

Company: Brambles Limited
Title: Annual General Meeting
Date: 19 October 2021
Time: 16:00 AEDT

John Mullen: Good afternoon, ladies and gentlemen. My name is John Mullen and it's a great privilege as Chair of Brambles to welcome you to the 2021 AGM and to declare the meeting open. Naturally, we would much rather be holding a physical meeting, but this has not been possible again this year. We fervently hope that with the gradual lifting of COVID-19 restrictions this will be the last time that we have to hold such a virtual meeting.

Our Company secretary has advised me that there is a quorum for the meeting and I propose to take the notice of meeting as read. Let me start by introducing your Board. We'll then take you through the process for asking questions and for voting. After that, I will present my address before handing over to our Chief Executive Officer, Graham Chipchase. When Graham in turn concludes his address, I'll answer questions from shareholders and then move to the formal part of the meeting.

So let me now introduce our Directors. Joining me here in our Sydney office on my right is Scott Perkins, the Chair of our Remuneration Committee; in London via video-link, we have our Chief Executive Officer, Graham Chipchase; and our Chief Financial Officer Nessa O'Sullivan.

The balance of Directors are joining us by audio-link. Firstly, our two other Sydney-based Directors, George Zoghbi and Tony Froggatt. They're not with us in our Sydney office due to assisting us in managing the health and safety protocols that we've put in place for this meeting. Tony will retire from the Board at the end of this meeting and I'll have more to say about Tony's contribution to Brambles during my formal address.

Nora Scheinkestel, our Chair of the Audit and Risk Committee is attending from Melbourne. From the UK, we have Elizabeth Fagan and Ken McCall. Tahira Hassan shows - joins us from Toronto. Tahira will also retire from the Board at the end of this meeting and likewise, I'll have more to say about Tahira's contribution to Brambles during my formal address. Finally, our US-based Director, Jim Miller is with us from Santa Clara in California. Then, also with us in our Sydney office is our Company Secretary, Robert Gerrard and Sue Horlin from our external auditors, PWC.

Today's virtual meeting is being held via the Lumi platform, which allows shareholders and proxies to ask questions and submit votes on the items of business. Through the Lumi platform, you can ask questions in one of two ways, first way is to submit a text question and this function is available now. Questions can be submitted at any time.

To ask a question, select the messaging tab at the top of the screen. This will open a new screen which contains an Ask a Question box. Type your question into that box and once you've finished typing, please hit the arrow symbol at the right of the screen to send. Although you may start submitting questions by text at any time from now, I will not be answering the questions until the relevant time in the meeting.

The Company Secretary will read out questions verbatim on your behalf, although questions may be moderated and if we receive multiple questions on the same topic, amalgamated together. We appreciate the time it takes to type in questions. If we move on in the agenda before you have submitted your question, therefore, we will answer it at the end of the meeting.

The second way you may ask a question on the Lumi platform is through the audio function. This will enable you to ask a live question orally. To ask an audio question, pause the broadcast and click on the link under, Asking Audio Questions. A new page will open which contains two boxes. One for you to enter your name and the other, the topic of your question. Once you have entered these details, click on the Submit

Request box at the bottom of the screen. You'll be able to hear the meeting and when you hear your name called out by Mr Gerrard, you may ask your question.

Although you can submit your question to ask an audio question at any - your request to ask an audio question at any time from now, I will wait until the relevant time in the meeting before inviting you to ask your question.

We've also provided a facility to help questions over the telephone. Those that wish to use this facility were asked to pre-register by 5p.m. yesterday. As no shareholders or appointed proxies pre-registered, we will not need to use this facility today.

As I mentioned earlier, Sue Horlin for PWC is in attendance and is available if any shareholder wishes to ask her any questions about the conduct of PWC's audit, their audit report, the Company's accounting policies or the auditor's independence. You can ask Sue a question using the same functions which I just outlined to you.

We'll be holding a poll on all the resolutions before this meeting and I now open the polls. Let me now take you through how to vote. If you are eligible to vote at this meeting, the voting tab will shortly appear at the top of your screen. Selecting this icon will bring up a list of the resolutions and present to you with voting options.

To vote, simply select from your voting direction from the options displayed on the screen. Your selection will change colour and a confirmation message will appear. To change your vote, simply select another option and if you wish to cancel your vote, please press cancel. There is no need to press a submit or send button.

Your vote is automatically counted and voting can be performed at any time during the meeting until I close the poll. You also have the ability to change your vote up until the time I declare voting closed. Therefore please submit your votes at any time and I'll give you a warning before I move to close voting.

We're webcasting this meeting and we'll retain an archived version of the webcast on our website. So, let me now make some comments on the FY21 financial year.

I would like to start by saying how proud I am of what Brambles has achieved in fiscal year '21 and the critical role that its 12,000 employees have played in keeping global supply chains open and essential goods flowing during another unprecedented year. I am also immensely proud that Brambles continues to rank with the world's very best in respect of sustainability and you will hear more on this from Graham shortly.

Last year, I talked about the significant challenges and disruptions across global supply chains since the outbreak of the COVID-19 pandemic. A year on, Brambles continues to respond to unpredictable demand patterns, inflationary cost pressures and unprecedented changes in global supply chain dynamics. Despite these operating and cost challenges, however, Brambles delivered a strong fiscal year '21 result comprising sales revenue growth of 7% and Underlying Profit growth of 8% and a material increase in Free Cash Flow generation.

At the same time, the business invested in the foundations for the Shaping Our Future transformation program announced to the market at Brambles' Investor Day on 13 and 14 September. Before addressing the transformation program, I think it's important to put the fiscal year '21 result in the context of the initiatives undertaken since 2017 to improve the resilience of the business.

Over the past four years, Management and our teams around the world have significantly improved commercial terms to better capture the cost-to-serve. They have made investments across the business to improve network productivity and embed a renewed focus on asset productivity and cash flow generation across the organisation. Collectively, these actions underpinned the Underlying Profit leverage and strong Free Cash Flow generation in fiscal year '21.

As a Board, we acknowledge that it's critical for Brambles to build on these foundations and its world-class business model to further strengthen its competitive advantage and identify new sources of growth and

efficiency, which will ultimately position the business for long-term success. This has never been more important than it is today, as the business contends with the challenges and complexities created by the COVID-19 pandemic and the rapid pace of change across global supply chains and the retail landscape.

At the same time, we recognise that delivering one financial year's results, which meet the financial commitments we have made to you, our shareholders, is not enough. It is consistent delivery of operating leverage and sustainable Free Cash Flow generation which underpins shareholder value creation over the long term. These two considerations are at the core of the Shaping Our Future transformation program.

The Board and our Management Team are very conscious that while the margins and return on capital generated by Brambles are at high levels compared to many other industrial companies, the flow through to cash generation is not where it should be. This is predominantly due to the lack of digital visibility over the some 345 million pooling assets moving through Brambles' system and the level of capital expenditure required each year to replace uncompensated lost assets.

This will only be addressed by materially reducing uncompensated asset losses through our digitisation investment and by achieving sufficient pricing to ensure that the full cost of doing business is recovered. This need to improve cash flow generation is at the core of the new strategy announced at the Company's Investor Day and Graham will touch further on this in his address. I can think of no better way to improve long-term returns for shareholders than by resolving this issue, which has dogged Brambles and the industry for many years.

Delivering the transformation program will require upfront investment in fiscal year '22 but these investments are expected to deliver sustained Underlying Profit growth in the high single digits, translating into consistent growth in Free Cash Flow per share and total shareholder value creation of over 10.5% per annum from fiscal year '23 onwards, which is a material uplift from our four-year historic run rate.

Graham will outline the initiatives, the investments and our investor proposition in more detail shortly, but I want to take this opportunity to address the market's reaction to the transformation program. Naturally, we are disappointed at the fall in the share price since the Investor Day and understand that some investors would have preferred to see improved performance and returns without the need for investment.

However, I have met with numerous shareholders since the Investor Day and I have noted broad support for both the strategic direction of the transformation and the need for investment to maintain the long-term sustainability of our Company.

We have a rigorous plan in place with detailed milestones to track progress and clear return and value hurdles to ensure disciplined allocation of shareholder funds. We will [be] providing you with a clear line of sight into our transformation progress including the investments we are making and the benefits they are delivering. This will be done through the detailed scorecard outlined at the Investor Day, which will be updated and reported on every six months.

Lastly, I do understand that investors want to see continuity and commitment to see a change of this magnitude delivered and I want to confirm that both I as Chair, the CEO and the broader Brambles organisation are all collectively committed to seeing this four-year program delivered in full, supported by a revitalised and united Board with a number of new directors, all of whom are also committed to the same outcome.

Turning then to dividend and capital management. The Board declared total dividends for fiscal year '21 of US\$0.205 per share, with the Australian dollar equivalent of \$0.2732 per share, franked at 30%. This results in a payout ratio for the year of 54%, which is in line with Brambles' dividend policy to target a payout ratio of 45% to 60% of Underlying Profit after finance costs and tax.

During the year, Brambles continued to return IFCO sale proceeds to shareholders through the on-market share buy-back program. To date, Brambles has bought back and cancelled 168 million shares for a total consideration of A\$1.9 billion. This brings total proceeds returned to shareholder since 2019 to A\$2.3 billion, representing 82% of the A\$2.8 billion capital management program announced to shareholders following the sale of IFCO. Brambles expects to complete this program in fiscal year '22.

Let me now address executive remuneration. I'd like to start by outlining our remuneration policy. A key underpinning of our policy is the intention to set remuneration at levels that attract, retain and motivate high calibre and talented employees.

The overarching structure of our executive remuneration is fundamentally designed to align executive rewards with the creation of shareholder value. Essentially, executive pay has two components, fixed remuneration, which comprises approximately 25% of the total potential remuneration outcomes and at-risk remuneration, which comprises 75% of potential outcomes.

At risk remuneration, in turn, has two elements. The first is short-term incentives, half of which are received in cash and the other half in deferred share awards, which vest two years from the date of grant. The second is long-term incentive share rights, which vest three years from the date of grant. Both short- and long-term incentive outcomes depend on the achievement of financial objectives and, in the case of short-term incentives, personal objectives as well.

An additional objective of our remuneration policy is to align executive rewards with our Code of Conduct and shared values. As a part of its assessment of the 2021 remuneration outcomes, the Remuneration Committee carried out an assessment of any behavioural events or incidents which occurred during the year which might warrant adjustments to all or part of an executive's incentive-based remuneration. I am very pleased to report, however, that no such incidents or events were identified through that process.

Looking ahead then, during 2022 the Board will consider whether any changes to the long-term incentive plan are necessary to ensure executive incentives are aligned to the objectives of the accelerated Shaping Our Future transformation which I outlined earlier. Detailed consultation with our stakeholders will be undertaken and any changes to the plan to implement that alignment will be put to you, our shareholders at next year's AGM.

In conclusion, in an extremely challenging environment, I believe that Brambles' remuneration strategy is appropriate and that it continues to support our business strategy and rewards executives for the creation of shareholder value. For those shareholders seeking more information regarding the performance conditions of our short- and long-term incentive plans and performance against those conditions in fiscal year '21, these are set out in detail in the remuneration report on pages 45 to 64 of our fiscal year '21 Annual Report.

Lastly, I let me now turn to Board renewal. In line with our Board renewal plan, Tony Froggatt and Tahira Hassan will retire at the conclusion of today's AGM after 16 years and 10 years of service, respectively. Both Tony and Tahira have made outstanding contributions to Brambles throughout their time on the Board and we thank them deeply for their service. Brambles is a first-class Company and we expect to be able to recruit two first-class Directors to succeed Tony and Tahira.

On behalf of the Board then, I would like to thank our Management Team and our employees for their hard work and dedication during this exceptional year, our customers, without whom there would be no Brambles and you, our shareholders, for your continued support for our Company. Thank you again and let me now hand over to our Chief Executive Officer, Graham Chipchase in London.

Graham Chipchase; Thank you, John. Good afternoon ladies and gentlemen. Firstly, I'd like to acknowledge the exceptional efforts of our teams around the world. They have overcome unprecedented challenges to keep supply chains functioning effectively, while delivering on our financial commitments and setting the foundations for our transformation ambitions.

We delivered a strong FY21 result despite numerous challenges associated with COVID-19, Brexit and inflationary pressures across our key inputs of lumber, transport and labour. Sales revenue increased 7% at constant currency, driven by volume and price realisation across our global pallets business and the recovery in our automotive business which was severely impacted by the outbreak of the COVID-19 pandemic in the prior year.

Underlying Profit growth of 8% was ahead of guidance and in line with our commitment to deliver operating leverage in the year. This performance reflected price realisation, supply-chain efficiencies and

included the benefits of cycling automotive shutdowns in the prior year, one-off site compensation and surcharge income related to increased lumber costs.

During the year, we successfully completed our three-year US automation and lumber programs which, combined with pricing and surcharge cost recovery mechanisms, have supported the US margin improvement of approximately one percentage point.

We also reported another material improvement in cash flow generation with positive Free Cash Flow after dividends of over US\$340 million or US\$126 million after adjusting for US\$215 million timing benefits, largely related to delayed pallet purchases. Our balance sheet also remained strong with net debt within our investment grade ratings and overall return on capital invested remained well above cost of capital at 17.8%.

I am very proud of Brambles' leading position in sustainability, our achievements in fiscal '21 and our ambitions for the future. As one of the most sustainable companies in the world, we recognise it is our responsibility to drive sustainability across global supply chains. This is why, last year, we announced our intention to pioneer regenerative supply chains and launched our ambitious 12 months journey into this journey.

We have taken the first critical step towards becoming a regenerative business by becoming a carbon-neutral Company in our own operations in all regions. Whilst this is a great achievement, we recognise that the real challenge lies in the activities of our whole supply chain and we have started collaborative actions with customers, suppliers and external organisations to that end.

During the year, our people have ranked Brambles as a top employer in 17 countries across four regions, illustrating our commitment to our people and to create an inclusive and rewarding work environment. We remain committed to our sustainability leadership position and supporting our customers to contribute to a more regenerative and net-positive future.

While our fiscal '21 performance was strong, our operating landscape is changing rapidly. As economies and societies around the world return to a new normal, we are adapting to the complexities created by the COVID-19 pandemic. Ongoing disruptions to global trade and shortages in lumber, labour and transport are introducing costs and challenges across customer supply chains and our own operations.

We have seen an acceleration in the shift to e-commerce as retailers increase their omni-channel offering to meet consumer demands and changes in how they want to shop for their everyday essentials. This shift is increasing the level of automation across retail and manufacturing supply chains as customers look to reduce costs across their operations.

There is also an increasing focus on the sustainability of goods and supply chains. Customers want a supply chain partner they can trust. Someone who can help them operate more efficiently and reduce the environmental footprint of their operations. They want better tracking of their goods and end-to-end visibility across their supply chains.

As the global leader in sustainable logistics, Brambles is uniquely positioned to help customers navigate this rapidly changing landscape. To do this we have set the ambition to transform our business and reinvent pooling for the supply chains of tomorrow.

With this ambition in mind, we are transforming our business through the Shaping Our Future program we outlined at our recent Investor Day. The program builds on the strength of our sustainable business model and the improvements made across our business over the past four years, through a twin-track approach.

Track one looks at optimising our existing business, largely through tried and tested asset efficiency and network productivity initiatives, which have been instrumental to the resilience of our business to date. We have also identified opportunities to streamline processes and build technological foundations to make our organisation simpler, more efficient and effective.

Track two focuses on building the Brambles of the future by accelerating the digital transformation of our business, improving the customer experience and identifying new sources of customer value to further strengthen our competitive advantage.

By embedding advanced data analytics capabilities across our organisation, we will leverage the vast amount of data we have today to provide our teams with the tools and insights they need to improve asset efficiency and make better commercial decisions.

We will also be deploying various forms of asset digitisation technologies to gain better visibility of the end-to-end flows of our pallets and goods through the supply chain. We believe this will provide insights to identify and enable us to address sources of loss and inefficiencies across supply chains, unlocking significant value for us and for our customers.

Specifically, we will be deploying smart asset trials in Canada and the UK, which in conjunction with advanced data analytics, will be used to develop our future operating model with the objective of optimising supply chains to deliver benefits to our customers, retailers and shareholders.

Through transformation, we will strengthen the long-term sustainability of our business and unlock significant operational and asset efficiencies, which will allow us to deliver strong financial returns to you, our shareholders. From fiscal year '23, revenue growth is expected to be in the mid-single digits, driven by pricing and volume growth across all regions.

Underlying Profit growth is expected to be in the high-single digits, with consistent delivery of operating leverage while Free Cash Flow is expected to fully fund capital expenditure and dividends from fiscal '23. We anticipate a progressive improvement in the level of excess Free Cash Flow we generate over the next four years as the asset efficiency and pricing benefits enabled by digital transformation investments are realised.

Implementing our transformation program will involve non-recurring short-term costs in fiscal '22 and '23 and ongoing investments in transformation initiatives over the next four years. As John mentioned, the investment profile of our transformation program has been a key focus for shareholders and market participants.

I want to take this opportunity to clarify the shape and nature of our ongoing transformation investments, which are critical to improving both pricing and asset efficiency, leading to an improvement in cash returns over the course of the transformation.

Over the next four years, we will be investing approximately US\$400 million into largely proven service centre automation and pallet durability initiatives, which add capacity to our service centre network and reduce the repair burden across our pallet pool. This represents approximately US\$25 million of additional per annum investment over and above the annual average of approximately US\$75 million invested in similar supply chain initiatives over the past three years.

Based on our experience, these investments are expected to generate attractive returns and are the types of investments you would expect us to make to support growth, improve the ongoing efficiency of our operations and strengthen our competitive advantage.

Our digital transformation will require capital and operating cost investments of approximately US\$620 million over the next four years, of which US\$180 million will be spent in FY22 and FY23 to build out data analytics capabilities and tools across the organisation as well as confirming proof-of-concepts for asset digitisation, including the trials in UK and Canada.

The balance of the digital transformation investments of US\$440 million in fiscal '24 and '25 includes capital and operating costs associated with scaling asset digitisation, developing digitally enabled customer solutions and the infrastructure required to support these initiatives. These investments will be heavily stage-gated and dependent on the successful outcome of the trials we will be undertaking in fiscal '22 and '23.

I want to assure shareholders that we will only commit to these increased FY24 and '25 investments where value creation is clear and returns meet our strict capital allocation criteria. The investment in data analytics and digital investments will be an enabler to deliver the forecast 30% reduction in uncompensated pallet losses by the end of fiscal '25. This is the equivalent of eliminating the need to purchase eight million pallets in fiscal '25 or saving more than US\$150 million in pooling capital expenditure with the expectation of further potential improvements beyond fiscal '25.

The last point I want to clarify before moving to our first-quarter trading performance is around plastic pallets. We understand investors' concerns about the potential dilution of returns from the introduction of plastic pallets into Costco's US supply chain. I want to reiterate that our intention is to find a solution where the needs of both Costco and our manufacturing customers can be met, while Brambles maintains the level of return required if such an investment is made. If this is not possible, we will not proceed with the investment.

Turning to our first quarter trading update which we announced to the market this morning. We generated sales revenue of US\$1,292.1 million during the first three months of this fiscal period year, representing a 9% increase on the prior corresponding period in constant-currency terms.

This strong growth was driven by roll-over pricing benefits from the prior year and ongoing commercial discipline to recover inflation and other cost-to-serve increases in all regions. Our volumes were in line with the prior corresponding period as net new business growth of 2%, primarily in the European pallets and Australian RPC businesses, was offset by lower like-for-like volumes in North America largely due to pallet availability constraints.

As part of the quarterly trading update, we also provided our financial outlook for fiscal '22. Following a strong first-quarter revenue performance, we now expect FY22 revenue growth to be between 5% and 7% at constant FX rates, with the moderation from 9% growth in the first quarter due to stronger FY21 revenue comparatives for the balance of this fiscal year.

As highlighted, fiscal year '22 is a year of transformation investment. In this context, Underlying Profit growth is expected to be between 1% and 2% at constant FX rates and will include approximately US\$50 million of short-term transformation costs. Excluding these short-term transformation costs, Underlying Profit growth is expected to be between 6% and 7%.

Free Cash Flow is expected to be an outflow of approximately US\$200 million, including the reversal of US\$215 million of timing benefits largely relating to deferred pallet purchases in fiscal '21. The fiscal '22 Free Cash Flow outcome is, however, dependent on a number of factors which are currently material unknowns to the full-year outlook and subject to change during the year, including lumber prices, sawmill capacity and efficiency of global supply chains, which are likely to impact both unit pallet prices as well as overall pallet supply by market.

Finally, dividends are expected to be in line with our policy to pay out between 45% and 60% of Underlying Profit after finance costs and tax in US dollar terms.

I'd like to conclude by stating that Brambles is an inherently resilient, high performing and sustainable Company. We are committed to transforming our business and increasing our world-leading position in global supply chains, to benefit our people, our customers and you, our shareholders. Thank you. I will now hand back over to John in Sydney.

John Mullen: Great. Thanks very much, Graham. Ladies and gentlemen, before moving to the formal part of the meeting, I will now answer questions from shareholders. I remind you that you can ask a question in one of two ways. First, by text by clicking on the Messaging tab, typing your question in the Ask a Question box and then clicking the arrow symbol to send. Secondly, by audio via the Lumi platform by pausing the broadcast, clicking on Ask Audio Questions, typing your name, the topic of your question and then clicking on Submit a Request.

Before taking your questions, however, I'd like to respond to a couple of questions raised by shareholders prior to the meeting. This year, we received two questions. The first was, why did we not send out hardcopies of the notice of meeting and voting forms?

Well, as a result of changes to the law to deal with the impact of the COVID-19 pandemic and in line with the practices of many other companies, we chose to send the notice of meeting electronically. Distribution in this manner is safe, more efficient, saves costs and is good for the environment. Notwithstanding that, however, we did say both in my letter of 6 September, sent to all shareholders and in the notice of meeting, that shareholders who wished to obtain a hardcopy, could do so by contacting our share registrar. A number of shareholders indeed took advantage of that opportunity and were sent hardcopies.

The second question we received was whether we had any plans to acquire any other companies or competitors in the next five years. We're always open to growing our businesses by way of acquisition if the right opportunities arise. However, we are not currently actively looking for acquisitions but rather are focussing on our Shaping Our Future transformation program that both Graham and I outlined in our addresses. I would also note that our ability to acquire competitors is subject to the application of local competition laws.

I will now respond to any general questions that have been submitted by shareholders or their proxies or Company representatives attending this meeting that do not refer to any specific item of business. Robert, are there any such questions?

Robert Gerrard: Yes, Chairman, we have some questions that have been submitted via text. The first question is from the Australian Shareholders' Association and it is as follows. Your Investor Day presentation flagged high single digit profit growth going forward. The Australian Shareholders' Association is cognisant of stagnant earning growth in the recent past and comments that ongoing challenges are signalled in North America.

In 2022, a 3% to 6% growth rate is forecast for the medium term in Europe. What is your degree of confidence in achieving high single digit profit growth in 2021, '22? We note that temporary price increases help drive revenues in the first quarter of 2021, '22.

John Mullen: Right, thank you for the question. So I have a high degree of confidence, to answer the question directly. I think Management did an excellent job in the year past, fiscal year '21, of delivering bottom line leverage and growth of the order of magnitude that you have mentioned but the key, obviously, for both Management and Board was to make that sustainable over the long term. Hence the very significant restructuring transformation plan that we're undertaking with Shaping Our Future.

As you heard from Graham, we've got one year of investment to getting that program in place, after which, we're pretty comfortable that we will be able to deliver those strong improved earnings that we have not seen over the last three or four years. So again, I'm very comfortable and confident that Management have got a good plan to address that situation.

Robert, any further questions?

Robert Gerrard: Yes, we have another question from the Australian Shareholders' Association. Do you see any significant impacts from the current trend of bringing manufacturing back home with a consequent reduction in globalisation on your business?

John Mullen: Thank you for that question, too. The simple answer there is, there will obviously be impacts and influences on our businesses while supply chains re-jig themselves but the great majority of Brambles' pallet distribution is domestic in - or in regional areas, it's not international. So we're not seeing a lot of pallets, for instance, transported from Asia to the United States or the like, which is where I think we'll see most of those supply chain changes. So the answer there is no, I don't see any material impact.

Any further questions?

Robert Gerrard: Yes, we have another text question from shareholder, Mr Stephen Mayne. The question is, why did you not just use a shareholder HIN number or SRN to join this meeting online rather than coming up with a separate voter access code? Most companies which use Lumi allow shareholders to use their common HIN/SRN number. Was it a Boardroom which insisted on this separate VAC or a Brambles' call? Fine for the Company Secretary to answer this question.

John Mullen: That's very fortunate. Stephen, nice to hear from you as usual and I will definitely defer to our Company Secretary because I really don't have any idea of the answer to your question. Robert?

Robert Gerrard: Thank you, John. So the voter access code is a Boardroom initiative. Boardroom provides a unique reference code called the Voting Access Code, or VAC, to access meetings and the VAC is provided to shareholders with their AGM notification, either by post or email.

Boardroom believe that there is - this is a more efficient method than using an SRN or HIN and it does not routinely include SRNs or HINs on shareholder correspondence for both security and privacy reasons. We have used the VAC on all our AGMs since Boardroom became our share registrar in 2019 and to date, we've had no issue with the use of VAC. I, as Company Secretary of Brambles, have been comfortable to use it.

John Mullen: Great. I hope that answered your question, Stephen. Are there any more questions, Robert?

Robert Gerrard: Yes, we have a further question from shareholder, Stephen Mayne, which is as follows. Is it true that a lack of access to timber is contributing to a global shortage of timber pallets? Are supply shortages less pressing for our competitor Loscam, with its plastic pallets? Also, is it true big clients such as Amazon, are stockpiling pallets, exacerbating supply challenges in Australia? Have we considered limiting the ability of big customers to stockpile our timber pallets both in Australia and worldwide?

John Mullen: Okay, thank you, Stephen, for that one. So firstly, yes, there is the shortage of timber has definitely heavily impacted the whole pallet industry. Obviously Brambles as the market leader has been significantly impacted as well.

Those shortages have come about - been driven by the pandemic of course and they've been exacerbated by an explosion of construction and other industries using wood, the supply of wood being limited and then on top of that, the milling capacity during COVID. A lot of milling plants shut down, which made the situation worse still. So yes, that is very much an issue although the good news is, it is starting to improve. The price of lumber is starting to return somewhat towards normal levels.

I think the second part of your question was around Loscam. So obviously I can't comment on what's - what takes place in a competitor's business but I can certainly say that the shortage of wood has affected the whole industry. To my knowledge, Loscam has a similar profile of pallet usage, predominantly wood, as our own. They're not a predominantly plastic pallet user.

Last but not least, our customers stockpiling. Well I think obviously in the shortages, people do. Same as when the COVID started, we all rushed out and bought more toilet roles. So I think some of our customers have definitely done that but Management have done a very good job of liaising and interacting with customers and ensuring we get as many pallets back as quickly as we can.

So while the impact, we would all have wished for it not to have been the case, both supplier and customers, it is starting to improve and I think it'll be a few months more yet before we get back to normal but we're heading in the right direction.

Any more questions?

Robert Gerrard: Yes, Chairman. Another question from shareholder, Mr Stephen Mayne. The question is, which law firm advised on the constitutional amendment and are we going to pay their bill, given that the item had to be withdrawn after opposition from proxy advisors and shareholder? What percentage of proxies cast were against the proposal and what were we thinking in proposing a constitutional amendment that could have allowed all future AGMs to be online only? Whose idea was this?

John Mullen: Well thank you for that question. So there's been very little cost involved in this. I don't actually know a law firm - if we even had a law firm advise us on that. The Company Secretary would know but it wasn't a particularly big issue. I think I'm sure you are aware, Stephen, that quite a number of other Companies, including other ones where I sit on the Board put up such motions and which were passed quite easily. So it's been a trend across a lot of corporate Australia, simply to be able to react to the ever changing rules and regulations that come into effect with COVID.

But it's not the end of the world. We received some feedback from proxy advisors and some investors. Ironically, more institutional than retail but we did receive some feedback that there was discomfort with it so we thought well, there's no point in prosecuting something that isn't going to get universal support. So I really don't think it's a big issue either way.

I hope that answers the question. Any further questions, Robert?

Robert Gerrard: Yes, one further question from shareholder, Stephen Mayne. When disclosing the outcome of all resolutions today, will the Chair agree to publicly disclose how many shareholders voted for and against each item, similar to what happens with a scheme of arrangement? This will provide a better gauge of retail shareholder sentiment on all resolutions and was a disclosure initiative recently adopted by [Metcash] and Southern Cross Media after their AGMs.

John Mullen: I'm not sure. Thank you for that, I'm not sure I fully understand the question because we obviously publish the votes on all motions put to the meeting. So was there something else, Roger - Robert?

Robert Gerrard: No, Chairman, under the listing rules and the *Corporations Act*, we are required to disclose the votes for and against, abstaining and the number of proxies which were discretionary. There's no requirement to disclose the number of shareholders that voted for and against, unlike a scheme of arrangement.

The reason why is that with a scheme of arrangement, you have a two test. You have to get a specified proportion of the issued share capital voting and you have to get a specified proportion of shareholders voting. That's why in a scheme of arrangement you disclose in that way. With resolutions at the AGM, you don't have the latter requirement, which is why it's not disclosed.

John Mullen: Yes, sorry, Stephen, I misunderstood the question but hopefully Robert has explained. Thank you. Anything further?

Robert Gerrard: No further general questions, Chairman.

John Mullen: Okay, fantastic. In that case, we will now turn to the items of business. All voting items on the agenda will be proposed as ordinary resolutions. As stated in the notice of meeting, I will be casting any discretionary proxy votes that have been given to me in favour of each of the items of business. The proxy and direct vote position for each resolution will be shown on the screen.

To cast your vote, click on the voting tab at the top of your screen. Simply select one of the options. There's no need to hit submit or enter as the vote is automatically recorded and we will announce the poll results to the ASX later today and also post them on our website. Sarah Jenkins of Boardroom has been appointed returning officer.

The first item of business is to consider and receive the financial report, Director's report and auditor's report for Brambles for the year ended 30 June 2021. There is no vote on this item but if you have any questions on this item and have not already done so, please submit your questions now. Robert, do we have any questions?

Robert Gerard: No, we have no questions on this resolution - on this item.

John Mullen; Thank you, Robert. Item 2 asks shareholders to adopt the remuneration report for Brambles for the year ended 30 June 2021, which is contained in the annual report. If you have any questions on this item and have not already done so, please submit your questions now. I outlined Brambles' remuneration

policy and the structure of executive remuneration during my address to the meeting. Robert, are there any questions on item 2?

Robert Gerrard: Yes, Chairman, we have one question from the Australian Shareholders' Association. We are concerned at the apparent latitude that the Board has in adjusting both STI and LTI incentive targets prior to vesting. Will you commit to highlighting any changes made and the rationale for doing so in the annual report?

John Mullen: Thank you for that question. I can assure you that the remuneration committee and thence the whole Board, reviews extremely diligently any variances made to prescribed STI and LTI plans. We go into the review at the end of the year on the assumption that we won't make any adjustments at all but occasionally something arises in the year that is completely outside Management's control, either positive or negative and at that point, the remuneration committee and the Board will review it but if we were to make such a change, we would certainly disclose that in the annual report. So you need have no concerns about that.

Any further questions there, Robert?

Robert Gerrard: No further questions on this resolution.

John Mullen: Great, thank you. So the resolution and the direct vote and proxy position are now shown on the screen. Please now cast your votes therefore, for item 2. Item 3 is the re-election of Elizabeth Fagan as a Director. If you have any questions on this item and have not already done so, please submit your questions now. Elizabeth's biographical details are set out in both the notice of meeting and the annual report.

Elizabeth has been subject to an assessment process by the Board and her re-election is unanimously supported by her fellow directors. I now invite Elizabeth to speak briefly on her re-election.

Elizabeth Fagan: Thank you, John. Good afternoon, ladies and gentlemen. It has been an honour to serve Brambles' Board over the last three years and I'm very pleased to submit myself for re-election for a further three year term.

The last 19 months have been some of the most challenging to face Brambles in its long history and it has re-enforced, not only how important we are in keeping supply chains open but how resilient our business is in difficult times. During this period as we emerge into a new COVID normal environment, a detailed understanding of the market segments in which we operate is an essential component of the overall skillset on [your] Board.

I am currently chair of the Board of D2N2, a local enterprise partnership which leads and supports economic growth for the region of Derbyshire and Nottinghamshire in England. This organisation has worked with businesses, local authorities, skills and training providers and community and voluntary sector organisations to grow the local regional economy.

Previously, I was senior Vice President and Non-Executive Chair of Boots, the leading pharmacy, [allied] health and beauty retailer in the UK. Boots is part of Walgreens Boots Alliance, the largest retail pharmacy, health and daily living destinations across the US and Europe, with the presence in more than 25 countries.

Before taking on those roles, I had a 12 year career with Boots in which included Managing Director of the Boots UK and Ireland and other marketing and general management executive roles, both in the UK and across its international businesses, which included initiating and marketing through our digital channels.

This was my second period of working with Boots. I started my career with them some 33 years ago in commercial supply and marketing roles. Between these two periods with Boots, I spent 12 years in senior executive roles in marketing and general management with Dixons Group, a leading electronic and technology retailer in the UK and Europe.

My career has provided me with extensive experience in the customer marketing and in the retail sector, both within the UK and internationally. If re-elected, I will continue to bring those skills and my wider

business experience to the Board to support the executive to implement the Shaping Our Future transformation plan and to continue to grow and development very strong businesses. Thank you.

John Mullen: Thank you, very much, Elizabeth. So, Robert, are there any questions on item 3, please?

Robert Gerrard: Yes, Chairman, we have one question on item 3 from Mr Stephen Mayne and the question is, since 2019, ASX listed Treasury Wines Estate has voluntarily moved to annual elections for Directors in line with best practice that occurs in both the US and the UK. Dual listed companies like News Corporation, BHP and Rio Tinto all do this due to the laws in the US and the UK. We, Brambles, would be doing this had we not abandoned our own DLC in 2006.

Given that Elizabeth is a UK-based Brambles Director, what does she think about this idea of voluntarily moving to UK-style annual election of Directors? As an old Englishman himself, is the Chair up for following the TWE lead? If not, why not? Will he discuss the matter with TWE Chair, Paul Rayner?

John Mullen: Thank you for that. I'm not sure I like the old Englishman comment but look, Stephen, we're very aware of that trend that's happening in the UK in particular. It's not common practice in Australia yet but we are reviewing the issue and we will reach a conclusion over the next year or so as to whether we adopt that same policy but as you know, it's not widely adopted as yet in Australia, other than for Companies that are either dual listed or have such a structure.

Robert, any other questions?

Robert Gerrard: No other questions on this item.

John Mullen: Fantastic. Thank you. The resolution and direct vote and proxy position are therefore now shown on the screen. Please therefore cast your vote now for item 3. Great. Item 4 is the re-election of Scott Perkins as a Director. If you have any questions on this item and have not already done so, please submit your questions now. Scott's biographical details are set out in the notice of meeting and the annual report. Scott as well has been the subject of an assessment process by the Board and his re-election is unanimously supported by his fellow Directors. I therefore now invite Scott to speak briefly on his re-election.

Scott Perkins: Thank you, John. Good afternoon and good morning, ladies and gentlemen and fellow shareholders. It is both a privilege and a responsibility to serve you as a Non-Executive Director of Brambles. Since I joined the Board six years ago, I have been part of a team alongside my fellow Directors and our Management that have been focussed on improving both the underlying health of and performance of Brambles.

My professional experience and the experience I've gained as a Company Director in other places have proven relevant to the challenges and opportunities Brambles faces. The lessons of disruption and transformation as well as how to optimally allocate capital have been consistently in focus.

Brambles benefits from a tremendous legacy in terms of the strength of our shared business model, our established base of customers and the network that supports our assets. Successful execution of shaping our future will redefine this endowment and offer Brambles and our customers are more digitally enabled and an informed future. This future holds considerable promise for our shareholders and if I am re-elected, I will continue to work hard to realise the full potential of Brambles for you all. Thank you for your support.

John Mullen: Thank you very much, Scott. Robert, are there any questions on this one? Item 4?

Robert Gerrard: Yes, Chairman. We have one question on item 4 from shareholder, Stephen Mayne. The question is, CVs matter with public Company Directors, as does accurate public statements. As the Chair of the Woolworths Audit Committee, why did Scott allow the CEO and Chairs claim that poker machine gamblers only lost \$700 million a year on the Company's 12,000 machines remain uncorrected for two years.

Now that the Endeavour demerger is completed, does he agree that the true figure is closer to \$1.5 billion? Why didn't he intervene and correct the attempt to downplay the ESG damage caused by Woolworths. The answer will determine how I vote on this resolution.

John Mullen: Stephen, you can't expect me to comment on that. This is a Brambles AGM, not a Woolworths AGM so I respectfully suggest that you direct that question to Woolworths and to Scott himself in his capacity as a Woolworths Director, not in this forum. Thank you.

Any other questions on that one?

Robert Gerrard: No further questions on item 4.

John Mullen: Okay, thank you, very much. The resolution and direct vote and proxy position are now shown on the screen for item 4 as well. So therefore, please now cast your vote for item 4. Item 5 asks shareholders to approve the participation by Graham Chipchase in the Brambles' performance share plan for the purpose of ASX listing rule 10.14. The approval is for a period of 12 months, expiring at the 2022 annual general meeting.

If you have any question on this item and have not already done so, please submit your questions now. Listing rule 10.14 requires shareholder approval for the issue of securities to a Director under an employee incentive scheme. The Brambles' performance share plan is an employee incentive scheme and the notice of meeting now sets out details of how the performance share plan works and the way in which the number of both short and long-term incentive awards to be granted to Mr Chipchase are calculated. Robert, are there any questions on item 5?

Robert Gerrard: No, Chairman, we have no questions on item 5.

John Mullen: Thank you. Now, the resolution and direct vote and proxy position are now shown on the screen. Please therefore now cast your vote for item 5. Item 6 asks shareholders to approve the participation by Nessa O'Sullivan in the Brambles' performance share plan for the purpose again of ASX listing rule 10.14. The approval is for a period of 12 months, expiring at the 2022 annual general meeting.

If you have any questions on this item and have not already done so, please submit your questions now. The reasons for this resolution are the same as that for the previous resolution relating to Mr Chipchase. Robert, are there any questions for item 6?

Robert Gerrard: Yes, we have one question on item 6, which also appears to have been a question from the previous item as well although the heading was not clear. Did any - and it's from shareholder, Stephen Mayne. Did any proxy advisors recommend against the REM report or the LTI grant? Can the proxies on each item please be disclosed before the debate so we can ask questions if there has been a big protest vote. This is ASA AGM policy.

John Mullen: We did not receive any recommendations against from the proxy advisors. As to when they release their report, obviously that's a matter up to them, I'm afraid, not us. So you'll have to ask them when and how they release that information. Any further questions, Robert?

Robert Gerrard: No further questions on item 6.

John Mullen: Great. The resolution and direct vote and proxy position are now shown on the screen so please also now cast your vote for item 6. Item 7 asks shareholders to authorise and approve the on-market buy-back of up to 144.4 million shares in the Company in the 12 month period following the approval of this resolution. If you have any questions on this item and have not already done so, please submit your questions now.

When we announced the sale of our IFCO RPC business, we also said that we would return to shareholders approximately \$2.4 billion of the proceeds of that sale by way of an on-market buyback of shares. In my address, I gave you an update on the status of the buyback program. If shareholders approve this resolution, Brambles will be authorised to undertake further on-market buybacks of up to 144.4 million shares for the 12 months to 19 October 2022.

Depending on the share price over the next 12 months, this may mean that the number of shares bought back may be less than 144.4 million, for which approval is sought. In addition, the actual number of shares to be bought back will be determined based on the share price, market conditions and any alternative capital deployment opportunities which may arise over the next 12 months. Further details on this resolution are set out in the explanatory notes in the notice of meeting. Robert, do we have any questions for item 7, please?

Robert Gerrard: Yes, Chairman, we have one question from shareholder, Stephen Mayne and the question is, why go so hard with on-market buybacks? The Commonwealth Bank recently did a \$6 billion off-market buyback. Have we considered that or do we not have enough franking credits to make it worthwhile? Why not pay a special dividend or do a capital return rather than this drip, drip, drip of ongoing on-market buybacks? Can you name any ASX listed Company going harder with its on-market buybacks than Brambles?

John Mullen: Stephen, the - I think you know as well as I do that there's no right or wrong answer to his. I think it's situation-specific. There are a number of ways of returning funds to shareholders by regular dividend, by special dividend, on-market or off-market buyback. As you rightfully say, the number the variables are particularly around franking credits to influence that decision. Also the types of shareholders because obviously overseas shareholders cannot benefit from the franking credits and obviously as well with a very large buyback, it's very unlikely that a Company is going to have sufficient pool of franking credits to meet that.

So there is no right or wrong answer. I think the Board in each case sits down and discusses in detail with Management and advisors what is the most effective way of achieving the best return of funds to shareholders and then we adopt that accordingly. So I think your question about what others do, well again, I can't really comment on any other companies' policies but there is the wide variety of those options is visible across the corporate landscape in Australia.

Personally, I favour long-term continual programs. Special dividends and one-off payment like that, it comes and goes and then the impact is forgotten quite quickly. Something like a buyback like we're doing now is an effective way of returning funds to shareholders.

It also reduces the number of shares on offer, therefore supporting the share price and also of course it means it's a lower amount of dividend has to be paid out in total. You're not paying a dividend on those shares that have been cancelled. So it's a complicated issue and varies each time but I think we've got the right course of action here today.

Any further questions?

Robert Gerrard: No further questions on this item.

John Mullen: Great. Thank you. The resolution and direct vote and proxy position for item 7 are now on the screen, please therefore cast your vote for item 7 as well. As we announced to the ASX on 8 October, item 8 which had proposed changes to the constitution, including authorising the holding of virtual shareholders' meetings was withdrawn.

Although the purpose of that amendment was to remove uncertainty about the capacity of Brambles to hold virtual meetings where in person meetings were not possible, a sufficient number of shareholders expressed reservations about the proposal to warrant the withdrawal of the resolution.

Robert, are there any final questions?

Robert Gerrard: Yes, Chairman, we have two final questions, both from shareholder, Stephen Mayne. The first one relates to the Director re-election addresses and it is, are these Director campaign speeches live? If so, well done. Too many Directors opt for pre-recorded scripted campaign speeches. What does Scott think about annual election of Directors?

John Mullen: Well I'll turn to Scott to answer that one, what he thinks of the annual election?

Scott Perkins: John, I think you answered the question really well. I think it's something that is obviously up for consideration but not yet established market practice in our part of the world. But certainly an issue that warrants consideration.

John Mullen: Thank you. Robert, any further questions?

Robert Gerrard: Yes, one further and final question, also from Stephen Mayne. Well done for publishing a full transcript of past AGMs along with the full webcast on your website. Can the Chair promise that this practice will continue with the lively discussion that has unfolded at this AGM?

John Mullen: Thank you, Stephen. Yes, I think we have no reason or desire to change the modus operandi that we're using. I think we're in good hands with Robert as our Company Secretary who's very much across the latest trends in all of these things and we will continue to focus on as much disclosure as we possibly can, I think is the bottom line. To be as transparent and informative to shareholders as we can be. We will continue to do that.

If that was the last question, Robert? Then ladies and gentlemen, that concludes our discussion on the items of business and I now declare the AGM closed. I thank you so much for your attendance today. I'll shortly be closing the voting system as well so please ensure that you have cast your vote on all resolutions.

I'll now pause, just to allow you time to finalise those votes. I'll pause for a minute or so, so - and continue after that silence. Okey-doke, voting is now closed. We will announce the results of the poll to the ASX later this evening and thank you all very, very much for joining our AGM today.