Brambles Limited
ABN 89 118 896 021
Level 40 Gateway 1 Macquarie Place
Sydney NSW 2000 Australia
GPO Box 4173 Sydney NSW 2001
Tel +61 2 9256 5222 Fax +61 2 9256 5299
www.brambles.com

16 February 2012

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

Via electronic lodgement

Dear Sir

Brambles reports results for the half-year ended 31 December 2011

Attached in accordance with Listing Rule 4.2A is the consolidated financial report, directors' report and auditors' review report for Brambles Limited (Brambles) for the half-year ended 31 December 2011. The report should be read in conjunction with Brambles' 2011 Annual Report and any public announcements made by Brambles in accordance with the continuous disclosure requirements of the Corporations Act.

Yours faithfully
Brambles Limited

Robert Gerrard
Group Company Secretary

Brambles

RESULTS FOR ANNOUNCEMENT TO THE MARKET

Brambles Limited

ABN 89 118 896 021

Appendix 4D

Consolidated financial report for the half-year ended 31 December 2011

Six months ended 31 December	2011 US$m	2010 US$m	% change (actual FX rates)	% change (constant FX rates)
STATUTORY RESULTS				
Continuing operations after Significant items:				
Sales revenue	**2,365.5**	1,762.5	34%	32%
Operating profit	**371.7**	306.8	21%	20%
Profit before tax	**287.9**	249.6	15%	14%
Profit after tax	**209.8**	177.6	18%	18%
Profit after tax - discontinued operations	**29.7**	42.0		
Profit for the period	**239.5**	219.6	9%	8%
Profit attributable to members of the parent entity	**239.5**	219.6	9%	8%
Basic EPS (US cents)	**16.2**	15.4	5%	4%
Continuing operations before Significant items:				
Sales revenue	**2,365.5**	1,762.5	34%	32%
Underlying profit	**385.1**	313.7	23%	22%
Profit after tax	**218.2**	183.5	19%	19%
Basic EPS (US cents)	**14.7**	12.9	14%	15%
Interim dividend* (Australian cents)	**13.0**	13.0		

* The 2012 interim dividend is 20% franked and its record date is 9 March 2012.

Recall's results have been presented within discontinued operations. A commentary on these results is set out in Brambles' First Half Results Announcement dated 16 February 2012.

Brambles

CONSOLIDATED FINANCIAL REPORT
for the half-year ended 31 December 2011

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CONSOLIDATED INCOME STATEMENT
for the half-year ended 31 December 2011

	Note	First half 2012 US$m	First half 2011 US$m
Continuing operations			
Sales revenue	4	**2,365.5**	1,762.5
Other income	4	**58.8**	46.3
Operating expenses	4	**(2,052.6)**	(1,502.0)
Operating profit		**371.7**	306.8
Finance revenue		**1.7**	1.7
Finance costs		**(85.5)**	(58.9)
Net finance costs		**(83.8)**	(57.2)
Profit before tax		**287.9**	249.6
Tax expense		**(78.1)**	(72.0)
Profit from continuing operations		**209.8**	177.6
Profit from discontinued operations	6	**29.7**	42.0
Profit for the period		**239.5**	219.6
Profit attributable to members of the parent entity		**239.5**	219.6
Earnings per share (cents)	8		
Total			
- basic		**16.2**	15.4
- diluted		**16.1**	15.4
Continuing operations			
- basic		**14.2**	12.5
- diluted		**14.1**	12.4

The consolidated income statement should be read in conjunction with the accompanying notes.

Brambles

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
for the half-year ended 31 December 2011

	First half 2012 US$m	First half 2011 US$m
Profit for the period	**239.5**	219.6
Other comprehensive income:		
Actuarial (losses)/gains on defined benefit pension plans	**(7.3)**	1.8
Exchange differences:		
- on translation of foreign subsidiaries	**(163.7)**	172.8
- on entities disposed taken to profit	**0.7**	-
Cash flow hedges	**2.8**	3.4
Income tax on other comprehensive income	**0.9**	(1.8)
Other comprehensive income for the period	**(166.6)**	176.2
Total comprehensive income for the period	**72.9**	395.8
Total comprehensive income for the period attributable to members of the parent entity	**72.9**	395.8

The consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Brambles

CONSOLIDATED BALANCE SHEET
as at 31 December 2011

	Note	December 2011 US$m	June 2011 US$m
ASSETS			
Current assets			
Cash and cash equivalents		**166.3**	138.5
Trade and other receivables		**908.6**	1,050.3
Inventories		**52.7**	56.5
Derivative financial instruments		**11.5**	11.3
Other assets		**51.8**	56.9
		1,190.9	1,313.5
Assets classified as held for sale	6C	**1,221.0**	-
Total current assets		**2,411.9**	1,313.5
Non-current assets			
Other receivables		**5.9**	9.6
Investments		**-**	16.8
Property, plant and equipment		**3,733.3**	4,279.0
Goodwill		**1,130.6**	1,694.3
Intangible assets		**256.2**	403.7
Deferred tax assets		**33.1**	36.3
Derivative financial instruments		**19.6**	14.1
Other assets		**0.5**	0.7
Total non-current assets		**5,179.2**	6,454.5
Total assets		**7,591.1**	7,768.0
LIABILITIES			
Current liabilities			
Trade and other payables		**1,025.4**	1,264.3
Borrowings		**158.6**	325.6
Derivative financial instruments		**5.6**	6.1
Tax payable		**32.1**	102.9
Provisions		**99.1**	189.3
		1,320.8	1,888.2
Liabilities directly associated with assets classified as held for sale	6C	**236.5**	-
Total current liabilities		**1,557.3**	1,888.2
Non-current liabilities			
Borrowings		**3,181.6**	2,811.7
Derivative financial instruments		**0.9**	3.2
Provisions		**16.3**	20.0
Retirement benefit obligations		**49.6**	37.4
Deferred tax liabilities		**446.5**	529.1
Other liabilities		**2.8**	27.0
Total non-current liabilities		**3,697.7**	3,428.4
Total liabilities		**5,255.0**	5,316.6
Net assets		**2,336.1**	2,451.4
EQUITY			
Contributed equity	10	**6,153.4**	14,370.2
Reserves	11	**(6,642.3)**	(14,716.8)
Retained earnings		**2,825.0**	2,797.6
Parent entity interest		**2,336.1**	2,451.0
Non-controlling interest		**-**	0.4
Total equity		**2,336.1**	2,451.4

The consolidated balance sheet should be read in conjunction with the accompanying notes.

Brambles

CONSOLIDATED CASH FLOW STATEMENT

for the half-year ended 31 December 2011

	First half 2012 US$m	First half 2011 US$m
Cash flows from operating activities		
Receipts from customers	**2,985.4**	2,393.8
Payments to suppliers and employees	**(2,375.1)**	(1,804.8)
Cash generated from operations	**610.3**	589.0
Dividends received from joint ventures	**1.8**	2.2
Interest received	**1.7**	1.7
Interest paid	**(66.9)**	(57.1)
Income taxes paid on operating activities	**(140.0)**	(120.3)
Net cash inflow from operating activities	**406.9**	415.5
Cash flows from investing activities		
Payments for property, plant and equipment	**(516.2)**	(338.6)
Proceeds from sale of property, plant and equipment	**37.1**	39.8
Payments for intangible assets	**(22.6)**	(16.3)
Costs incurred on disposal of business	**(0.2)**	(0.3)
Acquisition of subsidiaries, net of cash acquired	**(22.7)**	(21.1)
Payments for other investments	**-**	(1.9)
Net cash outflow from investing activities	**(524.6)**	(338.4)
Cash flows from financing activities		
Proceeds from borrowings	**1,094.6**	500.1
Repayments of borrowings	**(721.6)**	(633.5)
Net outflow from hedge instruments	**(2.8)**	(15.3)
(Costs)/proceeds from issues of ordinary shares	**(0.6)**	110.8
Dividends paid, net of Dividend Reinvestment Plan[1]	**(200.4)**	(103.8)
Net cash inflow/(outflow) from financing activities	**169.2**	(141.7)
Net increase/(decrease) in cash and cash equivalents	**51.5**	(64.6)
Cash and deposits, net of overdrafts, at beginning of the period	**80.4**	123.3
Effect of exchange rate changes	**(6.4)**	10.3
Cash and deposits, net of overdrafts, at end of the period	**125.5**	69.0

[1] The Dividend Reinvestment Plan, which applied during first half 2011, was suspended on 17 August 2011.

The consolidated cash flow statement includes both continuing and discontinued operations and should be read in conjunction with the accompanying notes. Refer Note 6 for cash flow information from discontinued operations.

Brambles

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the half-year ended 31 December 2011

	Note	Share capital US$m	Reserves[1] US$m	Retained earnings US$m	Non-controlling interest US$m	Total US$m
Half-year ended 31 December 2010						
Opening balance		13,979.6	(15,007.4)	2,660.1	0.3	1,632.6
Profit for the period		-	-	219.6	-	219.6
Other comprehensive income		-	174.7	1.5	-	176.2
Total comprehensive income		-	174.7	221.1	-	395.8
Share-based payments:						
- expense recognised		-	7.5	-	-	7.5
- shares issued		-	(3.3)	-	-	(3.3)
- equity component of related tax		-	2.4	-	-	2.4
Transactions with owners in their capacity as owners:						
- dividends declared		-	-	(157.2)	-	(157.2)
- issues of ordinary shares, net of transaction costs		114.2	-	-	-	114.2
- issues of ordinary shares under Dividend Reinvestment Plan		69.9	-	-	-	69.9
Closing balance		14,163.7	(14,826.1)	2,724.0	0.3	2,061.9
Half-year ended 31 December 2011						
Opening balance		**14,370.2**	**(14,716.8)**	**2,797.6**	**0.4**	**2,451.4**
Profit for the period		**-**	**-**	**239.5**	**-**	**239.5**
Other comprehensive income		**-**	**(160.8)**	**(5.8)**	**-**	**(166.6)**
Total comprehensive income		**-**	**(160.8)**	**233.7**	**-**	**72.9**
Share-based payments:						
- expense recognised		**-**	**10.1**	**-**	**-**	**10.1**
- shares issued		**-**	**(7.2)**	**-**	**-**	**(7.2)**
- equity component of related tax		**-**	**9.0**	**-**	**-**	**9.0**
Transactions with owners in their capacity as owners:						
- dividends declared		**-**	**-**	**(206.3)**	**-**	**(206.3)**
- issues of ordinary shares, net of transaction costs	10	**6.6**	**-**	**-**	**-**	**6.6**
- capital reduction	10	**(8,223.4)**	**8,223.4**	**-**	**-**	**-**
- disposal of non-controlling interest		**-**	**-**	**-**	**(0.4)**	**(0.4)**
Closing balance		**6,153.4**	**(6,642.3)**	**2,825.0**	**-**	**2,336.1**

[1] Refer Note 11 for further information on reserves.

The consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
for the half-year ended 31 December 2011

NOTE 1. BASIS OF PREPARATION

These financial statements present the consolidated results of Brambles Limited (ACN 118 896 021) and its subsidiaries (Brambles or the Group) for the half-year ended 31 December 2011.

These consolidated financial statements are a general purpose financial report and have been prepared in accordance with the requirements of the Corporations Act 2001 and AASB 134: Interim Financial Reporting which ensures compliance with International Financial Reporting Standard IAS 34: Interim Financial Reporting.

These interim consolidated financial statements do not include all of the notes that would normally be included in an annual financial report. The interim consolidated financial statements should be read in conjunction with Brambles' 2011 Annual Report and public announcements made by Brambles during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act.

The interim consolidated financial statements and all comparatives have been prepared using consistent accounting policies, as set out in Brambles' 2011 Annual Report.

The Recall business has been presented within discontinued operations at balance date. Applicable prior year comparatives have been restated.

NOTE 2. OTHER INFORMATION

A) NEW ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET APPLIED

At 31 December 2011, certain new accounting standards and interpretations have been published that will become mandatory in future reporting periods. Brambles has not early-adopted these new or amended accounting standards and interpretations in 2012.

AASB 9: Financial Instruments and AASB 2009-11: Amendments to Australian Accounting Standards arising from AASB 9 are applicable to annual reporting periods beginning on or after 1 January 2015. AASB 9 addresses the classification and measurement of financial assets and may affect Brambles' accounting for financial assets. Brambles is yet to assess the full impact of this standard.

AASB 10: Consolidated Financial Statements is applicable to annual reporting periods beginning 1 January 2013. This standard introduces a single definition of control that applies to all entities. The standard focuses on the need to have both power and rights or exposure to variable returns for control to be established. Brambles does not expect that this standard will have a significant impact on its financial statements.

AASB 11: Joint Arrangements is applicable to annual reporting periods beginning 1 January 2013. AASB 11 introduces a principles based approach to accounting for joint arrangements. The focus has shifted from the legal structure of the joint arrangements to how the rights and obligations are shared by the parties to the joint arrangements. Brambles does not expect that this standard will have a significant impact on its financial statements.

AASB 12: Disclosure of Interests in Other Entities is applicable to annual reporting periods beginning 1 January 2013. This standard sets out the disclosure requirements AASB 10 and AASB 11. Application of this standard will not impact amounts recognised in the financial statements.

AASB 13: Fair Value Measurements and AASB 2011-8: Amendments to Australian Accounting Standards arising from AASB 13 are applicable to annual reporting periods beginning 1 January 2013. This standard provides guidance on measuring fair value and aims to enhance fair value disclosures. Brambles is yet to assess the full impact of this standard.

Revised AASB 119: Employee Benefits, AASB 2011-10: Amendments to Australian Accounting Standards arising from AASB 119 and AASB 2011-11: Amendments to AASB 119 arising from Reduced Disclosure Requirements are applicable to annual reporting periods beginning on or after 1 January 2013. The revised standard requires all remeasurements of defined benefit plan assets and liabilities to be recognised immediately in other comprehensive income. It further requires net interest expense on net defined benefit liability to be calculated using a discount rate. The revised requirements replace the expected return on plan assets that is currently included in the profit or loss. Brambles is yet to assess the full impact of this standard.

B) FOREIGN CURRENCY

The principal exchange rates affecting Brambles were:

		US$:A$	US$:€	US$:£
Average	First half 2012	1.0288	1.3693	1.5865
	First half 2011	0.9511	1.3273	1.5654
Period end	31 December 2011	1.0137	1.2951	1.5410
	30 June 2011	1.0692	1.4464	1.6069

C) ROUNDING OF AMOUNTS

As Brambles Limited is a company of a kind referred to in ASIC Class Order 98/0100, relevant amounts in the financial statements and Directors' Report have been rounded to the nearest hundred thousand US dollars.

References to 2012 and 2011 are to the financial years ending on 30 June 2012 and 30 June 2011 respectively.

NOTE 3. SEGMENT INFORMATION

Brambles' segment information is provided on the same basis as internal management reporting to the CEO and reflects how Brambles is organised and managed. The reportable segments changed since the 2011 Annual Report following Brambles' reorganisation of its pooling business into product categories as announced on 17 August 2011. Prior year comparatives have been restated to reflect the new segments.

Brambles has six reportable segments, being Pallets - Americas, Pallets - EMEA, Pallets - Asia-Pacific (each pallet pooling businesses), Reusable Plastic Crates (RPCs) (crate pooling business), Containers (container pooling businesses) and Brambles HQ (corporate centre). Discontinued operations primarily comprise Recall (information management business) which has been classified as held for sale at balance date.

Segment performance is measured on sales, Underlying profit, cash flow from operations and Brambles Value Added (BVA). Underlying profit is the main measure of segment profit. A reconciliation between Underlying profit and operating profit is set out on page 10.

Segment sales revenue is measured on the same basis as in the income statement. Segment sales revenue is allocated to segments based on product categories and physical location of the business unit that invoices the customer. Intersegment revenue during the year was immaterial. There is no single external customer who contributed more than 10% of Group sales revenue.

Assets and liabilities are measured consistently in segment reporting and in the balance sheet. Assets and liabilities are allocated to segments based on segment use and physical location. Cash, borrowings and tax balances are managed centrally and are not allocated to segments.

	Sales revenue		Cash flow from operations [1]		Brambles Value Added [2]	
	First half 2012 US$m	First half 2011 US$m	First half 2012 US$m	First half 2011 US$m	First half 2012 US$m	First half 2011 US$m
By operating segment						
Pallets - Americas	**983.8**	770.0	**111.1**	122.9	**44.1**	29.9
Pallets - EMEA	**672.8**	642.1	**62.3**	123.6	**59.5**	80.1
Pallets - Asia-Pacific	**187.0**	162.3	**(4.7)**	24.9	**13.8**	13.4
Pallets	**1,843.6**	1,574.4	**168.7**	271.4	**117.4**	123.4
RPCs	**386.7**	83.9	**(20.7)**	16.7	**(28.1)**	5.0
Containers	**135.2**	104.2	**6.8**	14.4	**3.1**	7.7
Brambles HQ	**-**	-	**(22.6)**	(26.0)	**(13.0)**	(16.0)
Continuing operations	**2,365.5**	1,762.5	**132.2**	276.5	**79.4**	120.1
Discontinued operations	**417.5**	384.7	**9.7**	13.6	**4.7**	2.5
Total	**2,783.0**	2,147.2	**141.9**	290.1	**84.1**	122.6
By geographic origin						
Americas	**1,267.3**	965.4				
Europe	**1,044.2**	764.4				
Australia	**302.2**	274.3				
Other	**169.3**	143.1				
Total	**2,783.0**	2,147.2				

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
for the half-year ended 31 December 2011 - continued

NOTE 3. SEGMENT INFORMATION - CONTINUED

	Operating profit [3]		Significant items before tax [4]		Underlying profit [4]	
	First half 2012 US$m	First half 2011 US$m	First half 2012 US$m	First half 2011 US$m	First half 2012 US$m	First half 2011 US$m
By operating segment						
Pallets - Americas	**155.6**	123.1	**(2.7)**	-	**158.3**	123.1
Pallets - EMEA	**130.1**	148.1	**(5.8)**	-	**135.9**	148.1
Pallets - Asia-Pacific	**36.0**	30.9	**-**	-	**36.0**	30.9
Pallets	**321.7**	302.1	**(8.5)**	-	**330.2**	302.1
RPCs	**49.0**	13.2	**(5.2)**	-	**54.2**	13.2
Containers	**16.4**	15.7	**-**	-	**16.4**	15.7
Brambles HQ	**(15.4)**	(24.2)	**0.3**	(6.9)	**(15.7)**	(17.3)
Continuing operations	**371.7**	306.8	**(13.4)**	(6.9)	**385.1**	313.7
Discontinued operations	**47.9**	59.1	**(19.5)**	0.3		
Total	**419.6**	365.9	**(32.9)**	(6.6)		

	Capital expenditure		Depreciation and amortisation	
	First half 2012 US$m	First half 2011 US$m	First half 2012 US$m	First half 2011 US$m
By operating segment				
Pallets - Americas	**151.9**	127.8	**92.4**	83.4
Pallets - EMEA	**116.8**	133.4	**71.8**	68.8
Pallets - Asia-Pacific	**44.8**	33.8	**23.9**	20.1
Pallets	**313.5**	295.0	**188.1**	172.3
RPCs	**126.8**	9.3	**47.9**	12.4
Containers	**27.5**	13.3	**14.6**	12.8
Brambles HQ	**-**	2.3	**0.4**	0.3
Continuing operations	**467.8**	319.9	**251.0**	197.8
Discontinued operations	**33.1**	55.1	**31.2**	25.7
Total	**500.9**	375.0	**282.2**	223.5

NOTE 3. SEGMENT INFORMATION - CONTINUED

	Segment assets		Segment liabilities	
	December 2011 US$m	June 2011 US$m	December 2011 US$m	June 2011 US$m
By operating segment				
Pallets - Americas	**2,101.0**	2,153.4	**264.5**	312.6
Pallets - EMEA	**1,482.9**	1,579.6	**311.6**	368.0
Pallets - Asia-Pacific	**468.1**	454.8	**81.4**	95.8
Pallets	**4,052.0**	4,187.8	**657.5**	776.4
RPCs	**1,749.3**	1,781.3	**431.0**	422.9
Containers	**315.3**	310.2	**63.3**	59.2
Recall	**-**	1,248.5	**-**	230.0
Brambles HQ	**36.9**	32.5	**47.9**	58.8
Continuing operations	**6,153.5**	7,560.3	**1,199.7**	1,547.3
Discontinued operations	**1,221.0**	-	**236.5**	-
Total segment assets and liabilities	**7,374.5**	7,560.3	**1,436.2**	1,547.3
Cash and borrowings[5]	**166.3**	138.5	**3,340.2**	3,137.3
Current tax balances	**17.2**	16.1	**32.1**	102.9
Deferred tax balances	**33.1**	36.3	**446.5**	529.1
Equity-accounted investments	**-**	16.8	**-**	-
Total assets and liabilities	**7,591.1**	7,768.0	**5,255.0**	5,316.6
Non-current assets by geographic origin[6]				
Americas	**2,142.0**	2,627.5		
Europe	**2,311.8**	2,744.8		
Australia	**317.9**	604.6		
Other	**354.8**	427.2		
Total	**5,126.5**	6,404.1		

1 Cash flow from operations is cash flow generated after net capital expenditure but excluding Significant items that are outside the ordinary course of business.

2 BVA is a non-statutory profit measure and represents the value generated over and above the cost of the capital used to generate that value. It is calculated using fixed June 2011 exchange rates as:
- Underlying profit; plus
- Significant items that are part of the ordinary activities of the business; less
- Average Capital Invested, adjusted for accumulated pre-tax Significant items that are part of the ordinary activities of the business, multiplied by 12%.

3 Operating profit is segment revenue less segment expense and excludes net finance costs.

4 Underlying profit is a non-statutory profit measure and represents profit from continuing operations before finance costs, tax and Significant items (refer Note 5). It is presented to assist users of the financial statements to better understand Brambles' business results.

5 US$450.0 million of loan notes have been hedged with interest rate swaps for fair value risk. In accordance with AASB139, the carrying value of the notes has been increased by US$25.0 million in relation to changes in fair value attributable to the hedged risk.

6 Non-current assets exclude financial instruments and deferred tax assets.

NOTE 4. PROFIT FROM ORDINARY ACTIVITIES - CONTINUING OPERATIONS

	First half 2012 US$m	First half 2011 US$m
A) REVENUE AND OTHER INCOME - CONTINUING OPERATIONS		
Sales revenue	**2,365.5**	1,762.5
Net gains on disposals of property, plant and equipment	**5.5**	11.0
Other operating income	**53.3**	35.3
Other income	**58.8**	46.3
Total income	**2,424.3**	1,808.8
B) OPERATING EXPENSES - CONTINUING OPERATIONS		
Employment costs	**390.8**	279.0
Service suppliers:		
- transport	**481.8**	357.2
- repairs and maintenance	**247.6**	197.6
- subcontractors and other service suppliers	**291.2**	222.2
Raw materials and consumables	**164.7**	90.9
Occupancy	**78.4**	69.4
Depreciation of property, plant and equipment	**227.7**	187.0
Impairment of property, plant and equipment (refer Note 5)	**4.6**	-
Irrecoverable pooling equipment provision expense	**55.2**	52.7
Amortisation of intangible assets and deferred expenditure	**23.3**	10.8
Other	**87.3**	35.2
	2,052.6	1,502.0
C) NET FOREIGN EXCHANGE GAINS AND LOSSES - CONTINUING OPERATIONS		
Net gains/(losses) included in operating profit[1]	**1.7**	(1.7)
Net gains/(losses) included in net finance costs	**2.9**	(1.0)
	4.6	(2.7)

1 Includes a US$1.7 million foreign exchange gain on capital repatriation by an overseas subsidiary during first half 2012. Refer Note 5 for further details.

Brambles

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
for the half-year ended 31 December 2011 - continued

NOTE 5. SIGNIFICANT ITEMS - CONTINUING OPERATIONS

Significant items are items of income or expense which are, either individually or in aggregate, material to Brambles or to the relevant business segment and:

- outside the ordinary course of business (e.g. gains or losses on the sale or termination of operations, the cost of significant reorganisations or restructuring); or
- part of the ordinary activities of the business but unusual due to their size and nature.

Significant items are disclosed to assist users of the financial statements to better understand Brambles' business results.

	First half 2012 US$m		
	Before tax	Tax	After tax
Items outside the ordinary course of business:			
- acquisition-related costs[a]	**(1.4)**	**0.4**	**(1.0)**
- restructuring and IFCO integration costs[b]	**(7.9)**	**3.0**	**(4.9)**
- pension costs[c]	**(5.8)**	**1.6**	**(4.2)**
- foreign exchange gain on capital repatriation[d]	**1.7**	**-**	**1.7**
Significant items from continuing operations	**(13.4)**	**5.0**	**(8.4)**

	First half 2011 US$m		
	Before tax	Tax	After tax
Items outside the ordinary course of business:			
- acquisition-related costs[a]	(6.9)	1.0	(5.9)
Significant items from continuing operations	(6.9)	1.0	(5.9)

a Professional fees were incurred in relation to the Driessen Services, Paramount Pallet, IFCO and Unitpool acquisitions.

b Restructuring and integration costs of US$7.9 million were incurred in first half 2012. This includes a US$4.6 million impairment of CHEP Europe's reusable plastic crates (RPC) assets.

c During first half 2012, CHEP South Africa changed its retirement plan from defined benefit to defined contribution. As required by AASB 119: Employee benefits, the actuarially-assessed value of a related enhancement in retirement benefits has been treated as a past service cost and recognised in the income statement.

d During first half 2012, a capital return was made by an overseas subsidiary. As required by AASB 121: The Effects of Changes in Foreign Exchange Rates, a portion of the accumulated foreign currency translation reserve held in relation to that overseas subsidiary has been recognised in the income statement, resulting in a US$1.7 million foreign exchange gain.

NOTE 6. DISCONTINUED OPERATIONS

Discontinued operations primarily comprise the Recall business, which has been classified as held for sale at balance date. In addition, there were net adjustments to divestment provisions made in prior years. Financial information relating to discontinued operations is summarised below:

A) INCOME STATEMENT AND CASH FLOW INFORMATION

	First half 2012 US$m	First half 2011 US$m
Sales revenue	**417.5**	384.7
Operating expenses	**(372.3)**	(328.5)
Share of results of joint ventures	**2.7**	2.9
Profit before tax	**47.9**	59.1
Tax expense	**(18.2)**	(17.1)
Profit for the period from discontinued operations	**29.7**	42.0
Net cash inflow from operating activities	**30.0**	42.9
Net cash outflow from investing activities	**(56.8)**	(43.8)
Net cash (outflow)/inflow from financing activities	**(5.5)**	0.2
Net decrease in cash and cash equivalents	**(32.3)**	(0.7)

B) SIGNIFICANT ITEMS - DISCONTINUED OPERATIONS

	First half 2012 US$m		
	Before tax	Tax	After tax
Items outside the ordinary course of business:			
- restructuring costs[a]	**(14.1)**	**3.2**	**(10.9)**
- Recall transaction costs[b]	**(5.9)**	**1.0**	**(4.9)**
- other[c]	**0.5**	**1.0**	**1.5**
Significant items from discontinued operations	**(19.5)**	**5.2**	**(14.3)**

	First half 2011 US$m		
	Before tax	Tax	After tax
Items outside the ordinary course of business:			
- restructuring costs[a]	0.5	(0.2)	0.3
- other[c]	(0.2)	-	(0.2)
Significant items from discontinued operations	0.3	(0.2)	0.1

a During first half 2012, redundancy and restructuring costs of US$14.1 million were incurred by Recall.

b During first half 2012, professional fees of US$5.9 million were incurred in relation to the proposed divestment of Recall.

c Other includes net adjustments to provisions for divestments made in prior years.

NOTE 6. DISCONTINUED OPERATIONS - CONTINUED

C) BALANCE SHEET INFORMATION

	December 2011 US$m
The carrying amounts of assets and liabilities for discontinued operations were:	
ASSETS	
Trade and other receivables	170.9
Inventories	2.7
Investments	16.7
Property, plant and equipment	362.1
Goodwill	520.8
Intangible assets	119.8
Deferred tax assets	5.6
Other assets	22.4
Total assets	1,221.0
LIABILITIES	
Trade and other payables	133.5
Tax payable	5.3
Provisions	21.6
Retirement benefit obligations	0.8
Deferred tax liabilities	53.4
Other liabilities	21.9
Total liabilities	236.5
Net assets	984.5

NOTE 7. BUSINESS COMBINATIONS

ACQUISITIONS

A) IFCO Systems NV
During first half 2012, adjustments were made to the preliminary fair values of the assets and liabilities of IFCO Systems NV at acquisition. These adjustments include a decrease of US$47.1 million in the fair value of property, plant and equipment, a reversal of a US$6.5 million provision, and related deferred tax adjustments of US$16.2 million. The net result of these adjustments is an increase in goodwill of US$24.4 million. The acquisition date fair values will be finalised by 31 March 2012.

B) Driessen Services
On 3 November 2011, Brambles announced its acquisition of Driessen Services, a specialist in the outsourced repair and maintenance of unit load devices (airline containers) and airline galley equipment, for an enterprise value of €7.5 million.

C) Paramount Pallet
On 25 November 2011, Brambles announced its acquisition of Paramount Pallet, a nationwide provider of comprehensive pallet services in Canada for C$13 million.

D) Other
In addition to the above acquisitions, there were other minor acquisitions in first half 2012 with immaterial impact.

NOTE 8. EARNINGS PER SHARE

	First half 2012 US cents	First half 2011 US cents
Earnings per share		
- basic	**16.2**	15.4
- diluted	**16.1**	15.4
From continuing operations		
- basic	**14.2**	12.5
- diluted	**14.1**	12.4
- basic, on Underlying profit after finance costs and tax	**14.7**	12.9
From discontinued operations		
- basic	**2.0**	2.9
- diluted	**2.0**	3.0

Performance share rights and MyShare matching conditional rights granted under Brambles' share plans are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive.

	First half 2012 million	First half 2011 million
A) WEIGHTED AVERAGE NUMBER OF SHARES DURING THE PERIOD		
Used in the calculation of basic earnings per share	**1,479.7**	1,425.4
Adjustment for share rights	**7.7**	5.1
Used in the calculation of diluted earnings per share	**1,487.4**	1,430.5

	First half 2012 US$m	First half 2011 US$m
B) RECONCILIATION OF PROFITS USED IN EPS CALCULATIONS		
Statutory profit		
Profit from continuing operations	**209.8**	177.6
Profit from discontinued operations	**29.7**	42.0
Profit used in calculating basic and diluted EPS	**239.5**	219.6
Underlying profit after finance costs and tax		
Underlying profit (Note 3)	**385.1**	313.7
Net finance costs	**(83.8)**	(57.2)
Underlying profit before tax	**301.3**	256.5
Tax expense on Underlying profit	**(83.1)**	(73.0)
Underlying profit after finance costs and tax	**218.2**	183.5
which reconciles to statutory profit:		
Underlying profit after finance costs and tax	**218.2**	183.5
Significant items after tax (Note 5)	**(8.4)**	(5.9)
Profit from continuing operations	**209.8**	177.6

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
for the half-year ended 31 December 2011 - continued

NOTE 9. DIVIDENDS

A) DIVIDENDS DECLARED AND PAID DURING THE PERIOD

	Interim 2011	Final 2011
Dividend per share (in Australian cents)	13.0	13.0
Franked amount at 30% tax (in Australian cents)	2.6	2.6
Cost (in US$ million)	200.3	200.4
Payment date	14 April 2011	13 October 2011

B) DIVIDEND DECLARED AFTER REPORTING DATE

	Interim 2012
Dividend per share (in Australian cents)	**13.0**
Franked amount at 30% tax (in Australian cents)	**2.6**
Cost (in US$ million)	**206.7**
Payment date	**12 April 2012**
Dividend record date	**9 March 2012**

As this dividend had not been declared at the reporting date, it is not reflected in these financial statements.

NOTE 10. ISSUED AND QUOTED SECURITIES

	Options	Ordinary securities	
	Number	Number	US$m
At 1 July 2011	**12,306,356**	**1,479,367,454**	**14,370.2**
Issued during the year	**4,919,252**	**999,930**	**6.6**
Exercised during the year	**(991,890)**	**-**	**-**
Lapsed during the year	**(2,111,111)**	**-**	**-**
Capital reduction	**-**	**-**	**(8,223.4)**
At 31 December 2011	**14,122,607**	**1,480,367,384**	**6,153.4**

On 9 September 2011, Brambles Limited reduced its share capital by US$8,223.4 million in accordance with section 258F of the Corporations Act 2001, eliminating accumulated losses in the parent entity. This amount reflected the amount of share capital that was not represented by available assets at the time of the reduction.

NOTE 11. RESERVES

A) MOVEMENTS IN RESERVES

	Hedging US$m	Share-based payments US$m	Foreign currency translation US$m	Unification US$m	Other US$m	Total US$m
Half-year ended 31 December 2010						
Opening balance	(8.6)	72.7	147.0	(15,385.8)	167.3	(15,007.4)
Foreign exchange differences	-	-	172.8	-	-	172.8
Cash flow hedges:						
- fair value losses	(1.4)	-	-	-	-	(1.4)
- tax on fair value losses	0.3	-	-	-	-	0.3
- transfers to net profit	4.7	-	-	-	-	4.7
- transfers to property, plant and equipment	0.1	-	-	-	-	0.1
- tax on transfers to net profit	(1.8)	-	-	-	-	(1.8)
Share-based payments:						
- expense recognised during the period	-	7.5	-	-	-	7.5
- shares issued	-	(3.3)	-	-	-	(3.3)
- equity component of related tax	-	2.4	-	-	-	2.4
Closing balance	(6.7)	79.3	319.8	(15,385.8)	167.3	(14,826.1)
Half-year ended 31 December 2011						
Opening balance	**(4.8)**	**80.5**	**426.0**	**(15,385.8)**	**167.3**	**(14,716.8)**
Capital reduction	**-**	**-**	**-**	**8,223.4**	**-**	**8,223.4**
FCTR released to profits during the year	**-**	**-**	**(1.7)**	**-**	**-**	**(1.7)**
FCTR on entities disposed taken to profits	**-**	**-**	**0.7**	**-**	**-**	**0.7**
Foreign exchange differences	**-**	**-**	**(162.0)**	**-**	**-**	**(162.0)**
Cash flow hedges:						
- fair value losses	**(0.3)**	**-**	**-**	**-**	**-**	**(0.3)**
- tax on fair value losses	**0.5**	**-**	**-**	**-**	**-**	**0.5**
- transfers to net profit	**3.0**	**-**	**-**	**-**	**-**	**3.0**
- transfers to property, plant and equipment	**0.1**	**-**	**-**	**-**	**-**	**0.1**
- tax on transfers to net profit	**(1.1)**	**-**	**-**	**-**	**-**	**(1.1)**
Share-based payments:						
- expense recognised during the period	**-**	**10.1**	**-**	**-**	**-**	**10.1**
- shares issued	**-**	**(7.2)**	**-**	**-**	**-**	**(7.2)**
- equity component of related tax	**-**	**9.0**	**-**	**-**	**-**	**9.0**
Closing balance	**(2.6)**	**92.4**	**263.0**	**(7,162.4)**	**167.3**	**(6,642.3)**

B) NATURE AND PURPOSE OF RESERVES

Hedging reserve

This comprises the cumulative portion of the gain or loss of cash flow hedges that are determined to be effective hedges. Amounts are recognised in the income statement when the associated hedged transaction is recognised or the hedge or a portion thereof becomes ineffective.

Share-based payments reserve

This comprises the cumulative share-based payment expense recognised in the income statement in relation to equity-settled share rights issued but not yet exercised.

NOTE 11. RESERVES - CONTINUED

Foreign currency translation reserve

This comprises cumulative exchange differences arising from the translation of the financial statements of foreign subsidiaries, net of qualifying net investment hedges. The relevant accumulated balance is recognised in the income statement on disposal of a foreign subsidiary.

Unification reserve

On Unification, Brambles Limited issued shares on a one-for-one basis to those Brambles Industries Limited (BIL) and Brambles Industries plc (BIP) shareholders who did not elect to participate in the Cash Alternative. The Unification reserve of US$15,385.8 million represents the difference between the Brambles Limited share capital measured at fair value on 4 December 2006, and the carrying value of the share capital of BIL and BIP at that date. In the consolidated financial statements, the reduction in share capital of US$8,223.4 million under section 258F of the Corporations Act 2001 undertaken by the parent entity on 9 September 2011 has been applied against the Unification reserve.

Other

This comprises a merger reserve created in 2001 and a capital redemption reserve created in 2006.

NOTE 12. EQUITY-ACCOUNTED INVESTMENTS

JOINT VENTURES

Brambles has investments in the following unlisted jointly controlled entities, which are accounted for using the equity method. The share of results of joint ventures has been disclosed within discontinued operations and the investment is classified as held for sale.

Name (and nature of business)	Place of incorporation	% interest held at reporting date December 2011	December 2010
CISCO - Total Information Management Pte. Limited (Information management)	Singapore	**49%**	49%
Recall Becker GmbH & Co. KG (Document management services)	Germany	**50%**	50%

NOTE 13. NET TANGIBLE ASSETS PER SHARE

	First half 2012 US cents	First half 2011 US cents
Based on 1,480.4 million shares (First half 2011: 1,450.7 million shares):		
- Net tangible assets per share	**20.8**	83.8
- Net assets per share	**157.8**	142.1

Net tangible assets per share is calculated by dividing total equity attributable to the members of the parent entity, less goodwill and intangible assets, by the number of shares on issue at period end.

Net assets per share is calculated by dividing total equity attributable to the members of the parent entity by the number of shares on issue at period end.

NOTE 14. CONTINGENT LIABILITIES

There have been no material changes in contingent liabilities as set out in Brambles' 2011 Annual Report.

NOTE 15. EVENTS AFTER BALANCE SHEET DATE

Except as outlined in the Directors' Report or elsewhere in these consolidated financial statements, there have been no other events that have occurred subsequent to 31 December 2011 and up to the date of this report that have had a material impact on Brambles' financial performance or position.

Brambles

DIRECTORS' DECLARATION

In the opinion of the Directors of Brambles Limited:

(a) the financial statements and notes set out on pages 3 to 19 are in accordance with the Australian Corporations Act 2001, including:

(i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and

(ii) giving a true and fair view of the financial position of Brambles as at 31 December 2011 and of its performance for the half-year ended on that date;

(b) there are reasonable grounds to believe that Brambles Limited will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors.

G J Kraehe AO
Chairman

T J Gorman
Chief Executive Officer

Sydney
16 February 2012

Independent auditors' review report to the members of Brambles Limited

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Brambles Limited (the Company), which comprises the balance sheet as at 31 December 2011, and the income statement, the statement of comprehensive income, statement of changes in equity and cash flow statement for the half-year ended on that date, selected explanatory notes and the Directors' declaration for both Brambles Limited and Brambles. Brambles comprises the Company and the entities it controlled during that half-year.

Directors' responsibility for the half-year financial report

The Directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001* and for such control as the Directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of an Interim Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Brambles' financial position as at 31 December 2011 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Brambles Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

PricewaterhouseCoopers, ABN 52 780 433 757
Darling Park Tower 2, 201 Sussex Street, GPO BOX 2650, SYDNEY NSW 1171
DX 77 Sydney, Australia
T +61 2 8266 0000, F +61 2 8266 9999, www.pwc.com.au

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001.*

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Brambles Limited is not in accordance with the *Corporations Act 2001* including:

(a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2011 and of its performance for the half-year ended on that date; and

(b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001.*

Matters relating to the electronic presentation of the reviewed financial report

This review report relates to the financial report of the Company for the half-year ended 31 December 2011 included on Brambles' web site. The Company's Directors are responsible for the integrity of the Brambles' web site. We have not been engaged to report on the integrity of this web site. The review report refers only to the statements named above. It does not provide an opinion on any other information which may have been hyperlinked to/from these statements. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the reviewed financial report to confirm the information included in the reviewed financial report presented on this web site.

PricewaterhouseCoopers

P Bendall
Partner

Sydney
16 February 2012

M Dow
Partner

Sydney
16 February 2012

DIRECTORS' REPORT

The Directors present the interim results of the consolidated entity consisting of Brambles Limited and the entities it controlled at the end of, or during, the half-year ended 31 December 2011 (Brambles).

NAMES OF DIRECTORS

The Directors of Brambles Limited in office during the half-year and up to the date of this report are as follows:

G J Kraehe AO (Non-executive Chairman)

T J Gorman (Executive Director, CEO)

G J Hayes (Executive Director, CFO)

D G Duncan (Non-executive Director) (appointed 24 January 2012)

A G Froggatt (Non-executive Director)

D P Gosnell (Non-executive Director) (appointed 14 December 2011)

T Hassan (Non-executive Director) (appointed 14 December 2011)

S P Johns (Non-executive Director)

S C H Kay (Non-executive Director)

C L Mayhew (Non-executive Director)

B M Schwartz AM (Non-executive Director)

REVIEW OF OPERATIONS

Brambles' sales revenue in the six months ended 31 December 2011 was US$2,365.5 million, up 34% (32% at constant currency) compared with the prior corresponding period. The increase in sales revenue reflected the inclusion of the IFCO businesses acquired in March 2011, other acquisitions and continued new customer growth from the three pooling solutions segments of Pallets, Reusable Plastic Crates (RPCs) and Containers. Operating profit was US$371.7 million, up 21% (20% at constant currency) and profit after tax was US$209.8 million, up 18% (18% at constant currency). Cash flow, prior to Significant items, was US$132.2 million, down US$144.3 million. This reflected a US$172.6 million increase in capital expenditure in line with the company's strategy of expanding in RPCs, Containers and emerging markets, and to support new business growth in the developed markets regions of the Pallets segment.

SEGMENT REVIEW

Pallets

Sales revenue in the Pallets segment was US$1,843.6 million, up 17% (16% at constant currency), driven by the inclusion of the IFCO Pallet Management Services (PMS) business in the USA acquired in March 2011, growth in emerging markets and new customer growth in developed markets. Operating profit in the Pallets segment was US$321.7 million, up 6% (5% at constant currency). The operating profit margin was 17%, down 2 percentage points, reflecting the inclusion of the lower-margin IFCO PMS operations in the USA. Significant items were US$8.5 million, comprising US$2.7 million of restructuring costs and US$5.8 million of one-off pension costs. Cash flow from operations in Pallets was US$168.7 million, down US$102.7 million, reflecting increased capital expenditure to support growth and increased working capital.

RPCs

Sales revenue in the RPCs segment was US$386.7 million, up 361% (349% at constant currency), reflecting the IFCO acquisition in March 2011. Increased penetration with existing customers, conversion of new retailers from disposable solutions to RPCs and new product expansion drove growth for IFCO in all regions. RPCs operating profit was US$49.0 million, up 271% (255% at constant currency), including Significant items of US$5.2 million related to the IFCO integration. RPCs cash flow from operations was US$(20.7) million, down US$37.4 million, reflecting increased capital expenditure to support growth.

Containers

Sales revenue in the Containers segment was US$135.2 million, up 30% (26% at constant currency), reflecting the acquisition of the CHEP Aerospace Solutions businesses (Unitpool, JMI Aerospace and Driessen Services) and the Intermediate Bulk Containers (IBCs) business CAPS, like-for-like volume growth, modest pricing growth and net new business wins of US$1 million. Operating profit was US$16.4 million, up 4% (4% at constant currency). Cash flow from operations in Containers was US$6.8 million, down US$7.6 million, reflecting increased capital expenditure to support growth.

Discontinued operations

Sales revenue from Discontinued operations was US$417.5 million, up 9% (5% at constant currency), primarily reflecting sales growth in Recall. Operating profit from Discontinued operations was US$47.9 million, down 19% (down 23% at constant currency), after US$19.5 million of Significant items from Recall restructuring and divestment process costs. Cash flow from operations was US$(8.7) million, down US$21.8 million, reflecting reduced operating profit.

Brambles expects to announce an outcome to the Recall divestment process by 31 March 2012.

AUDITORS' INDEPENDENCE DECLARATION

The auditors' independence declaration, as required under Section 307C of the Corporations Act 2001, is set out on page 25 and forms part of this report.

This report is made in accordance with a resolution of the Directors.

G J Kraehe AO
Chairman

T J Gorman
Chief Executive Officer

Sydney
16 February 2012

Auditors' Independence Declaration

As lead auditor for the audit of Brambles Limited for the half-year ended 31 December 2011, I declare that to the best of my knowledge and belief, there have been:

a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Brambles Limited and the entities it controlled during the period.

Paul Bendall
Partner
PricewaterhouseCoopers

Sydney
16 February 2012

PricewaterhouseCoopers, ABN 52 780 433 757
Darling Park Tower 2, 201 Sussex Street, GPO BOX 2650, SYDNEY NSW 1171
DX 77 Sydney, Australia
T +61 2 8266 0000, F +61 2 8266 9999, www.pwc.com.au