Breville

13 May 2020

Manager, Company Announcements,
Australian Securities Exchange Limited,
Level 4, 20 Bridge Street,
Sydney NSW 2000

INVESTOR PRESENTATION

Attached is a copy of the Breville Group Limited trading update, debt refinancing and equity raising investor presentation.

The release of this announcement was authorised by the Breville Group Limited Board.

Yours faithfully

Craig Robinson
Joint Company Secretary
Breville Group Limited

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Breville Group Limited (BRG)

Trading update, debt refinancing and Equity Raising

13 May 2020

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This presentation includes certain historical financial information including the pro forma consolidated balance sheet as at 31 December 2019 assuming completion of the Offer (net of assumed transaction costs and fees) as well as certain unaudited historical financial information extracted from the Group's monthly management reporting.

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Agenda

1. Executive summary
2. Recap – Accelerating growth trajectory
3. Trading update
4. Medium term growth update
5. Balance sheet initiatives
6. Key details of the Offer

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Executive summary

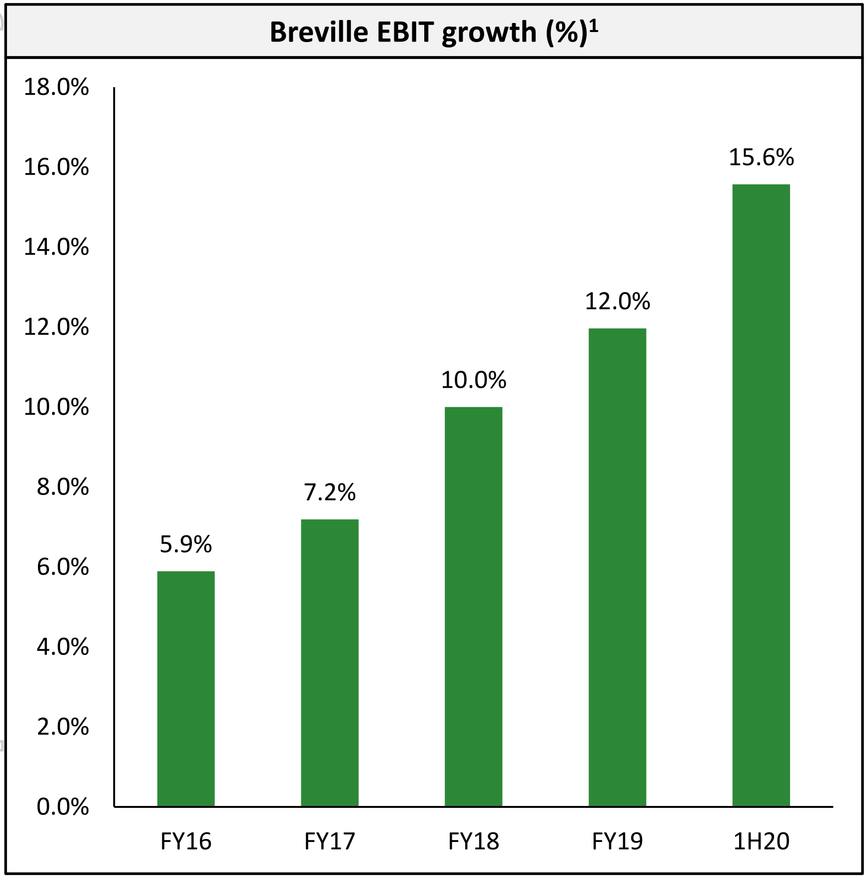
COVID-19 is a tactical challenge. Breville is implementing tactical solutions, while maintaining its long term strategy

Trading remains robust with sales continuing to grow through COVID-19	• Revenue has continued to grow strongly through March and April compared to the previous corresponding period – Global segment—March and April constant currency revenue growth was 14% and 18% respectively. Reported revenue growth was 25% and 23% respectively – Distribution segment—March and April revenue growth was 25% and 15% respectively • Despite robust sales, Breville has taken prudent and tactical action to manage costs and cashflows given uncertain trading conditions
Strong pipeline of medium term growth initiatives	• Breville continues to maintain its R&D investment – important in construct of 3 to 4 year development cycle • International expansion continues its rollout cadence • Current conditions are presenting opportunities – Breville continues to engage with the consumer
Balance sheet initiatives to support ongoing investment in growth agenda	• Breville has received from ANZ Bank a formal commitment letter and term sheet to refinance and extend the maturity of existing debt facilities[1] of $373m to up to 3 years – combined with additional $12m overdraft facility, maintains access to total debt facilities[1] of $385m post refinancing • Announcing a $94m fully underwritten institutional placement (**"Placement"**) and a $10m underwritten Share Purchase Plan (**"SPP"**) to eligible shareholders at a fixed price of $17.00 per share • Collectively these measures are expected to provide pro forma total liquidity of $391m at 30 April 2020, allowing Breville to continue to invest in executing its growth agenda despite the uncertain conditions – multi currency seasonal working capital facility provides additional headroom of up to $106m at typical working capital cycle peak
Major shareholder supportive of initiatives	• Premier and the Lew Family entities are highly supportive of Breville's announced initiatives to support the continued execution of its growth strategy. However they have advised that they will not participate in the Equity Raising, preferring to maintain their current large holding. Premier and the Lew Family have advised that they remain committed, long term shareholders in Breville

Note:
[1] Refer to page 15 for further details of these facilities

Recap: Accelerating EBIT growth trajectory

Breville has delivered accelerating EBIT growth over the last 5 years. Investments in R&D, marketing, the supply chain and IT systems in combination with international expansion have driven strong financial results



Key milestones and initiatives

- Increased investment in Marketing and R&D from ~8.0% of revenues in FY15 to ~11.0% in FY19 across a growing revenue base
- Centralised and standardised global processes, including the integration of five independent supply chains into a single, global supply chain
- Deploying a company-wide IT platform with the objective of supporting further acceleration of the business (Europe now live)
- Substantial growth in targeted market - entered seven European countries with a direct selling model in the last 3 years
- Proven ability to execute and quickly integrate acquisitions: ChefSteps and Aquaport/Cli-mate
- Global online infrastructure investment in eCommerce and fulfillment enabling Breville to market and deliver to consumers directly

Note:
[1] All EBIT growth results (including 1H20) shown on the prior period on a pre IFRS 16 basis

Trading update: revenue growth remains strong

Breville's sales have continued to grow strongly in March and April despite the disruption caused by COVID-19

AUDm	REVENUE							
	1H20	% Change[1]	**Jan20 - Apr20**	% Change[1]	**Mar-20**	% Change[1]	**Apr-20**	% Change[1]
Global Product	443	24.3%	214	32.0%	54	24.9%	55	22.6%
% Change Constant Currency		20.3%		23.7%		13.7%		17.8%
Distribution	109	29.9%	52	29.7%	14	25.2%	13	14.8%
Total	**552**	**25.4%**	**266**	**31.5%**	**68**	**24.9%**	**68**	**20.9%**

Commentary

- Global Product segment revenues have continued to grow strongly in March and April, albeit at a slower rate than January and February
  - geographic monthly trends have been mixed depending on the respective disruption in the path to customer
  - strong sales in Australia and the UK. US and Europe lagging other regions given significant retail partner store closures and Amazon temporary shut down of Prime. Poised for further near term growth
  - strong shift to online channels (third party and Breville direct to consumer)
  - sell-through has exceeded sell-in in all key regions, resulting in retailer inventory reduction
- Distribution segment revenue growth continuing
- COVID-19 has not materially disrupted Breville's supply chain. Manufacturing partners operating at full capacity
- Gross margin over the January to April period was consistent with 1H20 performance
- Doubtful debts provision is assessed each month and is likely to increase from prior levels. In May, a charge of $4.5m will be taken for a customer that has entered voluntary administration. At April month end, excluding that customer, 91% of the remaining receivables balance is either insured or relates to 2 large multinational customers deemed to be very low credit risk
- Carrying value of intangibles will also be assessed at year end. Potential non cash write-downs may arise if capitalised projects are shelved or if future sales estimates are reduced

Note:
[1] Compared to previous corresponding period

Trading update: Prudent, tactical action to preserve cashflow

Despite strong recent trading, Breville has implemented a prudent and tactical solution to manage cash costs and cashflow while maintaining its long-term strategy. Run-rate cost savings implemented through March and April total $5m+ a month

Commentary

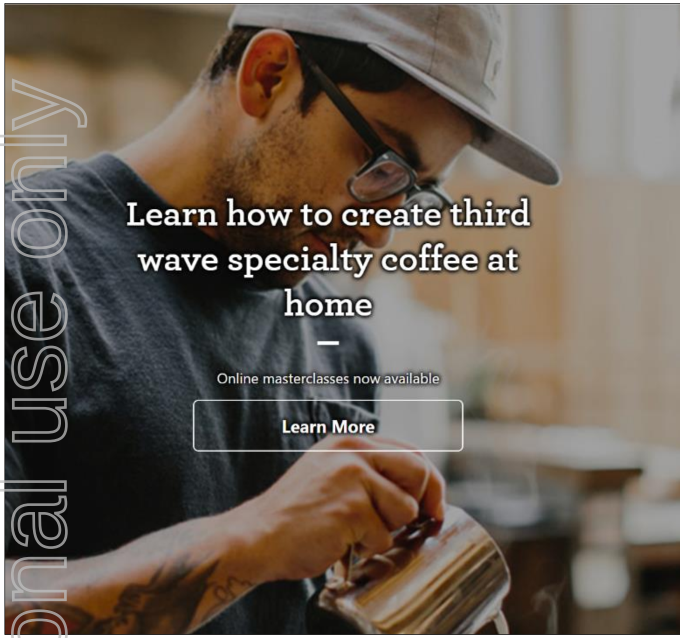
- In response to COVID-19, Breville has moved swiftly to implement measures to reduce cash expenses to minimum levels
  - designed to protect product development team, maintaining the NPD pipeline and rolling 3 to 4 year release calendar
- Key initiatives implemented have targeted employee expenses, non-revenue related expenses and marketing
- Approach has reduced non-COGS expenses >25% through March and April (c.$5m+ per month)
- Non essential capex freeze removing $0.5m per month from run rate

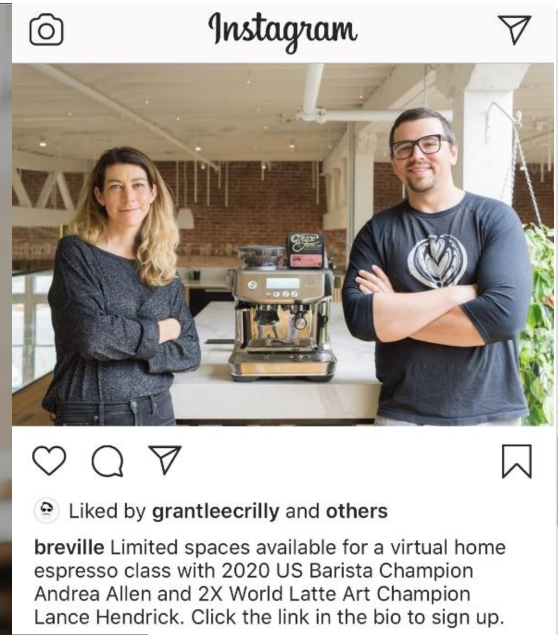
Source	Description
Employee expenses	• Measures to temporarily reduce pay but maintain key headcount and capability • Implemented salary cost reductions across Board (40%), Executive (30%), Management (20-25%) and staff (10%) • Hiring freeze
Marketing	• Temporarily reduced marketing spend by c.45% • Re-allocated remaining spend to online channels
Demonstrators	• Pulled back with reduced foot traffic
Other expenses	• Reduced/deferred other discretionary spend including rental on a number of sites, travel and entertainment and consultancy spend
Capex	• Non essential capex freeze implemented • R&D investment maintained
Inventory / purchases	• Target weeks on hand maximum reduced to minimise working capital needs • Supplier payment terms extended

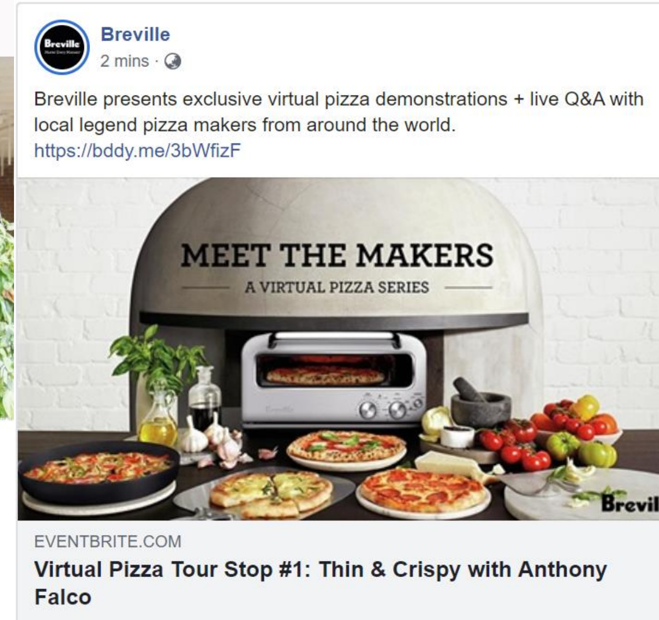
The combination of the debt refinancing and successful completion of the Equity Raising provide the flexibility for Breville to gradually increase its investment in these areas over the coming months, subject to Breville's revenue performance

Direct marketing in lockdown phase

Breville has continued to engage with customers through COVID-19, with the focus shifting to online channels







The Countertop "Toaster Oven" Class

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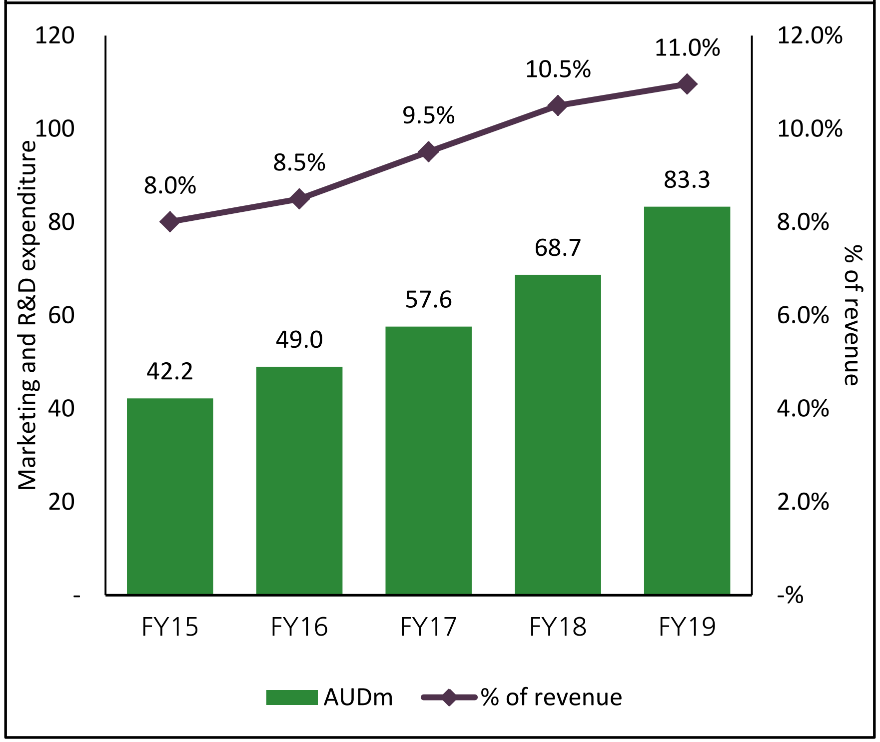
Marketing and R&D investment delivering results

Over the last 5 years, Breville has steadily increased its investment in marketing and R&D. In an industry with average 3-4 year product development cycles, it is essential to maintain this investment in order to drive short and medium term growth

Commentary

- Breville has a proven track record of converting stronger marketing and R&D expenditure into revenue growth
- Marketing and R&D expenditure has increased from ~8% to ~11% of revenues over FY15-19
  - total spend has increased 97% over this period
  - R&D team headcount has increased from 60 to 140 employees over this period
- Translated into a strong NPD pipeline, driving accelerating revenue growth
  - Global segment—over 15 new products launched in FY19 including Pizzaiola, Super Q blender, Bambino Plus and the Barista Pro. 1H20 saw the launch of the Bluicer, combi Wave Oven and the Creatista Plus as well as the roll out of colour range
  - Distribution segment—launched 21 new products in the last 3 years, driving over 30% of the Breville-branded Distribution revenue over the same period
- Given average 3 to 4 year product development cycles, it is essential to maintain R&D investment

Marketing and R&D expenditure



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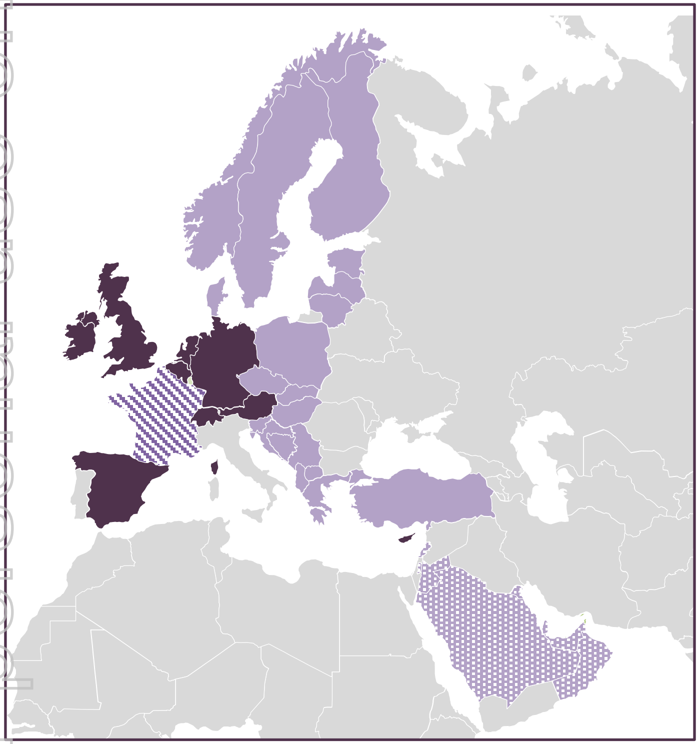
International expansion gaining momentum

Since FY16, there has been a steady cadence of expansion in new and existing markets that continues to gain momentum. Breville continues to develop its strategy in the Middle East and is in advanced planning to enter further markets in FY21

International expansion timeline (2015 – 2020)



- Direct model
- Through partners
- New expansion (Direct model)
- New expansion (Through partners)

FY16-17
- Nordics
- Baltics
- Eastern Europe

Apr 2018
- Germany
- Austria

Apr 2019
- Belgium
- Netherlands
- Luxembourg
- Switzerland

Sep 2019
- Spain
- Turkey

Apr-May 2020
- France
- Middle East

Commentary

- Since 2015, Breville rolled out a program to unify EMEA[1] under the *Sage* brand through a combination of a direct and distribution selling models
- Has entered seven new markets with a direct selling model
- Europe has grown from c.5% of sales in FY15 to c.19% in 1H20. From FY15 to FY19, Europe sales increased at a CAGR of c.39%, compared to Group sales which have grown at a CAGR of c.10% over the same period
- Breville recently entered France with a direct model in April 2020
- The Middle East (excl. Israel) is in the process of switching to *Sage*, which enables the region to source product from the UK warehouse, providing a wider range and shorter lead times
- Breville is in advanced planning for entry into further markets in FY21

Note:
[1] EMEA includes Europe and the Middle East, excluding Israel which is marketed under the *Breville* brand

Balance sheet initiatives

To enhance Breville's financial flexibility to continue to invest in the execution of its growth agenda in the current conditions, Breville is announcing a number of balance sheet initiatives

Refinanced debt facilities with increased maturity profile	• Breville has received from ANZ Bank a formal commitment letter and term sheet to refinance \$373m of its existing \$385m total debt facilities[1] – term of \$258m multi currency facilities extended from 1 to 3 years – \$115m facility with 1 year term remains but with extension mechanisms to be set out in the new facility documentation • No change in bank covenants compared to previous facility • Key conditions precedent are the completion of a \$100m Equity Raising and execution of facility documentation
Equity raising	• Breville is raising \$94m through a fully underwritten institutional placement (**"Placement"**) and \$10m through an underwritten Share Purchase Plan (**"SPP"**) to eligible shareholders in Australia and New Zealand at a fixed price of \$17.00 per share
Equity raising rationale and use of proceeds	• Enhances financial flexibility for Breville to continue to invest in the execution of its growth agenda while maintaining a strong financial position: – supporting any tactical responses required to COVID-19 while maintaining Breville's long-term strategy – investing in working capital including inventory build requirements and higher receivables, both to sustain Breville's recent sales trajectory having regard to current trading conditions and to position it ahead of entering new markets in FY21 – inventory obsolescence risk is low given the long product life cycles – continuing current capital expenditure initiatives including the roll-out of ERP, PIM and EDI systems[2] across all countries (currently live in the UK, France and Germany) – invest in an appropriate level of marketing, R&D and go-to-market initiatives to sustain the current growth profile

Note:
[1] Refer to page 15 for further details of these facilities
[2] Enterprise Resource Planning, Product Information Management and Electronic Data Interchange systems

Balance sheet initiatives

Pro forma for completion of the Equity Raising, total liquidity as at 30 April 2020 is $391m excluding seasonal working capital facilities

Pro forma liquidity[1]

AUDm	30 April 2020
Cash on hand	74
Undrawn debt facilities	216
Net proceeds from Offer[2]	101
Total available liquidity at 30 April 2020	**391**
Peak seasonal working capital headroom[4]	106
Total available liquidity	**497**

Total debt facilities[1]

AUDm	
3 year multi currency facilities[3]	152
3 year multi currency seasonal working capital facilities[4]	106
1 year facility	115
Refinanced debt facilities	**373**
Overdraft facilities	12
Total debt facilities	**385**

Commentary

- Net cash of $10m and cash on hand of $74m as at 30 April 2020. On a pro forma basis for the Offer ($101m net of costs), this results in available cash of $175m
- Together with $216m of undrawn debt facilities as at 30 April 2020, total pro forma liquidity is $391m
  - seasonal working capital facilities peak in October and November increasing undrawn debt facilities to $322m and total available liquidity to $497m
- However, it should be noted that at April month end, working capital is near a cyclical low. Working capital typically peaks in November each year. At 30 November 2019, this was $181m higher than 30 April 2019
  - April to November variance likely to be higher in 2020 with stronger investment in inventory and receivables
- Upon completion of the Equity Raising and refinancing of the debt facilities, Breville believes it has significant covenant and liquidity headroom to enable it to continue investing in its growth strategy and retain flexibility in a downside scenario

Note:
[1] All facilities which are denominated in a foreign currency have been converted to AUD using current change rates
[2] Assumes $3.1m transaction costs
[3] Represents AUD53.5m, USD25m, GBP10m, EUR21m and CAD4m
[4] Multi currency seasonal working capital facilities available from August to January to manage peak working capital. Amount available for drawdown varies by month over this period with up to USD50m, EUR10m and CAD10m

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Pro forma balance sheet at 31 December 2019

AUDm	31 December 2019	Impact of Equity Raising[1]	Pro forma post Equity Raising[2]
Cash and cash equivalents	116.1	100.9	217.0
Trade and other receivables	257.4	-	257.4
Inventories	175.2	-	175.2
Other assets	203.4	0.9	204.3
Assets	**752.1**	**101.8**	**835.9**
Trade and other payables	188.6	-	188.6
Borrowings	169.0	-	169.0
Other liabilities	60.3	-	60.3
Liabilities	**417.9**	-	**417.9**
Equity	**334.2**	**101.8**	**436.0**

Note:
[1] Assumes $3.1m transaction fees and costs
[2] May not add due to rounding

Key details of the Offer

Offer structure	• Underwritten institutional Placement to raise \$94m and underwritten SPP to raise \$10m – approximately 6.1m new shares to be issued (approximately 4.7% of existing shares on issue)
Ranking / allocation	• Shares issued under the Placement and SPP will rank equally with existing shares on issue • Eligible shareholders who bid for up to their 'pro-rata' share of new securities under the Placement will be allocated their full bid, on a best efforts basis[1,2]
Placement Issue price	• Issue price under the Placement of \$17.00 per share represents a: – 9.1% discount to last closing price of \$18.70 on Tuesday, 12 May 2020 – 8.0% discount to the 5-day VWAP[3] of \$18.48 ending on Tuesday, 12 May 2020
SPP Issue price	• Eligible shareholders in Australia and New Zealand will be invited to subscribe for up to \$30,000 each in additional securities, free of any brokerage or transaction costs • The SPP will be capped at \$10m[4] • The SPP will be offered at the Placement Issue price
Underwriting	• The Placement and SPP are underwritten by Goldman Sachs Australia Pty Ltd and UBS AG, Australia Branch

Note:

[1] For this purpose, an eligible institutional shareholder's 'pro-rata' share will be estimated by reference to Breville's beneficial register on 12 May 2020, but without undertaking any reconciliation and ignoring shares that may be issued under the SPP. Accordingly, unlike in a rights issue, this may not truly reflect the participating shareholder's actual pro-rata share. Nothing in this Presentation gives a shareholder a right or entitlement to participate in the Placement and Breville has no obligations to reconcile assumed holdings (e.g. for recent trading or swap positions) when determining a shareholder's 'pro-rata' share. Institutional shareholders who do not reside in Australia or other eligible jurisdictions will not be able to participate in the Placement. See Appendix C for the eligible jurisdiction and selling restrictions relevant to these jurisdictions. Breville and the Underwriters disclaim any duty or liability (including for negligence) in respect of the determination of a shareholder's 'pro-rata' share.

[2] Eligible institutional shareholder who bid in excess of their 'pro-rata' share as determined by Breville and the Underwriters are expected to be allocated a minimum of their 'pro-rata' share on a best endeavors basis as set out in footnote 1 above, and any excess may be subject to scale back.

[3] Volume weighted average price

[4] Breville may decide to accept applications (in whole or part) in its absolute discretion. Should any scale back be necessary, any scale back arrangements will be made on a pro rata basis to existing shareholdings

Offer timetable

	Date
Record date for SPP (7:00pm AEST[1])	Wednesday, 13 May
Trading halt and announcement of Placement and SPP	Wednesday, 13 May
Placement bookbuild	Wednesday, 13 May
Announcement of outcome of Placement	Thursday, 14 May
Trading halt lifted - trading of shares resumes on the ASX	Thursday, 14 May
Settlement of shares under the Placement	Monday, 18 May
Issue and normal trading of New Shares issued under the Placement	Tuesday, 19 May
SPP offer opens and SPP offer booklet dispatched	Thursday, 21 May
SPP offer closes (5:00pm AEST)	Thursday, 11 June
Announcement of results of SPP	Tuesday, 16 June
SPP allotment date	Monday, 22 June
SPP issue date and normal trading of New Shares issued under the SPP	Tuesday, 23 June
Dispatch of holding statements	Wednesday, 24 June

Note:
[1] Australian Eastern Standard Time

Appendix A

KEY RISKS

Key risks

KEY BUSINESS RISKS

Supply risk and impact of COVID-19

Breville and its manufacturing partners and suppliers, and in turn their suppliers (together, **"Suppliers"**) are subject to various risks which could limit Breville's ability to procure the production of sufficient inventory. Breville's reliance on Suppliers located primarily in PRC exposes it to various risks in relation to its supply chain that could detrimentally impact its business and financial position, including as a result of outbreaks of pandemics or diseases such as, recently, COVID-19.

At the outset of the COVID-19 outbreak, Breville was positioned with a certain amount of excess inventory as a result of preparations for the Chinese New Year holiday, uncertainty in relation to Brexit and advanced purchases in the United States in order to minimise the impact of phased tariff increases, which mitigated the impact of COVID-19 supply risk on Breville's global inventory positions. Given the unpredictable trajectory and virulence of COVID-19, as well as uncertainty in relation to the nature and timing of responses of government and industry in relevant jurisdictions, Breville's ability to continue to have orders from suppliers fulfilled, transported and warehoused without delay or cancellation may be compromised. This could occur as a result of various scenarios stemming from COVID-19, including:

- subsequent iterations of COVID-19 outbreaks occurring in PRC, leading to restrictions and lockdowns being implemented in regions in which Suppliers' operations are located;
- outbreaks of COVID-19 among the personnel of any Supplier, leading to disruptions to that Supplier's business or operations;
- shutdowns of inbound ports or last mile logistics businesses or operations;
- disruptions in upstream access to services or materials relevant to production by Suppliers; or
- Suppliers experiencing financial difficulty or insolvency in connection with the circumstances caused by the impact of COVID-19.

While Breville is mindful of the impact of COVID-19, it also remains focused on other risks relating to its international supply chain. Other such risks include political instability, increased security requirements for foreign goods, costs and delays in international shipping arrangements, imposition of taxes, duties, tariffs and other charges as well as restrictions on imports.

More generally, risks which could limit Breville's ability to procure sufficient supply of products include fluctuations in the availability of parts, inflation, labour disputes, labour shortages, access to transportation and warehousing facilities, boycotts, financial liquidity, product merchantability, safety issues, quality issues, natural disasters, disruptions in exports, trade restrictions, currency fluctuations and general economic and political conditions.
Any of these risks, individually or collectively, could materially adversely affect Breville's financial and operational performance.

Separately, there is a risk that any change in Breville's relationships with key Suppliers may present challenges for Breville in continuing to procure the production of sufficient inventory from existing Suppliers, or to do so at favourable prices, on favourable terms, in a timely manner and in sufficient volume. Breville cannot guarantee that its existing arrangements with key Suppliers will continue, or continue on terms similar to their current terms. The loss or deterioration of Breville's relationships with such parties, or an inability to rapidly replace such relationships on terms which are not materially less favourable than existing arrangements, may have a material adverse effect on Breville's financial and operational performance.

Key risks

Customer risk

Breville is generally exposed to credit risk as part of its normal business operations. Given that a large proportion of Breville's customers are retailers, Breville is also susceptible to factors which adversely affect the retail sector, or particular retailer customers. These factors have been exacerbated by, or new factors have been presented to retailers, due to the recent global outbreaks of COVID-19.

In addition, due to the premium nature of a significant proportion of Breville's products, distribution channels of such products are limited in order to promote and protect Breville's brand and reputation. Selective distribution programmes have been implemented in certain of Breville's key distribution territories in order to ensure appropriate consumer support, service and experience levels. In such regions, this constrains the number of retailers for distribution of Breville's products and therefore increases sensitivity to changes with respect to any specific retailer or class of retailers.
Risks include:

- the prospect of COVID-19, including as a result of subsequent iterations of COVID-19, leading to new or sustained closures of store portfolios or part thereof of retailers that purchase from Breville, or reductions in the level of business they undertake with Breville;
- changes in the mix of products sold by retailers, such as an emphasis on paper goods and other goods deemed essential;
- customers experiencing financial difficulty or insolvency, particularly in connection with the circumstances caused by the impact of COVID-19;
- trade receivables insurance coverage in relation to relevant retailer customers being discontinued, limits being reduced or premiums being increased, as a result of current economic conditions;
- customers defaulting on payment obligations, or satisfying debts partially or outside the periods required under applicable terms of trade, or extended credit terms as a result of actual or perceived cashflow issues caused by current economic conditions; and
- changes in the purchasing behaviour or priorities of consumers.

Product development and innovation

Breville's ability to develop and deliver innovative, competitive and high-quality new products which anticipate consumer trends is critical to its competitive advantage, reputation, sales growth and ability to maintain margins.

Insufficient investment in product development and innovation may negatively impact these areas and Breville's financial performance and position. In addition, consumer sentiment is challenging to predict, and Breville's ability to identify and capitalise on changes in consumer tendencies in a timely manner may impact the levels of growth in its business.

Sustained closures of Breville's R&D facilities as a result of the impact of COVID-19, as well as disruptions in transport or access to global resources, could potentially result in a slow down of new product innovation. This could have an adverse impact on Breville's competitive advantage, reputation, sales growth and ability to maintain margins.

Key risks

Reputation and image

Breville's ongoing success depends on its ability to maintain, promote and enhance the image and reputation of its brands. Demand for Breville's products could be adversely impacted if the reputation or image of Breville or its brands are damaged, for example, as a result of negative publicity concerning matters such as product safety, product quality, ethical issues, litigation, regulatory compliance, intellectual property matters or customer service.

Margin risk

Breville primarily operates in a competitive small domestic appliance market. Increases in competition, especially with respect to Breville's flagship products, which put downward pressure on the prices of Breville's products, as well as adverse foreign currency fluctuations and increases in manufacturing costs, including commodity and raw material prices, or enhanced bargaining power of Breville's Suppliers or customers, could negatively impact Breville's margins. In the context of the ongoing impact of COVID-19, Breville's margins may be adversely impacted as a result of:

- reductions in customer or consumer demand for Breville's products, resulting in Breville reacting with lower prices;
- a reduction in Breville's volume of sale of premium higher margin products, or downtrading; or
- the necessity to shift pricing levels downwards in order to meet changes in the competitive landscape, maintain appropriate levels of inventory, or manage liquidity relative to seasonality and fixed operating costs.

Foreign exchange exposures

Breville's product purchases are primarily paid for in US dollars. This exposes Breville to fluctuations in the purchase price of products, which represents a significant component of Breville's expenses, due to exchange rate movements, including but not limited to as a result of the worldwide impact of COVID-19 and related matters. Breville's international earnings also contain a large portion denominated in US dollars and Euros, which are translated into Australian dollars for reporting purposes. These transactional and translational USD exposures are considered to result in a partial natural hedge from a Group perspective. In the absence of any currency hedging, a weak Australian dollar would have an adverse impact on ANZ segment earnings (as a result of higher landed costs prior to any in market price adjustments) but a positive impact on the translation of non-Australian dollar denominated results. Breville uses forward exchange contracts to hedge foreign exchange risk. Breville's internal policy is to hedge its position up to one year in advance, with a minimum 80% of its net foreign currency exposure hedged. All counterparties to derivatives are required to have a credit rating of AA- or higher. The current mark to market position of the foreign currency hedging as at 30 April 2020 is +A$4.5m. To the extent adverse exchange rate movements are not protected by hedging (including natural hedge), or that such hedging is unsuccessful in achieving the desired outcome, this may have a negative impact on Breville's margins, financial performance and position to the extent that this cannot be mitigated by in market price adjustments.

Key risks

Adverse global economic and geopolitical conditions

Adverse changes to the global economic and geopolitical conditions and outlook, the retail landscape and consumer sentiment in the principal markets in which Breville operates will impact its financial performance and position, as well as those of its Suppliers, retailers and consumers. Geopolitical tension such as the Sino-American tariff escalation, including the actual imposition of any additional tariffs, may specifically impact consumer demand as well as Breville's ability to supply markets at prices the market will accept or expose Breville to compressed margins. Such changes could include, amongst other things, adverse changes in economic growth rates, interest rates, commercial property rents including both office space and warehousing, employment levels, consumer demand, consumer and business sentiment, market volatility, exchange rates, inflation rates and government fiscal, monetary and regulatory policies (including the raising of tariff rates or other acts in relation to government imposed restrictions or consumer protections that limit the sale of Breville's products).

Such adverse changes, particularly as a result of the impacts of COVID-19 and potential tariff increases in the US, could lead to reduced consumer demand for Breville's products or compressed margins, which would have adverse consequences for its financial performance and position. In particular, increases in unemployment and underemployment and an increased savings rate for many consumers may result in reduced consumer demand, which may put negative pressure on Breville's sales.

Intellectual property rights

Breville's ability to protect its registered and unregistered intellectual property rights and any improvements across various jurisdictions is critical to preserving the value of its product innovation and brand development. These intellectual property rights include patents, designs, utility models, trade marks, service marks, copyright, logos and design marks, trade names, business names, brand names, know how, trade secrets and domain names, and may or may not be capable of registration or other legal protection. Such rights and associated information may be the subject of infringement or unauthorised disclosure by third parties, and asserting or defending such rights may be costly and time-consuming.

Breville's intellectual property rights are infringed by third parties from time to time and Breville cannot guarantee that this will not continue or increase in the future. Breville's intellectual property rights are not always capable of registration or other protection in relevant jurisdictions, and where such rights are capable of registration, applications are not always granted as filed, and may be opposed.

Allegations may also be made against Breville from time to time in relation to the infringement of intellectual property or similar rights of third parties, and Breville may be subject to infringement and similar claims which could be costly and time-consuming, regardless of whether or not such claims are successful.

Key relationships

Breville has important commercial relationships with strategic manufacturing partners, co-development partners, infrastructure service providers and distribution partners. A failure to maintain or renew these agreements could impact on Breville's financial performance and position.

Key risks

Competition
The market in which Breville operates is competitive and is subject to changing customer demand and preferences, with competition based on a variety of factors including innovation, price, marketing, product placement opportunities, quality, features, design, form factor, safety, reliability, reputation and the ability to meet consumer trends. Breville's financial performance or operating margins could be adversely affected if its competitors develop or extend competitive advantages over it (including in any of these areas), if new competitors enter the market or if Breville fails to successfully adapt to changes in the market. If any of Breville's competitors engage in excessive discounting or publicity or marketing campaigns this could negatively impact the margins and financial performance of Breville, and result in a reduction in Breville's market share. Market consolidation or future acquisitions by compeitiors could also result in further competition and changes to margins and market share, which could negatively impact Breville's financial performance or operating margins.

Consumer discretionary spending
As many of Breville's products are premium discretionary goods, sales levels are sensitive to customer sentiment and buying patterns. Breville's product range and its financial operation and performance may be affected by changes in consumer disposable incomes, confidence and demand, including as a result of changes to economic outlook and interest rates.

Financing risks
There are a number of factors which may impact Breville's ability to secure new, or renew its current, debt facilities, some of which are outside of the control of Breville, its directors and its employees. While Breville believes that its debt facilities will be adequate to support its current needs, changes in Breville's financial position could compromise the ability of Breville to continue to finance its capital in the future on comparable terms upon expiration of its principal credit facilities or to access non-committed funds from its primary lender.

In addition, the proposed refinancing and extension of facilities summarised on page 15 are conditional on, amongst other things, the Equity Raising occurring and new long form facility documentation being executed. If for any reason the conditions are not satisfied, for example, if the full Equity Raising does not complete, then the proposed refinancing and extension of facilities will likely not occur, which could have an adverse effect on Breville's ability to execute its growth strategy and its financial performance and position. This could occur if, for example, following the Placement, a termination event were to occur under the underwriting agreement entered into between Breville and the Underwriters (as summarised in Appendix B), and that agreement were to be terminated prior to the completion of the Share Purchase Plan.

Reliance on key personnel
Breville is reliant on attracting and retaining quality senior executives and other key technical and operational employees who provide expertise, experience and strategic direction in operating the business. Breville cannot guarantee that it will be able to continue to attract and retain high quality employees. The loss of the services of any of those key employees (for any reason whatsoever) or the inability to attract new qualified personnel, could materially adversely affect Breville's reputation and financial and operational performance.

Key risks

Product liability exposure
Breville sells a wide range of consumer products, as well as certain commercial products, all of which must be fit for purpose and compliant with the Australian Consumer Law and similar laws in relevant overseas jurisdictions. Notwithstanding the compliance protocols established by Breville, there is a risk that a product may breach relevant consumer law, the implication of which could have a material impact on Breville's business, reputation and performance. While Breville generally maintains product liability insurance to mitigate its risks, such insurance may be insufficient to address all potential costs of an adverse incident and there is no guarantee that such insurance will continue to be available at a reasonable cost in the future.

Information technology
Breville relies on various information technology systems and assets for its business operations, including inventory management software, design and development technology, ecommerce systems, engineering tools, computers, computer systems, computer hardware, and network and telecommunications equipment and systems.

Any failure to successfully maintain Breville's IT systems, or implement updates or changes across its business operations without disruption, in accordance with its requirements from time to time, may negatively impact Breville's business and performance.

Breville may be subject to various IT system failures, network disruptions, cybersecurity attacks, breaches in data security, and other non-malicious or malicious disruptions and incidents, which may materially adversely affect Breville's operations, financial condition and operating results.

Taxation
Future changes in Australian taxation law or the tax laws of any country in which Breville operates, including changes in interpretation or application of the law by the relevant courts or taxation authorities, may impact the future tax liabilities of Breville.

Litigation and regulatory matters
Breville is subject to the usual business risk that litigation or disputes may arise from time to time in the ordinary course of its business activities. These may include claims, disputes, inquiries and investigations involving competitors, customers, consumers, Suppliers, employees, governmental agencies/authorities, regulators or other third parties. Claims may be made in relation to intellectual property, product safety, product performance, unfair competition, employment, and other matters typical for Breville's industry. Amongst other things, Breville is subject to legal obligations throughout the world related to privacy, information security, and data protection, which may form the basis of claims against it. There can be no assurance that legal or regulatory claims will not be made against Breville, or that insurance will continue to be available or adequate to cover liabilities resulting from any such claims. Any successful claim against Breville may adversely impact its future financial performance or position as well as its reputation and brand.

Key risks

Insurance
Breville maintains insurance coverage in relation to various aspects of its businesses. However, there is no guarantee that such insurance will be available in the future on a commercially reasonable basis or that Breville will have adequate insurance cover against claims made from time to time. If Breville incurs uninsured losses or liabilities, or if its insurance cover does not adequately protect it against relevant claims, its assets, profits and prospects may be materially adversely affected.

Business interruption
Breville's business operations, either globally or in one or more locations or regions in which it operates, could be exposed to damage or interruption, system failures, power or telecommunication providers' failure, fire, flooding, extreme weather events, natural disasters, global geo-political events, hostilities and acts of terrorism, war, outbreaks of pandemics or diseases (such as, recently, COVID-19), travel restrictions, lockdowns or human error. Such occurrences may impact Breville's ability to operate and could result in business interruption, the loss of customers and/or revenue, brand or reputational damage and weakening of its competitive position, which could in turn adversely affect Breville's operating and financial performance.

Entry into new markets
The growth of Breville's business is impacted both by the introduction of new products as well as the expansion of markets into which Breville sells its products. The timing and feasibility of entry into new markets may be impacted by multiple factors that are outside Breville's control. In particular, each region has a unique business, commercial, tax and regulatory environment, and the entry into any new region requires careful structuring and consideration of all local attributes. The success of Breville's expansion into any new regions cannot be assured, and the timing and cost of product launch into new territories is difficult to forecast. Due to factors such as market size, likely market penetration, costs of local operation, and various other local characteristics, it may not be feasible for Breville to sell directly into certain new markets or to expand its sales within them.

Impairment of intangible assets
Under applicable accounting standards and Breville's accounting policies, certain expenditure relating to the design and development of new products (NPD) is capitalised to the balance sheet from the point that a project has a high probability of commercialisation– normally at the tooling stage of the project. The carrying value of these capitalised products, or platforms, is then evaluated annually with respect to the forecast net future benefits to be derived. In assessing the carrying values at the end of the relevant financial year, there is a risk that management's assessment of the future benefits may have changed, including as a result of changes in market conditions, or consumer or competitor behaviour, which could result in a non-cash writedown through Breville's income statement.

Key risks

KEY OFFER AND INVESTMENT RISKS

Markets and liquidity

The market price of Breville Shares will fluctuate due to various factors, many of which are non-specific to Breville, including the number of potential buyers or sellers of Breville Shares on the ASX at any given time, recommendations by brokers and analysts, Australian and international general economic conditions (including as a result of the impact of COVID-19), inflation rates, interest rates, changes in government, fiscal, monetary and regulatory policies, changes in law, including tax law, commodity and raw material prices, fire, flooding, extreme weather events, natural disasters, global geo-political events and hostilities and acts of terrorism, state of emergency declarations, outbreaks of pandemics, diseases or war, and investor perceptions. In the future, these factors may cause Breville Shares to trade at a lower price.

In recent months financial markets (and the prices of equity securities) both in Australia and overseas have experienced significant volatility, particularly as a result of the impact of COVID-19 and government, consumer, and private sector responses to it, as well as changes in global economic and geopolitical conditions and outlook, political instability and investor uncertainty. The future impact of COVID-19 on Australian and overseas economies and financial markets (and the prices of equity securities) remains uncertain. The trading price of Breville Shares may be adversely impacted by various factors, including changes to (or impositions of new) governmental measures, business closures, changes to global supply chains, lockdowns, quarantines, travel and other restrictions and resultant impacts on economies and financial markets.

In addition, Breville currently has a small number of substantial shareholders on its share register. There is a risk that these shareholders may sell their shares at a future date. This could cause the price of Breville Shares to decline.

There may be few or many potential buyers or sellers of Breville Shares on the ASX at any given time. This may affect the volatility and/or the market price of Breville's shares and/or the prevailing market price at which shareholders are able to sell their shares in Breville, which may be more or less than the share price under the Offer.

The historic share price performance of shares provides no guidance as to its future share price performance.

Dividend risk

Any decisions regarding the payment of dividends in respect of Breville's shares is determined at the discretion of Breville's board of directors, having regard to relevant factors, which include Breville's available profits, cashflow, financial condition, operating results, future capital requirements and covenants in relevant financing agreements, as well as economic conditions more broadly. There is no guarantee that any dividend will be paid by Breville and, if paid, paid at historical levels.

Appendix B

KEY TERMS OF THE UNDERWRITING AGREEMENT

Key terms of the underwriting agreement

Breville has entered into an underwriting agreement (**"Underwriting Agreement"**) with UBS AG, Australia Branch and Goldman Sachs Australia Pty Ltd (**"Underwriters"**), pursuant to which the Underwriters have agreed to be appointed as bookrunners & lead managers for the Offer and to fully underwrite the Offer on and subject to the terms and conditions of the Underwriting Agreement. The obligations of each Underwriter under the Underwriting Agreement are several and independent (rather than joint, or joint and several) and each Underwriter must underwrite 50% of the Offer.

The Underwriting Agreement is on customary terms for an underwriting agreement, including, amongst other things, each of the following (subject to the terms and conditions of the Underwriting Agreement):

The Underwriters' key obligations are conditional on a number of matters, including:

- the commitment letter and term sheet with ANZ Bank having not been withdrawn, terminated or amended (and not being subject to conditions which are impossible/unlikely to be satisfied); and
- the completion of certain due diligence exercises by 4:30pm on the date the Offer is announced.

The key obligations of the Underwriters in relation to the Placement and the Share Purchase Plan are subject to separate such conditions. As such, it is possible for conditions to be satisfied in respect of one such part of the Offer and not the other so that, for example, the underwriting arrangement could be terminated by an Underwriter for the Share Purchase Plan even where the Placement component of the Offer has already been completed.

The Underwriters are entitled to receive an underwriting fee of 2.00% of the gross proceeds of the Offer plus a management fee of 0.50% of the gross proceeds of the Offer. Breville is also required to reimburse the Underwriters for certain costs incurred in connection with the Offer and the Underwriting Agreement.

If certain events occur, the Underwriters, or either of them, may terminate its obligations under the Underwriting Agreement. These events include, at any time before 4pm on the settlement date of the Share Purchase Plan:

- a statement in the Offer documents (including this presentation) being or becoming misleading or deceptive or likely to mislead or deceive, or a matter required to be included being omitted from such a document;
- there ceasing to be reasonable grounds for a statement or estimate in the Offer documents (including this presentation) which relate to a future matter;
- the ASX/S&P 200 Index falling by 12.5% from its level at market close on Tuesday, 12 May 2020;
- the ANZ Bank commitment letter and term sheet is breached, terminated (or becomes terminable), rescinded, or amended without the prior written consent of the Underwriters, or a condition precedent to which it is subject becomes impossible or unlikely to be satisfied;
- certain breaches or defaults occurring under Breville's debt facilities;
- the agreed timetable for the Offer as set out in the Underwriting Agreement is delayed;

Key terms of the underwriting agreement

- certain ‘force majeure’ events occurring, making it, amongst other things, illegal or impossible for the Underwriters to satisfy a material obligation under the Underwriting Agreement, or to market, promote or settle the Offer; and
- certain other events which an Underwriter reasonably believes will give rise to a liability or contravention of applicable law by the Underwriter, or have certain material adverse effects in relation to the Offer, including:
  - certain disruptions in financial markets, including suspensions in trading of all securities listed on ASX, New York Stock Exchange or London Stock Exchange and other specified adverse effects on financial markets both in Australia and abroad;
  - outbreaks or major escalations of hostilities involving designated counties;
  - certain adverse changes in Breville’s assets, liabilities, financial position or performance, profits, losses or prospects; or
  - a representation, warranty, undertaking or obligation provided by the Company under the Underwriting Agreement is breached or becomes untrue.

Appendix C

FOREIGN JURISDICTIONS

Foreign jurisdictions

INTERNATIONAL OFFER RESTRICTIONS

This document does not constitute an offer of New Shares of Breville Group Limited (the **"Company"**) in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold in the Offer, in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the **"Provinces"**) and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators. No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

Foreign jurisdictions

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu’il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d’achat ou tout avis) soient rédigés en anglais seulement.

Foreign jurisdictions

European Union

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **"Prospectus Regulation"**).
In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **"SFO"**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).
No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.
The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **"FMC Act"**). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the Offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Foreign jurisdictions

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **"SFA"**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Foreign jurisdictions

United Arab Emirates

This document does not constitute a public offer of securities in the United Arab Emirates and the New Shares may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Shares have been approved by the Securities and Commodities Authority (**"SCA"**) or any other authority in the UAE.

This document may be distributed in the UAE only to "qualified investors" (as defined in the SCA Board of Directors' Chairman Decision No. 37 RM of 2019, as amended) and may not be provided to any person other than the original recipient. No marketing of the New Shares has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE.
No offer or invitation to subscribe for New Shares is valid, or permitted from any person, in the Abu Dhabi Global Market or the Dubai International Financial Centre.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**"FSMA"**)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" (within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing section 86(7) of the FSMA). This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.
Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**"FPO"**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together **"relevant persons"**). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Foreign jurisdictions

United States

This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States unless they are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction of the United States. The New Shares to be offered and sold in the SPP may not be offered or sold, directly or indirectly, in the United States or to any person that is acting for the account or benefit of a person in the United States.