

**Breville Group Limited**  
ABN 90 086 933 431  
Ground Floor, Suite 2,  
170-180 Bourke Road  
Alexandria NSW 2015  
Australia  
T + 61 (2) 9384 8100  
F + 61 (2) 9700 1249  
breville.com

12 July 2022

ASX Market Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000



### **Revised Securities Trading Policy**

In accordance with ASX Listing Rule 12.10, please find attached a copy of Breville Group Limited's revised Securities Trading Policy.

A copy of the Securities Trading Policy is also available on the corporate governance section of the company's website at [www.brevillegroup.com.au](http://www.brevillegroup.com.au).

This release of this announcement was authorised by Sasha Kitto, Joint Company Secretary.

# Securities Trading Policy

## 1. Introduction

Breville Group Limited (“Breville”) is a public company whose ordinary shares are listed on the ASX (ASX: BRG). In Australia, the Corporations Act contains “insider trading” laws that prohibit a person from dealing in Securities where that person is in possession of information that is not generally available to others, but if it were, it might have a material impact on the price or value of those Securities. This policy has been developed in an effort to ensure that Breville’s directors, employees and other parties covered by this policy comply with these laws and that their dealings in Breville Securities satisfy the highest possible standards of corporate conduct and governance.

Definitions to assist in the interpretation of this policy are set out in section 10.

## 2. Purpose

The purpose of this policy is to:

- assist Employees (as defined below) to understand and comply with the insider trading laws;
- outline the procedures that must be followed by Employees when dealing in Breville Securities;
- protect the reputation of Breville from any real or perceived breach of the insider trading laws; and
- maintain confidence in the integrity of the market for Breville Securities.

This policy applies to all directors and employees of Breville and its controlled entities, as well as any contractors or consultants whose terms of engagement apply Breville policies to them (collectively, “Employees”). However, certain requirements of this policy apply only to Restricted Persons and their Closely Connected Parties – please see section 4. While this policy should be read in full, a summary is included in section 9 to assist Employees in understanding their obligations.

## 3. Insider trading

### 3.1 Insider trading prohibitions

In accordance with the Corporations Act, an Employee who is in possession of Inside Information in relation to Breville must not:

- deal in Breville Securities;
- procure another person to deal in Breville Securities; or
- communicate the Inside Information to another person if they know (or ought to know) that the other person is likely to deal in, or procure another person to deal in, Breville Securities.

Employees should be aware that these prohibitions also apply to the Securities of any other listed company if an Employee is in possession of Inside Information in relation to that company.

# Securities Trading Policy

## 3.2 Inside Information

Inside Information is information that is:

- a) not Generally Available; and
- b) if the information were Generally Available, a reasonable person would expect it to have a material effect on the price or value of the relevant company's Securities.

Information is considered to be likely to have a material effect on the price or value of Securities of a company 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 those Securities.

Employees should note that the insider trading prohibitions apply at all times, notwithstanding any other provisions of this policy. Before an Employee deals in Breville Securities (even where the Employee has been given approval to deal in accordance with section 4 below), they should consider carefully whether they are in possession of any Inside Information that might preclude them from dealing at that time. If there is any doubt, the Employee should not deal in Breville Securities.

## 4. Additional Requirements for Restricted Persons and their Closely Connected Parties

### 4.1 Restricted Persons

Restricted Persons are Employees who, due to the nature of their position in Breville, are likely to have regular access to Inside Information. Additional obligations apply to Restricted Persons and their Closely Connected Parties if they wish to deal in Breville Securities.

Restricted Persons are Breville's:

- Directors;
- Chief Executive Officer;
- Group Executives and their senior direct reports;
- Company Secretaries;
- Group financial reporting personnel; and
- any other Employee designated by a Company Secretary from time to time.

Restricted Persons must ensure that their Closely Connected Parties do not breach this policy. If a Restricted Person is not sure whether a person or an entity may be one of their Closely Connected Parties, the Restricted Person must discuss this with a Company Secretary prior to any proposed dealing by that Closely Connected Party.

### 4.2 Closed Periods

Restricted Persons and their Closely Connected Parties must not deal in Breville Securities during any of the following periods:

- a) from the close of trade on the ASX on 31 December of each year (or, if 31 December is not a Trading Day, the preceding Trading Day) until trading on the ASX opens on the Trading Day following the release of Breville's half-year results;
- b) the close of trade on the ASX on 30 June of each year (or, if 30 June is not a Trading Day, the preceding Trading Day) until trading on the ASX opens on the Trading Day following the release of Breville's full-year results; and

# Securities Trading Policy

c) any other period specified by the Breville Board from time to time, (collectively, “Closed Periods”).

## 4.3 Dealing in Breville Securities outside a Closed Period

Restricted Persons and their Closely Connected Parties require approval to deal in Breville’s Securities at any time, even outside a Closed Period.

To request approval to deal outside a Closed Period, a Restricted Person (including where the dealing is proposed by a Closely Connected Party of the Restricted Person) must complete a ‘Request to Deal Form’ (available on the Breville intranet) and submit it to a Company Secretary. The Company Secretary will forward the application to the relevant approver, as follows:

<b>Restricted Person</b>	<b>Approver</b>
Chair of the Board	Chair of the Audit and Risk Committee
Breville Director (excluding Chair of the Board)	Chair of the Board
Chief Executive Officer, Group Executive, or a Company Secretary	Chair of the Board
All other Restricted Persons	Company Secretary

The approver may refuse a request, impose conditions on a proposed dealing or revoke a previously granted request, and in each case is not obliged to provide reasons for their action. Any refusal to approve a request will be final and binding, and the person seeking approval must keep that decision confidential.

Any approval will be provided in writing (which may include by email) and will be valid for a period of 5 business days from (and including) the date of approval. If the approved dealing does not occur in this time, the approval will lapse, and a new request will need to be submitted.

Restricted Persons should note that an approval to deal in Breville Securities does not constitute an endorsement of the proposed trade. Each individual remains responsible for their own investment decisions and compliance with insider trading laws. If a Restricted Person comes into possession of Inside Information after receiving an approval to deal in Breville Securities, they must not deal despite having received approval.

## 4.4 Dealing during closed periods in exceptional circumstances

In exceptional circumstances, Restricted Persons may apply for and be granted approval to deal in Breville Securities during a Closed Period, provided they are not in possession of Inside Information.

These circumstances are:

- a) the person is suffering severe and unforeseen financial hardship;
- b) the person is bound by a court order, enforceable undertaking or other legal or regulatory requirement to transfer or sell Breville Securities; or
- c) the person’s circumstances are otherwise exceptional and the proposed dealing is the only reasonable course of action available.

To request approval to deal during a Closed Period under exceptional circumstances, a Restricted Person must complete a ‘Request to Deal in Exceptional Circumstances Form’ (available on the Breville intranet) and submit it to a Company Secretary. The Company Secretary will forward the

# Securities Trading Policy

request to the Chair of the Board or, in the case of the Chair of the Board, to the Chair of the Audit and Risk Committee.

Any approval will be provided in writing (which may include by email) and will be valid for a period of five (5) business days from (and including) the date of approval. Even if approval is granted under this section, the Restricted Person (and their Closely Connected Parties) must not deal in Breville Securities if they are aware of Inside Information in relation to Breville.

## 4.5 Confirmation of dealings

Breville is required to disclose dealings in Breville Securities by a Director (and their Closely Connected Parties) within a prescribed period after the occurrence of that dealing. Breville is also required to disclose the equity interests of key management personnel (KMP) in its Annual Report. To assist Breville to comply with these requirements, Directors and KMP must notify a Company Secretary in writing within one (1) business day of any dealing.

## 4.6 Margin lending and similar funding arrangements

Restricted Persons and their Closely Connected Parties may not include their Breville Securities in a margin loan portfolio or similar funding arrangement without first seeking the approval of the Chair using the approval procedures described in section 4.3 above.

## 4.7 Short selling

Short selling involves a person borrowing a Security and selling it in anticipation that they will be able to buy back that security at a lower price at some point in the future (thereby closing out their “short” position at a profit). Restricted Persons and their Closely Connected Parties are prohibited from short selling Breville Securities at any time. Restricted Persons and their Closely Connected Parties are also prohibited from “lending” their Breville Securities to any other party for the purposes of short selling, Securities lending or for any other purpose.

## 5. Other Restrictions

### 5.1. Limiting economic risk

No Employee may enter into any agreement, arrangement or scheme (including options, hedging arrangements or other Derivative products) whereby the Employee changes the economic benefit or risk derived by the Employee in relation to any holding of Breville shares or an equity-based incentive award or grant made by Breville to the Employee, irrespective of the outcome under that incentive award or grant.

### 5.2. Short-term trading

No Employee may deal in Breville Securities on a short-term basis. Short-term trading includes buying and selling securities on market within a 3-month period or entering into other short-term dealings such as forward contracts.

## 6. Excluded dealings

Subject to an Employee’s obligation to comply with the insider trading laws at all times, this policy does not apply to:

- a) the acquisition of Breville Securities under an offer or invitation made to all or most shareholders, such as a rights issue, share purchase plan, bonus issue or dividend reinvestment plan;

# Securities Trading Policy

- b) the disposal of Breville Securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- c) the acquisition of Breville Securities under an employee or director equity plan. This includes where Breville Securities are acquired through the exercise of an option or performance right granted under such a plan (noting, however, that any subsequent disposal of such Securities would be subject to this policy);
- d) indirect and incidental trading that occurs as a consequence of dealing in Breville Securities by a managed investment scheme, listed investment company, exchange-traded fund, or similar investment vehicle that is managed by a third party and that holds Breville Securities as part of its portfolio; and
- e) an involuntary disposal of Breville Securities that results from a margin lender or financier exercising its rights under a margin lending arrangement (provided the arrangement was previously approved in accordance with this policy).

## 7. Breaches of this policy

It is the responsibility of each Employee to comply with this policy.

Insider trading is a criminal offence under the Corporations Act, punishable by substantial fines, imprisonment or both. Civil penalties may also apply, including the payment of compensation to those who suffer loss or damage as a result of the insider trading.

Any non-compliance with this policy will be considered by Breville as serious misconduct and may lead to disciplinary action, including possible termination of employment. Breville may monitor Employees' trading in connection with the administration of this policy.

## 8. Further assistance

Any Employee who is unsure of the nature of the information that they have in their possession and whether they may deal in Breville Securities, or is otherwise unsure of any other requirements of this policy, should contact a Company Secretary.

## 9. Summary

All Employees, including Restricted Persons	<p>Insider trading in Breville Securities or the Securities of any other listed entity is prohibited at all times</p> <p>No hedging or short-term, speculative trading of Breville Securities</p>
Restricted Persons only	<p>Dealing in Breville Securities during a Closed Period is prohibited (other than where the individual has obtained prior written approval to deal in exceptional circumstances)</p> <p>Prior written approval is required to deal in Breville Securities even outside a Closed Period</p> <p>Short-selling Breville Securities is prohibited</p> <p>Prior written approval is required for the inclusion of Breville Securities in margin-lending or similar funding arrangements</p>

# Securities Trading Policy

	Restricted Persons must ensure their Closely Connected Parties comply with these requirements
--	---

## 10. Definitions

In this policy:

**ASX** means ASX Limited.

**Breville** means Breville Group Limited and, where applicable, its controlled entities.

**Breville Securities** means any shares or other Securities of Breville.

**Closed Period** has the meaning given in section 4.2 of this policy.

**Closely Connected Parties** includes:

- a) certain family members of a Restricted Person, such as their spouse and dependent children; and
- b) any entity which the Restricted Person or a person referred to in (a) above controls or has an ability to control.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Dealing** includes:

- a) any application for acquisition or disposal of any Securities;
- b) entering into an agreement to apply for, acquire or dispose of any Securities; and
- c) the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation to acquire or dispose of Securities.

**Derivative** includes a derivative within the meaning of section 761D of the Corporations Act (such as an option, forward contract, swap, future, warrant, cap and collar) and any other transaction in a financial product that limits the economic risk associated with holding the relevant Securities.

**Employee** has the meaning given in section 2 of this policy.

**Generally Available** in relation to information, means any such information which:

- a) is readily observable;
- b) has been made known in a manner which is likely to bring it to the attention of persons who commonly invest in securities provided that a reasonable period for that information to be disseminated has elapsed since it was made known; or
- c) consists of deductions, conclusions or inferences made or drawn from information falling under either paragraphs (a) or (b) above.

**Group Executive** means a direct report of Breville's Chief Executive Officer.

**Inside Information** has the meaning given in section 3.2 of this policy.

**Restricted Person** has the meaning given in section 4.1 of this policy.

**Securities** includes:

# Securities Trading Policy

- a) ordinary shares;
- b) preference shares; and
- c) options.

**Trading Day** means a day on which ASX is open for trading.

Adopted by the Board of Breville Group Limited with effect from 11 July 2022.