Brambles

Annual General Meeting

23 October 2018



Stephen Johns
Chairman

A poll is being held on all resolutions at this meeting. If leaving early, place completed voting cards in the ballot boxes by the exit doors.

Brambles

Stephen Johns
Chairman

Graham Chipchase

Chief Executive Officer

Brambles

Brambles

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Tony Froggatt

Chairman of the Remuneration Committee

What I will cover

- Brambles' executive remuneration structure
- Outcomes for FY18, including share vesting
- MyShare employee share ownership scheme

Executive remuneration policy

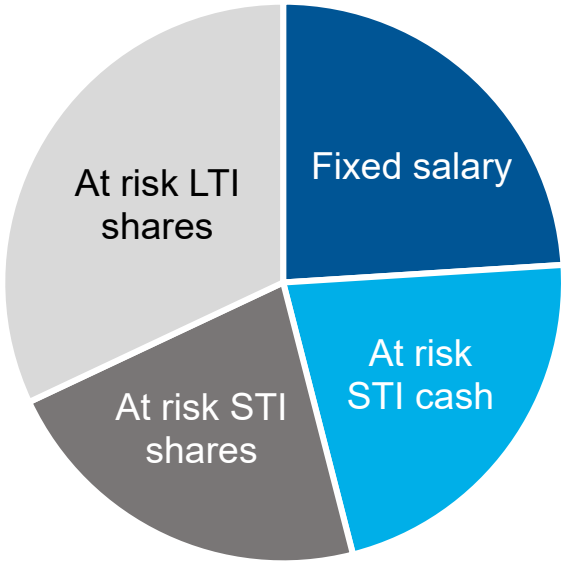
- Objectives
  - Attract and retain high-calibre executives
  - Incentivise executives to achieve challenging performance levels
  - Reward successful business strategy implementation
  - Align executive rewards with creation of shareholder value

Senior executive remuneration structure

At risk remuneration (76%)

At risk LTI shares (32%)
Vesting over three years, performance hurdles for shares related to TSR and sales revenue/BVA

At risk STI shares (22%)
Deferred for two years to provide retention and ensure continued alignment with shareholders



Fixed remuneration (24%)

Salary
Superannuation, car, healthcare, etc.

At risk cash (22%)
Annual cash bonus, based on achieving BVA, NPAT, cash flow and personal objectives

Brambles

FY18 remuneration outcomes

- Modest salary increases for senior executives
- Short-term incentives and deferred share awards reflecting company performance
- Long Term incentives (LTIs) partially vested at 25%
- No increase to Non-Executive Director fees
- Review of our remuneration strategy in 2018 has recommended no changes to our remuneration policy and structure
- The Board has set increased LTI targets for FY19-21

MyShare update

- Brambles strongly committed to employee share ownership
- Since initial launch in 2008, more than 4,300 employees in 40 countries have elected to participate
- MyShare employees now own 3.73 million Brambles shares

Final comments – remuneration

- Brambles remuneration strategy supports the business strategy
- No proposed changes in 2019
- Our remuneration policy is designed to reward executives for the creation of shareholder value

Brambles

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How to ask a question

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

Brambles

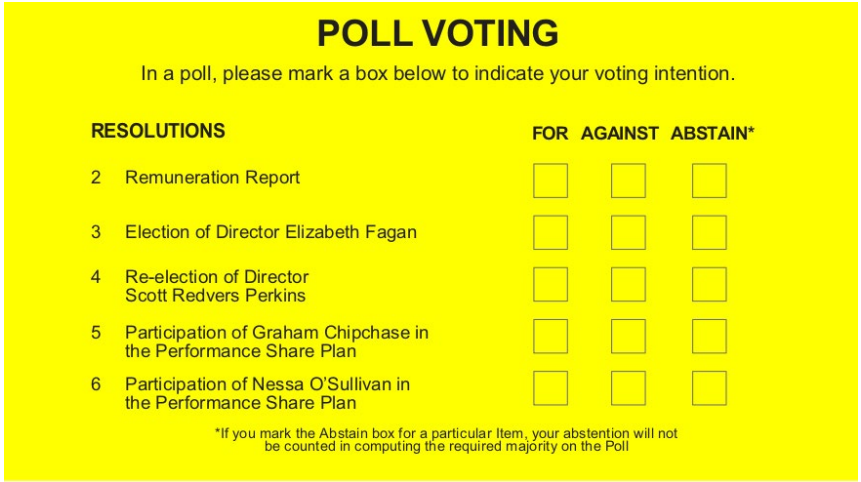
Annual General Meeting

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Voting procedure

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



POLL VOTING

In a poll, please mark a box below to indicate your voting intention.

RESOLUTIONS		FOR	AGAINST	ABSTAIN*
2	Remuneration Report	☐	☐	☐
3	Election of Director Elizabeth Fagan	☐	☐	☐
4	Re-election of Director Scott Redvers Perkins	☐	☐	☐
5	Participation of Graham Chipchase in the Performance Share Plan	☐	☐	☐
6	Participation of Nessa O'Sullivan in the Performance Share Plan	☐	☐	☐

*If you mark the Abstain box for a particular Item, your abstention will not be counted in computing the required majority on the Poll

Item 1

To consider and receive the Financial Report, Directors' Report and Auditors' Report for Brambles and the Group for the year ended 30 June 2018.

Item 2

As an ordinary resolution

To adopt the Remuneration Report for Brambles and the Group for the year ended 30 June 2018.

Proxies and direct votes received

Item 2

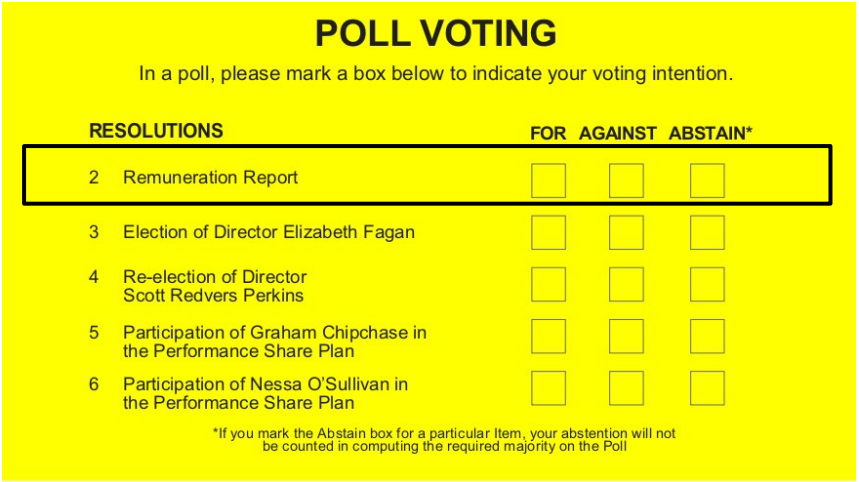
To adopt the Remuneration Report

	For	Discretionary	Against	Abstain
Proxy votes	1,099,398,721	2,362,559	37,609,092	2,698,513
Direct votes	25,065,561	-	1,506,258	-
Total	1,124,464,282	2,362,559	39,115,350	2,698,513

Mark your voting card

Item 2

To adopt the Remuneration Report



POLL VOTING

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2	Remuneration Report	☐	☐	☐
3	Election of Director Elizabeth Fagan	☐	☐	☐
4	Re-election of Director Scott Redvers Perkins	☐	☐	☐
5	Participation of Graham Chipchase in the Performance Share Plan	☐	☐	☐
6	Participation of Nessa O'Sullivan in the Performance Share Plan	☐	☐	☐

*If you mark the Abstain box for a particular Item, your abstention will not be counted in computing the required majority on the Poll



Election of Elizabeth Fagan

Item 3

As an ordinary resolution

That Ms Elizabeth Fagan be elected to the Board of Brambles.

Proxies and direct votes received

Item 3

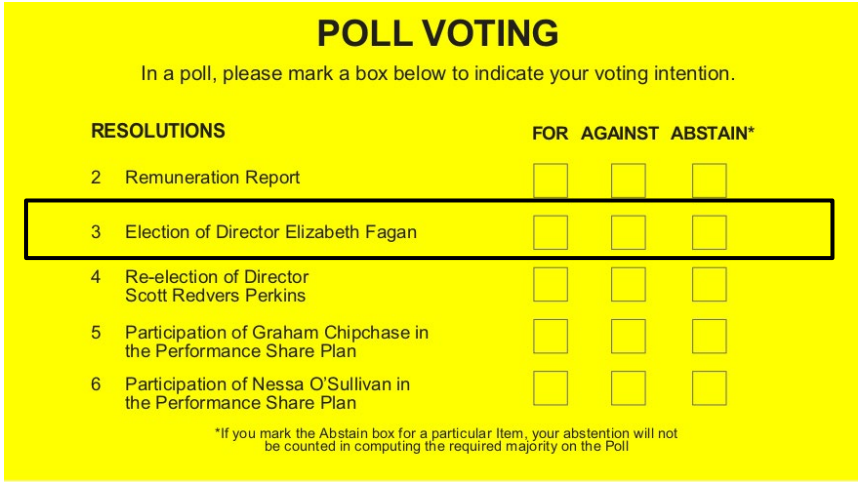
That Ms Elizabeth Fagan be elected to the Board of Brambles.

	For	Discretionary	Against	Abstain
Proxy votes	1,121,212,464	2,412,896	17,557,294	947,151
Direct votes	26,142,630	-	333,982	-
Total	1,147,355,094	2,412,896	17,891,276	947,151

Mark your voting card

Item 3

That Ms Elizabeth Fagan be elected to the Board of Brambles.



POLL VOTING

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2	Remuneration Report	☐	☐	☐
3	Election of Director Elizabeth Fagan	☐	☐	☐
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5	Participation of Graham Chipchase in the Performance Share Plan	☐	☐	☐
6	Participation of Nessa O'Sullivan in the Performance Share Plan	☐	☐	☐

*If you mark the Abstain box for a particular Item, your abstention will not be counted in computing the required majority on the Poll



Re-election of Scott Redvers Perkins

Item 4

As an ordinary resolution

That Mr Scott Redvers Perkins be re-elected to the Board of Brambles.

Proxies and direct votes received

Item 4

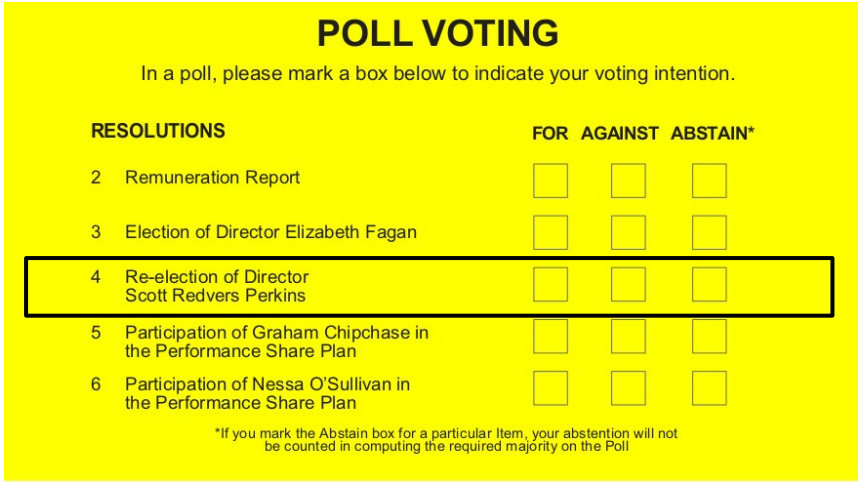
That Mr Scott Redvers Perkins be re-elected to the Board of Brambles.

	For	Discretionary	Against	Abstain
Proxy votes	1,120,945,363	2,403,662	17,828,625	953,155
Direct votes	26,165,617	-	305,347	-
Total	1,147,109,980	2,403,662	18,133,972	953,155

Mark your voting card

Item 4

That Mr Scott Redvers Perkins be re-elected to the Board of Brambles.



POLL VOTING

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4	Re-election of Director Scott Redvers Perkins	☐	☐	☐
5	Participation of Graham Chipchase in the Performance Share Plan	☐	☐	☐
6	Participation of Nessa O'Sullivan in the Performance Share Plan	☐	☐	☐

*If you mark the Abstain box for a particular Item, your abstention will not be counted in computing the required majority on the Poll

Item 5

As an ordinary resolution

That the participation by Mr Graham Chipchase until the 2019 Annual General Meeting in the Amended Performance Share Plan in the manner set out in the Explanatory Notes accompanying this Notice of Meeting be approved for all purposes including for the purpose of Australian Securities Exchange Listing Rule 10.14.

Proxies and direct votes received

Item 5

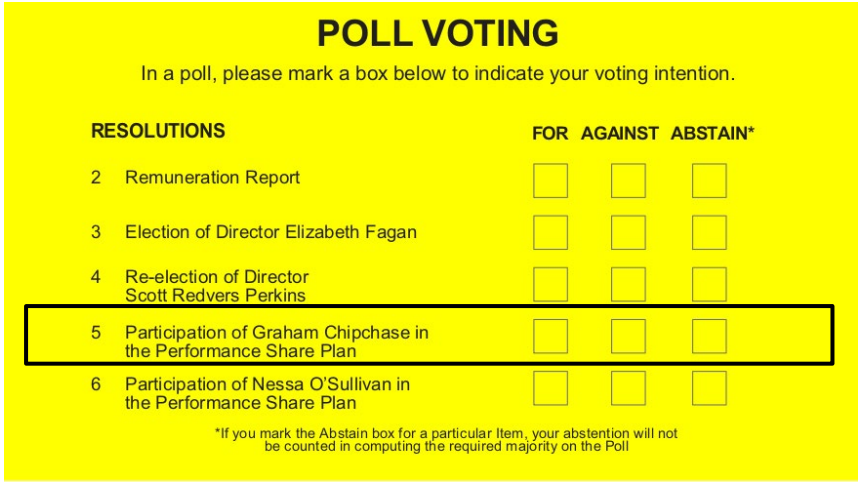
Participation of Graham Chipchase, Executive Director, in the Amended Performance Share Plan.

	For	Discretionary	Against	Abstain
Proxy votes	982,719,213	2,365,007	152,132,228	4,913,357
Direct votes	24,503,356	-	2,077,975	-
Total	1,007,222,569	2,365,007	154,210,203	4,913,357

Mark your voting card

Item 5

Participation of Executive Director in the Amended Performance Share Plan.



POLL VOTING

In a poll, please mark a box below to indicate your voting intention.

RESOLUTIONS		FOR	AGAINST	ABSTAIN*
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5	Participation of Graham Chipchase in the Performance Share Plan	☐	☐	☐
6	Participation of Nessa O'Sullivan in the Performance Share Plan	☐	☐	☐

*If you mark the Abstain box for a particular Item, your abstention will not be counted in computing the required majority on the Poll

Item 6

As an ordinary resolution

That the participation by Ms Nessa O'Sullivan until the 2019 Annual General Meeting in the Amended Performance Share Plan in the manner set out in the Explanatory Notes accompanying this Notice of Meeting be approved for all purposes including for the purpose of Australian Securities Exchange Listing Rule 10.14.

Proxies and direct votes received

Item 6

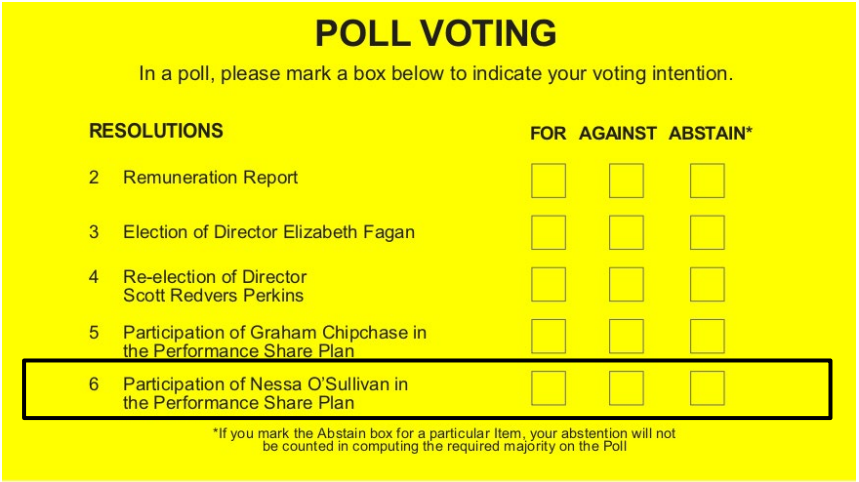
Participation of Nessa O'Sullivan, Executive Director, in the Amended Performance Share Plan.

	For	Discretionary	Against	Abstain
Proxy votes	982,461,570	2,645,537	152,100,756	4,921,942
Direct votes	24,447,636	-	2,016,778	-
Total	1,006,909,206	2,645,537	154,117,534	4,921,942

Mark your voting card

Item 6

Participation of Executive Director in the Amended Performance Share Plan.



POLL VOTING

In a poll, please mark a box below to indicate your voting intention.

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Please deposit your voting cards at the exit

The poll has now closed

Brambles

Annual General Meeting

23 October 2018



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