

9 October 2009

Manager, Company Announcements,
Australian Stock Exchange Limited,
Level 4, 20 Bridge Street,
SYDNEY NSW 2000

In accordance with the Listing Rules, please find enclosed herewith:

1. Chairman's Letter to Shareholders.
2. Notice of Annual General Meeting and Explanatory Memorandum.
3. 2009 Annual Report.
4. Appointment of Proxy.

The above documents except for the 2009 Annual Report have been sent to shareholders today. The Annual Report where shareholders have elected to receive hard copies will be sent out separately.

Yours faithfully



Shiraz Khan
Company Secretary

9 October 2009

Dear Shareholder,

On behalf of the Board of Breville Group Limited ('BRG'), it gives me pleasure to invite you to the eleventh Annual General Meeting of Breville Group Limited to be held at Building 1, Port Air Industrial Estate, 1A Hale Street, Botany, New South Wales, 2019 on Tuesday, 10th November 2009 at 10.00am (AEDT).

Please find enclosed the following documents in relation to the Annual General Meeting:

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

The 2009 Annual Report (if elected*) will be sent out in a separate package.

If you are unable to attend in person, you are encouraged to vote using the enclosed Proxy form. Please read the Proxy form for instructions about completing the form and returning it by no later than 10.00am on Sunday, 8 November 2009.

Should you have any questions in relation to the enclosed documents, please contact the share registry, Link Market Services, on ph: (02) 8280 7111.

Yours sincerely,



John Schmoll
Non-executive Chairman

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

Notice of Annual General Meeting & Explanatory Memorandum

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

Date: 10 November 2009

Time: 10am AEDT

Notice is given that the 11th Annual General Meeting of Shareholders of the Company will be held in New South Wales at Building 1, Port Air Industrial Estate, 1A Hale Street Botany, New South Wales, on Tuesday, 10th November 2009 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 for the year ended 30 June 2009.

2. Remuneration Report

To receive, consider and adopt the Remuneration Report of the Company for the year ended 30 June 2009, which forms part of the Directors' Report.

3. Re-election of Non Executive Director

To consider the re-election of Mr. John Schmoll 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



Shiraz Khan
Company Secretary
9 October 2009

Notice of Annual General Meeting 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 www.brevillegroup.com.au/investor_relations/

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

(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 and 3 (inclusive)

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

4. 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 Sunday 8 November 2009 (**Effective Time**).

(2) All Shareholders as at the Effective Time are entitled to attend and 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.

(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 Sunday 8 November 2009 –

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

or

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

Shareholders can record their proxy and voting direction online via the Company's Share Registry website at www.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 Company and the Company's controlled entities 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
www.brevillegroup.com.au/investor_relations/
<http://>

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 is required to include discussion on a number of issues relating to remuneration policy and its relationship to the Company's performance which Shareholders will have received with the Annual Financial Report.

As required under the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board or the Company.

(3) Item 3: Re-election of Non-Executive Director

Mr John Schmoll B.Comm (Rhodes), FCA, FAICD

Mr Schmoll's last executive role prior to his retirement in 2002, was as Chief Financial Officer of Coles Myer Limited for 7 years. Since that time, he has been invited to join various public company boards as a non-executive director and undertaken a certain amount of senior executive coaching and corporate advisory work.

Prior to joining Coles Myer, he held senior corporate and professional roles in Australia and South Africa including Arthur Young (predecessor firm to Ernst & Young) and Edgars Stores Limited (South Africa's largest apparel and homewares retailer). Accordingly, he brings over 35 years of experience in finance/accounting, debt/equity markets, risk management, information technology and corporate governance gained primarily in the retail, distribution and consumer product sectors.

Together with his current role as non-executive Chairman of Breville Group Limited (appointed initially as a non-executive director in 2004), he has been since 2005, a non-executive director and chair of the audit committees of Oroton Group Limited and AWB Limited. Subsequent to his retirement, he was previously also a non-executive director of Australian Leisure and Hospitality Limited, Golden Circle Limited and Chandler Macleod Limited.


The continuing Directors unanimously support the re-election of Mr Schmoll.


Further information about Mr Schmoll can be found in the Directors' Report which accompanies and forms part of the Company's Annual Report.

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.

LODGE YOUR VOTE

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


 **By fax:** +61 2 9287 0309



ONLINE

www.linkmarketservices.com.au

All enquiries to:

 **Telephone:** (02) 8280 7111



X99999999999

SHAREHOLDER VOTING 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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, 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 10am AEDT on Tuesday, 10 November 2009, at Building 1, Port Air Industrial Estate, 1A Hale Street Botany, New South Wales, 2019 and at any adjournment or postponement of the meeting.

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 **X**

STEP 2

VOTING DIRECTIONS

Resolution 2


To adopt the Remuneration Report

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

Resolution 3

To approve the re-election of Mr John Schmoll as a Non Executive Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 * 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).

BRG PRX901



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 leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

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.

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.
- (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 10am AEDT on Sunday, 8 November 2009, 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:

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

 **by fax:**
+61 2 9287 0309

 **online:** **ONLINE** www.linkmarketservices.com.au

lodging it online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website);

 **by hand:**
delivering it to Link Market Services Limited, 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.