxGroup Bidco, or otherwise to give it the benefit or value of those Rights. If you do not give those documents to DuluxGroup Bidco, or if you have received the benefit of those Rights, **DuluxGroup Bidco will deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by DuluxGroup Bidco) of those Rights, together with the value (as reasonably assessed by DuluxGroup Bidco) of the franking credits, if any, attached to the Rights.**" [emphasis added]

Accordingly, DuluxGroup Bidco is entitled to deduct from the cash consideration payable under the Offers in respect of an Alesco Share, the amount of any Rights (as defined in the Bidder's Statement), including any dividends and franking credits, which attach to that Alesco Share at or after 1 May 2012 (being the date of the announcement of the Offers) and which is not received by DuluxGroup Bidco.

DuluxGroup Bidco:

- will exercise its rights under section 9.6(c) of the Offer terms in respect of the cash amount of any dividend or distribution announced, declared or paid by Alesco at or after 1 May 2012 and prior to the close of the Offer. The Offer price will be reduced by any such amounts; and
- will **not** exercise its rights under section 9.6(c) of the Offer terms in respect of the value of franking credits attaching to any dividend announced by Alesco for which the record date is before the close of the Offer up to a maximum of 27 cents per share.

The variation (combined with the previous variations of the Offer) postpones for more than 1 month the time when DuluxGroup Bidco has to satisfy its obligations under the bid. Therefore, each person to whom DuluxGroup Bidco has made an Offer and who has accepted the Offer before the date of this notice, has the right to withdraw their acceptance within 1 month beginning on the day after the day on which a copy of this notice of variation is received in accordance with section 650E of the Corporations Act.

Any notice by a shareholder withdrawing its acceptance of the Offer under section 650E of the Corporations Act must:

- (a) if the shares are in a CHESS Holding, be in the form of a Valid Originating Message transmitted to ASX Settlement by the Controlling Participant for that CHESS Holding, specifying the number of shares to be released from the Offer Accepted Subposition in which the relevant shares have been reserved; or
- (b) in any other case, be in writing to DuluxGroup Bidco care of Computershare Investor Services at:

Computershare Investor Services Pty Limited
GPO Box 52
Melbourne
Victoria 3001

If a shareholder withdraws an acceptance in this manner, and is legally entitled to withdraw their acceptance, DuluxGroup Bidco must, before the end of 14 days after the day it is given the withdrawal notice:

- (a) return to the shareholder any documents that were sent by the shareholder to DuluxGroup Bidco with the acceptance of the Offer; and
- (b) if the shares are in a CHESS Holding, Transmit to ASX Settlement a Valid Message that authorises the release of those shares from the Offer Accepted Subposition in which the CHESS Holding has been reserved.

Words defined in the ASX Settlement Operating Rules have the same meaning in this notice, unless the context requires otherwise.

The Offer as varied by this notice will apply to all Alesco shareholders who accept DuluxGroup Bidco's Offer, including those Alesco shareholders who have already accepted the Offer.

A copy of this notice was lodged with ASIC on 1 October 2012. Neither ASIC nor any of its officers takes any responsibility for the contents of this notice.

This notice has been approved by a unanimous resolution of the directors of DuluxGroup Bidco.

Signed for and on behalf of by DuluxGroup (Nominees) Pty Ltd.



Mr Patrick Houlihan
Director

Dated: 1 October 2012

DULUXGROUP (NOMINEES) PTY LTD (ACN 156 611 540)

NOTICE PURSUANT TO SECTION 630 OF THE CORPORATIONS ACT 2001 (CTH)

EXTENSION OF OFFER PERIOD

This is a notice given by DuluxGroup (Nominees) Pty Ltd (ACN 156 611 540) (**DuluxGroup Bidco**) in relation to the offers dated 25 May 2012 made under its off-market takeover bid for all of the ordinary shares in Alesco Corporation Limited (**Offer**) pursuant to its replacement bidder's statement (**Bidder's Statement**).

DuluxGroup Bidco hereby gives notice pursuant to section 630(2)(b) of the *Corporations Act 2001* (Cth) that:

- 1 the new date for giving the notice of the status of the conditions set out in section 9.7 of the Bidder's Statement (**Conditions**) is 30 November 2012;
- 2 as stated in the notice waiving conditions dated 1 October 2012, the Conditions in each of paragraphs 9.7 (b), (c), (f), (g), (j) and (l) of the Bidder's Statement have been waived and accordingly the Offer is now free of those Conditions;
- 3 as stated in the notice waiving conditions dated 13 July 2012, the Conditions in each of paragraphs 9.7 (d), (e), (i), (k), (m), (o), and (p) of the Bidder's Statement have been waived and accordingly the Offer is now free of those Conditions; and
- 4 so far as DuluxGroup Bidco is aware, none of the Conditions in paragraphs 9.7 (a), (h) and (n) have been fulfilled or waived and accordingly the Offer remains subject to those Conditions only.

Signed for and on behalf of by DuluxGroup (Nominees) Pty Ltd.



Mr Patrick Houlihan
Director

Dated: 1 October 2012

DULUXGROUP (NOMINEES) PTY LTD (ACN 156 611 540)

TAKEOVER BID FOR ALESCO CORPORATION LIMITED

NOTICE FREEING TAKEOVER OFFER FROM CERTAIN DEFEATING CONDITIONS

To: Alesco Corporation Limited (ACN 008 666 064) (**Alesco**)
ASX Limited (ACN 008 624 691)

For the purposes of section 650F of the *Corporations Act 2001* (Cth), DuluxGroup (Nominees) Pty Ltd (ACN 156 611 540) (**DuluxGroup Bidco**) gives notice declaring that:

1. its takeover offers dated 25 May 2012 under its off-market takeover bid for all of the ordinary shares in Alesco and the contracts formed by the acceptance of any of the offers contained in its replacement bidder's statement (**Bidder's Statement**) are free from the conditions in the following paragraphs of section 9.7 of the Bidder's Statement:
 - (b) – No other outstanding securities;
 - (c) – No material adverse change;
 - (f) – No regulatory actions;
 - (g) – No dividends and distributions;
 - (j) – Liabilities confirmation; and
 - (l) – No additional capital expenditure, material acquisitions or disposals.
2. its voting power in Alesco is 31.4% (this does not include the Alesco shares subject to the institutional acceptance facility. The total of shares lodged into such facility plus DuluxGroup Bidco's voting power is 56.7%).

Signed for and on behalf of DuluxGroup (Nominees) Pty Ltd



Mr Patrick Houlihan
Director

Dated: 1 October 2012