

Brambles Limited  
ABN 89 118 896 021  
Level 40 Gateway 1 Macquarie Place  
Sydney NSW 2000 Australia  
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Tel +61 2 9256 5222 Fax +61 2 9256 5299  
[www.brambles.com](http://www.brambles.com)

**Brambles**

25 September 2015

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

*Via electronic lodgement*

Dear Sir or Madam

**Brambles Limited: Notice of 2015 Annual General Meeting**

Brambles Limited will hold its 2015 Annual General Meeting on Thursday, 12 November 2015 at The Wesley Theatre, Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, 2000, commencing at 2.00pm.

Attached are the following documents which will be sent to ordinary shareholders on 25 September 2015:

- Notice of Annual General Meeting
- Shareholder voting form; and
- Shareholder questions form

Yours faithfully  
**Brambles Limited**

**Robert Gerrard**  
Group Company Secretary

**Stephen Johns**  
Chairman

25 September 2015

Dear fellow Shareholder,

The 2015 financial year was another successful one for Brambles.

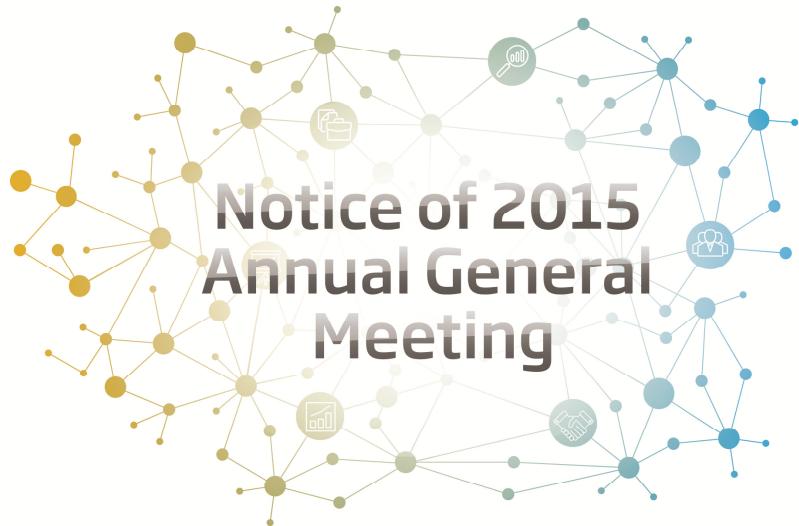
We delivered a strong set of financial results despite underlying economic conditions remaining quite uncertain. We continued our investment in growth programs to strengthen our existing business and we carried out actions to deliver operational efficiencies which are intended to sustain our competitive advantage. In September 2014, we acquired Ferguson Group, a leading provider of container management solutions to the offshore oil and gas sector. This acquisition represented an opportunity for Brambles to enter a new supply chain, which has attractive long-term characteristics and in which we believe we can create value through our extensive and longstanding equipment-pooling expertise.

The real strength of Brambles is our network and the advantage we derive from the integral role we play in our customers' supply chains. This is the heart of our value proposition to investors. By strengthening our networks and our customer relationships, we can support the continued delivery of attractive returns to shareholders today and in the future. In addition, our disciplined approach to investment in new growth opportunities – even though these may dilute returns in the near-term – supports our focus on creating value for shareholders for the long term.

Enclosed is the Notice of Brambles' 2015 Annual General Meeting, which will be held at The Wesley Theatre, Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales on Thursday, 12 November 2015, commencing at 2.00 pm (AEDT).

The items of business in the Notice will be familiar to you: the election and re-election of Directors and the motion to adopt the Remuneration Report. Also enclosed is a shareholder question form designed to give shareholders an opportunity to raise questions ahead of the Annual General Meeting, if they wish to do so. These questions may either be directed to Brambles or, if they relate to the content of the Auditors' Report or conduct of the audit, to Brambles' auditors PricewaterhouseCoopers. I will endeavour to answer the most commonly asked questions at the meeting.

Shareholders who cannot attend the meeting in person have the choice of casting "direct votes" or appointing a proxy to cast their votes. I encourage you to cast your direct vote or register your proxy appointment using the website of our share registry, Link Market Services, at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Alternatively, please complete and mail the enclosed shareholder voting form in the reply paid envelope provided, or return it to the share registry by fax.



Brambles' Directors believe the proposals set out in the Notice and described in the Explanatory Notes are in the best interests of Brambles and unanimously recommend you to vote in favour of the resolutions.

Under Australian company law, Key Management Personnel are prohibited from voting their personal interests on Resolution 2 to adopt the Remuneration Report. If I or any of my fellow Directors are appointed as a proxy they will, of course, vote in accordance with any instruction given to them. If you wish to appoint a Director (other than myself) or other member of Brambles' Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on Resolution 2 by completing the "For", "Against" or "Abstain" boxes on the shareholder voting form. If you do not do that, your proxy will not be able to exercise your vote on your behalf for that resolution.

If you appoint me as your proxy in relation to Resolution 2 but do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution on the shareholder voting form, the proxy form provides that you expressly authorise me to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Brambles' Key Management Personnel. I intend to vote undirected proxies in favour of Resolution 2. If you wish to appoint me as proxy with a direction to vote against, or to abstain from voting on Resolution 2, you should specify this by completing the "Against" or "Abstain" box on the shareholder voting form.

If you appoint me as your proxy in accordance with Step 1B of the shareholder voting form, but do not direct me how to vote on Resolutions 3 and 4, I will vote in favour of each of those resolutions.

If you plan to attend the Annual General Meeting in person, please bring the enclosed shareholder voting form to facilitate your registration. As in previous years, voting at the meeting will be conducted via a poll. Shareholders are invited to join the Board for afternoon tea at the conclusion of the Annual General Meeting. The Board looks forward to seeing as many of you as possible on the day.

Yours sincerely

**Stephen Johns**  
Chairman

# Notice of Annual General Meeting

Notice is given that the 2015 Annual General Meeting of the shareholders of Brambles Limited will be held at The Wesley Theatre, Wesley Conference Centre, 220 Pitt Street, Sydney, NSW 2000 on Thursday, 12 November 2015, commencing at 2.00 pm Australian Eastern Daylight Savings Time (AEDT) for the purpose of transacting the items of business set out below. Registration will open at 1.00 pm (AEDT).

In this Notice and Explanatory Notes, **Brambles**, or the **Company**, refers to Brambles Limited, **Group** refers to Brambles Limited and the entities it controlled at the end of, or during, the year ended 30 June 2015 and **2015 Corporate Governance Statement** refers to the 2015 Brambles Corporate Governance Statement, which has been posted on the Brambles website at [www.brambles.com/corporate-governance-overview](http://www.brambles.com/corporate-governance-overview).

## Items of Business

### Financial Statements

1. To consider and receive the Financial Report, Directors' Report and Auditors' Report for Brambles and the Group for the year ended 30 June 2015.

Shareholders will be asked to consider and, if thought fit, to pass the resolutions below, all of which will be proposed as ordinary resolutions.

### Remuneration Report

2. "To adopt the Remuneration Report for Brambles and the Group for the year ended 30 June 2015."

Please refer to the instructions in the How to Vote section of this Notice on pages 3 to 4 for details of how to appoint a proxy for this resolution.

### Election of Director

The following Director, having been appointed by the Board since the last Annual General Meeting and, being eligible, submits himself for election as a Director of Brambles.

3. "That Mr Scott Redvers Perkins be elected to the Board of Brambles."

Please refer to the instructions in the How to Vote section of this Notice on pages 3 to 4 for details of how to appoint a proxy for this resolution.

### Re-Election of Director

The following Director is to retire by rotation and, being eligible, submits herself for re-election as a Director of Brambles.

4. "That Ms Sarah Carolyn Hailes Kay be re-elected to the Board of Brambles."

Please refer to the instructions in the How to Vote section of this Notice on pages 3 to 4 for details of how to appoint a proxy for this resolution.

# Explanatory Notes

**Explanatory Notes on the items of business to be considered at the meeting follow.**

## Item 1

### Financial Statements

The law requires Directors to lay the Financial Report, Directors' Report and Auditors' Report for the last financial year before the Annual General Meeting (**AGM**) of shareholders. The 2015 Brambles Annual Report has been posted on the Brambles website at [www.brambles.com/investor-centre/annual-reports](http://www.brambles.com/investor-centre/annual-reports). Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the 2015 Annual Report or about the management of Brambles generally.

## Item 2

### Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) (the Act) requires a resolution that the Remuneration Report be adopted must be put to the vote at a listed company's annual general meeting. The vote is advisory only and does not bind the Directors or Brambles.

The Remuneration Report, which forms part of the Directors' Report, is set out on pages 15 to 30 of the 2015 Annual Report, which has been posted on the Brambles website. The Remuneration Report sets out Brambles' remuneration policy and reports the remuneration arrangements in place for Executive Directors, Non-executive Directors and certain senior executives whose remuneration arrangements are required to be disclosed.

Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. Noting that each Director has a personal interest in their own remuneration from Brambles, as described in the Remuneration Report, the Board unanimously recommends the adoption of the Remuneration Report.

## Item 3

### Election of Director

Scott, having been appointed by the Board since the last Annual General Meeting and being eligible, offers himself for election. Prior to his appointment, the Board's Nominations Committee caused appropriate checks to be carried out on Scott relating to his character, education and experience as well as any criminal record or bankruptcy history. None of these checks revealed any adverse information about him. Scott has extensive experience in corporate strategy, capital markets and investment banking in Australia and the broader Asia-Pacific region which compliments the Board's existing skills base. The Board unanimously recommends his proposed election. Scott is considered by the Board to be independent in character and judgement and free from any business or other relationship which could interfere, or appear to interfere, with the exercise of his objective, unfettered or independent judgement. Page 5 of the 2015 Corporate Governance Statement contains further information on the independence of Directors.

Scott's brief biographical details follow:



**Scott Perkins**

Independent Non-Executive Director  
*Member of the Audit Committee*

Joined Brambles as a Non-Executive Director on 1 June 2015. Scott is a Non-Executive Director of Woolworths Limited and Origin Energy Limited. He was a director of Meridian Energy from 1999 to 2002. He is a Director of the Museum of Contemporary Art and is active in the charity and public policy sector as the founder or director of a number of organisations. Scott has extensive experience in corporate strategy, capital markets and investment banking. He held senior executive leadership positions at

Deutsche Bank from 1999 to 2013, including as Managing Director and Head of Corporate Finance for Australia & New Zealand and as a member of the Asia-Pacific management committee. Age: 51.

## Item 4

### Re-election of Director

Carolyn retires by rotation and offers herself for re-election. Carolyn has extensive international finance experience in both executive and non-executive roles. The Board carried out a review of Carolyn's performance as a Director of Brambles and, as a result of that review, unanimously recommends her proposed re-election. Carolyn has been a Director for nine years and is considered by the Board to be independent in character and judgement and free from any business or other relationship which could interfere, or appear to interfere, with the exercise of her objective, unfettered or independent judgement. Page 5 of the 2015 Corporate Governance Statement contains further information on the independence of Directors.

Carolyn's brief biographical details follow:



**Carolyn Kay**  
Independent Non-Executive Director  
*Member of the Audit Committee*

Joined Brambles as a Non-Executive Director in June 2006. She is a Guardian of The Future Fund and a Non-Executive Director of John Swire & Sons Pty Ltd, The Sydney Institute, The General Sir John Monash Foundation and an External Board Member of Allens Linklaters. She was also a Non-Executive Director of Commonwealth Bank of Australia, Infrastructure NSW, Symbion Limited, Mayne Group Limited, Pacific Dunlop Limited, Colonial State Bank, Treasury Corporation of Victoria and Victoria Funds Management Corporation. Carolyn has more than 30 years' experience in the finance sector and worked as an executive in finance at Morgan Stanley in London and Melbourne, JP Morgan in New York and Melbourne and Linklaters & Paines in London. She holds Bachelor of Law and Arts degrees from the University of Melbourne and a Graduate Diploma in Management from the Australian Graduate School of Management. Carolyn is a Fellow of the Australian Institute of Company Directors, a member of Chief Executive Women and Women Corporate Directors and has a Centenary Medal for services to Australian society in business leadership. Age: 54.

## How to Vote

### Voting Methods

Ordinary shareholders can vote in one of the following ways:

- by attending the meeting and voting, either in person, by attorney or, in the case of corporate shareholders, by corporate representative;
- by lodging a direct vote, either electronically by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or by using the shareholder voting form enclosed with this Notice; or
- by appointing a proxy to attend and vote at the meeting on their behalf, either electronically by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or by using the shareholder voting form enclosed with this Notice.

Voting on the items set out in this Notice will be conducted on a poll.

### Voting Deadline

Shareholders who wish to lodge a direct vote or appoint a proxy to attend and vote at the meeting on their behalf, must either:

- complete their electronic instructions on [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au); or
- complete and return their shareholder voting forms to:

- Brambles' share registry, either by hand to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000, or by using the enclosed reply paid pre-addressed envelope; or
- the facsimile number +61 (0)2 9287 0309,

so that they are received by 2.00 pm (AEDT) on Tuesday, 10 November 2015 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Shareholder voting forms received after this time will be invalid.

### Voting in Person

Shareholders who plan to attend the meeting are asked to arrive at the venue by 1.00 pm if possible, so that their shareholding may be checked against the share register and attendance noted. Shareholders attending in person must register their attendance on arrival.

Where more than one joint shareholder votes, the vote of the shareholder whose name appears first in Brambles' share register shall be accepted to the exclusion of the others.

To vote in person at the meeting, a company which is a shareholder may appoint an individual to act as its representative. The representative should bring to the meeting a letter or certificate evidencing their appointment. A form of certificate may be obtained from Brambles' share registry at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) (see the "Investor Services", "Forms" section – under the "General" heading), by calling +61 1300 883 073 or from Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

### Direct Voting

The Directors have established an online and postal voting system which gives shareholders the choice of casting "direct votes" in advance of the AGM, as an alternative to appointing a proxy to cast their votes.

To lodge direct votes, shareholders should either:

- visit [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), go to the "Vote Online" section and follow the prompts and instructions (shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to hand); or
- follow the instructions and notes on the shareholder voting form enclosed with this Notice.

For direct votes to be effective, they must be lodged as specified in the Voting Deadline section on page 3.

If a shareholder is entitled to cast two or more votes at the meeting, the shareholder may specify the proportion or number of direct votes that they wish to cast "For", "Against" or specify that they will "Abstain" from voting on an item. Fractions of votes will be disregarded.

If a shareholder specifies that they will "Abstain" from voting on an item, the shares that are the subject of the direct vote will not be counted in calculating the required majority. The Brambles Limited Rules for Direct Voting at General Meetings are available at [www.brambles.com](http://www.brambles.com) in the "Investor Centre", "Annual General Meetings" section.

### Proxy Voting

To appoint a proxy, shareholders should either:

- visit [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), go to the "Vote Online" section and follow the prompts and instructions (shareholders will need their SRN or HIN to hand); or
- follow the instructions and notes on the shareholder voting form enclosed with this Notice.

For proxy appointments to be effective, they must be lodged as specified in the Voting Deadline section on page 3.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf, and on a poll, the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. If a shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint two proxies and may specify the

proportion or number of votes each proxy is appointed to exercise. If no such proportion or number is specified, each proxy may exercise half of the shareholder's votes. Fractions of votes will be disregarded. If a member appoints two proxies, neither proxy is entitled to vote on a show of hands. The online proxy facility is not suitable for shareholders wishing to appoint two proxies.

A proxy need not be a shareholder.

The Act provides the following for the processing of proxy votes:

#### Directed Proxy Votes

If you appoint someone other than the Chairman of the meeting as your proxy and give them voting instructions, the Act provides that the Chairman of the meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

#### Undirected Proxy Votes

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of Brambles' key management personnel or their closely related parties voting as a proxy on Resolution 2, if a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

If you wish to appoint a Director (other than the Chairman) or other member of Brambles' key management personnel or their closely related parties as your proxy, you must specify how they should vote on Resolution 2 by completing the "For", "Against" or "Abstain" boxes on the shareholder voting form. If you do not do that, your proxy will not be able to exercise your vote on your behalf for those resolutions.

The Chairman will be able to exercise your vote on your behalf on Resolutions 3 and 4 as he sees fit, if you appoint the Chairman as your proxy in accordance with Step 1B of the shareholder voting form, but do not direct him how to vote (in which case the Chairman will vote in favour of each of those items).

If you appoint the Chairman as your proxy in relation to Resolution 2 but do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution on the shareholder voting form, the proxy form provides that you expressly authorise the Chairman of the meeting to

exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Brambles key management personnel. The Chairman intends to vote undirected proxies in favour of Resolution 2. If you wish to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on Resolution 2, you should specify this by completing the "Against" or "Abstain" boxes on the shareholder voting form.

#### Using powers of attorney

If a shareholder has appointed one or more attorneys to attend and vote at the meeting, or if the shareholder voting form is signed by one or more attorneys, the power of attorney (or a certified copy of the power of attorney) must be received by Brambles' share registry or at Brambles' registered office, using one of the addresses or the fax number in the Voting Deadline section on page 3 by no later than 2.00 pm (AEDT) on Tuesday, 10 November 2015 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting, unless the power of attorney has been previously lodged for notation with Brambles' share registry.

The attorney(s) must declare that a notice of revocation of appointment has not been received.

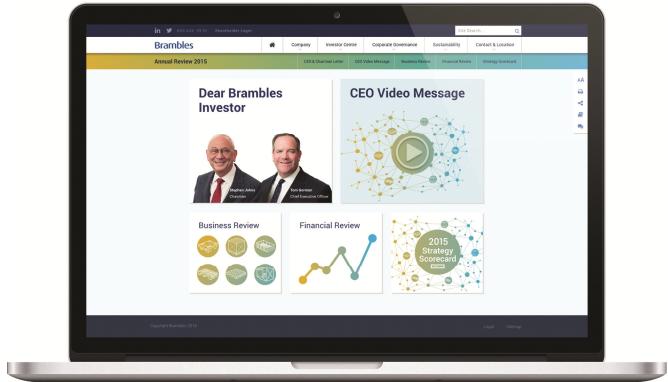
#### Revocations of proxies

Any revocations of proxies (including online proxies) or powers of attorney must be received by Brambles' share registry or at Brambles' registered office, using one of the addresses or the fax number in the Voting Deadline section on page 3, before the commencement of the meeting, or at the registration desk for the 2015 AGM at the Wesley Conference Centre from 1.00 pm (AEDT) on the day of the meeting until the commencement of the meeting.

#### Shareholders who are entitled to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of Brambles ordinary shares for the purposes of the meeting will be those registered holders of Brambles ordinary shares at 7.00 pm (AEDT) on Tuesday, 10 November 2015.

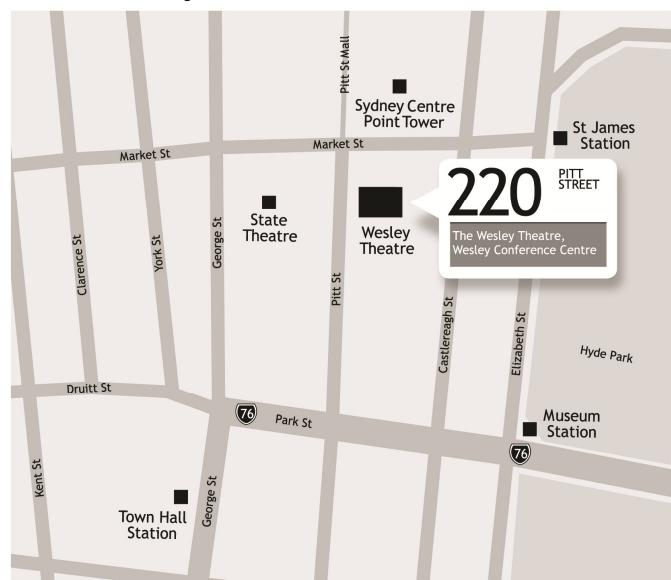
Go to [ar2015.bramblesreview.com](http://ar2015.bramblesreview.com) to review the Group's online annual review for 2015, including an interactive strategy scorecard and other features



#### The Wesley Theatre, Wesley Conference Centre, 220 Pitt Street, Sydney, NSW 2000 on 12 November 2015 at 2.00 pm (AEDT).

Wesley Conference Centre is centrally located in Sydney, within easy walking distance of Town Hall, St James or Museum Stations.

If you have any questions about the location of the AGM please call Brambles Limited on +61 1300 883 073 (during business hours).



# Brambles

Brambles Limited

ABN 89 118 896 021

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

## LODGE YOUR VOTE

### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

### BY MAIL

Brambles Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

### BY FAX

+61 2 9287 0309

### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

### ALL ENQUIRIES TO

Telephone: +61 1300 883 073

## SHAREHOLDER VOTING FORM

I/We being a member(s) of Brambles Limited (**Brambles**) and entitled to attend and vote at the Annual General Meeting of Brambles to be held at **2:00pm (AEDT)** on **Thursday, 12 November 2015** at **The Wesley Theatre, Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales 2000** (the **Meeting**) hereby elect to:

**STEP 1** Please mark either A or B

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

**(i)** in relation to the Annual General Meeting of Brambles to be held at **2:00pm (AEDT) on Thursday, 12 November 2015**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each Resolution in Step 2. Do not mark the "abstain" box.

OR

### B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Meeting and at any postponement or adjournment of the Meeting.

**Important for Resolution 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention in Step 2 below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of Brambles' Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**STEP 2**

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

### Resolutions

2 Remuneration Report

3 To elect Mr Scott Perkins to the Board of Brambles

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

Proxy Only  
For      Against      Abstain\*

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**(i)** \* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3**

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

Please refer overleaf for signing instructions. If this form is being signed under power of attorney, by signing this form I/we declare that I/we have not received any notice of revocation of appointment.

**BXB PRX501G**

## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on Brambles' share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### VOTING UNDER STEP 1A – VOTE DIRECTLY

If you ticked the box in Step 1A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each Resolution in Step 2. Do not mark the "abstain" box. If you mark the "abstain" box for a Resolution, your vote for that Resolution will be invalid.

If no direction is given on all of the Resolutions, or if you mark both boxes in Step 1A and 1B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Shareholder Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman of the Meeting's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER STEP 1B – APPOINT A PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1B. If the person/body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person in Step 1B. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of Brambles.

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each Resolution in Step 2. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you mark more than one box on a Resolution your vote on that Resolution will be invalid, unless the marks are a percentage or a number of shares. If you attempt to vote in excess of your shareholding on the share register, your vote will be invalid.

If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you wish to appoint a Director (other than the Chairman of the Meeting) or other member of KMP or their closely related parties as your proxy, you must specify how they should vote on Resolution 2 by completing the "For", "Against" or "Abstain" boxes. If you do not do that, your proxy will not be able to exercise your vote on your behalf for this Resolution. If you appoint the Chairman of the Meeting as your proxy in accordance with Step 1B but do not direct him how to vote, the Chairman of the Meeting will be able to exercise your vote on your behalf on Resolutions 3 and 4 as he sees fit and will vote in favour of each of those Resolutions. If you appoint the Chairman of the Meeting as your proxy in relation to Resolution 2, but do not complete any of the boxes "For", "Against" or "Abstain" opposite this Resolution, you will be expressly authorising the Chairman of the Meeting to vote in favour of this Resolution. If you wish to appoint the Chairman of the Meeting as proxy with a direction to vote against, or to abstain from voting on, Resolution 2, you should specify this by completing the "Against" or "Abstain" boxes on this Shareholder Voting Form.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Shareholder Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution in Step 2. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions of business, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution, your vote on that Resolution will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Shareholder Voting Form may be obtained by telephoning Brambles' share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Shareholder Voting Form and the second Shareholder Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from Brambles' share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A SHAREHOLDER VOTING FORM

This Shareholder Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEDT) on Tuesday, 10 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Shareholder Voting Form received after that time will not be valid for the scheduled Meeting.

Shareholder Voting Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Shareholder Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Shareholder Voting Form).



#### BY MAIL

Brambles Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm (AEDT))

# Brambles

Brambles Limited

ABN 89 118 896 021

## LODGE YOUR QUESTIONS



ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



BY MAIL

Brambles Limited  
C/- Link Market Services Limited  
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Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 883 073

## QUESTIONS FROM SHAREHOLDERS

The Annual General Meeting (AGM) of Brambles Limited will be held on **2:00pm (AEDT) on Thursday, 12 November 2015** in Sydney. Shareholders are invited to register questions for the Chairman in advance if they prefer to do so, or if they are unable to attend the meeting. The Chairman will endeavour to address the most commonly asked questions and any significant matters at the AGM.

Shareholders may also submit written questions to the auditor in relation to:

- The content of the auditors' report to be considered at the AGM; or
- The conduct of the audit of the financial report to be considered at the AGM.

Please note that it will not be possible to send individual responses to questions. A webcast of the meeting will be available on [www.brambles.com](http://www.brambles.com).

Please register your questions by:

- Completing and returning this form in the reply-paid envelope provided;
- Completing and faxing this form to +61 2 9287 0309; or
- Emailing them to Brambles at [shareholderquestions@brambles.com](mailto:shareholderquestions@brambles.com)

Please note that all shareholder questions must be received by **5:00pm (AEDT) on Tuesday, 3 November 2015**.

My question relates to (please mark the most appropriate box):

Brambles' performance or financial reports

A resolution being put to the AGM

General suggestion

Brambles' Remuneration Report

Brambles' approach to sustainability

Other

My question is for the auditor (only mark this box if your question relates to the content of the auditors' report or the conduct of the audit of the financial report to be considered at the AGM)

QUESTIONS