Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Brambles Limited

ABN

89 118 896 021

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully paid ordinary shares (**Shares)**.
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	74,048,788 Shares under a pro rata accelerated renounceable entitlement offer as detailed in the announcement dated 4 June 2012("**Entitlement Offer**"). However, the exact number of Shares to be issued and the breakdown of Shares to be issued under the institutional ("**Institutional Entitlement Offer**") and retail ("**Retail Entitlement Offer**") components of the Entitlement Offer are subject to reconciliation of shareholder entitlements and rounding.
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares issued for cash consideration.

{EXT 00076911}+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Shares will rank equally in all respects with the existing fully paid ordinary shares in Brambles Limited currently on issue.
5	Issue price or consideration	A$6.05 per Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds of the Offer are expected to be $448m and will be used to retire debt.
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	Holding statements for Shares issued under the Institutional Entitlement Offer and Retail Entitlement Offer will be despatched on 10 July 2012.

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)	1,555,024,534 Shares, subject to the effects of rounding under the Entitlement Offer.	Fully paid ordinary shares.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)	13,432,182	Employee options and performance share awards with respect to Brambles Limited shares, with various exercise and expiry dates.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Renounceable.
13	Ratio in which the +securities will be offered	1 new ordinary share for every 20 ordinary shares held.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	7:00pm (Sydney time) on 7 June 2012.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the nearest whole number.
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Under the Retail Entitlement Offer, all countries other than Australia and New Zealand. Under the Institutional Entitlement Offer, shareholders in all countries other than Australia, New Zealand, Hong Kong, Singapore, Malaysia, UK, Ireland, France, Belgium, Netherlands, Germany, Norway, Sweden, Switzerland, Denmark, Canada (British Colombia, Ontario and Quebec provinces only), Luxembourg, Italy, Japan, United Arab Emirates, China (to "Qualified Domestic Institutional Investor" accounts only) and in the US (to "Eligible US Fund Managers" only). Such shareholders will be sent a letter in relation to the Entitlement Offer for their information only.
19	Closing date for receipt of acceptances or renunciations	The Institutional Entitlement Offer will close on 5 June 2012. The Retail Entitlement Offer will close on 29 June 2012.

20	Names of any underwriters	UBS AG, Australia Branch ("**UBS**") and Merrill Lynch International (Australia) Limited ("**Merrill Lynch**")
21	Amount of any underwriting fee or commission	An underwriting fee of 1.75% and a management and arranging fee of 0.25% of the proceeds of the Entitlement Offer are payable to UBS and Merrill Lynch.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No prospectus is being produced. A Retail Offer Booklet and Entitlement and Acceptance Form will be sent to eligible shareholders on 14 June 2012. An investor presentation will also be provided to the ASX and attached to the Retail Offer Booklet.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	15 June 2012.
29	Date rights trading will end (if applicable)	22 June 2012.
30	How do +security holders sell their entitlements *in full* through a broker?	Eligible retail shareholders who wish to sell their entitlements in full on ASX must instruct their stockbroker personally and provide details as requested in the Entitlement and Acceptance Form. All sales on ASX of eligible retail shareholder entitlements must be effected by 4:00pm

		(Sydney time) 22 June 2012 when entitlement trading ceases on ASX.
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	Eligible shareholders participating in the Retail Entitlement Offer who wish to sell part of their entitlements through a broker and accept for the balance must; • in respect of the part of their entitlement being taken up, complete and return the Entitlement and Acceptance Form with the requisite Application Monies or pay the Application Monies via BPAY® by following the instructions set out on the Entitlement and Acceptance Form; and • in respect of the entitlements to be sold, instruct their stockbroker personally and provide details as requested from the Entitlement and Acceptance Form. All sales on ASX of entitlements must be effected by 4:00pm (Sydney time) 22 June 2012 when entitlement trading ceases on ASX.
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Eligible shareholders participating in the Retail Entitlement Offer who wish to transfer all or part of their entitlement to another person other than on ASX (provided that the purchaser is not a resident in the United States or acting for the account or benefit of a person in the United States) must forward a completed Renunciation and Transfer Form, together with the Entitlement and Acceptance Form and the transferee's requisite Application Monies in relation to those entitlements that they wish to take up. Eligible shareholders participating in the Retail Entitlement Offer can obtain a Renunciation and Transfer Form through the Offer Information Line or from their stockbroker. The Renunciation and Transfer Form must be received by the Share Registry no later than 4:00pm (Sydney time) on 22 June 2012.
33	+Despatch date	See Item 7 above.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought	
39 Class of +securities for which quotation is sought	

{EXT 00076911}+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date: ....
(Company secretary)

Print name: Robert Gerrard

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{EXT 00076911}+ See chapter 19 for defined terms.