

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **Breville Group Limited**ACN/ARSN **086 933 431****1. Details of substantial holder (1)**Name **AustralianSuper Pty Ltd**ACN/ARSN (if applicable) **006 457 987**The holder became a substantial holder on **27 / 06 / 2014****2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY	6,517,385	6,517,385	5.01%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
AustralianSuper Pty Ltd	SHAREHOLDER	ORD 6,517,385

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
AustralianSuper Pty Ltd.	JPMorgan Nominees Australia Ltd.	JPMorgan Nominees Australia Ltd.	ORD 6,517,385

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
SEE ATTACHED SCHEDULE				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

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

Name	Address
AustralianSuper Pty Ltd.	Level 33, 50 Lonsdale Street Melbourne VIC 3000

Signature

print name

MATTHEW DINE

capacity

SENIOR RISK ANALYST

sign here

M Dine

date

8/7/14**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

BREVILLE GROUP LTD

Security	Currency	Transaction	Date	Units	Prices
6158709	AUD	Share sale	7/02/2014	600	7.8
6158709	AUD	Share purchase	7/02/2014	1330	7.71
6158709	AUD	Share sale	14/02/2014	4974	7.909568
6158709	AUD	Share sale	17/02/2014	2600	8.1203
6158709	AUD	Share sale	18/02/2014	2893	8.07
6158709	AUD	Share purchase	20/02/2014	556	8.996601
6158709	AUD	Share sale	20/02/2014	1226	9
6158709	AUD	Share sale	20/02/2014	1107	8.648419
6158709	AUD	Share sale	21/02/2014	1330	9.3
6158709	AUD	Share sale	24/02/2014	430	9.66
6158709	AUD	Share purchase	24/02/2014	543	9.708048
6158709	AUD	Share sale	25/02/2014	685	9.69
6158709	AUD	Share sale	27/02/2014	52000	9.7
6158709	AUD	Share purchase	28/02/2014	160	9.74
6158709	AUD	Share sale	3/03/2014	3000	10.003837
6158709	AUD	Share sale	4/03/2014	3000	9.99
6158709	AUD	Share sale	4/03/2014	2375	10
6158709	AUD	Share sale	5/03/2014	7000	9.995776
6158709	AUD	Share sale	6/03/2014	11560	9.989581
6158709	AUD	Share purchase	6/03/2014	200	9.98
6158709	AUD	Share sale	7/03/2014	2331	9.984101
6158709	AUD	Share purchase	7/03/2014	490	9.9
6158709	AUD	Share sale	10/03/2014	35000	9.932916
6158709	AUD	Share sale	11/03/2014	12000	9.9964
6158709	AUD	Share purchase	12/03/2014	160	9.655
6158709	AUD	Share purchase	14/03/2014	410	9.417707
6158709	AUD	Share purchase	19/03/2014	3350	9.352806
6158709	AUD	Share purchase	21/03/2014	1000	9.396
6158709	AUD	Share purchase	25/03/2014	300	9.47
6158709	AUD	Share purchase	26/03/2014	518	9.64
6158709	AUD	Share purchase	1/04/2014	57614	9.3686
6158709	AUD	Share purchase	2/04/2014	41932	9.3782
6158709	AUD	Share sale	2/04/2014	900	9.385
6158709	AUD	Share purchase	3/04/2014	45002	9.3872
6158709	AUD	Share purchase	4/04/2014	17858	9.3832
6158709	AUD	Share purchase	7/04/2014	40152	9.2818
6158709	AUD	Share purchase	8/04/2014	51295	9.052
6158709	AUD	Share purchase	8/04/2014	170982	9.0575
6158709	AUD	Share sale	8/04/2014	518	8.94
6158709	AUD	Share sale	9/04/2014	349	9.090688
6158709	AUD	Share purchase	11/04/2014	1250	8.98
6158709	AUD	Share purchase	14/04/2014	25000	8.75
6158709	AUD	Share purchase	15/04/2014	9000	8.68
6158709	AUD	Share purchase	16/04/2014	21323	8.9994
6158709	AUD	Share purchase	17/04/2014	2046	9
6158709	AUD	Share purchase	17/04/2014	552	9.05
6158709	AUD	Share sale	22/04/2014	500	9.0846
6158709	AUD	Share sale	24/04/2014	500	9.4

Security	Currency	Transaction	Date	Units	Prices
6158709	AUD	Share purchase	28/04/2014	535	9.383907
6158709	AUD	Share purchase	1/05/2014	21231	9
6158709	AUD	Share purchase	1/05/2014	3223	7.34099
6158709	AUD	Share purchase	2/05/2014	43094	8.9994
6158709	AUD	Share purchase	5/05/2014	65461	8.9939
6158709	AUD	Share sale	6/05/2014	2000	9.1266
6158709	AUD	Share purchase	7/05/2014	57892	8.9991
6158709	AUD	Share purchase	8/05/2014	14580	9
6158709	AUD	Share purchase	8/05/2014	500	9.01
6158709	AUD	Share purchase	9/05/2014	83277	8.9295
6158709	AUD	Share purchase	12/05/2014	74260	8.9815
6158709	AUD	Share purchase	13/05/2014	25900	9.0068
6158709	AUD	Share purchase	13/05/2014	288468	9
6158709	AUD	Share purchase	13/05/2014	550	9.1594
6158709	AUD	Share sale	16/05/2014	400	8.79
6158709	AUD	Share sale	19/05/2014	535	8.68
6158709	AUD	Share purchase	20/05/2014	177173	8.1969
6158709	AUD	Share sale	20/05/2014	194	8.12
6158709	AUD	Share purchase	20/05/2014	1280	8.249148
6158709	AUD	Share purchase	20/05/2014	254	8.12
6158709	AUD	Share sale	27/05/2014	1090	8.360899
6158709	AUD	Share purchase	30/05/2014	500	8.15
6158709	AUD	Share sale	2/06/2014	5000	8.0894
6158709	AUD	Share purchase	3/06/2014	5886	8.034879
6158709	AUD	Share sale	3/06/2014	260	8.0245
6158709	AUD	Share purchase	4/06/2014	500	7.9659
6158709	AUD	Share purchase	6/06/2014	119	8.055042
6158709	AUD	Share purchase	10/06/2014	617	8.05
6158709	AUD	Share purchase	13/06/2014	210	7.862524
6158709	AUD	Share purchase	13/06/2014	5593	7.966599
6158709	AUD	Share purchase	13/06/2014	200000	7.88
6158709	AUD	Share purchase	16/06/2014	117174	7.7961
6158709	AUD	Share purchase	17/06/2014	269	7.97
6158709	AUD	Share purchase	17/06/2014	3244	7.949399
6158709	AUD	Share purchase	18/06/2014	50000	7.954
6158709	AUD	Share purchase	19/06/2014	82000	8.1668
6158709	AUD	Share sale	20/06/2014	45381	8.1339
6158709	AUD	Share purchase	23/06/2014	326011	7.86125
6158709	AUD	Share sale	23/06/2014	1803	8.35
6158709	AUD	Share sale	23/06/2014	500	8.3003
6158709	AUD	Share sale	23/06/2014	326011	7.86125
6158709	AUD	Share sale	24/06/2014	121893	8.3536
6158709	AUD	Share purchase	24/06/2014	217037	8.3496
6158709	AUD	Share sale	24/06/2014	43992	8.350073
6158709	AUD	Share sale	25/06/2014	24313	8.2847
6158709	AUD	Share sale	25/06/2014	14664	8.2551
6158709	AUD	Share purchase	25/06/2014	800	8.25
6158709	AUD	Share sale	26/06/2014	97592	8.3306