

25 November 2008

The Manager-Listings  
Australian Securities Exchange Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

*Via electronic lodgement*

Dear Sir

**Brambles Limited 2008 AGM – Chairman's and CEO's Addresses**

In accordance with Listing Rule 3.13.3, we attach the addresses to be delivered by Mr Graham Kraehe, Chairman and Mr Michael Ihlein, Chief Executive Officer, at the Brambles Limited Annual General Meeting, to be held at Level 3, Overseas Passenger Terminal, Circular Quay West Street, The Rocks, Sydney, commencing at 10.00 am this morning.

Also attached are copies of the slides to be used during the presentations at the meeting.

Yours faithfully

**BRAMBLES LIMITED**

**Robert Gerrard**  
Company Secretary

## **Brambles Limited 2008 Annual General Meeting**

**Addresses delivered by  
Mr Graham Kraehe AO and Mr Michael Ihlein, Chief Executive Officer**

**25 November 2008**

[Graham Kraehe AO]

Ladies and gentlemen, Brambles delivered solid results in the 2008 financial year despite the economic environment deteriorating in many markets in the second half.

I remind you that, unless otherwise noted, all references to dollars means US dollars, because that is the currency in which we report.

Some of the highlights of our 2008 performance (on a constant currency basis) were:

- sales revenue increased by 6% to 4.4 billion dollars;
- volume grew across all regions of both CHEP and Recall;
- comparable operating profit exceeded 1 billion dollars for the first time when it increased by 6% to almost 1.1 billion dollars;
- profit after tax was 626.5 million dollars and our US dollar earnings per share was up 18% at actual exchange rates; and
- total annual dividends increased 13% to 34.5 Australian cents.

Cash flow from operations remained strong at 810 million dollars, reflecting higher profits offset by increased capital expenditure to support growth.

CHEP Americas' performance was pleasing given that it was achieved in increasingly difficult economic conditions.

CHEP Europe, Middle East and Africa increased volumes and strengthened its sales pipeline. This is encouraging since CHEP Europe was experiencing flat volume a few years ago.

CHEP Asia-Pacific increased sales revenue and continued to win customers in China and commenced operations in the rapidly growing Indian market in the latter part of the year.

Recall achieved good sales revenue growth in all regions.

In these difficult times, it is important to note that Brambles has strong cash flow, with significant unutilised credit facilities and no major debt refinancing due before November 2010.

Under the on-market share buy-back program approved by shareholders at last year's Annual General Meeting, Brambles has bought back 42 million shares at a total cost of 392 million dollars.

In August, the Company announced the suspension of its buy-back program to allow for investment in growth opportunities in the business and to maintain a prudent capital position in turbulent market conditions. Later at this meeting we will be seeking your approval to refresh our on-market share buy-back authorisation.

This will provide Brambles with maximum flexibility to assess capital management initiatives in the future. There is however currently no intention to reinstate the buy-back.

We have said several times in recent years that we would consider implementing a dividend reinvestment plan or "DRP" if it were in the best interests of all shareholders. I am pleased to inform you today that the Board's intention is to re-introduce a DRP to coincide with the payment of the 2009 interim dividend.

The Board declared a final dividend for the 2008 financial year of 17.5 Australian cents. Together with the interim dividend of 17 cents, the total dividend for the year was 34.5 Australian cents – an increase of 13% over the prior year.

I have already mentioned the retirement of Don Argus. David Turner and Hans-Olaf Henkel retired at the conclusion of last year's Annual General Meeting and Jac Nasser also resigned in January this year to avoid any potential conflict of interest. Dave Mezzanotte retired as an Executive Director in April 2008 when he left Brambles.

Liz Doherty joined the Board in December 2007 following her appointment as Chief Financial Officer, and she will stand for election later at this meeting.

We are currently seeking an additional US based non-Executive Director to join the Brambles Board.

The Board meets outside Australia around three times a year and benefits from meeting major customers and visiting CHEP and Recall operations in various countries. Over the past year, the Board met in the US, Mexico, France and the UK.

Brambles is committed to working safely and achieving its aim of Zero Harm.

We are therefore extremely saddened to report that during the year we had a fatality in our CHEP business, and since the end of the financial year, two fatalities in Recall.

Mr Icaro de Barros, an employee of CHEP in Brazil, was killed in a road traffic accident in January.

In October, a Recall vehicle in Canada struck and killed Ms Debbie Devins, a pedestrian.

In November, Mr Suresh Kumar, an employee of Recall India, was fatally injured from a collapse of low height file shelving.

These tragic events are totally unacceptable. We are continually reinforcing our Zero Harm safety culture throughout all our workplaces.

On behalf of everyone at Brambles, I extend my sincere condolences to the families, friends and colleagues affected by these tragedies.

Brambles has a relatively light environmental footprint, nevertheless we remain committed to minimising our impact on the environment.

All Brambles businesses are implementing initiatives to reduce fuel use by optimising transport networks.

During the year Brambles acquired LeanLogistics – a leading provider of technology based transport and supply chain solutions in the USA. The acquisition of LeanLogistics will enable CHEP to provide enhanced transportation management services, delivering benefits to both CHEP and its customers through the elimination of empty miles travelled by vehicles.

We believe that our two businesses, CHEP and Recall, make a positive contribution to sustainable business practices. CHEP's pallet pooling model, for example, reduces the amount of lumber used to build pallets and the amount of lumber that goes to landfill.

This is because:

- the lumber used by CHEP is harvested from sustainable sources;
- CHEP pallets are higher in quality and have a longer useful life than the white wood alternative;
- CHEP pallets are continuously inspected, repaired and reused; and
- the central ownership and controlled management of our pallets maximises recycling and therefore reduces waste sent to landfills.

Recall's sustainable business practices are highlighted by the fact that it collects, shreds and sends for recycling about 225,000 tonnes of paper each year – the equivalent of approximately 3 million trees.

Both CHEP and Recall highlight the environmental benefits of their business to existing and potential customers - and there is an increasing appetite for such information.

For example, an environmental calculator used by CHEP USA allows customers to calculate how much they can reduce solid waste, greenhouse gas emissions and energy consumption by using CHEP instead of white wood pallets.

Brambles has a very good record and we are committed to further improving our environmental performance.

We now turn to the trading update for the four months to the end of October 2008 as well as the outlook for Brambles for the 2009 financial year.

Here, references to sales growth and profit performance are on a constant currency basis to provide the best indication of our real performance.

As you would all be aware, the world's leading economies have deteriorated rapidly over recent months as credit conditions continue to be difficult. Moreover, what started as a crisis in the financial sector has now moved to the real economy. The operating environment for our business has therefore been challenging and may remain so through 2009 and possibly beyond, particularly in the USA and Europe. For example, the US market is substantially weaker than we envisaged even just three months ago when we reported our full year 2008 results.

Nevertheless, one of the great strengths of Brambles is its outstanding CHEP and Recall business franchises. We are confident that Brambles is well-placed to deliver good overall performance during these challenging times due to:

- our geographic diversity, with operations in 46 countries;
- our substantial customer base in the fast moving consumer goods industry which, while not immune from downturn, is generally more resilient in these conditions; and
- our ability to generate growth through winning new business, particularly in an environment of elevated cost-sensitivity for our customers.

Against this backdrop, Brambles has achieved good sales revenue during the first four months of the financial year with 4% growth for the Group on a like-for-like basis. CHEP Americas was up 4%, CHEP Europe, Middle East and Africa up 4%, CHEP Asia-Pacific up 3% and Recall up 6%. This reflects a combination of modest volume growth, enhanced by favourable mix and some price.

Both CHEP and Recall are winning new business in all markets at a rate that has more than offset any declines in organic volume. We recognise however that our customers may continue to be affected if the consumer environment remains difficult and that this has the potential to further dampen organic growth.

For the 2009 financial year we anticipate growth in sales revenue in all regions of CHEP and Recall and hence Brambles overall in constant currency terms. Comparable operating profit for the Brambles Group is expected to be broadly in line with last year. This assumes no further deterioration in market conditions.

While the European economies are slowing, CHEP EMEA is expected to deliver good operating profit growth.

However, operating profit for CHEP Americas for 2009 is now expected to be around 10% below last year. This is due to the combined impact of the slowdown in the USA and the previously announced investment in quality and Walmart transition costs. Mike Ihlein will expand on these in his address.

CHEP Asia-Pacific is expected to deliver in line with our outlook statement in August where we noted that profit will be subdued in the near term as we continue the strategic investments in the emerging markets of China and India.

Recall's full year outlook is encouraging, with the business expected to deliver improved profit growth in 2009. Recall Americas is also making good progress on addressing past cost issues.

In summary, the lower profit outlook for CHEP Americas is expected to be offset in constant currency terms by the performance in the rest of our business in the 2009 financial year.

Group cash flow from operations is expected to remain strong, and it is worth emphasising here that we continue to maintain a healthy balance sheet.

It should be noted that the weaker Australian dollar, which has depreciated by approximately 30% against the US dollar, will significantly benefit our Australian dollar earnings per share should the exchange rate continue at current levels.

I can assure our shareholders that we continue to see opportunities emerging from the challenging economic circumstances in many markets. We remain focused on positioning the business to exploit profitable growth opportunities, while maintaining a prudent financial position in times of very tough credit market conditions.

I will now ask our Chief Executive Officer, Mike Ihlein, to discuss some important features of our performance in more detail.

[Mike Ihlein]

Thank you, Graham, and good morning ladies and gentlemen.

I also remind you that, unless otherwise noted, all references to dollars means US dollars, because that is the currency in which we report.

When I became Chief Executive Officer in July last year, I stressed that Brambles has very strong foundations on which to build its future – highly valuable service offerings, a substantial and expanding customer base in existing and new markets, and excellent people with proven expertise.

These foundations have enabled us to deliver a solid performance in the 2008 financial year. As you know, 2008 was the start of an extraordinary period for the global economy so I would like to update you on a number of aspects of our business that give me further confidence in the future.

However, I would firstly like to pay tribute to the 12,000 employees we have across 46 countries whose hard work and commitment has been the key to winning new business.

So why do I have confidence in the future?

We have seen:

- good progress on our growth initiatives across many markets;
- positive customer reaction to our CHEP USA quality investment;
- agreement on a solution to meet Walmart's needs in the USA; and
- encouraging performance in many parts of our business.

Let me first talk about our growth initiatives in CHEP.

In the USA, we have recently expanded our presence in a number of sectors:

- we have won significant new business in the non-alcoholic beverages sector;
- Tyson Foods, the leading meat and chicken processor in the USA, is now one of our largest customers;
- SYSCO, the USA's largest food service company, has extended its advocacy of CHEP pallets with their suppliers; and
- Dreyer's Ice Cream, a division of Nestlé, is now a CHEP customer.

Our investment in quality and innovation in CHEP USA was 25 million dollars in 2008 and we were very encouraged by the positive feedback from customers. We are continuing this investment program in 2009 at a somewhat higher level than originally planned for the year.

We are seeing success across CHEP Europe, including Germany and Poland following an increase in resources in those key markets. Significant new customers include:

- Haribo, based in Germany and one of Europe's largest confectionery manufacturers;
- Tarmac, one of the UK's leading "do-it-yourself" suppliers – a sector in which we have had low penetration; and
- Inergy Automotive Systems, the leading tier-one supplier of plastic fuel systems and servicing 187 suppliers across 12 countries in Europe. This is our largest win in this sector in recent times.

In Poland we have won many new customers and are seeing strong double digit growth in this key emerging market for CHEP.

In CHEP Asia-Pacific:

- China now has 160 customers – up substantially from only 12 months ago – with good progress in both the fast moving consumer goods and automotive sectors; and

- we have commenced business with Hindustan Unilever, India's largest consumer goods company.

In Recall:

- we have been successful in the legal, government, insurance and financial services sectors, providing more secure and efficient document management during these economic times;
- Recall is using innovative RFID technology to tag and identify cartons for our largest customer – Bank of America. Their carton intake is progressing very well and we are working on ways to further expand our business with them; and
- we have signed a contract with a global engineering firm to help digitise and manage their accounts payable process – an important development in a new Recall service offering.

Walmart's decision to change the way it manages pallet flows in its facilities in the USA attracted a great deal of public attention.

I am very pleased that we have been able to develop a supply chain solution that maintains the benefits of Total Pallet Management and meets the needs of Walmart.

The transition to the new arrangements is on track and, as previously announced, we will incur total costs of approximately 30 million dollars before tax in the 2009 financial year.

There is limited ongoing incremental cost for the business and there is no impact on CHEP USA's sales revenue or issue volumes.

I would like to turn now to the economic uncertainty in many markets and the effect this is having on consumers and our customers.

Few companies are immune from the rapid deterioration in the global economy. Many of our consumer goods customers are experiencing the effects of the slowdown, most notably in the USA where consumers are changing their behaviour and cutting back on discretionary spend.

We are reviewing consumer trends closely to identify new opportunities and to ensure we are best placed to service our customers' requirements along with their retailer partners.

CHEP Americas is expected to have another year of sales revenue growth in 2009. As I have outlined, we have continued winning new business in the USA at a rate that more than offsets the lower organic volume.

Encouragingly, we still expect volume growth in CHEP USA this year. However, the rapid economic slowdown is resulting in lower growth than previously anticipated. This has also led to higher costs, particularly storage, because larger numbers of pallets are coming back into the CHEP service centre network.

As the Chairman has indicated, operating profit in CHEP Americas in 2009 is now expected to be lower than last year. This is due to the combined impact of the slowdown and the previously announced investment in quality and Walmart transition costs.

In response to this, we are actively pursuing a range of initiatives including a focus on accelerating new business opportunities and operational improvements.

Profitability in CHEP Americas will benefit as the USA economy recovers, customer demand for pallets increases and pallet issue volumes improve.

Let me turn now to the rest of our business.

It is very encouraging to see sales revenue growth in each of CHEP EMEA, CHEP Asia-Pacific and Recall. As in CHEP Americas, new business has been a key aspect of delivering this growth.

In CHEP EMEA, new business wins across many countries and sectors have exceeded the lower organic volume and this is further strengthening our business. There is a strong focus on costs and capital expenditure in Europe and this is expected to result in improved profit and cash flow. The sales pipeline in Europe remains healthy.

South Africa is delivering good growth in both sales and profit.

In CHEP Asia-Pacific, Australia has significant new business opportunities under negotiation or discussion with key customers in both our pallet and container businesses.

Progress in Recall has been encouraging with sales revenue growth in all regions as well as success in addressing past cost issues in the Americas. Europe and Asia are doing particularly well. Recall also continues to win new business in all regions.

Overall, we expect that for the full year 2009 the combined profit performance in constant currency terms for the rest of our business to offset the lower profit in CHEP Americas. This would be a good outcome in the current environment.

Before I close, I would like to comment on safety and Zero Harm.

The Chairman spoke about our focus on Zero Harm and the tragic fatalities this year. I take the safety of our employees and members of the public extremely seriously and these unacceptable events really do bring home to me the necessity to do more in this area. We are implementing new systems to identify near misses and causes of accidents. We are undertaking additional training in key risk areas and publicly recognising those parts of our business that have excellent safety records as examples to the rest of Brambles.

I am personally committed to ensure we do have Zero Harm in our businesses.

The Company was also saddened recently at the tragic loss of one of our senior staff in CHEP USA, Robert Scott in an after-hours traffic accident. I extend the Company's condolences to Robert's family, friends and colleagues.

Brambles continues to implement a number of efficiency and business improvement programs. We are reducing our discretionary expenditure and actively managing both capital expenditure and operating cash flow whilst maintaining a strong focus on investing appropriately in new growth opportunities.

We are ensuring our remuneration strategy supports profitable growth. Our emphasis on organic growth, geographic expansion and the search for new business opportunities will continue with great energy. My confidence in Brambles' ability to deliver higher rates of growth over the medium to long term is undiminished.

This will be achieved by being totally committed to our customers, our markets and our people and maintaining our culture of continuous improvement.

Thank you very much Ladies and Gentlemen.

For further information please contact:

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**Brambles is globally headquartered in Australia**

**Brambles**

**2008  
Annual  
General  
Meeting**

**Sydney, 25 November**



2008 Annual General Meeting

**Graham Kraeche AO**  
Chairman

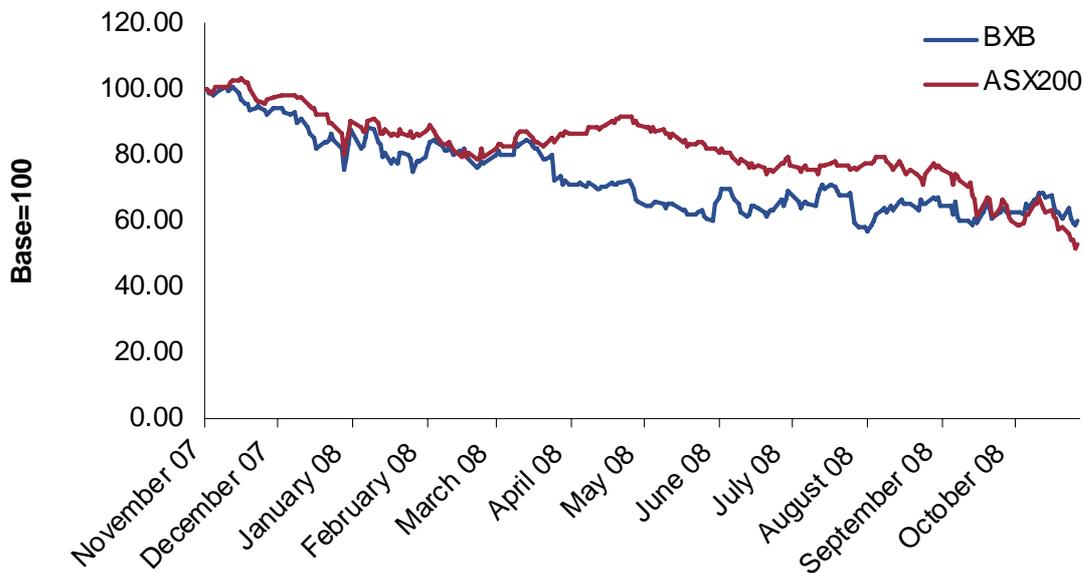
# Brambles

## 2008 Annual General Meeting

Sydney, 25 November



### Brambles (BXB) vs ASX200 – 26 Nov 07 to 21 Nov 08



Source: Bloomberg

## Solid 2008 results in a more challenging environment

- Sales revenue up 6% to US\$4.4 billion
- Volume growth in all CHEP and Recall regions
- Comparable operating profit up 6% to almost US\$1.1 billion
- Profit after tax US\$626.5 million
- US\$ earnings per share up 18% at actual exchange rates
- Total annual dividend of 34.5 Australian cents, an increase of 13%
- Strong cash flow of US\$810 million

Growth % calculated on US\$ constant currency basis

## Capital management

- Strong cash flow
- Significant unutilised credit facilities
- No major debt refinancing due before November 2010
- In the financial year, 42 million shares bought back for US\$392 million
- Dividend Reinvestment Plan (DRP) to be re-introduced

## Corporate governance

- Retirements
  - Non-Executive Directors – Don Argus, David Turner, Hans-Olaf Henkel and Jac Nasser
  - Executive Director – Dave Mezzanotte
- Liz Doherty joined in December 2007
- US-based Non-executive Director being sought for the Board

## Zero Harm

- Brambles committed to working safely and achieving Zero Harm
- Extremely saddened to report three fatalities since January – in Brazil, India and Canada
- Reinforcing Brambles safety culture

## Sustainability

- Brambles has a relatively light environmental footprint
- Implementing initiatives to reduce fuel use by optimising transport networks
  - LeanLogistics provides enhanced transport management services to customers – eliminates 'empty miles'
- CHEP and Recall make a positive contribution to sustainable business practices
- Good record, but committed to continuous improvement

## Trading update – four months to end of October 2008

- Well placed to deliver good overall performance in these challenging times
- Group sales revenue grew 4% on a like-for-like basis
  - CHEP Americas up 4%
  - CHEP EMEA up 4%
  - CHEP Asia-Pacific up 3%
  - Recall up 6%
  - Combination of modest volume growth, favourable mix and some price
- New business wins more than offsetting organic volume declines

## Trading update – FY09 Outlook

- Sales revenue growth in all CHEP and Recall regions
- Comparable operating profit broadly in line with previous year
- CHEP EMEA to deliver good operating profit growth
- CHEP Americas operating profit around 10% below last year
- CHEP Asia-Pacific in line with previous outlook
- Recall to deliver improved profit growth
- Group cash flow from operations expected to remain strong
- Weaker A\$ vs \$US will significantly benefit A\$ EPS

Growth % calculated on US\$ constant currency basis

2008 Annual General Meeting

**Mike Ihlein**  
Chief Executive Officer

## Good progress on growth and investment in quality

### ▪ CHEP USA

- Significant new business in the non-alcoholic beverages sector
- New customer wins – Tyson Foods and Dreyer's Ice Cream
- SYSCO extending CHEP pallet advocacy with suppliers
- Positive customer feedback to investment in quality
  - US\$25 million invested in 2008
  - Investment continues in 2009 at a somewhat higher level than originally planned

## Good progress on growth and investment in quality (contd.)

### ▪ CHEP Europe

- Customer successes, including Germany and Poland following an increase of resources
- New customer wins – Haribo (Germany) and Tarmac (UK)
- Inergy Automotive Systems largest sector win in recent times

### ▪ CHEP Asia-Pacific

- China – substantial increase in customers over past 12 months
- Commenced business with Hindustan Unilever, India's largest consumer goods company

## Good progress on growth and investment in quality (contd.)

- Recall
  - Success in the legal, government, insurance and financial services sectors
  - RFID tagging of Bank of America's cartons progressing very well
  - Contract with global engineering firm to digitise and manage their accounts payable process
    - Important development in this new service offering

## Walmart USA supply chain solution

- Supply chain solution that maintains benefits of Total Pallet Management and meets Walmart's needs
- Transition to new arrangements on track
- CHEP USA will incur total costs in FY09 of approximately US\$30 million before tax
- Limited ongoing incremental cost for the business
- No impact on CHEP USA's sales revenue or issue volumes

## Economic uncertainty and changes in consumer behaviour

- Many consumer goods customers experiencing slowdown effects and consumers are changing their behaviour, most notably in the USA
- Consumers are cutting back discretionary spending
- CHEP monitoring trends closely to:
  - identify new opportunities; and
  - ensure it is best placed to serve customers' requirements and their retailer partners

## CHEP Americas

- CHEP Americas expected to have another year of volume and sales revenue growth
  - Success in winning new business in USA more than offsets lower organic volume
- Volume growth lower than previously anticipated due to rapid economic slowdown
  - Higher costs, particularly storage
- CHEP Americas operating profit in 2009 expected to be lower than 2008
  - Combined impact of the slowdown, investment in quality and Walmart transition costs
- Pursuing a range of initiatives in response
- Profitability will benefit as USA economy recovers

## Other CHEP regions and Recall performing well

- CHEP EMEA
  - New business wins across many countries and sectors exceeds lower organic volume
  - Strong focus on costs and capex in Europe expected to result in improved profit and cash flow
  - South Africa continues to deliver good growth in both sales and profit
- CHEP Asia-Pacific
  - Significant new business opportunities in pallet and container businesses
- Recall
  - Sales revenue growth across all regions
  - Success in addressing past cost issues in the Americas
  - Winning new business in all regions

Brambles

2008  
Annual  
General  
Meeting

Sydney, 25 November



2008 Annual General Meeting

# Luke Mayhew

Chairman of the Remuneration Committee

Brambles

## Four remuneration issues

- How we determine executive remuneration
- How much of it depends on performance
- The changes we are proposing and why
- Encouraging wider shareholding among employees

## Remuneration Policy

### Objective

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

### Benchmarked independently

### Structure

- Fixed
- At Risk

## Executive Director remuneration structure FY08

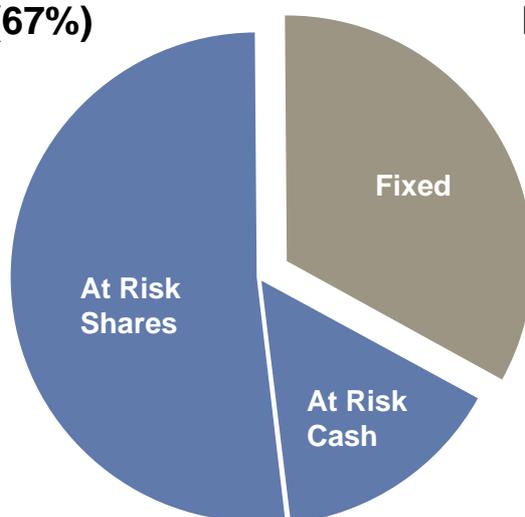
### At Risk Remuneration (67%)

#### At Risk Shares (52%)

Vesting over three years with performance hurdles for most shares related to TSR. **(STI and LTI)**

#### At Risk Cash (15%)

Annual cash bonus, based on achieving BVA, NPAT, cash flow and personal objectives. **(STI)**



### Fixed Remuneration (33%)

Salary – Superannuation, car, healthcare, etc

## At Risk Remuneration

- Short Term Incentive (STI): Annual performance
- Long Term Incentive (LTI): Performance over three years

## Proposals for executive remuneration

- Current scheme approved in 2006
- Changes to reflect different business and Accelerated Growth Strategy
- Minor changes to the annual bonus scheme (STI)
- Evolution of the long term incentive plans (LTI)

## Changes to Performance Share Plan

### Simplification

- Consolidate “Enhanced Short Term Incentive” component into LTI

### Strategic Performance Conditions

- LTI awards split between two performance conditions:
  - Share price and dividend; modified Total Shareholder Return
  - Profitable growth, sales revenue growth and Brambles Value Added targets

## Encouraging employee shareholding

- MyShare Plan aligns more employees with shareholders
- Employees invest up to A\$5,000 per annum to buy shares on-market
- After two year holding period, employee shareholdings are matched one-for-one, subject to continued employment
- Offered in 24 countries initially, covering 98% of Brambles' workforce

# Brambles

## 2008 Annual General Meeting

Sydney, 25 November



### How to ask a question

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

# Brambles

## 2008 Annual General Meeting

Sydney, 25 November



# Voting procedure

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 25 NOVEMBER 2008

### 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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Ms M E Doherty to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr A G Froggatt to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr D P Gosnell to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr M F Ihlein to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of Mr M F Ihlein in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of Ms M E Doherty in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of Mr M F Ihlein in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of Ms M E Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of on-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Item 1

### As an ordinary resolution

*To consider and receive the Financial Report, Directors' Report and Auditors' Report for Brambles for the year ended 30 June 2008.*

## Proxies received

### Resolution 1

To receive the Financial Report, Directors' Report and Auditors' Report

For	Discretionary	Against	Abstain
<b>550,003,815</b>	<b>15,795,214*</b>	<b>421,132</b>	<b>55,244,347</b>

**\*Includes 12,461,838 votes directed to the Chairman**

## Mark your poll card

1. To receive the Financial Report, Directors' Report and Auditors' Report

For    Against    Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2008

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the M.E. Company to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect A.G. Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect M.D.P. Gower to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect M.P. Dean to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of M.P. Dean in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of M.E. Company in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of M.P. Dean in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of M.E. Company in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Item 2

### As an ordinary resolution

*“To adopt the Remuneration Report for Brambles for the year ended 30 June 2008.”*

# Proxies received

## Resolution 2

To adopt the Remuneration Report

For	Discretionary	Against	Abstain
584,158,134	16,003,665*	19,692,983	1,565,019

\*Includes 12,692,380 votes directed to the Chairman

# Mark your poll card

2. To adopt the Remuneration Report

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the M & E Director to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect A.G. Foggart to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect S.D.P. Geaney to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect M.P. Dean to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of M.P. Dean in the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of M & E Director in the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of M.P. Dean in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of M & E Director in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2008 Annual General Meeting

# Items 3 - 6

Election and Re-election of Directors

Brambles

## Item 3

Election of  
Ms M E Doherty



Brambles

# Proxies received

## Resolution 3

To elect Ms M E Doherty to the Board of Brambles

For	Discretionary	Against	Abstain
601,780,170	16,046,849*	2,224,688	1,398,745

\*Includes 12,711,378 votes directed to the Chairman

# Mark your poll card

3. To elect Ms M E Doherty to the Board of Brambles

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Ms M E Doherty to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr A G Fitzgerald to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr D P Geaney to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr M P Shan to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of Mr M P Shan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of Ms M E Doherty in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of Mr M P Shan in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of Ms M E Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of on-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

# Item 4

## Re-election of Mr A G Froggatt



Brambles

## Proxies received

### Resolution 4

To re-elect Mr A G Froggatt to the Board of Brambles

For	Discretionary	Against	Abstain
601,810,592	16,005,126*	2,227,387	1,407,840

\*Includes 12,671,155 votes directed to the Chairman

## Mark your poll card

4. To re-elect Mr A G Froggatt to the Board of Brambles

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the M.E. Company to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr A G Froggatt to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr D P Gosnell to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr P Dean to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of M.E. Shares in the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of M.E. Company in the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of M.E. Shares in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of M.E. Company in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Brambles

## Item 5

Re-election of  
Mr D P Gosnell



Brambles

# Proxies received

## Resolution 5

To re-elect Mr D P Gosnell to the Board of Brambles

For	Discretionary	Against	Abstain
589,289,342	15,913,956*	14,871,581	1,381,414

\*Includes 12,678,655 votes directed to the Chairman

# Mark your poll card

5. To re-elect Mr D P Gosnell to the Board of Brambles

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Performance Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Mr M E Doherty to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr A G Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr D P Gosnell to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr P Jain to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of Mr M F Shaw in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of Mr M E Doherty in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of Mr M F Shaw in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of Mr M E Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

# Item 6

## Re-election of Mr M F Ihlein



Brambles

## Proxies received

### Resolution 6

To re-elect Mr M F Ihlein to the Board of Brambles

For	Discretionary	Against	Abstain
603,113,255	15,889,037*	946,913	1,503,924

\*Includes 12,651,711 votes directed to the Chairman

## Mark your poll card

6. To re-elect Mr M F Ihlein to the Board of Brambles

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Mr M E Doherty to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr A G Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr D P Green to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr M F Ihlein to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of Mr M F Ihlein in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of Mr M E Doherty in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of Mr M F Ihlein in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of Mr M E Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Item 7

### As an ordinary resolution

*“That the Brambles MyShare Plan, the principal terms of which are summarised in the Explanatory Notes accompanying this Notice, and the issue of shares under that plan, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 7.2, exception 9.”*

# Proxies received

## Resolution 7

### Approval of the MyShare Plan

For	Discretionary	Against	Abstain
597,263,015	15,867,134*	6,787,230	1,507,053

\*Includes 12,559,894 votes directed to the Chairman

# Mark your poll card

## 7. Approval of the MyShare Plan

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the M.E. Doherty to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect to A.G. Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect S.J.P. O'Connell to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect M.P. Dean to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of the M.P. Dean in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of the M.E. Doherty in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of the M.P. Dean in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of the M.E. Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Items 8 - 9

### Participation of Executive Directors in MyShare Plan

Brambles

#### Item 8

**As an ordinary resolution**

*“That the participation by Mr Michael Francis Ihlein until 25 November 2011 in the Brambles MyShare Plan in the manner set out in the Explanatory Notes accompanying this Notice, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 10.14.”*

# Proxies received

## Resolution 8

### Participation of Mr M F Ihlein in the MyShare Plan

For	Discretionary	Against	Abstain
597,110,249	15,680,983*	6,861,811	1,775,368

\*Includes 12,498,174 votes directed to the Chairman

# Mark your poll card

## 8. Participation of Mr M F Ihlein in the MyShare Plan

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Mr M E Conroy to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr A G Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr D P Geaney to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr M F Ihlein to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>8. Participation of Mr M F Ihlein in the MyShare Plan</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of Mr M E Conroy in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of Mr M F Ihlein in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of Mr M E Conroy in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Item 9

### As an ordinary resolution

*“That the participation by Ms Mary Elizabeth Doherty until 25 November 2011 in the Brambles MyShare Plan in the manner set out in the Explanatory Notes accompanying this Notice, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 10.14.”*

## Proxies received

### Resolution 9

#### Participation of Ms M E Doherty in the MyShare Plan

For	Discretionary	Against	Abstain
<b>597,126,578</b>	<b>15,694,864*</b>	<b>6,816,943</b>	<b>1,779,880</b>

**\*Includes 12,512,055 votes directed to the Chairman**

## Mark your poll card

### 9. Participation of Ms M E Doherty in the MyShare Plan

For      Against      Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2006

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the M.E. Doherty to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr A.G. Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr D.P. Geaney to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr P. Ryan to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of Ms M.E. Doherty in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of Mr M.E. Doherty in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of Mr M.E. Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of Ms M.E. Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Item 10

### As an ordinary resolution

*“That the Brambles 2006 Performance Share Plan, as amended in the manner set out in the Explanatory Notes accompanying this Notice (the **Amended Performance Share Plan**), and the issue of shares under the Amended Performance Share Plan, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 7.2, exception 9.”*

## Proxies received

### Resolution 10

### Amendments to the Brambles 2006 Performance Share Plan

For	Discretionary	Against	Abstain
580,316,026	15,843,987*	23,440,579	1,821,320

\*Includes 12,541,397 votes directed to the Chairman

## Mark your poll card

### 10. Amendments to the Brambles 2006 Performance Share Plan

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 28 NOVEMBER 2006

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the M.E.E. Director to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect A.G. Figgitt to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect S.D.P. Geaney to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect M.P. Dean to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of M.P. Dean in the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of M.E. Doherty in the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of M.P. Dean in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of M.E. Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Item 11

### As an ordinary resolution

*“That the participation by Mr Michael Francis Ihlein until 25 November 2011 in the Amended Performance Share Plan in the manner set out in the Explanatory Notes accompanying this Notice, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 10.14.”*

## Proxies received

### Resolution 11

#### Participation of Mr M F Ihlein in the Amended Performance Share Plan

For	Discretionary	Against	Abstain
<b>567,821,964</b>	<b>15,809,822*</b>	<b>35,996,828</b>	<b>1,788,057</b>

**\*Includes 12,516,431 votes directed to the Chairman**

## Mark your poll card

### 11. Participation of Mr M F Ihlein in the Amended Performance Share Plan

For    Against    Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 22 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the M.E. Doherty to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect A.G. Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect M.D.P. O'Connell to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect M.F. Ihlein to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of Ms M.F. Ihlein in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of Ms M.E. Doherty in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of Mr M.F. Ihlein in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of Ms M.E. Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Item 12

### As an ordinary resolution

*“That the participation by Ms Mary Elizabeth Doherty until 25 November 2011 in the Amended Performance Share Plan in the manner set out in the Explanatory Notes accompanying this Notice, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 10.14.”*

## Proxies received

### Resolution 12

### Participation of Ms M E Doherty in the Amended Performance Share Plan

For	Discretionary	Against	Abstain
567,932,211	15,807,842*	35,947,406	1,738,179

\*Includes 12,513,336 votes directed to the Chairman

## Mark your poll card

### 12. Participation of Ms M E Doherty in the Amended Performance Share Plan

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Performance Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Ms M E Doherty to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr A G Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr D P Geaney to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr M P Dean to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of Mr M P Dean in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of Ms M E Doherty in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of Mr M P Dean in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of Ms M E Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of non-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Item 13

### As a special resolution

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

## Proxies received

### Resolution 13

#### Amendments to constitution

For	Discretionary	Against	Abstain
<b>601,890,607</b>	<b>15,936,003*</b>	<b>1,932,668</b>	<b>1,668,628</b>

**\*Includes 12,698,701 votes directed to the Chairman**

## Mark your poll card

### 13. Amendments to constitution

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 20 NOVEMBER 2008

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the N.E. Director to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect A.G. Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect M.D.P. Gowan to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect M.P. Ryan to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of 1% M.P. Shares in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of 1% N.E. Director in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of 1% M.P. Shares in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of 1% N.E. Director in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. <b>Authorisation of on-market share buy-backs</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation of on-market share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Item 14

### As an ordinary resolution

*“That Brambles be authorised to conduct on-market buy-backs of its shares in the 12 month period following the approval of this resolution, provided that the total number of shares bought back on-market during that period does not exceed 138,369,968, being 10% of the total shares on issue in Brambles as at 8 September 2008; and that the purchase price under any such on-market buy-back does not exceed the maximum set by Australian Securities Exchange Listing Rule 7.33.”*

## Proxies received

### Resolution 14

### Authorisation of on-market share buy-backs

For	Discretionary	Against	Abstain
602,932,205	15,854,985*	1,330,806	1,424,849

\*Includes 12,638,904 votes directed to the Chairman

## Mark your poll card

### 14. Authorisation of on-market share buy-backs

For Against Abstain

ANNUAL GENERAL MEETING OF THE COMPANY  
TUESDAY, 23 NOVEMBER 2009

**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
1. To receive the Financial Report, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the M.E. Doherty to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect A.G. Foggett to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect M.P. O'Connell to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect M.P. O'Connell to the Board of Brambles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Participation of M.P. O'Connell in the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Participation of M.E. Doherty in the M-Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendments to the Brambles 2008 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Participation of M.P. O'Connell in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Participation of M.E. Doherty in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Amendments to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

14. Authorisation of on-market share buy-backs

**Brambles**

**2008  
Annual  
General  
Meeting**

**Sydney, 25 November**



2008 Annual General Meeting

**Please deposit  
Poll Cards at exit**