

FAX COVER SHEET

TO

COMPANY

FAX NUMBER 61293470005

FROM Compliance Dept

DATE 2020-05-20 17:57:32 PDT

RE Matthews International Capital Management, LLC -
Substantial Shareholder Notice

COVER MESSAGE

Attn: Australian Securities Exchange

Dear Sir or Madam,

Pursuant to section 671B of the Corporations Act 2001, Matthews International Capital Management, LLC, a U.S.-registered investment adviser, hereby reports its interest, on behalf of its clients, in 6.16 percent of Breville Group Limited. Our Form 604 is attached.

Due to the current circumstances and measures taken by competent authorities in relation to the Covid-19 outbreak, the attached Form is electronically signed. If needed, we may provide the ASX with a blue ink signed Form as soon as technically possible.

Please do not hesitate to contact me at the below information if you have any questions.

Kind regards,

Chris Delyani | Senior Associate, Compliance | **Matthews Asia**
Four Embarcadero Center, Suite 550 | San Francisco, CA 94111 | T: 415.955.8113

Notice from Matthews International Capital Management, LLC ("Matthews Asia"): This message is for the use of the named person(s) only. If you receive this message in error, please immediately delete it and all copies of it from your system, destroy any hard copies of it and notify the sender. You must not, directly or indirectly use, disclose, distribute, print, or copy any part of this message if you are not the intended recipient. Matthews Asia and affiliates reserve the right to monitor all e-mail communications through its or their networks. Any views expressed in this message are those of the individual sender, except where the message states otherwise and the sender is authorized to state them to be the views of any such entity.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Breville Group Limited

ACN/ARSN 90 086 933 431

1. Details of substantial holder (1)

Name Mathews International Capital Management, LLC ("MICM")
ACN/ARSN (if applicable) N/A

There was a change in the interests of the
substantial holder on

19 May 2020

The previous notice was given to the company on

2 July 2019

The previous notice was dated

2 July 2019

2. Previous and present 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 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	9,318,737	7.16 percent	8,370,474	6.16 percent

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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
3 July 2019	MICM	Sold on market	280,754.10 AUD	17,125 Ordinary	17,125
4 July 2019	MICM	Sold on market	349,421.83 AUD	21,441 Ordinary	21,441
5 July 2019	MICM	Sold on market	843,036.56 AUD	52,151 Ordinary	52,151
8 July 2019	MICM	Sold on market	479,022.89 AUD	30,000 Ordinary	30,000
22 July 2019	MICM	Sold on market	622,336.29 AUD	34,722 Ordinary	34,722
23 July 2019	MICM	Sold on market	626,620.99 AUD	34,722 Ordinary	34,722
30 July 2019	MICM	Sold on market	101,147.69 AUD	5,195 Ordinary	5,195
12 November 2019	MICM	Sold on market	128,579.62 AUD	7,899 Ordinary	7,899
13 November 2019	MICM	Sold on market	467,636.08 AUD	28,205 Ordinary	28,205
14 November 2019	MICM	Sold on market	44,638.32 AUD	2,626 Ordinary	2,626
27 November 2019	MICM	Sold on market	150,810.94 AUD	8,718 Ordinary	8,718
28 November 2019	MICM	Sold on market	150,126.99 AUD	8,674 Ordinary	8,674

29 November 2019	MICM	Sold on market	150,980.46 AUD	8,742 Ordinary	8,742
2 December 2019	MICM	Sold on market	151,852.16 AUD	8,830 Ordinary	8,830
3 December 2019	MICM	Sold on market	149,517.32 AUD	8,807 Ordinary	8,807
4 December 2019	MICM	Sold on market.	146,638.60 AUD	8,859 Ordinary	8,859
5 December 2019	MICM	Sold on market	146,131.62 AUD	8,832 Ordinary	8,832
6 December 2019	MICM	Sold on market	148,600.21 AUD	8,833 Ordinary	8,833
9 December 2019	MICM	Sold on market	148,372.26 AUD	8,799 Ordinary	8,799
10 December 2019	MICM	Sold on market	243,932.62 AUD	14,682 Ordinary	14,682
11 December 2019	MICM	Sold on market	450,821.70 AUD	26,688 Ordinary	26,688
12 December 2019	MICM	Sold on market.	369,980.19 AUD	22,240 Ordinary	22,240
13 December 2019	MICM	Sold on market	248,250.58 AUD	14,601 Ordinary	14,601
16 December 2019	MICM	Sold on market	501,619.11 AUD	29,128 Ordinary	29,128
17 December 2019	MICM	Sold on market	433,636.03 AUD	24,786 Ordinary	24,786
18 December 2019	MICM	Sold on market	253,305.82 AUD	14,772 Ordinary	14,772
19 December 2019	MICM	Sold on market	502,665.58 AUD	29,639 Ordinary	29,639
20 December 2019	MICM	Sold on market.	253,297.66 AUD	14,906 Ordinary	14,906
23 December 2019	MICM	Sold on market	260,674.66 AUD	14,969 Ordinary	14,969
24 December 2019	MICM	Sold on market	146,150.13 AUD	8,322 Ordinary	8,322
27 December 2019	MICM	Sold on market	378,505.92 AUD	21,518 Ordinary	21,518
30 December 2019	MICM	Purchased on market	179,868.43 AUD	10,047 Ordinary	10,047
16 January 2020	MICM	Sold on market	568,893.54 AUD	29,044 Ordinary	29,044
28 January 2020	MICM	Sold on market	242,884.84 AUD	12,782 Ordinary	12,782
29 January 2020	MICM	Sold on market	163,280.85 AUD	8,622 Ordinary	8,622
30 January 2020	MICM	Sold on market	451,731.34 AUD	24,221 Ordinary	24,221
31 January 2020	MICM	Sold on market	536,222.48 AUD	28,728 Ordinary	28,728
3 February 2020	MICM	Sold on market	54,167.97 AUD	2,972 Ordinary	2,972
4 February 2020	MICM	Sold on market	777,655.67 AUD	43,236 Ordinary	43,236
5 February 2020	MICM	Sold on market	799,171.09 AUD	43,237 Ordinary	43,237
6 February 2020	MICM	Sold on market	282,674.63 AUD	14,830 Ordinary	14,830

7 February 2020	MICM	Sold on market	291,472.62 AUD	15,240 Ordinary	15,240
10 February 2020	MICM	Sold on market	293,474.66 AUD	15,356 Ordinary	15,356
11 February 2020	MICM	Sold on market	451,002.58 AUD	23,181 Ordinary	23,181
14 February 2020	MICM	Sold on market	181,849.52 AUD	7,577 Ordinary	7,577
17 February 2020	MICM	Sold on market	628,859.34 AUD	25,889 Ordinary	25,889
18 February 2020	MICM	Sold on market	423,577.95 AUD	18,346 Ordinary	18,346
19 February 2020	MICM	Sold on market	604,155.90 AUD	26,388 Ordinary	26,388
20 February 2020	MICM	Sold on market	593,254.22 AUD	26,293 Ordinary	26,293
26 February 2020	MICM	Sold on market	64,502.56 AUD	3,087 Ordinary	3,087
3 March 2020	MICM	Sold on market	333,053.45 AUD	17,064 Ordinary	17,064
10 March 2020	MICM	Purchased on market	564,927.11 AUD	33,343 Ordinary	33,343
16 March 2020	MICM	Sold on market	364,854.80 AUD	25,694 Ordinary	25,694
1 April 2020	MICM	Sold on market	495,892.67 AUD	30,435 Ordinary	30,435
19 May 2020	MICM	Change in company's outstanding shares			

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
MICM	HSBC Bank Australia as custodian for the Matthews Asia Dividend Fund	Matthews Asia Dividend Fund	MICM holds its relevant interest by having the power 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 in the ordinary course of investment management business.	7,564,257 Ordinary	7,564,257
MICM	HSBC Bank Australia as custodian for Matthews Asia Funds Asia Dividend Fund	Matthews Asia Funds Asia Dividend Fund	Same as above.	354,891 Ordinary	354,891
MICM	BNP Paribas Securities Services as custodian for Witan Investment Trust	Witan Investment Trust	Same as above.	282,339 Ordinary	282,339
MICM	JP Morgan Chase Bank as custodian for Witan Pacific Investment Trust PCL	Witan Pacific Investment Trust PCL	Same as above.	168,987 Ordinary	168,987

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/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

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

Name	Address
MICM	4 Embarcadero Center, Suite 550, San Francisco, CA 94111 U.S.A.

Signature

print name	Noel Casale	capacity	Director of Investment Compliance
sign here	/s/ Noel Casale	date	20 May 2020

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
 - (7) 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 on 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.
 - (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and A.C.N or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with a mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure.
- The annexure must be signed by the same person(s) who signed the form.