

Breville

11 October 2013

Dear Shareholder,

2013 Annual General Meeting

On behalf of the Board of Breville Group Limited ("**Breville**"), it gives me pleasure to invite you to the 15th Annual General Meeting of Breville to be held at Building 1, Port Air Industrial Estate, 1A Hale Street, Botany, New South Wales, 2019 on Wednesday 13 November 2013 at 10.00am (AEDT).

Please find enclosed the following documents for the AGM:

1. Notice of Annual General Meeting and Explanatory Memorandum.
2. Proxy Form.

The 2013 Annual Report is enclosed for those shareholders that have elected to receive a hard copy.*

If you are unable to attend in person, I would encourage you to vote using the enclosed Proxy Form. Please read the Proxy Form for instructions about completing the Form and returning it so that it is received by the Breville share registry by no later than 10.00am on Monday 11 November 2013.

Should you have any questions in relation to the enclosed documents, please contact the share registry, Link Market Services, on ph: +61 2 8280 7111.

I, together with my Board and Management colleagues, look forward to meeting as many of you as is possible at the meeting.

Yours sincerely



Steven Fisher
Non-Executive Chairman

*for those shareholders that have elected not to receive a hard copy of the Annual Report, it is available at: brevillegroup.com.au/corporate/annualreports/2013

Notice of Annual General Meeting & Explanatory Memorandum

Place: Building 1, Port Air Industrial Estate, 1A Hale Street Botany, New South Wales, 2019

Date: 13 November 2013

Time: 10.00am AEDT

Notice is given that the 15th Annual General Meeting of the Company will be held at Building 1, Port Air Industrial Estate, 1A Hale Street Botany, New South Wales on Wednesday 13 November 2013 at 10.00am AEDT.

Ordinary Business

1. Annual Report

To receive and consider the Annual Financial Report, Directors' Report and the independent Auditor's Report of Breville Group Limited and its controlled entities (**Breville Group**) prepared on a consolidated single entity basis for the year ended 30 June 2013.

2. Remuneration Report

To receive, consider and adopt the Remuneration Report of the Breville Group for the year ended 30 June 2013, which forms part of the Directors' Report.

3. Election of Non-Executive Director - Sally Herman

To consider the election of Sally Herman as a Non-Executive Director of the Company in accordance with clause 25.3 of the Company's Constitution and ASX listing rule 14.4 and, being eligible, offers herself for re-election.

4. Election of Non-Executive Director - Lawrence Myers

To consider the election of Lawrence Myers as a Non-Executive Director of the Company in accordance with clause 25.3 of the Company's Constitution and ASX listing rule 14.4 and, being eligible, offers himself for re-election.

5. Re-election of Non-Executive Director - Steven Fisher

To consider the re-election of Steven Fisher who retires by rotation in accordance with clause 24 of the Company's Constitution and ASX listing rule 14.4 and, being eligible, offers himself for re-election.

By Order of the Board



Mervyn Cohen
Company Secretary
11 October 2013

Notice of Annual General Meeting & Explanatory Memorandum continued

1. Material accompanying this notice

(1) The Annual Financial Report, Directors' Report and independent Auditor's Report, unless you have elected not to receive these reports and have not withdrawn that election. These reports are also available on the Company's website brevillegroup.com.au/corporate/annualreports/2013;

(2) Explanatory Memorandum setting out details relevant to the business set out in this Notice; and

(3) Proxy Form.

2. Terms

Terms used in this Notice, including the resolutions set out in this Notice have, unless otherwise defined, the same meanings set out in the Explanatory Memorandum.

3. Voting and required majority

Resolutions 2 to 5

(1) In accordance with section 249HA of the Corporations Act, for each of these resolutions to be effective –

- (a) not less than 28 days written notice specifying the intention to propose the resolutions has been given; and
- (b) each resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote (whether in person or by proxy, attorney or representative).

(2) Subject to paragraph 4 below, on a show of hands every Shareholder has one vote and on a poll, every Shareholder has one vote for each fully paid Ordinary Share held.

4. Voting Exclusion

The Company will disregard any votes cast on Resolution 2 by Key Management Personnel ("KMP") whose remuneration is included in the Remuneration Report and Closely Related Parties of such KMP, unless the vote is cast:-

- (a) by a person as proxy for a person who is entitled to vote on that Resolution, in accordance with the direction on the Proxy Form; or
- (b) by the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote on that Resolution, in accordance with a direction on the Proxy Form to vote as the proxy decides even though that Resolution is connected with the remuneration of a member of the Company's KMP.

For the purposes of this voting exclusion statement:

- KMP includes employees and officers of the Company who have authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly, including the Company's Directors; and
- Closely Related Parties of KMP include the spouse, children, dependents and other family of a member of the Company's KMP and a company controlled by a member of the Company's KMP.

5. Notes

(1) Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* the Company has determined that, for the purposes of this Meeting, all Ordinary Shares in the Company will be taken to be held by the persons registered as Shareholders at 7.00pm AEDT on Monday 11 November 2013 (**Effective Time**).

(2) All Shareholders as at the Effective Time are entitled to attend and, subject to paragraph 4 above, vote at this Meeting and may appoint a proxy for that purpose.

(3) A proxy need not be a Shareholder of the Company.

(4) The personalised Proxy Form sent to you with this Notice should be used for this Meeting unless you appoint your proxy online as set out in subparagraph (9) below.

Notice of Annual General Meeting & Explanatory Memorandum continued

5. Notes continued

(5) Each Shareholder who is entitled to cast 2 or more votes at this Meeting may appoint 2 proxies and may specify the proportion or number of votes that each proxy may exercise but if no proportion or number is specified, then each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.

(6) Shareholders wishing to appoint a proxy should read the instructions on the enclosed Proxy Form carefully and then complete and return the Proxy Form to the Company by the due date and time set out in subparagraph (9) below and the Proxy Form.

(7) Any Shareholder may appoint an attorney to act on that Shareholder's behalf. The power of attorney, or a certified copy of it, must be received by the Company as set out in subparagraph (9) below.

(8) Any corporation which is a Shareholder of the Company may appoint a representative to attend and vote for that corporation at this Meeting. Appointments of representatives must be received by the Company as set out in subparagraph (9) below at any time before the time of this Meeting, or adjourned meeting, or handed in at the Meeting.

(9) Proxies and powers of attorney granted by Shareholders must be received by the Company by **no later than 10.00am AEDT** on Monday 11 November 2013 –

(a) at the Company's Share Registry –
Link Market Services Limited, Locked Bag
A14, Sydney South, New South Wales, 1235
Australia;

or

(b) by fax to the Company's Share Registry –
Fax number +61 2 9287 0309

or

(c) by hand delivery at the Company's Share
Registry at Level 12, 680 George Street,
Sydney, New South Wales, 2000

Shareholders can record their proxy and voting direction online via the Company's Share Registry website at linkmarketservices.com.au.

Please refer to the Proxy Form for more information.

Explanatory Memorandum

Ordinary Business

(1) Item 1: Annual Report

As required by the Corporations Act, the Annual Financial Report, Directors' Report and Auditor's Report of the Breville Group for the most recent financial year will be laid before the Annual General Meeting ("**AGM**").

These reports are also available on the Company's website
brevillegroup.com.au/corporate/annualreports/2013

Neither the Corporations Act, nor the Company's Constitution, requires a vote of Shareholders on these reports.

The Chairman will allow Shareholders a reasonable opportunity to raise questions to the Auditor in accordance with the Corporations Act. If a Shareholder wishes to put any written questions to the Auditor a Shareholder is entitled, up to five business days prior to the AGM, to submit questions relevant to the content of the Auditor's Report or the conduct of the audit, in writing, to the Company Secretary. The Company Secretary will pass the questions on to the Auditor before the AGM. The Auditor may, but is not obligated to, answer any written or oral questions that are put to it by Shareholders.

(2) Item 2: Remuneration Report

The Remuneration Report (which forms part of the Directors' Report) is required to include discussion on a number of issues relating to remuneration policy and its relationship to the performance of the Breville Group.

As required under the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report.

Notice of Annual General Meeting & Explanatory Memorandum continued

Explanatory Memorandum continued

Ordinary Business continued

Item 2: Remuneration Report continued

Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board or the Company.

If 25% or more of the votes cast on the Resolution are against adoption of the Remuneration Report, the Company will consider, and report to Shareholders on, what action (if any) has been taken to address Shareholders' concerns at next year's annual general meeting.

As stated in the Notice, each of the Company's KMP whose remuneration is included in the Remuneration Report and Closely Related Parties of those KMP's are not eligible to vote on that Resolution, except as stated in paragraph 4 of the Notice.

(3) Items 3 and 4: Election of Non-Executive Directors

Sally Herman Non-Executive Director

Sally Herman has had a long career in financial services in both Australia and the United States, including 16 years with the Westpac Group, running business units in most operating divisions of the Group.

Sally is now a full-time Sydney based non-executive director on both commercial and not for profit boards. She is actively involved in the community, with a particular interest in education, the arts and disability services and is on the board of the State Library of NSW Foundation.

Sally is a non-executive director of Premier Investments Ltd and FSA Group Ltd and on the boards of several unlisted companies.

Lawrence Myers Non-Executive Director

Lawrence Myers has over 20 years' experience as a practising Chartered Accountant. He is the Managing Director and founder of MBP Advisory Pty. Limited, a high end Sydney firm of Chartered Accountants.

Lawrence sits on numerous private company and not-for-profit boards and acts as a trusted advisor and mentor on business and financial matters. He is a registered auditor and his specialist areas of practice include business and corporate advisory as well as mergers and acquisitions.

The continuing Directors unanimously support the election of Sally Herman and Lawrence Myers.

(4) Item 5: Re-election of Non-Executive Director

Steven Fisher Chairman/Non-Executive Director

Steven Fisher has more than 25 years' experience in general management positions in the wholesale consumer goods industry and is currently chief executive of the Voyager Group. Prior to entering into the consumer goods industry Steven was a practicing chartered accountant having qualified in South Africa with a Bachelor of Accounting degree. In addition, Steven serves on various private company boards. Steven was a non-executive director until his appointment as non-executive chairman on 28 May 2013.

During the last three years he has not served as a director of any other listed company.

The continuing Directors unanimously support the re-election of Steven Fisher.

General - Inspection of Documents

A copy of the Company's Constitution will be made available to Shareholders free of charge on request to the Company Secretary, or can be inspected at the registered office of the Company at Building 2, Port Air Industrial Estate, 1A Hale Street, Botany, New South Wales during normal business hours prior to the AGM. A copy will also be available for inspection at the AGM.



By mail:
Breville Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



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SHAREHOLDER PROXY FORM

I/We being a member(s) of Breville Group Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Wednesday, 13 November 2013, at Building 1, Port Air Industrial Estate, 1A Hale Street, Botany, New South Wales, 2019 and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

Resolution 2
Remuneration Report

| | | |
|--------------------------|--------------------------|--------------------------|
| For | Against | Abstain* |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolution 4
Election of Non-Executive Director -
Lawrence Myers

| | | |
|--------------------------|--------------------------|--------------------------|
| For | Against | Abstain* |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolution 3
Election of Non-Executive Director -
Sally Herman

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Resolution 5
Re-election of Non-Executive Director -
Steven Fisher

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 11 November 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Breville Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**