



DuluxGroup Limited  
ABN 42 133 404 065

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

19 December 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: Compulsory acquisition and offer extension**

We enclose, pursuant to section 661B(1) of the *Corporations Act 2001* (Cth), a pro-forma copy of Form 6021 *Notice of compulsory acquisition following takeover bid* and the accompanying letter sent to Alesco shareholders which was lodged with ASIC today in relation to the DuluxGroup (Nominees) Pty Ltd takeover bid for Alesco Corporation Limited (**Offer**).

Also enclosed, pursuant to section 650D(1) of the *Corporations Act*, is a notice of variation extending the Offer period.

Yours faithfully,

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

Simon Black

**Company Secretary  
DuluxGroup Limited**



DuluxGroup Limited  
ABN 42 133 404 065

**19 December 2012**

Dear Alesco shareholder

**Notice of Compulsory Acquisition of Alesco Shares and extension of offer period**

As you may be aware, DuluxGroup (Nominees) Pty Ltd (**DuluxGroup**) has made offers under an off-market takeover offer for all the ordinary shares in Alesco Corporation Limited (**Alesco**).

DuluxGroup has now acquired a relevant interest in more than 90% of Alesco shares. DuluxGroup will now exercise its right to acquire the remaining shares under the compulsory acquisition provisions of the Corporations Act on the same terms as under the takeover offer.

Our records indicate that you have not yet accepted the offer. You should accept DuluxGroup's offer before the offer closes in order to be paid \$1.63<sup>1</sup> per share by DuluxGroup within 5 business days of acceptance. In order to assist shareholders to be paid as soon as possible, DuluxGroup has extended its offer to Friday 11 January 2013.

Enclosed with this letter you will find a formal notice in relation to this extension, an acceptance form and a Form 6021 – Notice of compulsory acquisition following takeover bid.

If you do not accept DuluxGroup's offer, you will have your shares compulsorily acquired. In this case, DuluxGroup will pay to Alesco the consideration for your Alesco shares on completion of the compulsory acquisition procedure. Once it has received the consideration from DuluxGroup, Alesco will send a letter to you which will set out how you may claim the consideration from Alesco. Subject to the provisions of the Corporations Act, this is likely to occur in late January 2013.

If you have any questions in relation to the compulsory acquisition of your Alesco shares, please contact the 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.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Peter Kirby', written in a cursive style.

Peter Kirby

**Chairman  
DuluxGroup Limited**

<sup>1</sup> The \$2.05 per share offer from DuluxGroup comprises \$1.63 cash per share payable by DuluxGroup, the \$0.27 per share fully franked dividend paid by Alesco on 19 December 2012 to shareholders who were on the Alesco shareholder register on the dividend record date of 7 December 2012 and the \$0.15 per share of fully franked dividends paid by Alesco on 7 September 2012 to shareholders who were on the Alesco shareholder register on the dividend record date of 17 August 2012.

**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 and who has not accepted the Offer

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 it varies the Offers by extending the period during which the Offer will remain open so that the Offer Period will now close at 7.00pm (Melbourne time) 11 January 2013 (unless further extended).

A copy of this notice was lodged with ASIC on 19 December 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.



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Mr Patrick Houlihan  
Director

Dated: 19 December 2012



# Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

## Lodgement details

### Who should ASIC contact if there is a query about this form?

Name

NIRANGJAN NAGARAJAH

ASIC registered agent number (if applicable)

Company/entity name

GILBERT + TOBIN

ACN/ABN/ARBN/ARSN

Telephone number

(03) 8656 3332

Postal address

GPO BOX 90

MELBOURNE, VIC 3001

Email address (optional)

nnagarajah@gtlaw.com.au

## Notice

Name and address of holder.

### To:

Name

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Name of target company or body

### Securities of:

Name ('the Company')

ALESCO CORPORATION LIMITED

ACN/ARBN/ARSN

008 666 540

# Continued... Notice

Tick one box

Name of bidder.

Insert description of class of securities to which the bid related

Tick one box

Insert date offers closed or are scheduled to close

Insert paragraph 5 only where alternative terms are included in the offer

Insert details of alternative terms.

Set out the terms that will apply

Tick one box

1. Under an

Off Market Bid  
 Market Bid

offers were made by

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

in respect of the acquisition of

ORDINARY SHARES

In the Company.

The offers

closed  
 are scheduled to close

on

Date

1 1 / 0 1 / 1 3  
[D] [D] [M] [M] [Y] [Y]

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2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.

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3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection \*661A(1)/661A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

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4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

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5. ~~You are entitled, within one month after being given this notice, or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:~~

N/A

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

N/A

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6. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.

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7. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

this notice was given.  
 the end of the offer period.

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8. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.

## Signature

Name of person signing

SIMON BLACK

Capacity

SECRETARY

Signature



Date signed

/   /

[D D] [M M] [Y Y]

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre  
(see [www.asic.gov.au/servicecentres](http://www.asic.gov.au/servicecentres))

## For more information

Web [www.asic.gov.au](http://www.asic.gov.au)

Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)

Telephone 1300 300 630