

**GUD Holdings Limited**

A.B.N. 99 004 400 891

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Australia.PO Box 62 Sunshine,
Vic 3020 AustraliaTelephone: +61 3 9243 3333
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Email: gudhold@gud.com.au
Internet: www.gud.com.auThe Manager
Company Announcements Office
ASX Limited

20 November 2009

Dear Sirs

G.U.D. Holdings Limited - Breville Group Limited

This notification relates to the takeover offers by G.U.D. Holdings Limited (**GUD**) for all of the ordinary shares in Breville Group Limited (**Breville**).

GUD has established an institutional acceptance facility (**Facility**) in respect of the offer and has appointed Macquarie Securities (Australia) Limited (**Macquarie**) as the facility agent. Macquarie has provided notice to GUD that, as at 6:00pm on 19 November 2009, 19,013,954 Breville shares (representing approximately 14.7% of all Breville shares on issue) are the subject of acceptance instructions deposited into the Facility.

Acceptance instructions deposited into the Facility do not constitute acceptances of the offers and, accordingly, the Breville shares in which GUD has a relevant interest (as disclosed below) do not include the Breville shares the subject of those acceptance instructions.

Attached is a Form 604 executed on behalf of GUD. Although there has not been a movement of at least 1% in GUD's voting power in Breville, this letter and the attached Form 604 have been given as there has been a movement of at least 1% in the aggregate of GUD's voting power and acceptance instructions deposited with Macquarie.

The number of Breville shares in which GUD has a relevant interest and the number of Breville shares the subject of acceptance instructions in the Facility are set out below.

	Number of Breville Shares		Percentage of Breville Shares	
	Previous notice	Current	Previous notice	Current
Relevant Interest	25,073,712	25,333,490	19.36%	19.56%
Instructions held under institutional acceptance facility	n/a	19,013,954	n/a	14.68%
Total	25,073,712	44,347,444	19.36%	34.24%

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We have been advised that as a result of an administrative error, one of Breville's institutional shareholders, which expressed its intention to accept GUD's offer for all of its Breville shares through the Facility prior to the announcement of the offer, overstated its shareholding by approximately 0.7%. However, another institutional shareholder that stated a similar intention to accept GUD's offer through the Facility has subsequently acquired further shares in Breville, increasing the number of shares it controls by 0.2%. The net result is that GUD's current 19.6% relevant interest in Breville (including acceptances under the offer), when combined with the approximately 27.5% held by the institutional shareholders who have indicated their intention to accept through the Facility, represents approximately 47.1% of the Breville shares on issue, in contrast to the 47.4% stated in the bidder's statement.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Malcolm G Tyler', written over a horizontal line.

Malcolm G Tyler
Company Secretary

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Breville Group Limited (**Breville**)

ACN/ARSN 086 933 431

1. Details of substantial holder (1)Name G.U.D. Holdings Limited (**GUD**)

ACN (if applicable) ACN 004 400 891

There was a change in the interests of the substantial holder on See Attachment A

The previous notice was given to the company on 01/06/2009

The previous notice was dated 01/06/2009

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	25,073,712	19.36%	25,333,490	19.56%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Attachment A	GUD	Acquisition of relevant interests in ordinary shares in Breville as a result of acceptances of takeover offers made by GUD dated 26 October 2009 the terms of which are set out in section 11 of GUD's bidder's statement dated 20 October 2009 (the Offers)	1 ordinary share in GUD for every four ordinary shares in Breville, subject to the terms of the Offers	See Attachment A	See Attachment A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
GUD	GUD	GUD	Relevant interest under section 608(1) of the Corporations Act 2001, being a relevant interest arising through GUD being the registered holder of the shares.	25,073,712 ordinary shares	25,073,712
	Various offerees who have accepted an offer	Subject to the terms of the Offers, GUD	Relevant interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to acceptances of the Offers. The shares which are the subject of the acceptances have not yet been transferred into the name of GUD. The power of GUD to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified since the Offers have not been declared unconditional and it is not presently registered as the holder of the shares.	259,778 ordinary shares	259,778

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
n/a	n/a

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
GUD	245 Sunshine Road, Tottenham, Victoria 3012

Signature

print name **Malcolm Tyler**

capacity **Company Secretary**

sign here



date 20/11/09

Attachment A

Details of changes in relevant interests pursuant to acceptances of the Offers

DATE OF CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
09/11/2009	16,979 ordinary shares	16,979
10/11/2009	45,331 ordinary shares	45,331
11/11/2009	47,177 ordinary shares	47,177
12/11/2009	82,760 ordinary shares	82,760
13/11/2009	9,000 ordinary shares	9,000
16/11/2009	8,225 ordinary shares	8,225
17/11/2009	9,406 ordinary shares	9,406
18/11/2009	40,300 ordinary shares	40,300
19/11/2009	600 ordinary shares	600