

6 November 2014

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

Via electronic lodgement

Dear Sir

Brambles Limited 2014 AGM – Chairman's and CEO's Addresses

In accordance with Listing Rule 3.13.3, I enclose the addresses to be delivered by Mr Stephen Johns, Chairman and Mr Tom Gorman, Chief Executive Officer, at the Brambles Limited Annual General Meeting, to be held at The Grand Ballroom, Sofitel Melbourne On Collins, 25 Collins Street, Melbourne, Victoria, commencing at 2.00 pm this afternoon.

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

Yours faithfully

BRAMBLES LIMITED

Robert Gerrard
Company Secretary

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Chairman's and CEO's addresses

Stephen Johns, Chairman

Good afternoon and welcome, ladies and gentlemen.

My name is Stephen Johns.

I am your Chairman and it is my pleasure to declare Brambles' 2014 Annual General Meeting open.

There are copies of the Notice of Meeting on your seats and copies of the minutes of our last AGM in the registration area.

With your agreement, I propose to take the Notice of Meeting as read.

Thank you.

I would now like to introduce your Directors.

To my immediate left is our Chief Executive Officer, Tom Gorman.

From my far left are: Brian Long, chairman of the Audit Committee; then Doug Duncan; and Carolyn Kay.

From my far right are: Christine Cross; Tahira Hassan; David Gosnell; and Tony Froggatt, Chairman of the Remuneration Committee.

Christine Cross and Brian Long stand for election today, while Tahira Hassan and I stand for re-election.

All four directors have the unanimous and full support of their colleagues on the Board.

In addition to your Directors, I am joined on the podium today by: our Chief Financial Officer, Zlatko Todorovski, to Tom's immediate left; and our Group Company Secretary, Robert Gerrard, to my immediate right.

We will be holding a poll on all the resolutions before this meeting.

I will now open the poll.

Any shareholders leaving early may place their completed voting cards in the ballot boxes by the exit doors.

I will explain the voting procedure when we reach the formal part of the meeting.

After I have spoken, I will hand over to the CEO to provide an update on trading and strategy.

Tony Froggatt will then talk briefly about our remuneration report.

I will then respond to shareholder questions before we move on to the formal items of business.

We are webcasting this meeting for the benefit of shareholders who could not attend in person and will retain an archived version of that webcast on our website.

Ladies and gentlemen, it is a great privilege for me to be addressing you for the first time as your Chairman.

I have been fortunate to be a member of the Brambles Board for just over 10 years, and to have served both as Chairman of the Audit Committee and as a member of the Nominations Committee for much of that time.

I am very pleased that our former Chairman, Graham Kraehe, accepted the Board's invitation to join us today.

On behalf of all of my colleagues on the Board, a warm welcome.

I would like to express my gratitude – and that of my Board colleagues and, indeed, the whole of Brambles – to Graham.

Graham was associated with our Board for almost 14 years over two separate periods as a Director, and served as Chairman from February 2008 until his retirement at the end of September this year.

During Graham's tenure, Brambles established a clear strategy to focus on supply chain solutions and expand our position as the world's leading equipment pooling company.

Key achievements included the expansion of our crate and container businesses, and the continued growth of our core CHEP pallets business, both in established and emerging markets.

The successful demerger of Recall in December last year was an important element in this strategy.

The implementation of this strategy has been well-received by investors and is, I believe, reflected in the strong performance of our shares in recent years.

Graham's retirement reflects a continual process of Board renewal.

Christine Cross and Brian Long joined the Board this year following the retirement of two long-serving directors, Luke Mayhew and Brian Schwartz.

Christine brings an extremely strong body of experience in the global retail sector, including a distinguished career at Tesco, one of the world's leading retailers.

Brian Long, with his many years of experience as one of Ernst & Young's leading global partners, including a period as Chairman of Ernst & Young in Australia, is a senior member of the business and finance community in Australia.

He is a highly able successor to me as Chairman of the Audit Committee.

I would like to take this opportunity to thank Luke Mayhew and Brian Schwartz for their contributions and to wish them well in their future endeavours.

As this is my first AGM as Chairman, I would like to talk about the Company's values, which form the basis from which we seek to create and add value for our customers, shareholders and employees.

In so doing, I also hope to address a number of the questions we have received from shareholders in the run-up to this AGM.

Our five Shared Values are:

- All things begin with the customer;
- We have a passion for success;
- We are committed to safety, diversity, people and teamwork;

- We believe in a culture of innovation; and
- We always act with integrity and respect for the community and the environment.

So let me begin with: **"All things begin with the customer."**

Our business primarily serves the fast-moving consumer goods supply chain through the provision of literally billions of pallet, crate and container movements each year.

We are one of the few truly global Australian companies, operating in more than 50 countries and occupying a market leadership position in all but a very few of those.

On a day-to-day basis, we are an integral part of the supply chain for some of the world's largest and most well-known companies, such as Procter & Gamble, Heinz and Nestlé.

Ensuring that our management teams are investing in and developing our relationships with our customers is an area of intense focus for the Board.

I am pleased to say that, in the 2014 financial year, we continued to show good progress and improvement through our use of Net Promoter Score, a globally recognised tool for the measurement of customer experience and satisfaction.

More than 7,000 of our customers participated in the 2014 survey.

The strength of our customer relationships links strongly to the next of our values: **"We have a passion for success."**

Without those strong customer relationships we would not have the unique network advantage and logistics expertise that provides the platform for us to deliver strong growth and economic returns for our shareholders.

In the 2014 financial year, this translated, in constant currency, to sales revenue growth of 7 per cent to 5.4 billion US dollars, and Underlying Profit growth of 6 per cent to 960 million US dollars.

Return on Capital Invested was 16.3 per cent.

Total dividends for the year of 27 Australian cents per share reflected the Board's commitment to a progressive dividend policy.

While the Brambles dividend was steady, when taking into account Recall's final 2014 dividend, its first since the demerger, the effective 2014 dividend for Brambles shareholders increased by 6%.

Tom Gorman will elaborate on our forward-looking five-year targets and our strategy for growth in his CEO address.

I am pleased to say that Brambles' shares have continued to perform strongly.

Over the five years to yesterday's close, our total shareholder return has been 80 per cent, compared with 49 per cent for Australia's benchmark share index, the S&P/ASX200 and 32 per cent for the ASX200 Industrials index, which excludes resources and financial companies.

On a one-year basis, Brambles' total return was 18 per cent, compared with 6 per cent for the ASX200 and 9 per cent for the Industrials Index.

When the performance of the demerged Recall shares is included, Brambles' performance is even stronger: at 97 per cent for five years and 29 per cent for one year.

The next of our shared values is: **"We are committed to safety, diversity, people and teamwork."**

This is extremely important for the Board and management.

We represent Brambles' employees in more than 50 countries, working across many supply chains, cultures and environments.

Brambles' Zero Harm charter states that everyone has the right to be safe at work and to return home as healthy as when they started the day.

The Company has the same standards and requirements in all of the businesses and in all of the countries in which we operate.

I am pleased to report that our key metric for safety performance, the Brambles Injury Frequency Rate, improved substantially in the 2014 financial year.

The rate declined by 19 per cent to 15.6 injuries per million man hours worked.

This reflected the impact of a variety of programs throughout the Group focused on issues such as: segregating people from machinery and vehicles in our facilities; improved safety in relation to wash machines in the fresh produce crates business; and improved reporting of near misses.

I am also pleased to report that there were no fatalities in the period.

Diversity is also an important issue for the Board, as reflected by our Diversity Policy.

On gender diversity specifically, we continue to pursue our objective to increase the number of women in senior management positions to 30 per cent by 2018.

We received a question from a shareholder via the form included with the Notice of Meeting in relation to the number of women on our Board.

This year, we have met our target of having women comprise at least 30 per cent of the Board's membership.

Given the scope and breadth of our business, diversity – whether it be diversity of gender, diversity of background or diversity of ideas – is essential to our success across the many cultures and environments in which we operate.

At the same time, we continue to strive to leverage our global scale and expertise where possible, and to harness the power of global teamwork, as reflected in our One Business, One Team focus.

More broadly, investing in the development of our people, especially those with high potential to become future leaders, remains a key Board priority.

We are now into our seventh year of partnership with CEDEP, the European Centre for Executive Development located at Fontainebleau, just outside Paris.

CEDEP is closely associated with Insead, the highly regarded European business school.

To date we have put almost 400 of our executives through CEDEP's development programs focusing on areas such as strategy and innovation.

That brings me to the next of our shared values: **"We believe in a culture of innovation."**

Innovation is at the core of Brambles' identity.

We pioneered the concept of equipment pooling and still, when we enter new markets today, we are changing the supply chain for the better by introducing a more efficient and sustainable method of materials handling for participants.

But this is an area in which we must always endeavour to do more.

We are in the process of increasing our innovation efforts as we seek to expand upon the strength of our installed network and unique position in the supply chain to develop the ideas that may lead to additional services and business opportunities in the future.

To assist with this process, Tom and his Executive Leadership Team recently spent a week-long “innovation immersion” in the US technology hubs of Seattle and Silicon Valley.

We are investigating new ways of funding entrepreneurial ideas within our business and through third parties, as highlighted by our investment this year in Kegstar, a beer-keg pooling start-up here in Australia.

Our final shared value is: **“We always act with integrity and respect for the community and the environment.”**

This is a value which is most important to us, and also of particular importance to shareholders – as reflected by the formal questions submitted prior to this AGM.

Brambles’ business model has inherently strong sustainability credentials.

We also take specific actions in relation to our broader responsibilities including a regular review of our compliance responsibilities.

Within this context, recent actions include: the addition of human rights to the company’s Zero Harm Charter; the introduction of a supplier policy; the further development of our anti-corruption and bribery policy; and becoming a signatory to the UN Global Compact.

During the Year, we received recognition from the Carbon Disclosure Project as a global leader in the industrials sector for our efforts in addressing deforestation risks in the supply chain through our lumber sourcing policies.

We were also added in September to the Dow Jones Sustainability World Index, a key global index of leading sustainable public companies.

Meanwhile, we are also active participants in important international forums such as Enactus, the Ellen MacArthur Foundation and the World Economic Forum.

Each of these organisations is taking meaningful actions to tackle important social challenges that align closely with our focus areas of education, sustainability and food loss.

We do this in partnership with our customers.

These initiatives provide Brambles with a sound platform from which to engage further with suppliers, customers and investors on environmental, social and governance issues.

Our 2014 Sustainability Review will be published on our website later this month.

Ladies and gentlemen, this concludes my address.

Thank you for your attendance at today’s AGM – and for your interest in Brambles.

I am looking forward to working with my fellow Directors, Tom Gorman and his management team over the coming years as Chairman.

I will now hand over to Tom to talk in more detail about our performance, our strategy and our outlook for 2015 and beyond.

Tom Gorman, CEO

Thank you, Stephen.

I'd like to begin this afternoon by recapping the core investment proposition for Brambles, before covering our 2014 results in a little more detail, our outlook for the rest of the 2015 financial year and our first-quarter trading update.

As the Chairman has noted, Brambles has a unique network position in the supply chains it serves.

It's from this position that the Group derives the sustainable competitive advantage that drives its value proposition for both customers and shareholders.

This sustainable competitive advantage enables Brambles to drive both the quality of our business and the quantity of opportunity to grow.

For our shareholders: this means: attractive rates of economic returns; and attractive rates of growth relative to the sectors in which we operate.

As we target sustained delivery of this investment proposition, in December 2013, we communicated the key financial objectives against which we believe our success should be measured over the next five years.

We committed to an annual target of high-single digit sales revenue growth, at constant currency, and, by the 2019 financial year, achieving Return on Capital Invested of at least 20 per cent.

When we announced these targets, we made it clear that they were exclusive of the contribution or impact of any acquisitions or divestments.

The 2014 result reflected a 7 per cent increase in sales revenue from continued execution of our growth strategy and a modest improvement in underlying conditions.

Although there were higher direct costs in support of the ongoing development of the business, Underlying Profit increased 6 per cent.

Return on Capital Invested was flat at 16.3 per cent, reflecting the impact of a decline in profitability in the IFCO Reusable Produce Crates business.

We are confident the Reusable Produce Crates business will return to profit growth in the 2015 financial year.

Overall, Brambles is tracking well, as we continue to strive to strike the right balance between the investment required for continued delivery for shareholders in the long term and the momentum of year-on-year delivery of our targets.

We are committed to getting the basics right by investing in product and service quality and asset management as well as driving business growth by investing in business development to support diversification.

The Recall demerger has been executed successfully, enhancing our focus on our core business.

Since completing the demerger, we have launched during the 2014 financial year a business improvement and cost leadership program, which we refer to as One Better.

Through One Better, we are seeking, by the 2019 financial year, to remove at least US\$100 million in indirect costs and reduce our overheads as a percentage of sales revenue by 2 percentage points.

One Better is a fundamental part of linking where we are today with where we want to be in the future.

It will be delivered without compromising the values to which the Chairman has referred.

The program is not simply about driving savings for short-term profit improvement.

It is about creating the opportunity for us to protect and enhance our core competitive position by offering more value for our customers and investing in new growth opportunities.

We are focused on how we can innovate to capture the true value of our embedded network, customer relationships and expertise to drive superior performance.

After all, we are not just a pooling company, we are a supply-chain solutions company with a unique set of assets and insights.

Our innovation activities and our thinking about longer horizon opportunities will continue to grow as our management of our own assets improves and as technology evolves.

We are seeking additional opportunities to add value in the supply chains we already serve and bring our expertise to new segments.

Acquisitions are an important complement to this growth strategy, where we have the opportunity to acquire strong businesses.

In that context, I would like to touch on the acquisition in September of Ferguson Group, a provider of container solutions to the offshore oil and gas sector.

Ferguson is a very strong fit for Brambles, consistent with our strategy of diversifying in segments with strong equipment-pooling and growth characteristics.

Combined with our presence in the refining sector through the CHEP Catalyst & Chemical Containers business, Ferguson provides a platform for further expansion of our offering in oil and gas.

While acquired goodwill may dilute the Group's overall Return on Capital Invested in the shorter term, Ferguson will generate returns on new capital invested strongly commensurate with those of the rest of the Brambles Group.

And we are seeking opportunities to mitigate the impact of acquired goodwill on our returns as we pursue our target of Return on Capital Invested of at least 20% by the 2019 financial year.

As we set out at in an investor presentation on Monday, we believe we can add value to Ferguson through four key strategic priorities: organic growth, strategic sourcing, regional diversification and asset utilisation.

As a result of these strategies, we expect Ferguson to generate a reported return on capital, including the impacts of goodwill, broadly in line with our cost of capital by FY19.

We have updated our guidance for 2015 to include a 10-month impact from Ferguson.

Including Ferguson, we expect:

- Constant-currency sales revenue growth of 8 per cent to 9 per cent; and
- Underlying Profit of US\$1,055 million to US\$1,085 million, at 30 June 2014 foreign exchange rates.

I will now touch on our trading update for the first quarter of 2015 financial year, which we released on Monday.

Sales revenue across the Group was US\$1.4 billion, up 6 per cent in actual terms or 7 per cent at constant currency, compared with the prior corresponding period.

This solid result reflected a continuation of a relatively resilient underlying performance in our core operations, despite increased global economic uncertainty during the period.

Our Pallets operations, which account for approximately 75 per cent of our business globally, delivered constant-currency sales growth of 5 per cent, as all regions delivered increased volumes.

Our RPCs business serving the fresh produce sector delivered constant-currency sales revenue growth of 10 per cent, a strong result in all regions, with continued recovery of momentum in our US operations.

In Containers, constant-currency sales revenue growth of 19 per cent predominantly reflected the inclusion for the first time of acquisitions.

Ladies and gentlemen, as we continue to pursue our strategy through 2015 and the coming years, we remain extremely well-positioned to serve our customers and continue to deliver value for our shareholders.

It remains a great privilege to represent you in leading this organisation.

Finally, I would like to echo Stephen's words and add my personal thanks to Graham Kraehe for his leadership and wise counsel to me and my leadership team over the past five years.

Thank you.

I will now hand back to Stephen.



Brambles

Annual General Meeting

6 November 2014



Stephen Johns
Chairman

A poll is being held on all resolutions at this meeting. If leaving early, place completed voting cards in the ballot boxes by the exit doors.

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Brambles

Chairman succession and Board renewal

- Retirement of Graham Kraehe
 - 14 years' association with Brambles Board
 - Chairman from February 2008 to September 2014
 - Established clear and focused strategy
- Appointments of Brian Long, Christine Cross as Directors
- Retirements with thanks of Luke Mayhew, Brian Schwartz
- Four Directors standing for election or re-election today

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Brambles

Focus on Brambles' Shared Values

- 1 All things begin with the customer
- 2 We have a passion for success
- 3 We are committed to safety, diversity, people and teamwork
- 4 We believe in a culture of innovation
- 5 We always act with integrity and respect for the community and the environment

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Brambles

"All things begin with the customer"

- Brambles is an integral part of the supply chains we serve
- Board and management focus on customer relationships
- Continued progress with Net Promoter Score surveys
 - More than 7,000 customer participants in 2014

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Brambles

"We have a passion for success"

FY14 financial performance highlights

(Continuing operations)		FY14 result	Change vs. FY13	
			(Actual FX)	(Constant FX)
Sales revenue	↑	US\$5,405M	6%	7%
Underlying Profit	↑	US\$960M	5%	6%
Return on Capital Invested	↔	16.3%	(0.1) pts	-
Total dividends	↑	27.0 Australian cents per share		

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Brambles

"We have a passion for success"

Total shareholder returns



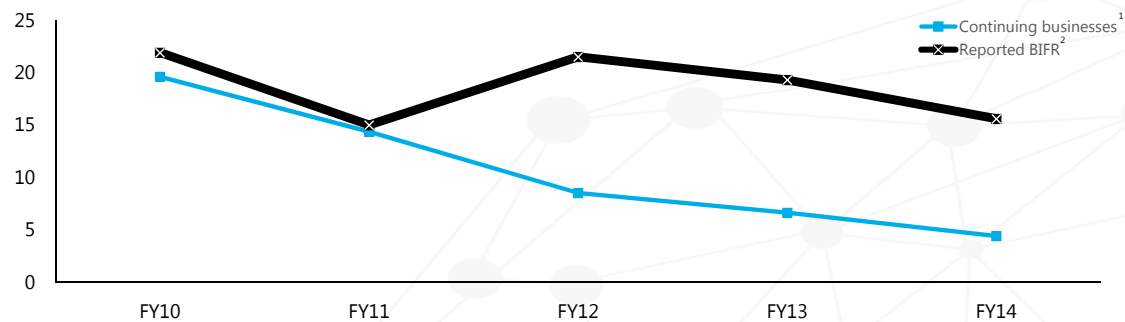
Note: Brambles adjusted for Recall includes the proportionate of Recall shares from the time of demerger, at the demerger ratio of one Recall share for every five Brambles shares

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Brambles

"We are committed to safety, diversity, people and teamwork"

Group safety performance



¹ Represents operations owned continuously throughout FY10 to FY14 and excludes businesses acquired during that period and the Recall operations.

² Reported BIFR included restatements in FY12 to incorporate acquired operations and, in FY13 and FY14, the removal of the demerged Recall business.

Note: FY14 BIFR may be subject to minor adjustments as investigations on a number of incidents were not closed at the time of publication. The number will be published in the 2014 Sustainability Review.

"We are committed to safety, diversity, people and teamwork"

■ Diversity Policy

- Objective to increase women in senior management positions to 30% by 2018
- Target of 30% female Board members by 2015 achieved

■ Investment in people

- Focus on high potential leaders
- Seventh year of partnership with CEDEP
 - Almost 400 executives have participated in CEDEP programs

“We believe in a culture of innovation”

- Brambles pioneered the concept of equipment pooling
 - More efficient and sustainable method of materials handling
- Seeking to do more
 - Expand upon the strength of our installed network and unique position
 - Develop ideas that lead to business opportunities of the future
- Executive Leadership Team “immersion” in US technology hubs
- New funding approach to entrepreneurial ventures

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Brambles

“We always act with integrity and respect for the community and the environment”

- Addition of human rights to Zero Harm Charter
- Introduction of Supplier Policy
- Further development of Anti-Corruption & Bribery Policy
- Signatory to UN Global Compact
- Recognition as global leader in addressing deforestation
- Inclusion in Dow Jones Sustainability World Index
- Enactus, Ellen MacArthur Foundation, World Economic Forum involvement
- 2014 Sustainability Review to be published online in November

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Brambles



Tom Gorman
Chief Executive Officer

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Brambles

Investment proposition

1	Our customer value proposition enables a strong and sustainable competitive advantage...
2	... which drives superior rates of economic return (i.e. high <i>quality</i> of opportunity)
3	... and positions us uniquely to deliver superior levels of growth (i.e. high <i>quantity</i> of opportunity)

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Brambles

Five-year financial objectives

1) Get the basics right

- Invest in product and service quality
- Invest in asset management

2) Drive business growth

- Invest in business development to support diversification

Annual percentage sales revenue growth in the high single digits

Consistent incremental improvement in Group ROCI to at least 20% by FY19

Note: sales revenue and ROCI commentary provided on an "organic" constant-currency basis exclusive of the impact of merger, acquisition or divestment activity; all commentary subject to Brambles' Disclaimer.

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Brambles

One Better to drive performance

One Better enablement

Protect and enhance core competitive position

Invest in new growth opportunities

Reinvigorated approach to strategy globally

Technology and customer relationships central to innovation to capture true value of network and asset management advantage

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Brambles

Acquisition of Ferguson Group

- Leading provider of container solutions to the offshore oil and gas sector
- Strong fit for Brambles, consistent with strategy to diversify in segments with strong equipment-pooling and growth characteristics
- Platform for further expansion of Brambles' offering in oil and gas
- Key strategic priorities to drive value creation
 - Organic growth
 - Strategic sourcing
 - Regional diversification
 - Asset utilisation

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Brambles

Outlook and first-quarter trading

- FY15 guidance¹, including Ferguson contribution:
 - Constant-currency sales revenue growth of 8% to 9%
 - Underlying Profit of US\$1,055M to US\$1,085M, (30 June 2014 foreign exchange rates)
- First-quarter trading update
 - Constant-currency sales revenue growth of 7 per cent to US\$1.4B
 - Continued resilient underlying performance despite increased global economic uncertainty

¹ All guidance is subject to the disclaimer on Slide 66

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Brambles



Brambles Annual General Meeting

6 November 2014



Tony Froggatt
Chairman of the Remuneration
Committee

What I will cover

- Brambles' executive remuneration structure
- Outcomes for FY14, including share vesting
- MyShare

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Brambles

Brambles' executive remuneration policy

Objectives

- 1 Attract and retain high-calibre executives through market-competitive remuneration
- 2 Incentivise executives to achieve challenging performance levels
- 3 Reward successful business strategy implementation
- 4 Align executive rewards with creation of shareholder value

Feedback received from major stakeholders is that Brambles remuneration policy meets the above objectives.

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Brambles

Senior executive remuneration structure

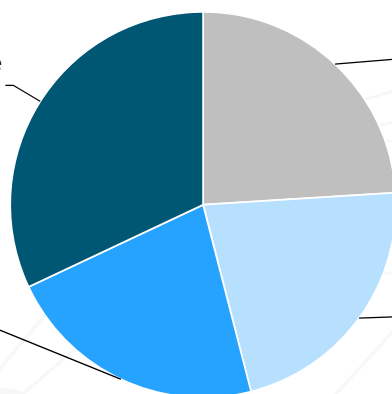
"At risk" remuneration 76% vs fixed remuneration 24%

At risk LTI shares: 32%

Vesting over three years, performance hurdles for shares related to TSR and sales revenue/BVA

At risk STI shares 22%

Deferred for two years to provide retention and ensure continued alignment with shareholders



Fixed remuneration: 24%

Salary, superannuation, car allowance, healthcare, etc

At risk cash 22%

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

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Brambles

Remuneration outcomes and decisions

- Modest salary increases for senior executives in FY14
- Short-term bonus and deferred share awards reflected company performance
- Long-term incentives vested at 51.6% in FY14
- Non-Executive Director fees increased by 3%, in line with the Australian market

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Brambles

MyShare update

- Brambles is strongly committed to employee share ownership
- Since the initial launch in 2008, more than 3,000 employees in 40 countries have elected to participate in MyShare
- MyShare employees now own more than 2.5M shares in Brambles, or 0.16% of Brambles' total share capital

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Brambles

Final comment: FY15 remuneration

- No proposed changes to remuneration policy for FY15
- Financial targets for FY15 are demanding
 - Will require strong performance to achieve similar or better levels of total remuneration compared with FY14

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Brambles



Brambles Annual General Meeting

6 November 2014

How to ask a question

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

Item 1

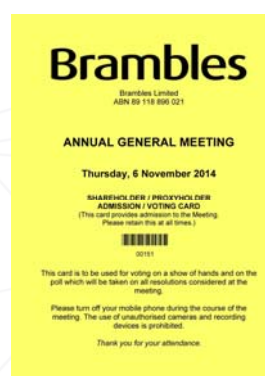
To consider and receive the Financial Report, Directors' Report and Auditors' Report for Brambles and the Group for the year ended 30 June 2014

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Brambles

Voting procedure

Discretionary proxy votes given to Chairman will be cast in favour of each item of business



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Brambles

Item 2

As an ordinary resolution

To adopt the Remuneration Report for Brambles and the Group for the year ended 30 June 2014

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Brambles

Proxies and direct votes received

Item 2

To adopt the Remuneration Report

	For	Discretionary	Against	Abstain
Proxy votes	1,112,040,486	6,559,819	14,815,171	12,731,647
Direct votes	26,643,026	-	1,981,420	195,247
Total	1,138,683,512	6,559,819	16,796,591	12,926,894

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Brambles

Mark your voting card

Item 2

To adopt the Remuneration Report

For

☐

Against

☐

Abstain

☐

POLL VOTING			
Please mark a box below to indicate your voting intention.			
	For	Against	Abstain
Resolution 1 Remuneration Report	☐	☐	☐
Resolution 2 To elect Mr Christine Cross to the Board of Brambles	☐	☐	☐
Resolution 3 To elect Mr Stuart James to the Board of Brambles	☐	☐	☐
Resolution 4 To elect Mr Kevin Jensen to the Board of Brambles	☐	☐	☐
Resolution 5 To elect Mr Stephen Paul Jones to the Board of Brambles	☐	☐	☐
Resolution 6 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 7 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 8 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 9 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 10 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 11 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 12 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 13 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 14 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 15 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 16 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 17 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 18 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 19 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 20 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐

If you mark the boxes for a candidate then your vote will not be counted in determining the outcome of the poll.

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Brambles



Election of Christine Cross

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Brambles

Item 3

As an ordinary resolution

That Ms Christine Cross be elected to the Board of Brambles

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Brambles

Proxies and direct votes received

Item 3

To elect Ms Christine Cross to the Board of Brambles

	For	Discretionary	Against	Abstain
Proxy votes	1,135,599,674	6,550,912	877,993	3,169,483
Direct votes	27,749,106	-	707,116	356,019
Total	1,163,348,780	6,550,912	1,585,109	3,525,502

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Brambles

Mark your voting card

Item 3

To elect Ms Christine Cross to the Board of Brambles

For

☐

Against

☐

Abstain

☐

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain
Resolution 1 Re-election of Directors	☐	☐	☐
Resolution 2 To elect Ms Christine Cross to the Board of Brambles	☐	☐	☐
Resolution 3 To elect Mr Brian Long to the Board of Brambles	☐	☐	☐
Resolution 4 To elect Mr Stephen Paul Jones to the Board of Brambles	☐	☐	☐
Resolution 5 To elect Mr Kevin Henson to the Board of Brambles	☐	☐	☐
Resolution 6 To elect Mr Stephen Paul Jones to the Board of Brambles	☐	☐	☐
Resolution 7 Approval of Directors under the Brambles 2008 Performance Share Plan	☐	☐	☐
Resolution 8 Approval of Directors under the Brambles 2008 Performance Share Plan	☐	☐	☐
Resolution 9 Approval of Directors under the Brambles 2008 Performance Share Plan	☐	☐	☐
Resolution 10 Approval of Directors under the Brambles 2008 Performance Share Plan	☐	☐	☐
Resolution 11 Approval of Directors under the Brambles 2008 Performance Share Plan	☐	☐	☐

If you mark the Against box for a resolution item, your shareholder will not be counted in computing the relevant majority on the poll.

37

Brambles



**Election of
Brian Long**

38

Brambles

Item 4

As an ordinary resolution

That Mr Brian James Long be elected to the Board of Brambles

39

Brambles

Proxies and direct votes received

Item 4

To elect Mr Brian James Long to the Board of Brambles

	For	Discretionary	Against	Abstain
Proxy votes	1,135,660,971	6,524,068	838,185	3,174,838
Direct votes	27,729,089	-	730,590	358,336
Total	1,163,390,060	6,524,068	1,568,775	3,533,174

40

Brambles

Mark your voting card

Item 4

To elect Mr Brian James Long to the Board of Brambles

For

☐

Against

☐

Abstain

☐

POLL VOTING			
Please mark a box below to indicate your voting intention.			
	For	Against	Abstain
Resolution 1 Re-election of Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 2 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 3 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 4 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 5 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 6 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 7 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 8 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 9 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 10 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 11 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 12 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 13 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 14 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 15 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 16 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 17 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 18 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 19 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐
Resolution 20 To elect Mr Brian James Long to the Board of Brambles	☐	☐	☐

If you mark the boxes for a candidate then your vote will be counted as supporting the named candidate on the list.

41

Brambles



**Re-election of
Tahira Hassan**

42

Brambles

Item 5

As an ordinary resolution

That Ms Tahira Hassan be re-elected to the Board of Brambles

43

Brambles

Proxies and direct votes received

Item 5

To re-elect Ms Tahira Hassan to the Board of Brambles

	For	Discretionary	Against	Abstain
Proxy votes	1,135,860,690	6,516,187	671,423	3,149,762
Direct votes	27,817,053	-	678,055	328,888
Total	1,163,677,743	6,516,187	1,349,478	3,478,650

44

Brambles

Mark your voting card

Item 5

To re-elect Ms Tahira Hassan to the Board of Brambles

For

☐

Against

☐

Abstain

☐

POLL VOTING			
Please mark a box below to indicate your voting intention			
	For	Against	Abstain
Resolution 1 Re-election of Ms Tahira Hassan to the Board of Brambles	☐	☐	☐
Resolution 2 To elect Mr Stephen Johns to the Board of Brambles	☐	☐	☐
Resolution 3 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 4 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 5 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 6 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 7 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 8 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 9 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 10 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 11 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 12 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 13 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 14 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 15 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 16 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 17 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 18 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 19 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐
Resolution 20 To elect Mr Peter Jones to the Board of Brambles	☐	☐	☐

If you mark the boxes for a resolution then your vote will be counted in favour of the proposed resolution.

45

Brambles



Re-election of Stephen Johns

46

Brambles

Item 6

As an ordinary resolution

That Mr Stephen Paul Johns be re-elected to the Board of Brambles

47

Brambles

Proxies and direct votes received

Item 6

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

	For	Discretionary	Against	Abstain
Proxy votes	1,127,822,663	6,530,869	7,006,344	4,838,186
Direct votes	27,798,864	-	691,405	332,665
Total	1,155,621,527	6,530,869	7,697,749	5,170,851

48

Brambles

Mark your voting card

Item 6

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

For

☐

Against

☐

Abstain

☐

POLL VOTING			
Please mark a box below to indicate your voting intention			
	For	Against	Abstain
Resolution 2 Remuneration Report	☐	☐	☐
Resolution 3 To elect Mr Stephen Johns to the Board of Brambles	☐	☐	☐
Resolution 4 To elect Mr John James Long to the Board of Brambles	☐	☐	☐
Resolution 5 To elect Mr James Loring to the Board of Brambles	☐	☐	☐
Resolution 6 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐
Resolution 7 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐
Resolution 8 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐
Resolution 9 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐
Resolution 10 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐
Resolution 11 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐
Resolution 12 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐
Resolution 13 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐
Resolution 14 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐
Resolution 15 To elect Mr Stephen Paul Johns to the Board of Brambles	☐	☐	☐

*If you mark the Resolution box for a particular item, your attendance will not be counted in calculating the required majority for the item.

49

Brambles

Item 7

As an ordinary resolution

That the Brambles Limited 2006 Performance Share Plan and the issue of shares under the Performance Share Plan, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 7.2, exception 9.

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Brambles

Proxies and direct votes received

Item 7

Issue of shares under the Brambles Limited 2006 Performance Share Plan

	For	Discretionary	Against	Abstain
Proxy votes	1,114,950,214	6,455,205	14,374,710	10,366,994
Direct votes	26,455,935	-	2,169,160	197,620
Total	1,141,406,149	6,455,205	16,543,870	10,564,614

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Brambles

Mark your voting card

Item 7

Issue of shares under the Brambles Limited 2006 Performance Share Plan

For ☐ Against ☐ Abstain ☐

POLL VOTING

Please mark a box below to indicate your voting intention

	For	Against	Abstain
Resolution 1 Re-election of Directors	☐	☐	☐
Resolution 2 To elect the Executive Director to the Board of Directors	☐	☐	☐
Resolution 3 To elect the Non-Executive Director to the Board of Directors	☐	☐	☐
Resolution 4 To elect the Executive Director to the Board of Directors	☐	☐	☐
Resolution 5 To elect the Non-Executive Director to the Board of Directors	☐	☐	☐
Resolution 6 To elect the Executive Director to the Board of Directors	☐	☐	☐
Resolution 7 To elect the Non-Executive Director to the Board of Directors	☐	☐	☐
Resolution 8 To elect the Executive Director to the Board of Directors	☐	☐	☐
Resolution 9 To elect the Non-Executive Director to the Board of Directors	☐	☐	☐
Resolution 10 To elect the Executive Director to the Board of Directors	☐	☐	☐

If you mark the box for a particular item, your vote will not be counted in calculating the required majority for the item.

52

Brambles

Item 8

As an ordinary resolution

That the Brambles Limited MyShare Plan and the issue of shares under the MyShare Plan, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 7.2, exception 9.

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Brambles

Proxies and direct votes received

Item 8

Issue of shares under the Brambles Limited MyShare Plan

	For	Discretionary	Against	Abstain
Proxy votes	1,124,091,938	6,519,458	12,212,457	3,323,270
Direct votes	26,586,380	-	2,056,999	180,690
Total	1,150,678,318	6,519,458	14,269,456	3,503,960

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Brambles

Mark your voting card

Item 8

Issue of shares under the Brambles Limited MyShare Plan

For

☐

Against

☐

Abstain

☐

POLL VOTING			
Please mark a box below to indicate your voting intention			
	For	Against	Abstain
Resolution 1 Reappointment of Directors	☐	☐	☐
Resolution 2 To elect the Chairman of the Board of Directors	☐	☐	☐
Resolution 3 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 4 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 5 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 6 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 7 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 8 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 9 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 10 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 11 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 12 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 13 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 14 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 15 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 16 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 17 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 18 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 19 To elect the three directors to the Board of Directors	☐	☐	☐
Resolution 20 To elect the three directors to the Board of Directors	☐	☐	☐

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Brambles

Item 9

As an ordinary resolution

That the participation by Mr Thomas Joseph Gorman until 6 November 2017 in the Brambles Limited 2006 Performance Share Plan in the manner set out in the Explanatory Notes accompanying this Notice of Meeting, be approved for the purpose of Australian Securities Exchange Listing Rule 10.14.

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Brambles

Proxies and direct votes received

Item 9

Participation of Executive Director in the Performance Share Plan

	For	Discretionary	Against	Abstain
Proxy votes	1,121,274,501	6,467,105	8,042,351	10,363,166
Direct votes	26,284,839	-	2,328,486	210,744
Total	1,147,559,340	6,467,105	10,370,837	10,573,910

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Brambles

Mark your voting card

Item 9

Participation of Executive Director
in the Performance Share Plan

For ☐ Against ☐ Abstain ☐

POLL VOTING

Please mark a box below to indicate your voting intention

	For	Against	Abstain
Resolution 1 Re-election of Directors	☐	☐	☐
Resolution 2 To elect the Executive Director to the Board of Directors	☐	☐	☐
Resolution 3 To elect the Non-Executive Director to the Board of Directors	☐	☐	☐
Resolution 4 To elect the Executive Director to the Board of Directors	☐	☐	☐
Resolution 5 To elect the Non-Executive Director to the Board of Directors	☐	☐	☐
Resolution 6 To elect the Executive Director to the Board of Directors	☐	☐	☐
Resolution 7 To elect the Non-Executive Director to the Board of Directors	☐	☐	☐
Resolution 8 To elect the Executive Director to the Board of Directors	☐	☐	☐
Resolution 9 To elect the Non-Executive Director to the Board of Directors	☐	☐	☐
Resolution 10 To elect the Executive Director to the Board of Directors	☐	☐	☐
Resolution 11 To elect the Non-Executive Director to the Board of Directors	☐	☐	☐
Resolution 12 Participation of Executive Director in the Performance Share Plan	☐	☐	☐

If you mark the box for a particular item, your vote will not be counted in calculating the required majority for the item.

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Brambles

Item 10

As an ordinary resolution

That the participation by Mr Thomas Joseph Gorman until 6 November 2017 in the Brambles Limited MyShare Plan in the manner set out in the Explanatory Notes accompanying this Notice of Meeting, be approved for the purpose of Australian Securities Exchange Listing Rule 10.14.

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Brambles

Proxies and direct votes received

Item 10

Participation of Executive Director in the MyShare Plan

	For	Discretionary	Against	Abstain
Proxy votes	1,121,127,298	6,526,604	14,538,936	3,954,285
Direct votes	26,304,275	-	2,310,790	209,004
Total	1,147,431,573	6,526,604	16,849,726	4,163,289

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Brambles

Mark your voting card

Item 10

Participation of Executive Director
in the MyShare Plan

For

☐

Against

☐

Abstain

☐

POLL VOTING			
Please mark a box below to indicate your voting intention.			
	For	Against	Abstain
Resolution 1 Recommendation Report	☐	☐	☐
Resolution 2 To elect the Executive Director to the Board of Brambles	☐	☐	☐
Resolution 3 To elect Mr Stuart James to the Board of Brambles	☐	☐	☐
Resolution 4 To elect Mr Kevin Hennes to the Board of Brambles	☐	☐	☐
Resolution 5 To elect Mr Stephen Paul Jones to the Board of Brambles	☐	☐	☐
Resolution 6 To elect Mr Stephen Paul Jones to the Board of Brambles	☐	☐	☐
Resolution 7 Vote of Thanks under the Brambles Limited 2008 Performance Share Plan	☐	☐	☐
Resolution 8 Vote of Thanks under the Brambles Limited 2008 Performance Share Plan	☐	☐	☐
Resolution 9 Participation of Executive Director in the MyShare Plan	☐	☐	☐
Resolution 10 Participation of Executive Director in the MyShare Plan	☐	☐	☐

If you mark the boxes for the 'For' column, your vote will be counted as supporting the proposed resolution on the day.

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Brambles



Brambles Annual General Meeting

6 November 2014

The poll has now closed

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Brambles

Please deposit
voting cards at exit

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Brambles



Brambles

Annual General Meeting

6 November 2014

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