

Brambles

Annual General Meeting

18 October 2017



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.



Stephen Johns

Chairman



Graham Chipchase

CEO

FY17 result

Statutory result impacted by non-cash impairments in discontinued operations

	FY17	Change vs. FY16	
		Actual FX	Constant FX
Continuing operations			
Sales revenue	5,104.3	4%	6%
Underlying Profit	957.5	(3)%	(1)%
Interest, tax and Significant Items	(512.6)		
Profit after tax	444.9	(25)%	(23)%
Discontinued operations¹	(262.0)		
Statutory profit after tax	182.9	(69)%	(69)%
Return on Capital Invested (ROCI)	17.0%	(2.3)pp	(2.3)pp

¹ Includes impairment of CHEP Recycled US\$(243.8)m, profit on divestment of Aerospace US\$19.5m, loss on divestment of Oil & Gas US\$(24.9)m, results of held for sale and divested businesses US\$(10.9)m and associated finance and tax expenses US\$(1.9)m.

FY17 result

Balance sheet remains strong

	FY17	FY16
Net debt/EBITDA	1.73x	1.70x ¹
EBITDA interest cover	15.0x ²	13.5x ¹
Undrawn committed facilities	US\$1.5b	US\$1.5b

	FY17
Standard & Poor's	BBB+
Moody's	Baa1

- Investment grade credit ratings from Standard & Poor's and Moody's maintained
- Recent €500m European medium-term note raising reflects access to capital markets

¹ FY16 includes continuing and discontinued operations.

² Includes \$12.3m of interest revenue from HFG joint venture. Excluding this amount the ratio is 13.4x.

1Q18 trading update

Solid growth delivered in a challenging operating and competitive environment

US\$m	1Q18	Change vs. 1Q17	
		Actual FX	Constant FX
CHEP Americas	546.2	6%	5%
CHEP EMEA	438.2	12%	8%
CHEP Asia-Pacific	118.6	(2)%	(5)%
IFCO	271.0	12%	9%
Continuing operations	1,374.0	8%	6%

Vision and strategy

Focus on core pallet, RPC and container pooling businesses

We aspire to be:

“The world-leading provider of supply chain logistics solutions, enabling our customers to make supply chains more efficient, safe and sustainable”

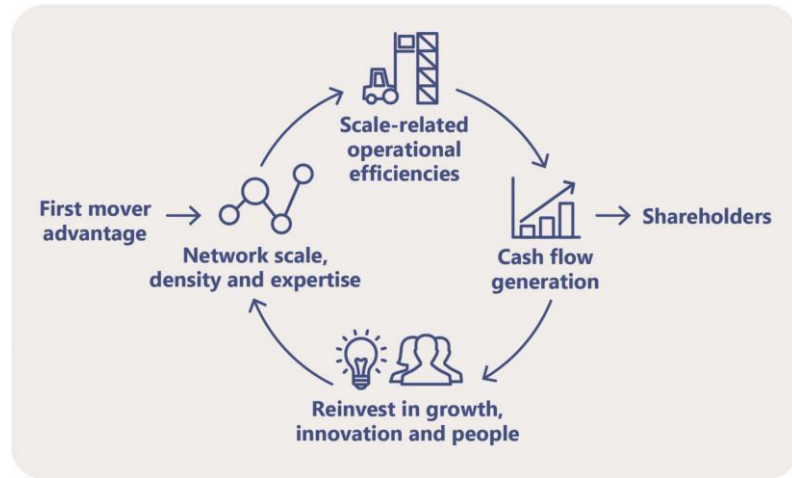
Portfolio actions reflect focus on core pallet, RPC and container pooling businesses

- HFG oil & gas containers joint venture completed in October 2016
- CHEP Aerospace divested in November 2016
- Intention to divest CHEP Recycled announced in August 2017

Investor value proposition

Creating long-term value and attractive shareholder returns

Brambles' value creation model



Delivering through the cycle:

- Sustainable growth at returns well in excess of the cost of capital;
 - Mid-single digit revenue growth¹;
 - Underlying Profit growth¹ in excess of sales revenue growth; and
 - Return on Capital Invested in the mid-teens
- Cash generation to fund growth, innovation and shareholder returns:
 - Free Cash Flow sufficient to fully fund capital expenditure and dividends

¹ At constant currency.

Operating and competitive landscape

Changing customer requirements and increasing competition

Industry

- E-commerce and omni-channel developments accelerating pace of change
- Trend for consolidation in FMCG and retail industry
- Growth of hard-discount retailers and increasing need for shelf-ready solutions

Customers

- Manufacturers and retailers under increasing margin and cost pressure
- Growing reliance on automation increasing demand for high quality solutions

Competitors

- Disposable and one-way alternatives continue to be our largest competitor
- Viable pooling competitors in every major market, attracted by healthy returns

Investment in innovation, differentiated service offering and superior asset quality required to sustain competitive advantage

Focus on the core drivers of value

Strategic priorities



Grow and strengthen our network advantage

- Strengthen industry-leading position and optimise our network by investing in platform quality and differentiated, value-enhancing customer solutions



Deliver operational and organisational efficiencies

- Leverage our global scale and share best practice to develop Group-wide initiatives to offset cost and competitive price pressures



Drive disciplined capital allocation and improved cash generation

- Focus capital allocation on core businesses and innovation
- Capital efficiency improvements to drive cash flow generation



Innovate to create new value

- Develop innovative solutions to meet the evolving needs of customers
- Utilise technology to transform our operations, products and services
- BXB Digital; US\$17m investment in FY18



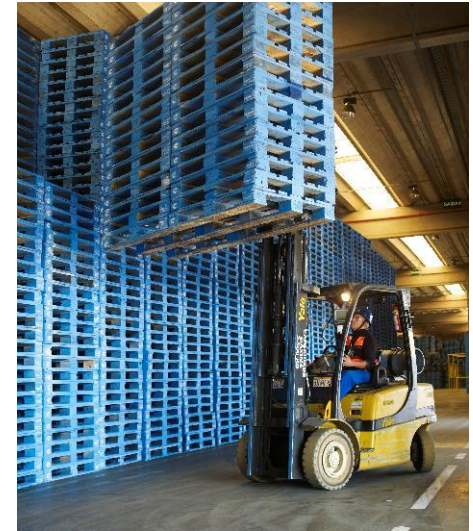
Develop world-class talent

- Prioritising employee safety, engagement and capability
- Promoting a culture of agility and innovation
- Building a pipeline of future leaders

Strong foundation for value creation

Growth and attractive shareholder returns over the long term

- Strong business underpinned by market-leading positions and network advantage
- High-performance culture with a clear focus on delivering value to the customer
- Operational excellence and disciplined capital allocation key to delivery of superior financial returns
- Growth and innovation remain at the core of strategy
- By delivering on our strategic objectives, we expect to deliver sustainable growth and returns well in excess of the cost of capital over the long term



Brambles

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Tony Froggatt

Chairman of the Remuneration Committee

What I will cover

- Brambles' executive remuneration structure
- Outcomes for FY17, including share vesting
- Decisions made in relation to Short Term Incentive (STI) payments
- Proposed changes to our Remuneration Policy
- MyShare employee share ownership scheme

Executive remuneration policy

- Objectives
 - Attract and retain high-calibre executives
 - Incentivise executives to achieve challenging performance levels
 - Reward successful business strategy implementation
 - Align executive rewards with creation of shareholder value

Senior executive remuneration structure

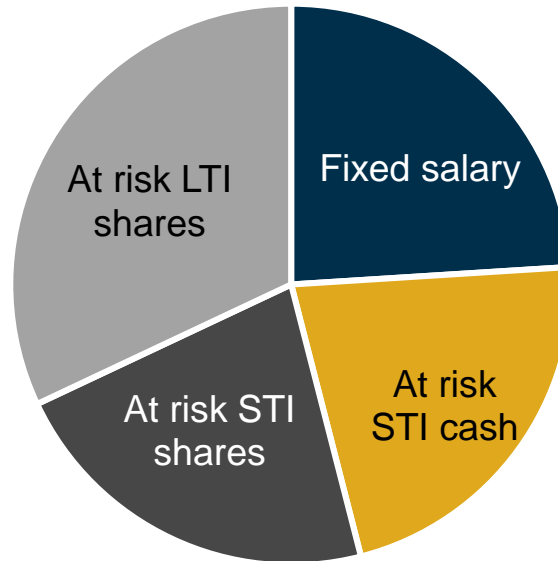
At risk remuneration (76%)

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, healthcare, etc.

At risk STI cash (22%)

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

FY17 remuneration outcomes

- Modest salary increases for senior executives
- Short-term incentives (STIs) and deferred share awards substantially lower than 2016 reflecting company performance
- Long-term incentives (LTIs) vested at 20% compared with 75% in 2016
- No increase to Non-Executive Director fees

FY17 STI decisions

- No STI was paid to the former CEO
- No STI was paid to the former Group President, CHEP Pallets
- STI payments were reduced for other executives, including the former CFO

Changes to our STI Plan

- Comprehensive review of our remuneration strategy in 2017 has recommended some changes to our remuneration policy and structure
- From FY18 we will move from BVA to Underlying Profit
- Increase in the proportion of STI based on financials from 70% to 80%
- Inclusion of a Brambles Group Free Cash Flow target for executives

Proposed changes to our LTI Plan

- We are seeking shareholder approval for changes relating to our LTI Plan
- The proposed changes only apply to LTI plan grants from FY18 onwards
- No changes to existing LTI plan structure or targets
- Introduction of an international comparator index reflecting the global nature of the Brambles business
- Move from BVA to Return on Capital Invested (ROCI) to provide greater transparency of business performance to investors and a greater line of sight for executives

Proposed changes to our LTI Plan (cont'd)

Summary of proposed changes

LTI Plan	LTI plans to FY17	LTI plans from FY18 onwards
External metric	50% based on Relative Total Shareholder Return against ASX100 Index	25% based on Relative Total Shareholder Return against ASX100 Index 25% based on Relative Total Shareholder Return against MSCI World Industrials Index
Internal metric	50% based on Sales CAGR/BVA matrix	50% based on Sales CAGR/ROCI matrix

Changes to Executive Shareholding Policy

Key changes include:

- CEO's shareholding requirement will be increased from 100% to 150% of base salary to be built up over 5 years; and
- ELT members will not be permitted to sell shares other than to pay tax requirements until they have achieved 100% of their shareholding requirements.

Proposed changes to our Clawback Policy

Brambles is proposing to strengthen our existing clawback arrangements to broaden the discretion to cancel STI and LTI share awards which have been granted but which have not vested

MyShare update

- Brambles strongly committed to employee share ownership
- Since initial launch in 2008, more than 4,000 employees in 40 countries have elected to participate
- MyShare employees now own 3.65 million Brambles shares

Final comments – remuneration

- Brambles remuneration strategy supports the business strategy
- Proposed changes enhance the alignment between executives and shareholders
- Our remuneration policy is designed to reward executives for the creation of shareholder value

Brambles

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How to ask a question

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

Voting procedure

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

POLL VOTING			
Please mark a box below to indicate your voting intention.			
	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 2017.

Item 2

As an ordinary resolution

To adopt the Remuneration Report for Brambles and the Group for the year ended 30 June 2017.

Proxies and direct votes received

Item 2

To adopt the Remuneration Report

	For	Discretionary	Against	Abstain
Proxy votes	878,737,615	4,976,105	267,405,092	20,201,425
Direct votes	16,186,987	-	3,158,481	-
Total	894,924,602	4,976,105	270,563,573	20,201,425
	76.46%	0.42%	23.12%	

Mark your voting card

Item 2

To adopt the Remuneration Report

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Election of Nessa O'Sullivan

Item 3

As an ordinary resolution

That Ms Nessa O'Sullivan be elected to the Board of Brambles.

Proxies and direct votes received

Item 3

That Ms Nessa O'Sullivan be elected to the Board of Brambles.

	For	Discretionary	Against	Abstain
Proxy votes	1,152,449,203	5,043,710	12,600,078	1,290,556
Direct votes	19,084,279	-	333,119	-
Total	1,171,533,482	5,043,710	12,933,197	1,290,556
	98.49%	0.42%	1.09%	

Mark your voting card

Item 3

That Ms Nessa O’Sullivan be elected to the Board of Brambles.

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Re-election of Tahira Hassan

Item 4

As an ordinary resolution

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

Proxies and direct votes received

Item 4

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

	For	Discretionary	Against	Abstain
Proxy votes	1,086,968,611	5,008,499	79,320,970	1,286,364
Direct votes	17,581,020	-	1,840,387	-
Total	1,104,549,631	5,008,499	81,161,357	1,286,364
	92.76%	0.42%	6.82%	

Mark your voting card

Item 4

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

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Re-election of Stephen Johns

Item 5

As an ordinary resolution

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

Proxies and direct votes received

Item 5

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

	For	Discretionary	Against	Abstain
Proxy votes	872,987,807	5,011,230	291,363,593	2,020,917
Direct votes	16,327,940	-	3,043,140	-
Total	889,315,747	5,011,230	294,406,733	2,020,917
	74.81%	0.42%	24.77%	

Mark your voting card

Item 5

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

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Re-election of Brian Long

Item 6

As an ordinary resolution

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

Proxies and direct votes received

Item 6

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

	For	Discretionary	Against	Abstain
Proxy votes	946,659,654	5,017,199	213,347,165	6,359,529
Direct votes	16,895,027	-	2,424,084	-
Total	963,554,681	5,017,199	215,771,249	6,359,529
	81.36%	0.42%	18.22%	

Mark your voting card

Item 6

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

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 7

As an ordinary resolution

That the Brambles Limited 2006 Performance Share Plan, as amended in the manner described in the Explanatory Notes accompanying this Notice of meeting (the **Amended Performance Share Plan**), and the issue of shares under the Amended Performance Share Plan, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 7.2, exception 9.

Proxies and direct votes received

Item 7

Amendments to the Brambles Limited 2006 Performance Share Plan.

	For	Discretionary	Against	Abstain
Proxy votes	1,151,631,838	5,001,597	12,507,448	2,180,664
Direct votes	18,291,702	-	1,124,585	-
Total	1,169,923,540	5,001,597	13,632,033	2,180,664
	98.43%	0.42%	1.15%	

Mark your voting card

Item 7

Amendments to the Brambles Limited 2006 Performance Share Plan.

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 8

As an ordinary resolution

That the Brambles Limited MyShare Plan (the **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.

Proxies and direct votes received

Item 8

Issue of shares under the Brambles Limited MyShare Plan.

	For	Discretionary	Against	Abstain
Proxy votes	1,109,142,987	4,972,598	54,950,739	2,252,460
Direct votes	18,154,080	-	1,186,056	-
Total	1,127,297,067	4,972,598	56,136,795	2,252,460
	94.86%	0.42%	4.72%	

Mark your voting card

Item 8

Issue of shares under the Brambles Limited MyShare Plan.

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 9

As an ordinary resolution

That the participation by Mr Graham Chipchase until the 2018 Annual General Meeting in the Amended Performance Share Plan in the manner set out in the Explanatory Notes accompanying this Notice of Meeting be approved for all purposes including for the purpose of Australian Securities Exchange Listing Rule 10.14.

Proxies and direct votes received

Item 9

Participation of Graham Chipchase, Executive Director, in the Amended Performance Share Plan.

	For	Discretionary	Against	Abstain
Proxy votes	983,846,137	4,910,269	177,667,198	4,896,943
Direct votes	17,457,268	-	1,896,139	-
Total	1,001,303,405	4,910,269	179,563,337	4,896,943
	84.44%	0.42%	15.14%	

Mark your voting card

Item 9

Participation of Executive Director in the Amended Performance Share Plan.

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 10

As an ordinary resolution

That the participation by Ms Nessa O'Sullivan until the 2018 Annual General Meeting in the:

- a) Brambles Limited Performance Share Plan (if the amendments to the Performance Share Plan under Resolution 7 is not obtained); or
- b) the Amended Performance Share Plan (if approval of the amendments to the Performance Share Plan under Resolution 7 is obtained),

in the manner set out in the Explanatory Notes accompanying this Notice of Meeting be approved for all purposes including for the purpose of Australian Securities Exchange Listing Rule 10.14.

Proxies and direct votes received

Item 10

Participation of Nessa O'Sullivan, Executive Director, in the Performance Share Plan or the Amended Performance Share Plan.

	For	Discretionary	Against	Abstain
Proxy votes	975,453,553	5,345,994	185,661,945	4,860,981
Direct votes	17,482,318	-	1,826,993	-
Total	992,935,871	5,345,994	187,488,938	4,860,981
	83.74%	0.45%	15.81%	

Mark your voting card

Item 10

Participation of Executive Director in the Performance Share Plan or the Amended Performance Share Plan.

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 11

As an ordinary resolution

That the participation by Ms Nessa O'Sullivan until 18 October 2020 in the Brambles Limited MyShare Plan in the manner set out in the Explanatory Notes accompanying this Notice of Meeting be approved for all purposes including the purpose of Australian Securities Exchange Listing Rule 10.14.

Proxies and direct votes received

Item 11

Participation of Executive Director in the MyShare Plan.

	For	Discretionary	Against	Abstain
Proxy votes	1,108,723,244	5,346,434	55,019,262	2,232,533
Direct votes	18,044,912	-	1,250,226	-
Total	1,126,768,156	5,346,434	56,269,488	2,232,533
	94.82%	0.45%	4.73%	

Mark your voting card

Item 11

Participation of Executive Director in the MyShare Plan.

POLL VOTING

Please mark a box below to indicate your voting intention.

	For	Against	Abstain*
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director Nessa O'Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director Tahira Hassan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Stephen Paul Johns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Director Brian James Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Amendments to the Brambles Limited 2006 Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of shares under the Brambles Limited MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Participation of Graham Chipchase in the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Participation of Nessa O'Sullivan in the Performance Share Plan or the Amended Performance Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Participation of Nessa O'Sullivan in the MyShare Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

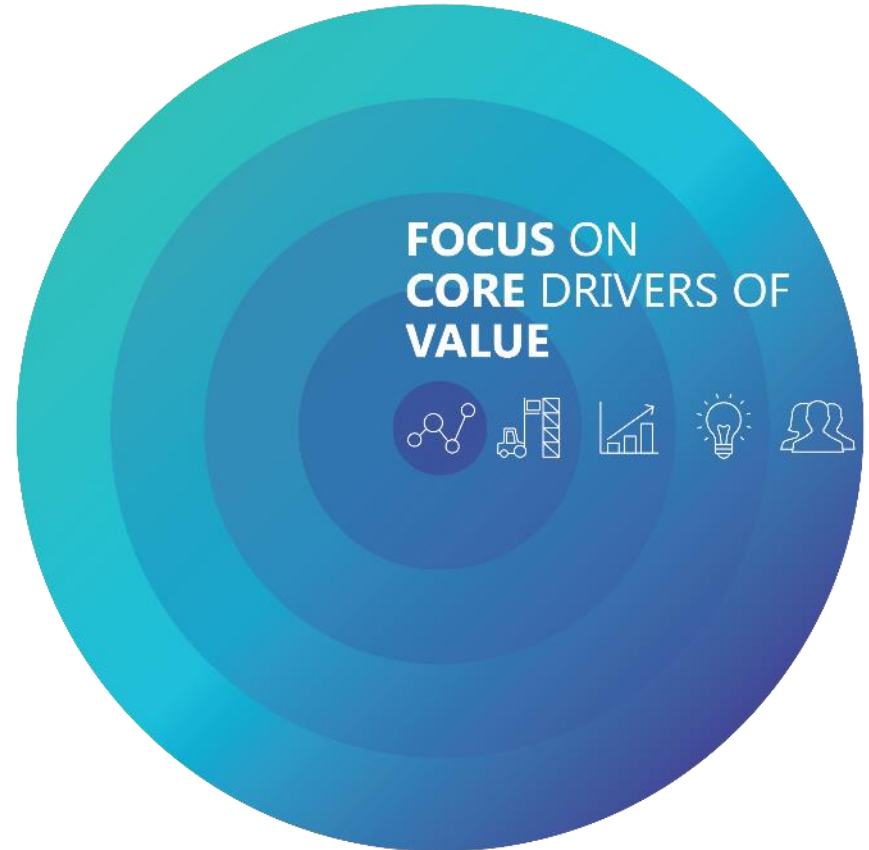
Please deposit your
voting cards at the exit

The poll has now closed

Brambles

Annual General Meeting

18 October 2017



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