

## **Brambles Limited – Rules for Direct Voting at General Meetings (Rules)**

### **Interpretation**

Article 2 of the Constitution applies to these Rules unless the context otherwise requires.

Terms defined in the company's Constitution have the same meaning in these Rules unless the context otherwise requires and:

**Constitution** means the company's constitution as amended or replaced from time to time.

**Member** means a member of the company entitled to attend and vote at a meeting of members or a class of members.

**NVI** means a notice of voting intention described in Rule 2.1.

**Office** means the registered office of the company or such other place as is specified for receipt of an NVI in the relevant notice of meeting.

### **1 Votes by Members**

#### *1.1 Means of voting*

At meetings of Members or a class of Members, each Member:

- (a) may attend and vote in person or by attorney or (where the Member is a body corporate) by representative (**Personal Vote**) or by proxy (**Proxy Vote**) in the manner and to the extent provided for in the Constitution, the Listing Rules and the Act; or
- (b) is entitled to give a valid notice of their voting intention (**Direct Vote**) in the manner and to the extent provided for in these Rules, the Constitution, the Listing Rules and the Act.

#### *1.2 One vote*

Subject to the Constitution, the Act and these Rules, Members may only vote by one of the following methods in respect of their shareholding: Personal Vote, Proxy Vote or Direct Vote.

#### *1.3 Priority of votes*

(a) Subject to Rule 1.3(b):

- (i) a Member who casts a Direct Vote on a particular resolution is taken to have revoked the authority of any previously appointed proxy, attorney or representative to vote on his or her behalf on that resolution;
- (ii) a Member who attempts to cast a vote by way of (1) a Direct Vote and (2) a Personal Vote, Proxy Vote or Direct Vote on a particular resolution in respect of the same share shall be taken to have cast the vote in the manner last received by the returning officer on that resolution; and
- (iii) if a form of NVI enables a Member to either cast a Direct Vote or appoint a proxy in relation to a particular resolution and:
  - (A) the Member completes the NVI in a manner that purports to cast a Direct Vote and to appoint a proxy in relation to the resolution:
    - (I) the NVI shall be deemed to be the appointment of the person named in the NVI as a proxy or, if the NVI does not specify the name of a proxy, the Chairman of the meeting as the proxy;
    - (II) the last vote received by the returning officer shall, for the purpose of Rule 1.3(a)(ii), be deemed to be a Proxy Vote made pursuant to that appointment; and

- (III) the purported Direct Vote shall be of no force or effect; or
- (B) the Member completes the NVI so as to comply with Rule 2.2 and Rule 2.4(a) save that the Member fails to specify on the NVI whether he or she wishes to cast a Direct Vote or appoint a proxy:
  - (I) the NVI shall be deemed to be an appointment of the Chairman of the meeting as the Member's proxy; and
  - (II) no Direct Vote shall be recorded.

(b) Where a Member is a joint holder and more than one joint holder votes, the vote of the holder whose name appears first in the register of members shall be accepted to the exclusion of the others, whether the vote is cast by Personal Vote, Proxy Vote or Direct Vote.

## **2 Direct Votes**

### *2.1 Direct voting*

A Member is entitled to cast a Direct Vote by submitting a valid notice of voting intention to the Company in the manner provided by these Rules.

### *2.2 Signing a NVI*

If sent by post or fax, the NVI must be signed by the Member or, if the Member is a corporation, be executed either under seal or by a duly authorised officer or officers, attorney or representative.

If sent by electronic transmission the NVI is to be taken to have been signed if it has been signed or authorised by the Member in the manner approved by the Directors or specified in the notice of meeting.<sup>1</sup>

<sup>1</sup> This is intended to include online or telephone voting or similar use of PIN identification process.

### *2.3 Deposit of Direct Vote*

For an NVI to be effective, there must be received at the Office, or be transmitted to a facsimile number at the Office or an electronic address specified for that purpose in the notice of meeting at least 48 hours before the commencement of the relevant meeting or adjourned meeting (or a shorter period as the Directors may permit or as specified by the Act):

- (a) a valid NVI; and
- (b) if relevant, any authority or power under which the NVI was signed or a certified copy of that power or authority.

### *2.4 Validity of the Direct Vote*

An NVI is valid in relation to the casting of a Direct Vote if it is signed in accordance with Rule 2.2 and contains the following information:

- (a) the Member's name, address and holder identification number, security identification number or other identifying notation approved by the Directors and specified in the notice of general meeting and/or on the NVI; and
- (b) the Member's voting intention on any or all of the resolutions to be put before the meeting.

## *2.5 Death, Unsound Mind, Bankruptcy*

A Direct Vote cast in accordance with these Rules is valid notwithstanding that prior to the commencement of the meeting, or adjourned meeting, to which the Direct Vote relates, the Member:

- (a) dies;
- (b) becomes of unsound mind;
- (c) becomes bankrupt or an insolvent under administration or (in the case of a body corporate) an order is made or a resolution is passed for it to be wound up; or
- (d) revokes the power of attorney or other instrument under which the NVI relating to the Direct Vote was signed,

unless written notification of the relevant event is received at the Office at least 48 hours (or any shorter period as the Directors may permit or as specified by the Act) before the commencement of that meeting or adjourned meeting.

## *2.6 Chairman's decision*

The Chairman's decision as to whether a Direct Vote is valid is conclusive.

## *2.7 Attendance by Member who has cast a Direct Vote*

In this Rule 2.7, Member includes a Member's representative or attorney.

A Member who has cast a Direct Vote is entitled to attend the meeting. The Direct Vote is not withdrawn by the Member attending and taking part in the meeting unless the Member actually votes at the meeting on the resolution for which the Direct Vote was cast, in which case Rule 1.3(a)(ii) shall apply.

## **3 Counting of Direct Votes**

### *3.1 Count*

- (a) Subject to the Listing Rules, the Constitution, these Rules and any rights or restrictions for the time being attached to any class or classes of shares, every Member who casts a Direct Vote has one vote for each Ordinary Share held.
- (b) If a vote is taken at a meeting of Members or of a class of Members on a resolution for which a Direct Vote was cast, the Chairman of the meeting must:
  - (i) on a vote by show of hands, exclude each Direct Vote cast for or against the resolution; and
  - (ii) on a poll, count the Direct Votes cast by each Member who has submitted a Direct Vote directly for or against the resolution, in the manner specified in Rule 3.1(a).
- (c) Direct Votes abstained will not be counted in computing the required majority on a poll.

### *3.2 Certificate of direct votes cast*

The Chairman of a meeting must ensure that a certificate of the number of Direct Votes received for and against for each resolution, signed by the returning officer, is available at the meeting ahead of any vote being taken.

**28 September 2009**