

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Breville Group Limited

ABN

90 086 933 431

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Performance Rights  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 426,400   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due | (a) 9,500 Performance Rights as follows:<br><br>These Performance Rights are subject to an EPS Performance Condition and should have been issued earlier to the relevant participant as part of the FY15 Performance Rights grant.<br><br>4,750 Performance Rights: These rights are exercisable from 4 September 2017 to 5 October 2017 subject to the Company's EPS for the year ending 30 June 2017 being at least 46.50 cents per share and subject to the relevant participant being employed by a Group Company when the Performance Rights are exercised. Exercise price: \$nil. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

dates for  
payment; if  
+convertible  
securities,  
the  
conversion  
price and  
dates for  
conversion)

4,750 Performance Rights: These rights are exercisable from 4 September 2017 to 5 October 2017 subject to the Company's EPS for the year ending 30 June 2017 being at least 51.50 cents per share and subject to the relevant participant being employed by a Group Company when the Performance Rights are exercised. Exercise price: \$nil.

(b) 118,800 Performance Rights as follows:

44,350 Performance Rights: These rights are exercisable from 25 January 2019 to 31 March 2019 subject to the relevant participant being employed by a Group Company when the Performance Rights are exercised and subject to the relevant participant not having given notice under their employment contract prior to the date their Performance Rights are exercised. Exercise price: \$nil

44,350 Performance Rights: These rights are exercisable from 25 January 2020 to 31 March 2020 subject to the relevant participant being employed by a Group Company when the Performance Rights are exercised and subject to the relevant participant not having given notice under their employment contract prior to the date their Performance Rights are exercised. Exercise price: \$nil

30,100 Performance Rights: These rights are exercisable from 31 December 2018 to 31 March 2019 subject to the relevant participant being employed by a Group Company when the Performance Rights are exercised and subject to the relevant participant not having given notice under their employment contract prior to the date their Performance Rights are exercised. Exercise price: \$nil

The Company's Board has the discretion to allow a participant to exercise their Performance Rights without satisfying the employment condition – for example, if a participant's employment has ceased in circumstances other than as a "Bad Leaver" (as defined in their employment contract).

(c) 298,100 Performance Rights as follows:

99,510 Performance Rights: These rights are exercisable from 29 August 2017 to 3 October 2017, subject to achievement of a Total Shareholder Return (TSR) performance for the two year period ending 30 June 2017, applying both an Absolute Test and a Relative Test, as described below, and also subject to the relevant participant being employed by a Group Company when the Performance Rights are exercised and subject to the relevant participant not having given notice under their employment contract prior to the date their Performance Rights are exercised. Exercise price: \$nil

---

+ See chapter 19 for defined terms.

99,295 Performance Rights: These rights are exercisable from 29 August 2018 to 3 October 2018, subject to achievement of a Total Shareholder Return (TSR) performance for the three year period ending 30 June 2018, applying both an Absolute Test and a Relative Test, as described below, and also subject to the relevant participant being employed by a Group Company when the Performance Rights are exercised and subject to the relevant participant not having given notice under their employment contract prior to the date their Performance Rights are exercised. Exercise price: \$nil

99,295 Performance Rights: These rights are exercisable from 29 August 2019 to 3 October 2019, subject to achievement of a Total Shareholder Return (TSR) performance for the four year period ending 30 June 2019, applying both an Absolute Test and a Relative Test, as described below, and also subject to the relevant participant being employed by a Group Company when the Performance Rights are exercised and subject to the relevant participant not having given notice under their employment contract prior to the date their Performance Rights are exercised. Exercise price: \$nil

**Absolute Test:** Over the applicable testing period, the TSR needs to be positive. If the TSR is negative over the applicable testing period, then the performance rights will lapse.

**Relative Test:** Subject to the Absolute Test being satisfied, a relative TSR is used, compared to a predetermined peer group, as set out below, with the Performance Rights vesting as follows:

<b>Company's TSR performance ranking relative to peer group</b>	<b>Proportion of Performance Rights that will vest</b>
Below 51 <sup>st</sup> percentile	0%
51 <sup>st</sup> percentile	50%
Between 51 <sup>st</sup> and 75 <sup>th</sup> percentile	Pro rata between 50% and 100%, based on the relative TSR performance
75 <sup>th</sup> percentile and above	100%

---

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

---

#### The Predetermined Peer Group, as at the date of this Appendix 3B, is as follows:

Ticker	Company name
ASX:GUD	GUD Holdings Limited
ASX:HVN	Harvey Norman Holdings Limited
ASX:JBH	JB Hi-Fi Limited
ASX:MYR	Myer Holdings Limited
ASX:PBG	Pacific Brands Limited
ASX:PMV	Premier Investments Limited
ASX:SUL	Super Retail Group Limited
ASX:ALQ	ALS Limited
ASX:AIO	Asciano Limited
ASX:AZJ	Aurizon Holdings Limited
ASX:ASB	Austral Ltd.
ASX:BXB	Brambles Limited
ASX:BRS	Broadspectrum Limited
ASX:CAB	Cabcharge Australia Ltd.
ASX:CIM	CIMIC Group Limited
ASX:CCP	Credit Corp. Group Ltd.
ASX:DOW	Downer EDI Limited
ASX:GWA	GWA Group Limited
ASX:MQA	Macquarie Atlas Roads Group
ASX:MMS	McMillan Shakespeare Ltd.
ASX:MIN	Mineral Resources Limited
ASX:MND	Monadelphous Group Limited
ASX:PRG	Programmed Maintenance Services Ltd.
ASX:QAN	Qantas Airways Limited
ASX:QUB	Qube Holdings Limited
ASX:REC	Recall Holdings Limited
ASX:SAI	SAI Global Limited
ASX:SEK	SEEK Limited
ASX:SVW	Seven Group Holdings Limited
ASX:SPO	Spotless Group Holdings Limited
ASX:SYD	Sydney Airport Limited
ASX:TPI	Transpacific Industries Group Limited
ASX:TCL	Transurban Group
ASX:VED	Veda Group Limited

---

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Upon vesting and exercise of the Performance Rights, one (1) fully paid ordinary share per Performance Right will either be issued or transferred to the relevant participant. If issued, these shares will rank equally with the fully paid ordinary shares then on issue.</p>
5	Issue price or consideration	\$Nil per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The Performance Rights are issued pursuant to the Company's Performance Rights Plan, which is designed to provide an incentive to eligible executives to grow shareholder value by providing executives the opportunity to become shareholders of the company.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Not applicable
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable					
6f	Number of +securities issued under an exception in rule 7.2	Not applicable					
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable					
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable					
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	12 February 2016					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="694 1545 997 1579">Number</th> <th data-bbox="997 1545 1228 1579">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1579 997 1803">130,095,322</td> <td data-bbox="997 1579 1228 1803">Ordinary shares</td> </tr> </tbody> </table>	Number	+Class	130,095,322	Ordinary shares	
Number	+Class						
130,095,322	Ordinary shares						

---

+ See chapter 19 for defined terms.

	Number	+Class
9	706,400	Performance rights remain on issue under the Company's Performance Rights Plan after adjusting for 105,000 Performance Rights that were previously exercised and 260,000 Performance Rights which have lapsed.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	Not applicable	

## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

---

18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable

---

+ See chapter 19 for defined terms.



30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37  A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

---

+ See chapter 19 for defined terms.



## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
<b><i>Add</i></b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><b><i>Note:</i></b></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b><i>Subtract</i></b> the number of fully paid +ordinary securities cancelled during that 12 month period	
<b>“A”</b>	

---

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15  <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“C”</b>	
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p><b>Total [“A” x 0.15] – “C”</b></p>	<p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<p><b>“A”</b></p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
<b>Multiply “A” by 0.10</b>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><b>Notes:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	

---

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p><b>Subtract “E”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p><b>Total</b> [“A” x 0.10] – “E”</p>	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

---

+ See chapter 19 for defined terms.