



28 September 2009

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

Via electronic lodgement

Dear Sir

2009 Notice of Annual General Meeting Mailing

Attached is the Notice of Meeting for Brambles Limited's 2009 Annual General Meeting, which will be held on Thursday, 19 November 2009 at The Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne, Victoria 3000, commencing at 2.00pm.

Also attached are the following documents, the first two of which will be sent to ordinary shareholders and the last two of which will be sent to CREST Depository Interest (**CDI**) holders:

- Shareholder voting form;
- Shareholder question form;
- Voting instructions form; and
- CDI holder question form.

Yours faithfully
Brambles Limited

Robert Gerrard
Company Secretary

11:00 12:00 13:00 14:00 15:00 16:00 17:00 18:00 19:00 20:00 21:00 22:00 23:00 00:00 01:00 02:00 03:00 04:00

NOTICE OF ANNUAL GENERAL MEETING

19 NOVEMBER 2009

21:01 | DOCUMENTS IN TRANSIT TO STORAGE

21:00 | GOODS ARRIVING AT RETAILER

21:05 | GOODS IN TRANSIT TO MANUFACTURER

21:01 | DOCUMENTS COLLECTED AT HOSPITAL

21:02 | GOODS LEAVING WHOLESALER

Brambles

BRAMBLES LIMITED 2009 NOTICE OF ANNUAL GENERAL MEETING

The Savoy Ballroom
Grand Hyatt Melbourne
123 Collins Street
Melbourne VIC 3000
on Thursday, 19 November 2009
at 2.00 pm (AEDT)

22 September 2009

Dear fellow Shareholder,

Brambles has achieved sales revenue growth and a very strong cash flow performance for the year ended 30 June 2009 despite the weakest global economy in decades. This resilient performance demonstrates the strength of our business models. New business wins (net of any losses) were approximately US\$100 million and, together with some price and mix gains, offset weak organic volumes.

Our investment in growth initiatives in China, India, Germany and Poland, a focus on cash generation, disciplined capital management and implementation of initiatives to deal with the economic downturn have positioned Brambles well to accelerate its financial performance as the world's economies recover.

I have the pleasure of enclosing the Notice convening our 2009 Annual General Meeting, which will be held at The Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne VIC 3000 on Thursday, 19 November 2009, commencing at 2.00 pm (AEDT). Shareholders who have elected not to receive hard copies of Brambles' Annual Report may view the 2009 Annual Report on Brambles' website at www.brambles.com/BXB/content/investors_2009annualreport.html.

Most of the items of business in the Notice will be familiar to you, including the motion to adopt the Remuneration Report. The Board is also proposing some housekeeping amendments to Brambles constitution relating to Directors' terms of office. Full details are set out in the Explanatory Notes to this Notice.

Also enclosed is a shareholder question form designed to give shareholders an opportunity to raise questions ahead of the Annual General Meeting, if they wish to do so. These questions may either be directed to Brambles or, if they relate to the content of the Auditors' Report or conduct of the audit, to Brambles' auditors PricewaterhouseCoopers. Any significant matter brought to our attention will be addressed at the meeting.

At the 2008 Annual General Meeting, shareholders approved a change to Brambles' constitution which has enabled the Directors to establish an online and postal voting system, known as direct voting. A direct vote allows you to vote on the resolutions before the Annual General Meeting without attending the meeting or appointing a proxy. As a result, this year shareholders who cannot attend the meeting have the choice of casting "direct votes" or of appointing a proxy to cast their votes.

If you are an ordinary shareholder and are not able to attend the meeting in person, please complete and mail the enclosed shareholder voting form in the reply paid envelope provided. Shareholders who wish to cast direct votes should complete Step 1a "VOTE DIRECTLY". Shareholders who wish to appoint a proxy and give that proxy voting directions should complete Step 1b "APPOINT A PROXY". Alternatively, you may register your proxy appointment or cast your direct vote using the share registry's website www.linkmarketservices.com.au or by fax.

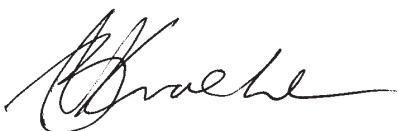
If you hold Brambles CREST depository interests (CDIs), you are receiving this Notice and accompanying documents through arrangements Brambles has put in place which enable CDI holders to receive the same documents that ordinary shareholders receive. Brambles has also entered into arrangements to enable all CDI holders to give directions as to voting at all Brambles general meetings. Whether you hold your CDIs through the Equiniti corporate nominee service, or you hold your CDIs directly in CREST, you may give directions as to how you wish your CDIs to be voted on the enclosed voting instruction form. Alternatively, you may register your voting directions using Equiniti's website www.sharevote.co.uk or by fax.

Further details for shareholders and holders of CDIs on how to vote are set out on pages 7 and 8 of this Notice.

Brambles' Directors believe that the proposals set out in the Notice and described in the Explanatory Notes are in the best interests of Brambles and its shareholders, and unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings. If I or any of my fellow Directors are appointed as a proxy we will, of course, vote in accordance with any instruction given to us. If, however, we are given discretion as to how to vote, we will vote in favour of each of the items of business to be considered.

Shareholders are invited to join the Board for afternoon tea at the conclusion of the Annual General Meeting. If you plan to attend, please bring the enclosed shareholder voting form to facilitate your registration. I look forward to seeing as many of you as possible on the day.

Yours sincerely



Graham Kraehe AO
CHAIRMAN

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2009 Annual General Meeting of the shareholders of Brambles Limited will be held at The Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne VIC 3000 on Thursday, 19 November 2009, commencing at 2.00 pm Australian Eastern Daylight Savings Time (AEDT) for the purpose of transacting the items of business set out below. Registration will open at 1.00 pm (AEDT).

In this Notice and Explanatory Notes, Brambles, or the Company, refers to Brambles Limited, and Group refers to Brambles Limited and the entities it controlled at the end of, or during, the year ended 30 June 2009.

ITEMS OF BUSINESS

Financial Statements

1. To consider and receive the Financial Report, Directors' Report and Auditors' Report for Brambles and the Group for the year ended 30 June 2009.

Shareholders will be asked to consider and, if thought fit, to pass the resolutions below. Resolutions 2 to 7 will be proposed as ordinary resolutions. Resolution 8 will be proposed as a special resolution.

Remuneration Report

2. "To adopt the Remuneration Report for Brambles and the Group for the year ended 30 June 2009."

Election of New Directors

The following Directors, having been appointed by the Board since the last Annual General Meeting and, being eligible, submit themselves for election as Directors of Brambles.

3. "That Mr John Patrick Mullen be elected to the Board of Brambles."
4. "That Mr Brian Martin Schwartz AM be elected to the Board of Brambles."

Re-election of Directors

The following Directors are to retire by rotation and, being eligible, submit themselves for re-election as Directors of Brambles.

5. "That Mr Graham John Kraehe AO be re-elected to the Board of Brambles."
6. "That Mr Stephen Paul Johns be re-elected to the Board of Brambles."
7. "That Ms Sarah Carolyn Hailes Kay be re-elected to the Board of Brambles."

Amendments to the Constitution

8. "That the Brambles constitution be amended as outlined in the Explanatory Notes accompanying this Notice."

By order of the Board
Brambles Limited

Registered Office
Level 40, Gateway
1 Macquarie Place
Sydney NSW 2000



Robert Gerrard

COMPANY SECRETARY
22 September 2009

EXPLANATORY NOTES

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

ITEM 1

Financial Statements

The law requires Directors to lay the Financial Report, Directors' Report and Auditors' Report for the last financial year before the Annual General Meeting (AGM) of shareholders. The 2009 Brambles Annual Report has been posted on the Brambles website at the website address referred to in the Chairman's letter.

Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the 2009 Annual Report or about the management of Brambles generally.

ITEM 2

Remuneration Report

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

The Remuneration Report, which forms part of the Directors' Report, is set out on pages 35 to 48 of the 2009 Annual Report, which has been posted on the Brambles website. The Remuneration Report sets out Brambles' remuneration policy and reports the remuneration arrangements in place for Executive Directors, Non-executive Directors and certain senior executives whose remuneration arrangements are required to be disclosed.

Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from Brambles, as described in the Remuneration Report, the Board unanimously recommends the adoption of the Remuneration Report.

ITEMS 3 TO 7

Election of New Directors and Re-election of Directors

Under the Brambles constitution, the Directors may, at any time, appoint any person as a Director of Brambles. In accordance with the terms of its Charter, during the year, the Nominations Committee identified John Mullen and Brian Schwartz as preferred candidates to become Non-executive Directors of Brambles. The Board unanimously approved Brian's appointment as a Non-executive Director with effect from 13 March 2009 and John's appointment as a Non-executive Director with effect from 1 November 2009. Under the Brambles constitution, they hold office until the end of the 2009 AGM. John Mullen and Brian Schwartz are eligible for election and it is proposed that they be elected as Directors.

Graham Kraehe, Stephen Johns and Carolyn Kay retire by rotation and offer themselves for re-election. Prior to recommending the re-election of Graham Kraehe, Stephen Johns and Carolyn Kay, the Board reviewed their performance as Directors of Brambles and unanimously recommended their proposed re-election.

All of the Non-executive Directors who are seeking election and re-election are considered by the Board to be independent in character and judgement and free from any business or other relationship which could interfere, or appear to interfere, with the exercise of their objective, unfettered or independent judgement. Page 23 of the Annual Report contains further information on the independence of Directors. Brief biographical details of each of the Directors standing for election or re-election are given overleaf.



JOHN MULLEN
Independent Non-executive Director
(age 54)

Will become a member of the Remuneration Committee on 1 November 2009.

Will join Brambles as a Non-executive Director on 1 November 2009. Currently a non-executive director of Telstra Corporation Limited. John had a distinguished career with DHL Express from 1994 to 2009, ultimately becoming its Chief Executive Officer in 2006. He has served as a Director of Deutsche Post World Net, the parent company of DHL Express, and Embarq Corporation. His executive career with the TNT Group from 1984 to 1994 culminated in the role of Chief Operating Officer, which he held from 1990 to 1994. He is currently Chairman of the US National Foreign Trade Council, a member of the Board of the Advisory Council to the City of Seoul, and a member of the Advisory Council for the AGSM and the International Swimming Hall of Fame.

The Board unanimously recommends the election of John Mullen.



BRIAN SCHWARTZ AM
Independent Non-executive Director
(age 57)

Member of the Audit Committee.

Joined Brambles as a Non-executive Director in March 2009. Currently a non-executive director of Insurance Australia Group Limited and the Westfield Group. He is also Deputy Chairman of Football Federation Australia and a member of the Federal Government's Multicultural Advisory Council. In March 2009 he retired as CEO of Investec Bank (Australia) Limited, although he remains as a consultant to the bank. Having joined Ernst & Young in 1979, Brian became a partner in 1985. From 1998 to 2004 he was CEO of Ernst & Young Australia and a member of the Ernst & Young Global Executive Board. Brian is a Fellow of the Institute of Chartered Accountants in Australia.

The Board unanimously recommends the election of Brian Schwartz.



GRAHAM KRAEHE AO
Independent Non-executive Chairman
(age 66)

Chairman of the Nominations Committee and member of the Remuneration Committee.

Rejoined the Board in December 2005, was appointed Deputy Chairman in October 2007 and Chairman in February 2008. He is currently a member of the Board of the Reserve Bank of Australia, Chairman of Bluescope Steel Limited and a director of Djerriwarrh Investments Limited. Graham was a Non-executive Director of Brambles from December 2000 until March 2004, when he retired due to commitments in his past role as Chairman of National Australia Bank Limited. He has also been the Managing Director and Chief Executive Officer of Southcorp Limited and a non-executive director of News Corporation. Graham has a Bachelor of Economics degree from Adelaide University. He is an Officer of the Order of Australia.

The Board unanimously recommends the re-election of Graham Kraehe.



STEPHEN JOHNS
Independent Non-executive Director
(age 62)

Chairman of the Audit Committee and member of the Nominations Committee.

Joined Brambles as a Non-executive Director in August 2004. He is currently a non-executive director of the Westfield Group, Chairman of Spark Infrastructure Group and a director of Sydney Symphony Limited. Previously Stephen had a long executive career with Westfield where he held a number of positions including that of Finance Director from 1985 to 2002. He has a Bachelor of Economics degree from the University of Sydney and is a Fellow of the Institute of Chartered Accountants in Australia.

The Board unanimously recommends the re-election of Stephen Johns.



CAROLYN KAY
Independent Non-executive Director
(age 48)

Member of the Audit Committee.

Joined Brambles as a Non-executive Director in June 2006. She is a director of Commonwealth Bank of Australia Limited and The Sydney Institute and an External Board Member of Allens Arthur Robinson. Carolyn has had extensive experience in international finance at Morgan Stanley in London and Melbourne, JP Morgan in New York and Melbourne and Linklaters & Paines in London. She holds Bachelor Degrees in Law and Arts from the University of Melbourne and a Graduate Diploma in Management from the AGSM. Carolyn is a Fellow of the Australian Institute of Company Directors, a member of Chief Executive Women and was awarded a Centenary Medal for services to Australian society in business leadership.

The Board unanimously recommends the re-election of Carolyn Kay.

ITEM 8

Amendments to Constitution

Amendments to the provisions of Brambles' constitution that deal with the retirement of Directors from office are being proposed at the meeting.

The amendments deal with two issues.

First, the Brambles constitution provides that a Director who held the office of director of both Brambles Industries Limited (BIL) and Brambles Industries plc (BIP), the companies which formed the previous dual-listed companies structure, and was appointed as a Director of Brambles at the time that structure was unified, shall, for the purposes of determining the date when the Director was first required to retire by rotation, be taken to have been appointed a Director of Brambles from the earlier of the date he or she was appointed as a director of BIL or of BIP. This enabled the rotation of Directors to operate seamlessly and not be affected by the unification of the dual-listed companies structure. As all Directors to whom this provision applies have, since unification, either retired by rotation or will, at the AGM, retire by rotation, it is no longer necessary for this provision to be in the constitution. The proposed amendments will, therefore, delete this provision.

The second issue relates to the period of office of Directors. Article 73(a) of the constitution currently provides that no Director shall hold office for a continuous period of three years or past the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election. Article 73(b) currently provides that one third of Directors shall retire by rotation at each annual general meeting. These provisions were intended to cause a Director to retire from office after a maximum of three years. Due to both the number and changes in composition of the Board over the last few years, however, the practical application of Article 73(b) has meant that some Directors are retiring by rotation after a two year period in office. The proposed amendments will delete the requirement for one third of the Directors to retire by rotation at each annual general meeting. Article 73(a) will continue to apply, so Directors will be required to retire by rotation at the third annual general meeting after their appointment or most recent

reappointment. This is consistent with ASX Listing Rule 14.4 which provides that a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer.

The proposed amendments are:

1. in Article 73(a), delete:
 - (a) the words "(the Rotation Period)"; and
 - (b) the second sentence;
2. delete Article 73(b) and replace with the following:

"(b) An election of Directors shall be held at each annual general meeting. If no election of Directors is scheduled to occur at an annual general meeting under Article 69(b) or paragraph (a), one Director must retire from office at that annual general meeting.";
3. delete Article 73(c) and replace with the following:

"(c) The Director to retire under paragraph (b) shall be the Director who has been longest in office since his last appointment or reappointment. As between persons who have been in office an equal length of time, the Director to retire shall (unless they otherwise agree among themselves) be determined by lot." and
4. in Article 73(d) delete "(iv)".

A marked up copy of Brambles' constitution showing the proposed changes is available on the Brambles website. Copies are also available for inspection until the close of the AGM at the Company's registered office: Level 40, Gateway, 1 Macquarie Place, Sydney NSW 2000 and at The Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne VIC 3000 from 15 minutes before the commencement of the AGM and during that meeting.

The amendments will be proposed as a special resolution, which must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

The Directors unanimously recommend that Brambles shareholders vote in favour of the amendments to the constitution.

HOW TO VOTE

ORDINARY SHAREHOLDERS

Ordinary shareholders can vote in one of five ways:

- by attending the meeting and voting either in person or by attorney or, in the case of corporate shareholders, by corporate representative;
- by lodging a direct vote, using the shareholder voting form enclosed with this Notice;
- by lodging a direct vote electronically;
- by appointing a proxy to attend and vote on their behalf, using the shareholder voting form enclosed with this Notice; or
- by lodging a proxy vote electronically.

Voting in person – individuals and corporate representatives

Shareholders who plan to attend the meeting are asked to arrive at the venue 30 minutes prior to the time designated for the meeting, if possible, so that their shareholding may be checked against the share register and attendance noted. Shareholders attending in person must register their attendance upon arrival.

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

To vote in person at the meeting, a company which is a shareholder may appoint an individual to act as its representative. The representative should bring to the meeting a letter or certificate evidencing their appointment. A form of certificate may be obtained from Brambles' share registry at www.linkmarketservices.com.au/public/forms/general.html or from the address below.

Direct voting – using the shareholder voting form or electronically

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

If a shareholder is entitled to cast two or more votes at the meeting, the shareholder may specify the proportion or number of direct votes that they wish to cast "For",

"Against" or specify that they will "Abstain" from voting on an item. Fractions of votes will be disregarded.

To lodge direct votes, a shareholder should follow the instructions and notes on the shareholder voting form enclosed with this Notice or lodge direct votes electronically. If a shareholder specifies that they will "Abstain" from voting on an item, the shares that are the subject of the direct vote will not be counted in calculating the required majority. The Brambles Limited Rules for Direct Voting at General Meetings are available at www.brambles.com in the "Corporate Governance", "Other" section.

For direct votes to be effective, the shareholder voting form must be completed and received by 2.00 pm (AEDT) on Tuesday, 17 November 2009 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting:

- at Brambles' share registry, by hand to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 or by using the enclosed reply paid pre-addressed envelope;
- at the facsimile number +61 (0)2 9287 0309; or
- at Brambles' registered office, at Level 40, Gateway, 1 Macquarie Place, Sydney NSW 2000.

Alternatively, you can lodge your direct votes online by visiting Brambles' share registry's website at www.linkmarketservices.com.au, going to the online voting page and following the prompts and instructions on the website. To use the online lodgements facility, shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

For direct votes to be effective, you will need to complete the online lodgement by 2.00 pm (AEDT) on Tuesday, 17 November 2009 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Shareholder voting forms received after this time will be invalid.

Voting by proxy – using the shareholder voting form or electronically

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. If a shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no such proportion or number is specified, each proxy may exercise half of the shareholder's votes. Fractions of votes will be disregarded. If a member appoints two proxies, neither proxy is entitled to vote on a show of hands.

A proxy need not be a shareholder.

To appoint a proxy, a shareholder should follow the instructions and notes on the shareholder voting form enclosed with this Notice or lodge a proxy appointment electronically. Shareholders are encouraged to consider how they wish to direct their proxies to vote. If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf, and on a poll, the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

For the appointment of a proxy to be effective, the shareholder voting form must be completed and received by 2.00 pm (AEDT) on Tuesday, 17 November 2009 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting:

- at Brambles' share registry, by hand to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 or by using the enclosed reply paid pre-addressed envelope;
- at the facsimile number +61 (0)2 9287 0309; or
- at Brambles' registered office, at Level 40, Gateway, 1 Macquarie Place, Sydney NSW 2000.

Alternatively, you can lodge your proxy online by visiting Brambles' share registry's website at www.linkmarketservices.com.au, going to the online voting page and following the prompts and instructions on the website. To use the online lodgements facility, shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

For the appointment of your proxy to be effective, you will need to complete the online lodgement by 2.00 pm (AEDT) on Tuesday, 17 November 2009 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Shareholder voting forms received after this time will be invalid.

The online proxy facility is not suitable for shareholders wishing to appoint two proxies.

Using powers of attorney

If a shareholder has appointed one or more attorneys to attend and vote at the meeting, or if the shareholder voting form is signed by one or more attorneys, the power of attorney (or a certified copy of the power of attorney) must be received by Brambles' share registry at the address or facsimile number on page 7 of this Notice or at Brambles' registered office at the address on page 7 of this Notice by no later than 2.00 pm (AEDT) on Tuesday, 17 November 2009 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting, unless the power of attorney has been previously lodged for notation with Brambles' share registry. The attorney(s) must declare that a notice of revocation of appointment has not been received.

Revocations of proxies

Any revocations of proxies (including online proxies) or powers of attorney must be received by Brambles' share registry at the address or facsimile number on page 7 of this Notice or at Brambles' registered office at the address on page 7 of this Notice before the commencement of the meeting, or at the registration desk for the 2009 AGM at the Grand Hyatt Melbourne from 1.00 pm (AEDT) on the day of the meeting until the commencement of the meeting.

Shareholders who are entitled to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of Brambles ordinary shares for the purposes of the meeting will be those registered holders of Brambles ordinary shares at 7.00 pm (AEDT) on Tuesday, 17 November 2009.

CDI HOLDERS

CDI holders can vote in one of two ways:

- by giving voting directions using the voting instruction form enclosed with this Notice; or
- by registering voting directions electronically.

Voting directions – using the voting instruction form or electronically

CDI holders should follow the instructions and notes on the voting instruction form enclosed with this Notice. Should any resolution, other than those specified in this Notice, be proposed at the meeting, your shares will not be voted on that resolution. If a voting direction is given to abstain from voting on an item of business, on a poll, the shares that are the subject of the voting direction will not be counted in calculating the required majority.

For voting directions to be effective, the voting instruction form must be completed and received by 12 noon (Greenwich Mean Time) on Thursday, 12 November 2009 or, if the meeting is adjourned, at least five working days before its resumption in relation to the adjourned part of the meeting:

- at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6ZL, UK using the enclosed reply paid pre-addressed envelope; or
- at the facsimile number +44 (0) 1903 698 402.

Alternatively, you can lodge your voting directions online by visiting Equiniti's website and following the on-screen instructions. To use the online lodgements facility, CDI holders who have registered for Equiniti's online portfolio service should log into their account at www.shareview.co.uk. CDI holders who have not registered for Equiniti's online portfolio service should go to www.sharevote.co.uk and will need their Voting ID, Task ID and Shareholder Reference Number (printed on the voting instruction form).

For the lodgement of your voting directions to be valid, you will need to complete the online lodgement by 12 noon (GMT) on Thursday, 12 November 2009 or, if the meeting is adjourned, at least five working days before its resumption in relation to the adjourned part of the meeting. Voting directions received after this time will be invalid.

Voting in person

CDI holders are welcome to attend the meeting as guests, but CDI holders wishing to personally use the voting rights attaching to the Brambles ordinary shares represented by their CDIs at the meeting, would first have to effect the cancellation of their Brambles CDIs for the underlying Brambles ordinary shares, so that such ordinary shares are held with a depository financial institution which is a participant in CHESS, by 7.00 pm (AEDT) on Tuesday, 17 November 2009.

Further details of how such cancellation can be effected are available by writing to the Assistant Company Secretary, Brambles Limited, Level 40, Gateway, 1 Macquarie Place, Sydney NSW 2000, Australia or, for CDI holders who hold their CDIs through Equiniti Financial Services Limited, by writing to Equiniti at Aspect House, Spencer Road, Lancing, BN99 6DA UK or at corporate.nominee@equiniti.com.

SHARES AND VOTING RIGHTS

For the purposes of the UK Disclosure and Transparency Rules, as at 10 September 2009 (being the last practicable day prior to the publication of this Notice), Brambles' issued share capital consisted of 1,402,465,412 ordinary shares, carrying one vote each, therefore total voting rights were 1,402,465,412.

DIRECTIONS TO THE ANNUAL GENERAL MEETING

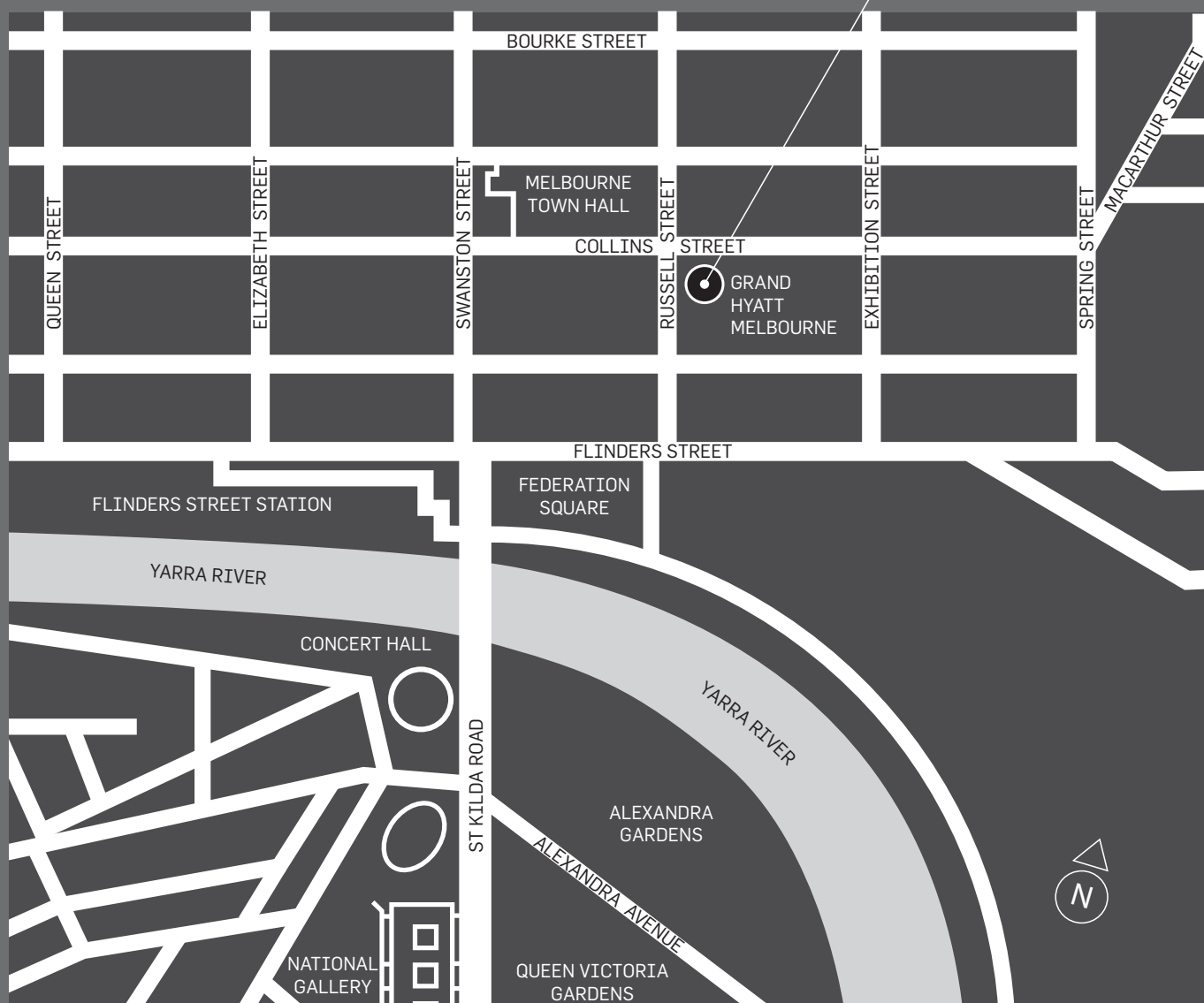
The Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne VIC 3000 on Thursday, 19 November 2009 at 2.00 pm (AEDT).

The Grand Hyatt is centrally located in Melbourne, within easy walking distance of Flinders Street station.

If you have any questions about the location of the AGM please call Brambles Limited on +61 (0)2 9256 5222 (during business hours).

2.00pm | 19 NOVEMBER 2009

GRAND HYATT MELBOURNE
123 COLLINS STREET
MELBOURNE VIC 3000



UNSOLICITED OFFERS TO PURCHASE YOUR SHARES

Certain companies who legally acquire a copy of Brambles' share register may contact shareholders offering to buy their shares. The price at which these offers are made is often well below the market value of the shares at the time the offer is made. Alternatively, the offer price may be at or slightly above the market value but is payable by small instalments over many years.

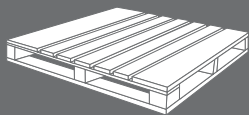
The Brambles Board does not endorse any unsolicited offer to Brambles shareholders to purchase their shares. Further, you do not

have to accept any such offer. If you receive an unexpected and unsolicited offer, Brambles urges you to:

- read the offer documentation carefully;
- compare the offer price with the latest market value of Brambles ordinary shares, which is available at www.brambles.com or from the Australian Securities Exchange at www.asx.com.au, code BXB; and
- seek independent financial advice before making any decision to accept any offer.

18:00 19:00 20:00 21:00 22:00 23:00 00:00 01:00 02:00 03:00 04:00 05:00 06:00 07:00 08:00 09:00 10:00

WWW.BRAMBLES.COM



recall[™]

BRAMBLES LIMITED

Level 40, Gateway
1 Macquarie Place
Sydney NSW 2000, Australia
Tel: +61 (0) 2 9256 5222
Fax: +61 (0) 2 9256 5299

21:03 | DOCUMENTS ARRIVING AT STORAGE

21:01 | GOODS IN TRANSIT

ZEROHARM



Brambles is committed to achieving Zero Harm, which means zero injuries and zero environmental damage, and has used a PEFC, Chain of Custody accredited printer to produce this Notice.

Brambles

Brambles Limited
ABN 89 118 896 021

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

LODGE YOUR VOTE



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



By fax: +61 2 9287 0309



ONLINE

www.linkmarketservices.com.au

All enquiries to:



Telephone: 1300 883 073
Overseas: +61 2 8280 7143



X99999999999

SHAREHOLDER VOTING FORM

PLEASE MARK EITHER STEP 1a OR STEP 1b

I/We being a member(s) of Brambles Limited ("Brambles") and entitled to attend and vote hereby:

STEP 1a VOTE DIRECTLY

☐

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



in relation to the Annual
General Meeting of Brambles to
be held at 2:00pm AEDT on
Thursday, 19 November 2009,
and at any adjournment of the
meeting.

**You must mark either "for",
"against" or "abstain" on
each item for a valid direct
vote to be recorded.**

OR

STEP 1b APPOINT A PROXY

appoint the Chairman
of the Meeting
(mark box)

☐

OR

(Write below the name of the person/body
corporate you are appointing if this person
is someone other than the Chairman of the
meeting.)

or failing the person/body corporate named, or if no person/body corporate is named,
the Chairman of the meeting, as my/our proxy to act generally on my/our behalf and to
vote in accordance with the following instructions (or if no directions have been given, as
the proxy sees fit) at the Annual General Meeting of Brambles to be held at 2:00pm AEDT
on Thursday, 19 November 2009, The Savoy Ballroom, Grand Hyatt Melbourne,
123 Collins Street, Melbourne VIC 3000 and at any adjournment of that meeting. The
Chairman of the meeting intends to vote undirected proxies in favour of all items of
business.

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

Please read the explanatory notes overleaf before marking any boxes with an **X**

STEP 2

VOTING INSTRUCTIONS

Item 2

To adopt the Remuneration Report

☐☐☐

Item 6

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

☐☐☐

Item 3

To elect Mr John Patrick Mullen to the
Board of Brambles

☐☐☐

Item 7

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

☐☐☐

Item 4

To elect Mr Brian Martin Schwartz AM
to the Board of Brambles

☐☐☐

Item 8

Amendments to constitution

☐☐☐

Item 5

To re-elect Mr Graham John Kraehe AO
to the Board of Brambles

☐☐☐

i * If you mark the Abstain box for a particular Item, your votes will not be counted in computing the required majority on a poll. If you complete Step 1b and mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

BXB PRX903

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

Your Name and Address

This is your name and address as it appears on Brambles' share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker (in which case the reference number overleaf will commence with an 'X') should advise their broker of any changes. **Please note you cannot change ownership of your shares using this form.**

Voting under Step 1a - Vote Directly

If you wish to cast a direct vote, mark the box in Step 1a. In order to cast a valid direct vote, you must provide voting instructions by placing a mark in one of the three boxes opposite each item of business in Step 2. All your shares will be voted in accordance with such instructions unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you mark more than one box on an item, your vote will be invalid, unless the marks are a percentage or number of shares. If you attempt to vote in excess of your shareholding on the share register, your vote will be invalid.

If you complete both Step 1a and Step 1b, this form will be deemed to be an appointment of a proxy. If you complete Step 2, but do not specify whether you wish to cast a direct vote or appoint a proxy by completing either Step 1a or Step 1b, this form will be deemed to be an appointment of a proxy.

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

Voting under Step 1b - Appoint a Proxy

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

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

Appointment of a Second Proxy

If you are entitled to cast two or more votes at the meeting, you may appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Shareholding Voting Form may be obtained by telephoning the Brambles' share registry or you may copy this form.

To appoint a second proxy you must:

- on each of the first Shareholding Voting Form and the second Shareholding Voting Form state the percentage of your voting rights or number of shares applicable to that form (together being no more than 100% of your total shareholding). If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

Voting by Joint Shareholders

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

Signing Instructions

You must sign this form as follows in the spaces provided in Step 3:

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

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

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

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

Any alterations to this form should be initialled by the person(s) who signed it.

Corporate Representatives

If a representative of a corporate shareholder is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from Brambles' share registry at www.linkmarketservices.com.au/public/forms/general.html or from the address below.

Lodgement of this Shareholder Voting Form

This Shareholder Voting Form (and any power of attorney under which it is signed) must be received at an address given below, or an online lodgement must be completed, by 2:00pm AEDT on Tuesday, 17 November 2009. Any Shareholder Voting Form received after that time will not be valid for the scheduled meeting.

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



by mail:

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



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

Alternatively you can vote online:



ONLINE

www.linkmarketservices.com.au

Go to www.linkmarketservices.com.au and follow the prompts and instructions on the website. To use the online lodgements facility to cast a direct vote or to appoint a proxy, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is shown on the top right hand corner overleaf.

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

QUESTIONS FROM SHAREHOLDERS

The Annual General Meeting (AGM) of Brambles Limited will be held on Thursday, 19 November 2009 at 2.00pm AEDT in Melbourne. Shareholders are invited to register questions for the Chairman in advance if they prefer to do so, or if they are unable to attend the meeting.

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

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

Responses will be given to as many of the frequently asked questions as possible at the meeting. A webcast of the meeting will be available on www.brambles.com. Please note that it will not be possible to send individual responses.

Please register your questions by:

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

Please note that all shareholder questions must be received by 5.00pm AEDT on Thursday, 12 November 2009.

QUESTIONS

1. Question is for ☐ Chairman, or ☐ Auditor

2. Question is for ☐ Chairman, or ☐ Auditor

3. Question is for ☐ Chairman, or ☐ Auditor

You can also lodge your voting directions
on-line at www.sharevote.co.uk

Voting ID

Task ID

Shareholder Reference Number

I/We being a CDI holder of Brambles Limited ("Brambles") hereby instruct Equiniti Corporate Nominees Limited to make arrangements for an appointment of proxy to be lodged in accordance with the following voting directions (or if no directions have been given, to give the proxy discretion to vote as the proxy sees fit) at the Annual General Meeting of Brambles to be held at 2.00pm Australian Eastern Daylight Savings Time on Thursday, 19 November 2009, at The Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne VIC 3000 and at any adjournment of that meeting. I understand that the Chairman of the meeting will be appointed as the proxy, will vote in accordance with the following voting directions and if no voting directions are given, intends to vote in favour of all items of business.

To give your voting directions on any item please insert ☒ in the appropriate box below.

Fold Here

Item 2
To adopt the Remuneration Report

For	Against	Abstain*
☐	☐	☐

Item 3
To elect Mr John Patrick Mullen to the Board of Brambles

☐	☐	☐
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Item 4
To elect Mr Brian Martin Schwartz AM to the Board of Brambles

☐	☐	☐
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Item 5
To re-elect Mr Graham John Kraehe AO to the Board of Brambles

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

Item 6
To re-elect Mr Stephen Paul Johns to the Board of Brambles

For	Against	Abstain*
☐	☐	☐

Item 7
To re-elect Ms Sarah Carolyn Hailes Kay to the Board of Brambles

☐	☐	☐
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Item 8
Amendments to constitution

☐	☐	☐
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* If you mark the Abstain box for a particular item your votes will not be counted in computing the required majority on a poll.

This Voting Instruction Form should be returned in the enclosed reply paid envelope.

3083 - 005 - S

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI holder 1 (Individual)

Director

Joint CDI holder 2 (Individual)

Director/Company Secretary/
Witness (Delete one)

Joint CDI holder 3 (Individual)

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

How to complete this Voting Instruction Form

1 Your Name and Address

This is your name and address as it appears on Brambles' CDI register. If this information is incorrect, and

- you hold your CDIs through Equiniti Corporate Nominees Limited, you can notify them of any changes in your details by contacting them at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA; or
- you hold your CDIs directly in CREST, you can notify any changes in your details by contacting Euroclear UK & Ireland Limited, 33 Cannon Street, London EC4M 5SB.

Please note you cannot change ownership of your CDIs using this form.

2 Votes on Items of Business

You may give voting directions by placing a mark in one of the three boxes opposite each item of business. All your CDIs will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of CDIs you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, the proxy appointed for the purpose of these voting directions may vote as he or she chooses, and intends to vote in favour of all items of business. If you mark more than one box on an item your vote on that item will be invalid, unless the marks are a number or percentage of CDIs. If you attempt to vote in excess of your CDI holding on the CDI register, your vote will be invalid. Fractions of votes will be disregarded.

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

3 Signing Instructions

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

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

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

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

UK Companies: this form must be signed by a Director jointly with either: (a) another Director, (b) a Company Secretary (if the company has one); or (c) in the presence of a witness who attests the signature of the Director. Please indicate the office held by signing in the appropriate place.

Other Companies: this form should be executed in accordance with local laws.

4 Alterations

Any alterations to this Voting Instruction Form should be initialled by the person(s) who signed it.

5 Lodging your Voting Directions

For your voting directions to be valid, this Voting Instruction Form must be completed and received by 12 noon (GMT) Thursday, 12 November 2009 at:

- Equiniti, Aspect House, Spencer Road, Lancing, BN99 6ZL, UK; or
- at the facsimile number +44 (0) 1903 698 402.

Alternatively you can lodge your voting directions online by visiting the Equiniti website at www.sharevote.co.uk, and following the on-screen instructions. To use the online lodgements facility, CDI holders will need their Voting ID, Task ID and Shareholder Reference Number (printed on this form). Alternatively, if you have already registered for Equiniti's online portfolio service, you can lodge your voting directions at www.shareview.co.uk by logging in, clicking on the link to vote under your holding details, then following the on-screen instructions. For the voting directions to be valid, you will need to complete the online lodgement by 12 noon (GMT) Thursday, 12 November 2009.

6 Further Information

If you require further information on how to complete this Voting Instruction Form, please telephone Equiniti on 0871 384 2030* or +44 (0) 121 415 7047.

* Calls to this number will be charged at 8p per minute from a BT landline.
Other telephony providers' costs may vary.

QUESTIONS FROM CDI HOLDERS

The Annual General Meeting (AGM) of Brambles Limited will be held on Thursday, 19 November 2009 at 2.00pm (Australian Eastern Daylight Savings Time) in Melbourne, Australia. CDI holders are invited to register questions for the Chairman in advance of the meeting.

This form may also be used to submit written questions to the auditor in relation to:

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

Responses will be given to as many of the frequently asked questions as possible at the meeting. A webcast of the meeting will be available on www.brambles.com. Please note that it will not be possible to send individual responses.

Please register your questions by:

- Completing and returning this form in the reply-paid envelope provided;
- Completing and faxing this form to +44 (0) 1903 698 402; or
- Emailing them to Brambles at shareholderquestions@brambles.com

Please note that all CDI holder questions must be received by 5.00pm (Greenwich Mean Time) on Wednesday, 11 November 2009.

QUESTIONS

1. Question is for ☐ Chairman, or ☐ Auditor

2. Question is for ☐ Chairman, or ☐ Auditor

3. Question is for ☐ Chairman, or ☐ Auditor
