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ANNUAL GENERAL MEETING 2009

MELBOURNE 19 NOVEMBER 2009

21:03 | DOCUMENTS ARRIVING AT STORAGE

21:01 | DOCUMENTS IN TRANSIT TO STORAGE

21:00 | GOODS ARRIVING AT RETAILER

21:05 | GOODS IN TRANSIT TO MANUFACTURER

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21:01 | DOCUMENTS COLLECTED AT HOSPITAL

21:02 | GOODS LEAVING WHOLESALER

Brambles



Graham Kraehe AO

Chairman

13:00 14:00 15:00 16:00 17:00 18:00 19:00 20:00 21:00 22:00 23:00 00:00 01:00 02:00 03:00 04:00 05:00 06:00 07:00 08:00 09:00 10:00 11:00 12:00 13:00 14:00 15:00 16:00 17:00 18:00 19:00 20:00 21:00 22:00 23:00 00:00

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Brambles

FY09 Review

- Revenue growth and strong cash flow in weak economic conditions
- Excluding CHEP Automotive and Recall SDS, sales revenue up 3%
- Group sales revenue up 1%
- Underlying profit down 8%, due to economic slowdown and continued investment in growth initiatives
- Strong improvement in free cash flow
- Dividend for the year 30 Australian cents

Growth % calculated on US\$ constant currency basis

Capital management

- Balance between rewarding shareholders and cash conservation
- Strong balance sheet and unutilised borrowing capacity
- No refinancing requirements until FY11
- Cash-generating performance of business allows ongoing investment
- Well placed to benefit from broader economic recovery when it occurs

Leadership succession

- Mike Ihlein – six-year contribution to Brambles
- Tom Gorman is the Board's unanimous choice
- Liz Doherty is returning to UK after two years as CFO
- New CFO Greg Hayes

Corporate Governance

- Election and re-election of Non-executive Directors
- Increase in Board meetings held during the year
 - Global Financial Crisis
 - CHEP USA review

Remuneration

- Lower executive bonuses for FY09
- No short-term bonus for CEO and CFO
- Board fees frozen

Sustainability

- Increasingly important area of our business
- Sustainability Report published online

Safety

- Deeply saddened by the two fatalities in FY09
- Zero Harm the only acceptable goal

UK delisting

- Cancellation of secondary listing on the LSE
- CDIs <2% of issued share capital
 - Very limited trading over the past two years
- No longer in the interests of shareholders

Trading update for the first four months of FY10

- Challenging comparison to prior corresponding period
- Business conditions stabilised – similar to second half of FY09
 - Considerable leverage to broad-based economic growth
- Group sales revenue down 3%
- CHEP USA – idle pallets incurring storage and handling costs
- Better Everyday program

Growth % calculated on US\$ constant currency basis

Conclusion

- Strong businesses with outstanding market positions, operating models and people
- Strong balance sheet, high degree of financial flexibility
- Significant cash flow
- Sustainable, long-term growth opportunities



Tom Gorman

Chief Executive Officer



Five priorities

1. Quality and customer satisfaction
2. Profitable growth
3. Cost competitiveness
4. People
5. Corporate citizenship

Strong underlying business

- Strong operating models and market positions
- Superb customers
- Financial strength and flexibility
- Substantial growth opportunities
- Great business, great prospects



Near-term tasks

- Focus on getting to know customers, shareholders and employees
- Leadership summit of Brambles' top 60 executives
- Visit China in January
- CHEP USA Better Everyday program



CHEP USA Better EveryDay program

- Three main planks:
 - Improvement in pallet quality
 - Making it easier for customers to do business with us
 - Increase and reorganise our sales force
- Customer feedback has been excellent
- Fast-track expenditure program FY10–FY12
- Constructive feedback from institutional shareholders
- Wood is the most economically and environmentally sustainable material for pallet pooling



Quality and customer satisfaction

- Deliver ever-improving levels of customer satisfaction
- Competitive advantage stems from quality products, services and relationships
- Better EveryDay reflects this ethos

Profitable growth

- Enormous growth potential within CHEP and Recall
- Expansion opportunities – new segments, new products and services
- Established markets with high penetration can continue to grow
- Newer regions will also play their part
- Opportunity to expand CHEP’s asset management service



Cost competitiveness

- Driving efficiencies in operations and overheads
- Critical as we continue to invest in quality, innovation and growth



People

- Ensure our people are safe, engaged, motivated and performing to the best of their ability
- Commitment to Zero Harm and continuous safety improvement
- Roll-out of the Safety Management Information System underway

Good corporate citizenship

- Taking responsibility for the impact of our actions on the communities in which we operate
- Opportunity to build on the inherent environmental benefits of CHEP and Recall's business models
- Customers are looking to do business with responsible partners with sustainable business models



Brambles...

- ...has outstanding market positions
- ...has financial strength and growth potential
- ...is well placed to benefit from global economic recovery when it occurs

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Brambles



Remuneration

Executive Remuneration Policy

- Current scheme approved at 2008 AGM
- No significant changes proposed

Remuneration Policy

Objective

- Drive business strategy
- Attract and retain high calibre executives
- Motivate executives to achieve challenging performance levels
- Align executive rewards with creation of shareholder value

Remuneration Structure

- Fixed
- At risk



Executive Director remuneration structure

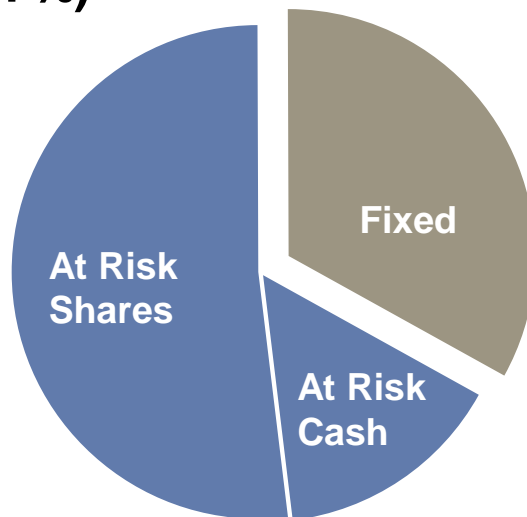
At Risk Remuneration (67%)

At Risk Shares (52%)

Vesting over three years;
performance hurdles
for shares related to TSR
and Sales Revenue/BVA

At Risk Cash (15%)

Annual cash bonus,
based on achieving BVA,
NPAT, cash flow and personal
objectives



Fixed Remuneration (33%)

Salary
Superannuation, car,
healthcare, etc



Remuneration outcomes and decisions

- CEO and ELT salaries frozen for 2010
- Executive Directors did not receive any bonus payments for 2009
- Short-term bonuses have been significantly lower than in previous years
- No increases in Chairman and Directors' fees
- Executive appointments and departures have followed approved Plan Rules, existing contracts and accepted market practice

MyShare – good progress

- MyShare was offered to 11,000 employees in 24 countries last year
- Approximately 20% of employees elected to participate
- MyShare will again be offered in 2010

Summary

- Board and Remuneration Committee recognise 2009 has been a tough year for Brambles and our shareholders
- Remuneration decisions and outcomes reflect this
- Remuneration Policy and associated Plan Rules have been followed
- Continued progress on wider employee shareholding

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Brambles

How to ask a question

- Go to a designated microphone
- Show your blue voting card or pink non-voting card
- Give the attendant your name
- Wait until you have been introduced to the meeting

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Brambles

Voting procedure

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
Resolution 2 To adopt the Remuneration Report for Brambles for the year ended 30 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To elect Mr John Patrick Mullen to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To elect Mr Brian Martin Schwartz AM to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 To re-elect Mr Graham John Kraehe AO to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 To re-elect Mr Stephen Paul Johns to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendments to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Item 1

Financial Statements

To consider and receive the Financial Report, Directors' Report and Auditors' Report for Brambles and the Group for the year ended 30 June 2009.

Item 2

As an ordinary resolution

“To adopt the Remuneration Report for Brambles and the Group for the year ended 30 June 2009.”

Proxies and direct votes received

Resolution 2

To adopt the Remuneration Report

	For	Discretionary	Against	Abstain
Proxy votes	896,512,268	8,818,815*	5,102,626	5,751,026
Direct votes	5,723,041	N/A	2,773,964	423,420
TOTAL	902,235,309	8,818,815*	7,876,590	6,174,446

***Includes 5,891,377 votes directed to the Chairman of the Meeting**

Mark your voting card

2. To adopt the Remuneration Report

For **Against** **Abstain**

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
Resolution 2 To adopt the Remuneration Report for Brambles for the year ended 30 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To elect Mr John Patrick Mullen to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 5 To re-elect Mr Graham John Kraehe AO to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 To re-elect Mr Stephen Paul Johns to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendments to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Items 3 – 7

Election and Re-election of Directors

As ordinary resolutions

Item 3

Election of Mr John Patrick Mullen



Proxies and direct votes received

Resolution 3

To elect Mr John Patrick Mullen to the Board of Brambles

	For	Discretionary	Against	Abstain
Proxy votes	901,830,624	8,987,773*	1,514,833	3,858,205
Direct votes	8,244,411	N/A	396,131	279,883
TOTAL	910,075,035	8,987,773*	1,910,964	4,138,088

***Includes 6,025,176 votes directed to the Chairman of the Meeting**

Mark your voting card

3. To elect Mr John Patrick Mullen to the Board of Brambles

For **Against** **Abstain**

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
Resolution 2 To adopt the Remuneration Report for Brambles for the year ended 30 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To elect Mr John Patrick Mullen to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To elect Mr Brian Martin Schwartz AM to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 To re-elect Mr Graham John Kraehe AO to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 To re-elect Mr Stephen Paul Johns to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendments to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Item 4

Election of Mr Brian Martin Schwartz AM



Proxies and direct votes received

Resolution 4

To elect Mr Brian Martin Schwartz AM to the Board of Brambles

	For	Discretionary	Against	Abstain
Proxy votes	891,692,150	8,994,709*	11,704,358	3,797,218
Direct votes	8,246,588	N/A	413,872	259,965
TOTAL	899,938,738	8,994,709*	12,118,230	4,057,183

*Includes 6,032,112 votes directed to the Chairman of the Meeting

Mark your voting card

4. To elect Mr Brian Martin Schwartz AM to the Board of Brambles

For **Against** **Abstain**

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
Resolution 2 To adopt the Remuneration Report for Brambles for the year ended 30 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 7 To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendments to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 5

Re-election of
Mr Graham John
Kraehe AO



Proxies and direct votes received

Resolution 5

To re-elect Mr Graham John Kraehe AO to the Board of Brambles

	For	Discretionary	Against	Abstain
Proxy votes	873,835,679	8,960,114*	29,607,684	3,787,958
Direct votes	7,767,497	N/A	985,905	167,023
TOTAL	881,603,176	8,960,114*	30,593,589	3,954,981

***Includes 6,040,177 votes directed to the Chairman of the Meeting**

Mark your voting card

5. To re-elect Mr Graham John Kraehe AO to the Board of Brambles

For **Against** **Abstain**

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
Resolution 2 To adopt the Remuneration Report for Brambles for the year ended 30 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 6 To re-elect Mr Stephen Paul Johns to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendments to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Item 6

Re-election of Mr Stephen Paul Johns



Proxies and direct votes received

Resolution 6

To re-elect Mr Stephen Paul Johns to the Board of Brambles

	For	Discretionary	Against	Abstain
Proxy votes	890,303,641	9,037,590*	13,075,641	3,765,225
Direct votes	8,134,743	N/A	567,878	217,804
TOTAL	898,438,384	9,037,590*	13,643,519	3,983,029

***Includes 6,100,741 votes directed to the Chairman of the Meeting**

Mark your voting card

6. To re-elect Mr Stephen Paul Johns to the Board of Brambles

For **Against** **Abstain**

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
Resolution 2 To adopt the Remuneration Report for Brambles for the year ended 30 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 6 To re-elect Mr Stephen Paul Johns to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendments to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 7

Re-election of Ms Sarah Carolyn Hailes Kay



Proxies and direct votes received

Resolution 7

To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles

	For	Discretionary	Against	Abstain
Proxy votes	900,341,944	9,085,426*	2,944,766	3,811,899
Direct votes	8,287,458	N/A	426,143	206,824
TOTAL	908,629,402	9,085,426*	3,370,909	4,018,723

***Includes 6,142,480 votes directed to the Chairman of the Meeting**

Mark your voting card

7. To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles

For **Against** **Abstain**

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

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Resolution 7 To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendments to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Item 8

As a special resolution

“That the Brambles constitution be amended as outlined in the Explanatory Notes accompanying this Notice.”

Proxies and direct votes received

Resolution 8

Amendments to constitution

	For	Discretionary	Against	Abstain
Proxy votes	659,965,253	9,240,869*	7,448,388	4,178,466
Direct votes	7,635,254	N/A	850,798	432,963
TOTAL	667,600,507	9,240,869*	8,299,186	4,611,429

***Includes 6,293,124 votes directed to the Chairman of the Meeting**

Mark your voting card

8. Amendments to constitution

For **Against** **Abstain**

TO CAST YOUR VOTE

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Brambles