

16 November 2007

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

Via electronic lodgement

Dear Sir

For Announcement to the Market

In accordance with Listing Rule 3.13.3, we attach the addresses to be delivered by Mr Don Argus, Chairman, and Mr Michael Ihlein, Chief Executive Officer, at the Brambles Limited Annual General Meeting, to be held at the Hilton Hotel, 190 Elizabeth Street, Brisbane commencing at 10.00 am this morning.

Also attached are copies of the slides to be used during the presentations.

Yours faithfully

BRAMBLES LIMITED

C A van der Laan de Vries
Company Secretary

Brambles Limited 2007 Annual General Meeting

**Addresses delivered by
Mr Don Argus AO and Mr Michael Ihlein, Chief Executive Officer**

16 November 2007

[Don Argus AO]

Ladies and gentlemen, Brambles has again delivered strong financial results.

We will discuss our performance in US dollars, because that is the currency we report in.

In the 2007 financial year, Brambles' sales grew by 6%, comparable operating profit increased by 17% and profit after tax and before special items rose by 32%.

Cash flow from operations increased from US\$763 million to US\$838 million and capital management was a major focus during the year.

Since March 2006, Brambles has utilised US\$3.4 billion in various capital management initiatives. This has included US\$2.1 billion in on-market share buy-backs, US\$1 billion utilised in the cash alternative undertaken as part of Unification and US\$300 million paid to shareholders by way of a special dividend. As a consequence of these various initiatives, Brambles now has a more appropriately structured balance sheet. Net debt at 30 June 2007 was US\$2 billion, up from US\$900 million at 31 December 2006 and consistent with a solid investment grade credit.

We expect our strong cash generation to continue in 2008 and later at this meeting we shall seek your approval to refresh our on-market share buy-back authorisation.

The buy-back resolution, if passed, would provide Brambles with flexibility in implementing its ongoing capital management initiatives, with a view to achieving and maintaining an appropriately structured balance sheet.

Compared to other mechanisms for returning surplus capital, an on market buy-back offers a simple and flexible tool whereby shares can be purchased when and if opportunities arise, with few implementation costs.

Furthermore, an on-market buy-back will have a more favourable earnings per share impact than a pro-rata capital return or dividend, due to the purchase and subsequent cancellation of shares under the buy-back.

It is important to stress that we shall also continue to look for opportunities to invest capital in our existing business to support the growth strategy that Mike Ihlein will outline shortly.

The Board was pleased to declare a final dividend for the 2007 financial year of 17.0 Australian cents, a 26% increase over last year's final dividend of 13.5 Australian cents.

If you take into account this year's interim dividend of 13.5 Australian cents – which was brought forward, due to Unification, and paid as part of last year's special dividend – then this year's effective total dividend was 30.5 Australian cents. This is an increase of 22% over 2006.

The strong lift in dividend is a reflection of the Board's continued confidence in the quality and profitable growth prospects of CHEP and Recall.

Brambles again expects to generate solid free cash flow in 2008.

Generating free cash flow while growing our business and paying higher dividends is a great outcome for shareholders and Brambles is committed to delivering the appropriate balance of investment for growth and capital management initiatives.

While we are proud of our financial performance, we are also ensuring that we manage social, ethical, environmental and other non-financial drivers so that we can build a stable, sustainable and resilient company.

The management team has again significantly improved safety across Brambles with regard to the two key industry measures of safety. The Lost Time Injury Frequency Rate improved by 35% compared with last year and the Lost Time Injury Severity Rate improved by 32%. The Lost Time Injury Severity Rate has improved by 84% since we began measuring it in 2003. This is a good result that reflects our continuing commitment to safety at Brambles.

There is, however, only one acceptable bottom line when it comes to safety – and that is Zero Harm. All of us at Brambles are working hard to achieve this goal.

On the screen behind me you can see some of our achievements in corporate responsibility and sustainability. These include our listing in both the Dow Jones Sustainability Index and FTSE4 Good Index, two of the most authoritative international guides for socially responsible investors.

Overall, on a life cycle basis, we believe that Brambles is one of the few companies that has a positive net impact on the environment. The CHEP pallet pooling model reduces the use of wood and CHEP also recycles scrap pallets, containers and crates for uses including mulch, fuel and animal bedding. Recall collects, shreds and sends for recycling about 200,000 tonnes of paper each year – the equivalent of three million trees.

We continue to improve our greenhouse gas, energy and transport fuel intensity performance and the details are provided in the Corporate Social Responsibility Report in this year's Annual Report.

Brambles also continued to put something back into the communities in which it operates by supporting a broad range of organisations around the world through the Brambles Community Reach program.

This program provided US\$500,000 in grants during the year to help our people to support causes that benefit health, the environment or safety.

Brambles continues to support the Prostate Cancer Foundation of Australia, the Sydney Breast Cancer Foundation and Clean Up The World, an organisation that mobilises 35 million people in more than 100 countries "to clean up, fix up and conserve their environment".

This year, we further strengthened our commitment to the environment, and the effects of climate change, by forming a partnership with the Great Barrier Reef Foundation's ZooX Fund.

Specifically, we are supporting a project that will map in fine detail all the known pressures on the Great Barrier Reef, providing the Reef's managers with the information they need to target resources towards protecting corals and reefs that are under stress.

We are proud of the way our people have not only driven the operational and financial performance of Brambles this year, but also the way in which they continue to support their local communities.

I would now like to tell you how we see the outlook for Brambles.

In the four months to the end of October, the sales and profit performance of both CHEP and Recall was ahead of the comparative period in the previous year, with all regions performing in line with our expectations.

CHEP achieved like-for-like sales growth of 6% in the four month period, led by CHEP Americas where sales were up 9%. CHEP Europe sales increased 2%, while CHEP Rest of World sales

rose 8%.

In the same period, Recall delivered sales growth of 9%.

The outlook for Brambles remains very positive, with both CHEP and Recall expected to deliver another year of solid sales growth.

Profit growth for the full year for both CHEP and Recall is expected to be strong.

It is expected that CHEP Americas will continue its very good performance and that CHEP Europe will deliver a significant profit improvement. CHEP Rest of World is also performing well.

Overall, Brambles expects to deliver another year of strong profit in 2008.

The Board is confident of the positive outlook for our business, notwithstanding ongoing volatility in global capital markets, because of the strength of CHEP's business model and the breadth and quality of our customer base.

Before handing over to Mike, I would like to comment on recent speculation regarding Brambles.

Under normal circumstances, it is not the policy of the Board or senior management of Brambles to comment on speculation regarding the intentions of any shareholder.

However, given the external commentary regarding the aspirations of two publicly listed entities and shareholders of Brambles, it is appropriate that I inform all shareholders and the market of what has occurred.

In a series of announcements, the first of which was on the 8th of August 2007, Brambles notified the market that it had become aware of the acquisition of Brambles' shares by each of Asciano Group and the Toll Group.

In all the circumstances, the Board considered that this was information which shareholders would have expected to be made known to the market as a whole.

Brambles representatives have sought confirmations from Asciano and Toll as to their intentions on several occasions on and since the 8th of August.

There have also been meetings with representatives of Toll on three occasions since that date, and with representatives of Asciano on one occasion.

No non-public information concerning Brambles was discussed with Toll or Asciano in those meetings.

With regards to Toll, an initial meeting took place at the request of Toll's Chairman on 23 August. This meeting was attended by me and Brambles' Company Secretary, Craig van der Laan. On the Toll side, the meeting was attended by Toll's former Chairman, Mr John Moule, Toll's CEO, Mr Paul Little, and Toll's CFO, Mr Neil Chatfield.

Subsequently, on 18 September, Mike Ihlein, Dave Mezzanotte and Craig van der Laan met with Toll's Mr Little and Mr Chatfield and Toll's Director of M&A, Mr Stephen Stanley.

Finally, on 28 September, again at the request of Toll, Craig van der Laan and I again met with Mr Little and Mr Chatfield.

No offer of any nature was received from Toll in these meetings, and we have heard nothing from Toll since 28 September. To repeat, at no point have we shared any non-public information with Toll.

With regards to Asciano, on Friday 9 November, at the request of Asciano, the Company Secretary and I met with Asciano Chairman Tim Poole and Asciano CEO, Mark Rowsthorn.

Following the meeting, Asciano lodged an announcement with the Australian Securities Exchange stating it had “no current intention of making a takeover bid for Brambles”.

Asciano also advised that “it presently intends to retain its 4.09% shareholding in Brambles”.

As is the case with Toll, at no point have we shared any non-public information with Asciano.

While various public comments and suggestions have been made by Mr Little and Mr Rowsthorn in recent times about Brambles, each of the discussions we have held with them has been general in nature and no offer of any nature has been received from either Toll or Asciano.

Moreover, no suggestion has been made by Toll or Asciano which has not been considered in our own strategic review and the Board does not believe it would be in shareholders’ interests to add lower growth, lower margin assets to our portfolio.

The Board believes that no value uplift for Brambles’ shareholders is apparent from the suggestions that have been made, over and above the value which will be delivered under Brambles’ current strategic direction.

We will continue to keep our shareholders fully apprised of any developments and assure you that we will not engage with any proposal which does not enhance value for Brambles shareholders.

I would now like to ask your Chief Executive Officer, Mike Ihlein, to talk to you about our performance in 2007 and our strategy to accelerate profitable growth in all our markets.

[Mike Ihlein]

Thank you, Don, and good morning ladies and gentlemen.

It is a great honour to be here today, my first Annual General Meeting as Chief Executive Officer of Brambles.

I joined Brambles three and a half years ago, and we have undergone a massive transformation in that time.

We have successfully implemented our strategy to focus on CHEP and Recall and we are delivering excellent operational and financial performance.

Brambles now has strong foundations on which to build its future – highly valuable service offerings for our customers, a substantial and expanding customer base in existing and new markets, people with proven expertise and a strong balance sheet.

We are in an excellent position to accelerate profitable growth – and I would like to elaborate on where we see the growth opportunities. However, let me first talk about some of the operational highlights in our business that underpinned what was a great year in 2007.

Brambles delivered another year of excellent results in 2007, with both CHEP and Recall growing strongly and CHEP Americas having a particularly good year.

Some of the highlights of our performance were:

- sales revenue increasing by 6% to US\$3.9 billion;
- comparable operating profit increasing by 17% to US\$933 million; and
- profit after tax increasing by 32% to US\$586 million.

Strong cash flow generation continued to be a feature of our performance. Cash flow from operations totalled US\$838 million, an increase of US\$76 million since last year. I am pleased to say that we have achieved several years of continuous improvement in this area.

Our excellent cash flow performance reflects higher profits exceeding the increase in capital

expenditure to support growth.

As many of you know, Brambles Value Added is the performance metric we use to ensure our businesses incorporate the true cost of capital in decision-making.

In 2007, BVA increased by US\$121 million to a record US\$471 million, reflecting a 25% return on capital invested.

Overall, our strong financial performance has further strengthened the foundations from which we will accelerate growth across our business.

In order to deliver our growth strategy, commitment to our Customers, our Markets and our People is the most important priority.

At Brambles, our first “Shared Value” is that “all things begin with the customer”. It is vital that we strive to continuously improve customer service and customer satisfaction so that we maximise our growth opportunities.

CHEP services more than 300,000 customer locations around the world and Recall has in excess of 80,000 customers – and we are continuing to win new business in both new and existing markets.

In just the past few months, we have signed agreements with customers across many segments and in all our markets. Some notable examples include:

- Pepsi in Canada;
- Body Blue, a major personal care products manufacturer in the USA and Canada;
- Sofidel, a leading tissue paper manufacturer in Italy;
- Anglo Beef, a leading UK supplier of meat products;
- Woolworths, Australia's leading fresh food retailer;
- Panda, a major retailer in the Gulf Cooperative states; and
- several beverage bottlers and automotive participants in China.

We are also expanding our implementation of initiatives that build better relationships with our customers – and I will discuss this in more detail in a few minutes.

It is only three months since I first spoke to shareholders about our growth opportunities. However, we have already progressed many of these opportunities and the future is exciting.

I believe we have significant growth opportunities in all our markets – and these opportunities are in four categories.

First, there is Organic Growth – by that I mean growth in existing segments or with existing customers and in existing geographies. We have a large number of organic growth opportunities in all our existing markets. Last week, as I mentioned briefly a moment ago, our CHEP Asia-Pacific team announced a six year agreement to supply and manage the use of reusable plastic containers with Woolworths, Australia's leading fresh food retailer. This agreement is the largest in the history of CHEP Asia-Pacific and will double our reusable plastic container business in that region.

Secondly, there is what I call Organic “Plus” – this means growth in new segments in existing geographies. A good example of this in CHEP is the US beverages segment, where we have less than 20% penetration – largely because we only entered the US in the 1990s. This is obviously a big opportunity for us and our US beverages team will be pursuing this segment more aggressively. We are also intensifying our focus on other opportunities in the US, such as home improvement, food service and office supplies.

The third category of growth is Core Expansion – which is growth in new geographies. This includes the growing economies of Central and Eastern Europe. Poland, for example, has a well developed supply chain and a population of 40 million people. There is good demand from domestic consumption, but Poland also exports to Western Europe from its substantial, and growing, manufacturing base. Earlier this month, I led a team that visited Warsaw and met with some large prospective customers. I am now even more excited about the opportunities for pallet and container pooling in this part of the world. On that same visit, I spent time with our CHEP team in Germany reviewing opportunities to expand that business as well.

As you would know, we have also established our CHEP business in China and I am particularly pleased with the progress in this very exciting new market for Brambles. In addition, CHEP is also now operating in the Gulf Co-operative States, Turkey and we are setting up operations in a number of countries in Central America.

The fourth area of future growth is New Business Expansion – for example, the acquisition of related superior supply chain solutions businesses. I must stress that our growth in the medium term will be primarily organic, but we will spend more time assessing acquisition opportunities. Any such opportunity must be compelling, however, and we shall concentrate mainly on potential acquisitions that add expertise to CHEP, build on CHEP's existing capability or use CHEP's expertise to achieve operating leverage.

To achieve our goals, with existing and new customers in existing and new markets, it is vital that we have the right people.

There is no doubt that our people have driven our financial and operational success in recent years and I would like to thank them publicly this morning for their continuing commitment and hard work.

In early August, I announced a new organisation structure to provide better support and resources so that our people can deliver on our accelerated growth strategy.

I am pleased to say that Liz Doherty will join Brambles on 1 December as Chief Financial Officer. Liz is the number two finance executive at Tesco, the second largest retailer in the world, and I am delighted that she is joining the Brambles team. She has a great track record with both Tesco and Unilever and both of these companies are major CHEP customers. Liz will also be an Executive Director on the Brambles Board.

Nick Smith joined us earlier this month as Senior Vice President Human Resources and the recruitment of the three new CHEP Group Presidents is progressing well. I still expect the successful candidates to start in their roles in early 2008.

While we know we have strong foundations to support our growth strategy, we also know that we must maintain our culture of continuous improvement to ensure our future success.

A major benefit of Brambles' global footprint – we have operations in over 45 countries around the world – is that our people share best practices to take our performance to the next level.

This is epitomised by CHEP's Perfect Plant program, which draws upon expertise around the world and results in world class service centres that achieve operational excellence in cost, quality, on-time delivery and safety.

A total of 27 Perfect Plants have been commissioned over the past two years. The video you saw at the beginning of today's Annual General Meeting featured the robotics technology used at our most advanced Perfect Plant, which is located at Erskine Park in Sydney.

CHEP is also expanding its implementation of Total Pallet Management – an initiative that involves CHEP people being located at customer sites and managing our customers' pallet flows.

Total Pallet Management, known as TPM, benefits both CHEP and our customers because it increases efficiency and reduces transportation costs. It drives both cost savings and customer satisfaction. TPM was initially piloted with retailer customers in the USA and it has been so successful that 40% of pallet issues in the USA are now processed at TPM sites. We have

extended TPM to manufacturer customers, and this is also proving very successful.

We are expanding TPM internationally, adapting it to suit business conditions in Canada, Mexico, South Africa and Europe.

Our Perfect Plant and TPM programs highlight the fact that Brambles utilises cutting edge technology to add further value to the services we offer our customers.

Recall, for example, is the clear industry leader in Radio Frequency Identification technology, known as RFID. By applying RFID to its carton tracking system, Recall increases the accuracy, efficiency and speed of carton audits.

CHEP is also an industry leader in RFID technology and uses its world class information systems to deliver a range of benefits to both CHEP and its customers – for example, through complex and sophisticated systems to optimise the transport network.

At CHEP's Innovation Centre in Florida, products are continuously trialled and tested – often in partnership with our customers and suppliers.

CHEP is a pioneer in pallet and container innovation. Next year, for example, we shall introduce the Blue Step pallet into the US market. Blue Step features a new design and components made of composite materials that will result in better protection for our customers' products and reduced damage and repair costs for our pallets.

At Brambles, we know that we cannot be complacent. We are committed to continuous improvement and innovation because we want to further improve the value we offer our customers – and this is obviously an important element in our strategy to grow our business.

In conclusion, I re-iterate that we are well placed to accelerate growth from strong foundations.

By being totally committed to our Customers, our Markets and our People, we shall consolidate Brambles' position as a highly competitive, global enterprise.

We recognise the importance of delivering sustainable, double digit revenue growth over the medium to long term and this will ensure we deliver excellent returns for you – our shareholders.

Thank you very much and let me now pass you back to the Chairman.

[The Chairman then moved to the formal items]

For further information, contact:

Michael Sharp	Vice President Corporate Affairs	+61 (0)2 9256 5255
		+61 (0)439 470 145 (mobile)

Brambles is globally headquartered in Australia



Welcome to Brambles Limited's

2007 Annual General Meeting

Brisbane, 16 November



2007 Annual General Meeting

Don Argus AO
Chairman

Agenda

- **Chairman's address**
- CEO's address
- Items of business
- General shareholder questions

Brambles

**2007 Annual General Meeting
Brisbane, 16 November**



Strong financial results

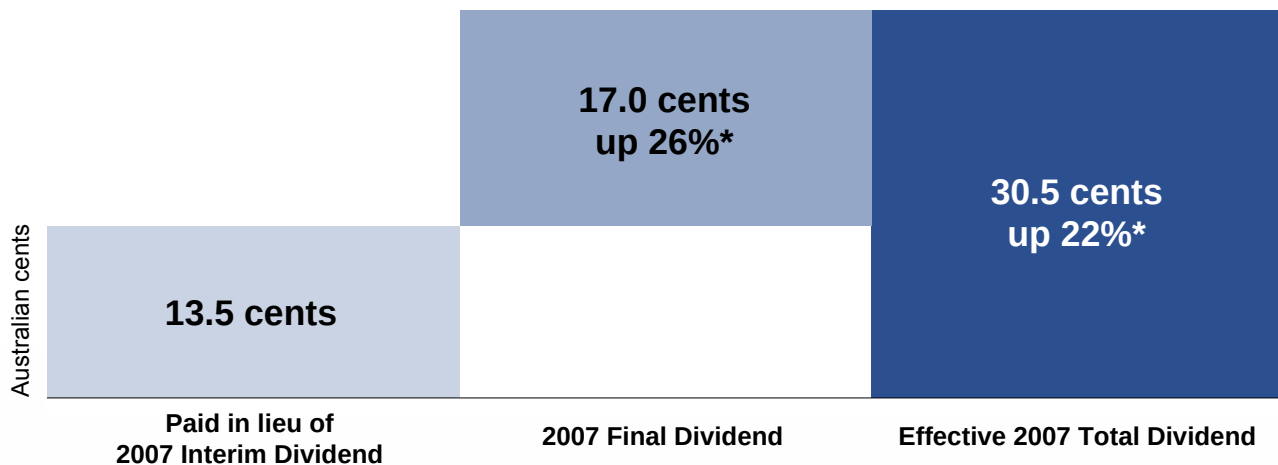
- Sales up 6%
- Comparable operating profit up 17%
- Profit after tax and before special items up 32%
- Cash flow from continuing operations increased to US\$838 million

Growth % calculated on US\$ constant currency basis

Extensive capital management program

- US\$3.4 billion utilised in capital initiatives since March 2006
- Brambles now has a more appropriately structured balance sheet
- Strong cash generation expected to continue in 2008
- On-market share buy-back program
 - provides flexibility
 - is a simple and flexible tool
 - has a more favourable EPS impact than other capital management alternatives

Higher dividends



* when compared to 2006

Corporate Social Responsibility and Sustainability

- Continued improvements in safety
- Our aim is Zero Harm
- On a life cycle basis, Brambles has a positive net impact on the environment
 - CHEP pallet pooling reduces the use of wood
 - Recall collects, shreds and recycles about 200,000 tonnes of paper each year – the equivalent of three million trees
- Continued improvements in greenhouse gas, energy and transport fuel intensity performance
- Community Reach and charitable donations



FTSE4Good



**Dow Jones
Sustainability Indexes**
Member 2007/08

Trading update

- First four months, ahead of comparative period in 2007
- CHEP like-for-like growth of 6%
 - CHEP Americas sales up 9%
 - CHEP Europe sales up 2%
 - CHEP Rest of World sales up 8%
- Recall sales up 9%
- Outlook remains very positive
- Brambles expects to deliver strong profit growth in 2008

Brambles

**2007 Annual General Meeting
Brisbane, 16 November**



2007 Annual General Meeting

Mike Ihlein

Chief Executive Officer

Brambles

Operational highlights – another year of excellent results

- CHEP and Recall
 - Sales revenue up 6% to US\$3.9 billion
 - Comparable operating profit up 17% to US\$933 million
 - Profit after tax up 32% to US\$586 million
- Excellent cash flow performance
- Brambles Value Added up US\$121 million to US\$471 million
- Strong financial performance further strengthened foundations from which we will accelerate growth across the business

Growth % calculated on US\$ constant currency basis

Brambles

Our Customers

- “All things begin with the customer”
- CHEP has recently signed agreements with:
 - Pepsi, Canada
 - Body Blue, USA and Canada
 - Sofidel, Italy
 - Anglo Beef , UK
 - Woolworths, Australia
 - Panda, Gulf Co-operative States; and
 - several beverage bottlers and automotive participants in China
- Expanding initiatives that build better relationships with our customers

Our Markets: four categories of growth

- **Organic** Existing geographies – existing segments/customers
 - *CHEP Asia Pacific’s six year RPC agreement with Woolworths*
- **Organic “Plus”** Existing geographies – new segments
 - *Beverages in the US, current market share less than 20%*
- **Core Expansion** New geographies – existing or new segments
 - *Central and Eastern Europe, China*
- **New Business Expansion** Acquisition of related superior supply chain solutions business
 - *leverages CHEP or adds value to CHEP*

Our People

- New organisation structure announced in August
- Executive Leadership Team appointments
 - New CFO, Liz Doherty, joins Brambles on 1 December 2007
 - Senior Vice President Human Resources, Nick Smith, joined early November
 - Recruitment of CHEP Group Presidents progressing well

Continuous improvement

- Culture of continuous improvement will ensure future success
- Global sharing of best practices
- 27 Perfect Plants commissioned over past two years
- Total Pallet Management
 - increases efficiency
 - reduces transportation costs
 - drives both cost savings and customer satisfaction



Leading in technology and innovation

- Cutting edge technology adds further value to our customer services
- Radio Frequency Identification (RFID)
 - Recall and CHEP are industry leaders
- CHEP's Blue Step pallet
 - new design and components that will better protect customers' products and reduce pallet damage and repair costs



Accelerating Growth: Customers, Markets, People

- Totally committed to our Customers, Markets and People
- Building on our strong foundations
- Consolidating our position as a highly competitive, global enterprise
- Recognising the importance of delivering sustainable, double digit revenue growth over the medium to long term
- Delivering excellent returns to shareholders

2007 Annual General Meeting Brisbane, 16 November



How to ask a question

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

2007 Annual General Meeting Brisbane, 16 November



Poll card

ANNUAL GENERAL MEETING OF THE COMPANY
FRIDAY, 16 NOVEMBER 2007

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
1 To receive the Financial Report, Directors' Report and Auditors' Report	☐	☐	☐
2 To adopt the Remuneration Report	☐	☐	☐
3 To elect Mr D A Mezzanotte to the Board of Brambles	☐	☐	☐
4 To re-elect Mr S P Johns to the Board of Brambles	☐	☐	☐
5 To re-elect Mr C L Mayhew to the Board of Brambles	☐	☐	☐
6 To re-elect Mr J Nasser AO to the Board of Brambles	☐	☐	☐
7 To approve the grant of awards to Mr M F Rhein under the Brambles 2006 Performance Share Plan	☐	☐	☐
8 To approve the grant of awards to Ms E Doherty under the Brambles 2006 Performance Share Plan	☐	☐	☐
9 To authorise on-market buy-backs of up to 10% of Brambles' issued share capital	☐	☐	☐

0001

How to vote (example only)

For



Against



Abstain



Brambles

**2007 Annual General Meeting
Brisbane, 16 November**



Agenda

- Chairman's address
- CEO's address
- **Items of business**
- General shareholder questions

Item 1

As an ordinary resolution

“To consider and receive the Financial Report, Directors’ Report and Auditors’ Report for Brambles for the year ended 30 June 2007.”

Mark your poll card

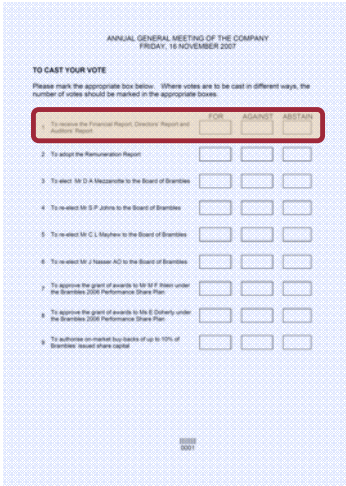
1. To receive the Financial Report, Directors’ Report and Auditors’ Report

For

Against

Abstain

☐
☐
☐



Proxies received

Resolution 1

To receive the Financial Report, Directors’ Report and Auditors’ Report

For	Discretionary	Against	Abstain
841,443,349	17,837,387*	2,127,203	35,211,995

*Includes 15,029,415 votes directed to the Chairman

Item 2

As an ordinary resolution

“To adopt the Remuneration Report for Brambles for the year ended 30 June 2007.”

Mark your poll card

2. To adopt the Remuneration Report

For Against Abstain

☐

☐

☐

ANNUAL GENERAL MEETING OF THE COMPANY
FRIDAY, 16 NOVEMBER 2007

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
1. To receive the Financial Report, Directors' Report and Auditors' Report	☐	☐	☐
2. To adopt the Remuneration Report	☐	☐	☐
3. To elect Mr D A Macdonald to the Board of Brambles	☐	☐	☐
4. To re-elect Mr S P Johns to the Board of Brambles	☐	☐	☐
5. To re-elect Mr C L Mayhew to the Board of Brambles	☐	☐	☐
6. To re-elect Mr J Nasser AO to the Board of Brambles	☐	☐	☐
7. To approve the grant of awards to Mr M F O'Farrell under the Brambles 2006 Performance Share Plan	☐	☐	☐
8. To approve the grant of awards to Mr B O'Farrell under the Brambles 2006 Performance Share Plan	☐	☐	☐
9. To authorise on-market buy-backs of up to 10% of Brambles' issued share capital	☐	☐	☐

BRAMBLES
2007

Proxies received

Resolution 2

To adopt the Remuneration Report

For	Discretionary	Against	Abstain
834,996,977	17,960,890*	34,374,952	9,269,291

*Includes 15,138,004 votes directed to the Chairman

2007 Annual General Meeting

Items 3 - 6
Election and Re-election of Directors

Item 3

Election of Mr D A Mezzanotte



Brambles

Mark your poll card

3. To elect Mr D A Mezzanotte to the Board of Brambles

For Against Abstain

☐	☐	☐
--------------------------	--------------------------	--------------------------

ANNUAL GENERAL MEETING OF THE COMPANY
FRIDAY, 16 NOVEMBER 2007

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
1. To receive the Financial Report, Directors' Report and Auditor's Report	☐	☐	☐
2. To adopt the Remuneration Report	☐	☐	☐
3. To elect Mr D A Mezzanotte to the Board of Brambles	☐	☐	☐
4. To re-elect Mr S P. Johns to the Board of Brambles	☐	☐	☐
5. To re-elect Mr C L. Mayhew to the Board of Brambles	☐	☐	☐
6. To re-elect Mr J. Harker AO to the Board of Brambles	☐	☐	☐
7. To approve the grant of awards to Mr M F. Allen under the Brambles 2005 Performance Share Plan	☐	☐	☐
8. To approve the grant of awards to Mr B. Chafferty under the Brambles 2005 Performance Share Plan	☐	☐	☐
9. To authorise on-market buy-backs of up to 10% of Brambles' issued share capital	☐	☐	☐

0000
2007

Brambles

Proxies received

Resolution 3

To elect Mr D A Mezzanotte to the Board of Brambles

For	Discretionary	Against	Abstain
866,211,871	18,082,678*	7,943,714	4,354,588

*Includes 15,243,740 votes directed to the Chairman

Brambles

2007 Annual General Meeting
Brisbane, 16 November



Item 4

Re-election of Mr S P Johns



Brambles

Mark your poll card

4. To re-elect Mr S P Johns to the Board of Brambles

For Against Abstain

☐	☐	☐
--------------------------	--------------------------	--------------------------

ANNUAL GENERAL MEETING OF THE COMPANY
FRIDAY, 16 NOVEMBER 2007

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
1. To receive the Financial Report, Directors' Report and Auditor's Report	☐	☐	☐
2. To adopt the Remuneration Report	☐	☐	☐
3. To elect Mr D A Macdonald to the Board of Brambles	☐	☐	☐
4. To re-elect Mr S P Johns to the Board of Brambles	☐	☐	☐
5. To re-elect Mr C L Mayhew to the Board of Brambles	☐	☐	☐
6. To re-elect Mr J Hester AO to the Board of Brambles	☐	☐	☐
7. To approve the grant of awards to Mr M F Allen under the Brambles 2005 Performance Share Plan	☐	☐	☐
8. To approve the grant of awards to Mr S G Clapham under the Brambles 2005 Performance Share Plan	☐	☐	☐
9. To authorise on-market buy-backs of up to 10% of Brambles' issued share capital	☐	☐	☐

0000
2007

Brambles

Proxies received

Resolution 4

To re-elect Mr S P Johns to the Board of Brambles

For	Discretionary	Against	Abstain
873,056,568	18,024,575*	2,340,161	3,168,884

*Includes 15,192,579 votes directed to the Chairman

Item 5

Re-election of
Mr C L Mayhew



Mark your poll card

5. To re-elect Mr C L Mayhew to the Board of Brambles

For	Against	Abstain
☐	☐	☐

ANNUAL GENERAL MEETING OF THE COMPANY
FRIDAY, 16 NOVEMBER 2007

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
1 To receive the Financial Report, Directors' Report and Auditors' Report	☐	☐	☐
2 To adopt the Remuneration Report	☐	☐	☐
3 To elect Mr D A Macdonell to the Board of Brambles	☐	☐	☐
4 To re-elect Mr D P Johns to the Board of Brambles	☐	☐	☐
5 To re-elect Mr C L Mayhew to the Board of Brambles	☒	☐	☐
6 To re-elect Mr J Macken AD to the Board of Brambles	☐	☐	☐
7 To approve the grant of awards to Mr M F Green under the Brambles 2006 Performance Share Plan	☐	☐	☐
8 To approve the grant of awards to Mr S Doherty under the Brambles 2006 Performance Share Plan	☐	☐	☐
9 To authorise on-market buy-backs of up to 10% of Brambles' issued share capital	☐	☐	☐

Proxies received

Resolution 5

To re-elect Mr C L Mayhew to the Board of Brambles

For	Discretionary	Against	Abstain
851,102,443	18,029,328*	24,249,248	3,202,536

*Includes 15,197,332 votes directed to the Chairman

Item 6

Re-election of Mr J Nasser AO



Brambles

Mark your poll card

6. To re-elect Mr J Nasser AO to the Board of Brambles

For	Against	Abstain
☐	☐	☐

ANNUAL GENERAL MEETING OF THE COMPANY
FRIDAY, 18 NOVEMBER 2007

TO CAST YOUR VOTE

Please mark the appropriate box below. Where votes are to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
1. To receive the Financial Report, Directors' Report and Auditor's Report	☐	☐	☐
2. To adopt the Remuneration Report	☐	☐	☐
3. To elect Mr D A Macdonald to the Board of Brambles	☐	☐	☐
4. To re-elect Mr P F Johns to the Board of Brambles	☐	☐	☐
5. To re-elect Mr C L Mayhew to the Board of Brambles	☐	☐	☐
6. To re-elect Mr J Nasser AO to the Board of Brambles	☐	☐	☐
7. To approve the grant of awards to Mr M F Allen under the Brambles 2005 Performance Share Plan	☐	☐	☐
8. To approve the grant of awards to Mr E C O'Brien under the Brambles 2005 Performance Share Plan	☐	☐	☐
9. To authorise on-market buy-backs of up to 10% of Brambles' issued share capital	☐	☐	☐

2007

Brambles

Proxies received

Resolution 6

To re-elect Mr J Nasser AO to the Board of Brambles

For	Discretionary	Against	Abstain
872,286,386	18,691,388*	2,451,746	3,153,685

*Includes 15,859,392 votes directed to the Chairman

Items 7 and 8

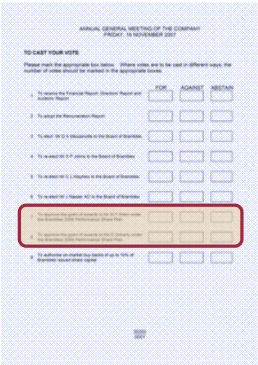
As ordinary resolutions

“That the participation by Mr M F Ihlein until 16 November 2010 in the Brambles Limited 2006 Performance Share Plan in the manner set out in the Explanatory Notes accompanying this Notice, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 10.14.”

“That the participation by Ms E Doherty until 16 November 2010 in the Brambles Limited 2006 Performance Share Plan in the manner set out in the Explanatory Notes accompanying this Notice, be approved for all purposes, including for the purpose of Australian Securities Exchange Listing Rule 10.14.”

Mark your poll card

- | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 7. To approve the grant of awards to Mr M F Ihlein under the Brambles 2006 Performance Share Plan | ☐ | ☐ | ☐ |
| 8. To approve the grant of awards to Ms E Doherty under the Brambles 2006 Performance Share Plan | ☐ | ☐ | ☐ |



Proxies received

Resolution 7 and 8

To approve the grant of awards to Mr M F Ihlein under the Brambles 2006 Performance Share Plan

For	Discretionary	Against	Abstain
838,246,102	18,462,337*	35,220,511	4,605,399

*Includes 15,644,150 votes directed to the Chairman

To approve the grant of awards to Ms E Doherty under the Brambles 2006 Performance Share Plan

For	Discretionary	Against	Abstain
838,178,548	18,481,882*	35,285,435	4,587,917

*Includes 15,663,695 votes directed to the Chairman

Item 9

As an ordinary resolution

“That Brambles be authorised to conduct on-market buy-backs of its shares in the 12 month period following the approval of this resolution, provided that the total number of shares bought back on-market during that period does not exceed 141,903,916, being 10% of the total shares on issue in Brambles as at 12 September 2007; and that the purchase price under any such on-market buy-back does not exceed the maximum set by Australian Securities Exchange Listing Rule 7.33.”

Mark your poll card

9. To authorise on-market buy-backs of up to 10% of Brambles’ issued share capital

For	Against	Abstain
☐	☐	☐

ANNUAL GENERAL MEETING OF THE COMPANY
FRIDAY, 16 NOVEMBER 2007

TO CAST YOUR VOTE

Please mark the appropriate box below. If there are votes to be cast in different ways, the number of votes should be marked in the appropriate boxes.

	FOR	AGAINST	ABSTAIN
1 To receive the Financial Report, Directors' Report and Auditors' Report	☐	☐	☐
2 To adopt the Remuneration Report	☐	☐	☐
3 To elect Mr D A Macdonald to the Board of Brambles	☐	☐	☐
4 To re-elect Mr S P Johns to the Board of Brambles	☐	☐	☐
5 To re-elect Mr C L Mayhew to the Board of Brambles	☐	☐	☐
6 To re-elect Mr J Mason AO to the Board of Brambles	☐	☐	☐
7 To approve the grant of awards to Mr M if listed under the Brambles 2006 Performance Share Plan	☐	☐	☐
8 To approve the grant of awards to Mr S if listed under the Brambles 2006 Performance Share Plan	☐	☐	☐
9 To authorise on-market buy-backs of up to 10% of Brambles' issued share capital	☐	☐	☐

BRMBL
2007

Proxies received

Resolution 9

To authorise on-market buy-backs of up to 10% of Brambles' issued share capital

For	Discretionary	Against	Abstain
872,099,611	18,461,727*	1,707,117	4,305,359

*Includes 15,652,866 votes directed to the Chairman

Brambles

2007 Annual General Meeting
Brisbane, 16 November



2007 Annual General Meeting

**Please deposit
Poll Cards on exit**

Brambles