Brambles Limited
ABN 89 118 896 021
Level 40 Gateway 1 Macquarie Place
Sydney NSW 2000 Australia
GPO Box 4173 Sydney NSW 2001
Tel +61 2 9256 5222 Fax +61 2 9256 5299
www.brambles.com

16 February 2009

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

Via electronic lodgement

Dear Sir

Brambles reports results for the half-year ended 31 December 2008

Attached in accordance with Listing Rule 4.2A is the consolidated financial report for Brambles Limited for the half-year ended 31 December 2008.

Yours faithfully
Brambles Limited

Robert Gerrard
Group Company Secretary

{RNG 00048515}

Brambles

Results for announcement to the market

Brambles Limited

ABN 89 118 896 021

Appendix 4D

Consolidated financial report
for the half-year ended 31 December 2008

Six months ended 31 December	**2008 US$m**	2007 US$m	% change (actual fx rates)	% change (constant currency)
Continuing operations before Significant items:				
Sales revenue	**2,073.2**	2,110.2	(2%)	4%
Underlying profit	**469.3**	497.3	(6%)	0%
Profit after tax	**270.5**	293.8	(8%)	(3%)
Basic EPS (US cents)	**19.5**	20.7	(6%)	0%
Statutory results				
Continuing operations after Significant items:				
Sales revenue	**2,073.2**	2,110.2	(2%)	
Operating profit	**337.6**	490.7	(31%)	
Profit before tax	**273.9**	419.8	(35%)	
Profit after tax	**195.3**	291.9	(33%)	
Profit after tax - discontinued operations	**17.5**	1.8		
Profit attributable to members of the parent entity	**212.8**	293.7	(28%)	
Basic EPS (US cents)	**15.4**	20.7	(26%)	
Interim dividend* (Australian cents)	**17.5**	17.0		

* The 2009 interim dividend is 10% franked and its record date is 19 March 2009.

A commentary on these results is set out in Brambles' ASX & Media Release dated 16 February 2009.

Brambles

Consolidated financial report
for the half-year ended 31 December 2008

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Half-year consolidated financial statements

Brambles

Consolidated income statement
for the half-year ended 31 December 2008

	Note	First half 2009 US$m	First half 2008 US$m
Continuing operations			
Sales revenue	4	**2,073.2**	2,110.2
Other income	4	**60.2**	80.9
Operating expenses	4	**(1,798.2)**	(1,703.2)
Share of results of joint ventures	12	**2.4**	2.8
Operating profit		**337.6**	490.7
Finance revenue		**4.8**	4.1
Finance costs		**(68.5)**	(75.0)
Net finance costs		**(63.7)**	(70.9)
Profit before tax		**273.9**	419.8
Tax expense		**(78.6)**	(127.9)
Profit from continuing operations		**195.3**	291.9
Profit from discontinued operations	6	**17.5**	1.8
Profit for the period attributable to members of the parent entity		**212.8**	293.7
Earnings per share (cents)	8		
Total			
- Basic		**15.4**	20.7
- Diluted		**15.3**	20.6
Continuing operations			
- Basic		**14.1**	20.6
- Diluted		**14.1**	20.5

The consolidated income statement should be read in conjunction with the accompanying notes.

Non-statutory measure:

Underlying profit

Underlying profit is profit from continuing operations before finance costs, tax and Significant items (refer Note 5). It is presented to assist users of the financial statements to understand Brambles' business results and reconciles with operating profit as follows:

	Note	First half 2009 US$m	First half 2008 US$m
Underlying profit		***469.3***	*497.3*
Significant items:			
- Foreign exchange gain on capital repatriation	5	***29.9***	*-*
- Restructuring costs	5	***(106.9)***	*(6.6)*
- Walmart transition impact	5	***(20.2)***	*-*
- USA pallet quality program costs	5	***(34.5)***	*-*
Operating profit		***337.6***	*490.7*

Brambles

Consolidated balance sheet
as at 31 December 2008

	Note	December 2008 US$m	June 2008 US$m
ASSETS			
Current assets			
Cash and cash equivalents		**113.5**	104.8
Trade and other receivables		**707.2**	829.0
Inventories		**42.4**	45.1
Derivative financial instruments		**3.5**	4.4
Other assets		**57.0**	51.7
Total current assets		**923.6**	1,035.0
Non-current assets			
Other receivables		**8.0**	9.1
Investments		**14.3**	16.9
Property, plant and equipment		**3,343.4**	3,698.9
Goodwill		**580.5**	676.1
Intangible assets		**151.9**	186.9
Deferred tax assets		**4.1**	8.8
Derivative financial instruments		**-**	4.3
Other assets		**2.8**	0.8
Total non-current assets		**4,105.0**	4,601.8
Total assets		**5,028.6**	5,636.8
LIABILITIES			
Current liabilities			
Trade and other payables		**643.6**	850.7
Borrowings		**50.6**	91.5
Derivative financial instruments		**12.5**	6.0
Tax payable		**73.7**	54.9
Provisions		**81.5**	74.2
Total current liabilities		**861.9**	1,077.3
Non-current liabilities			
Borrowings		**2,419.9**	2,439.5
Derivative financial instruments		**14.3**	2.7
Provisions		**50.1**	49.8
Retirement benefit obligations		**18.7**	63.4
Deferred tax liabilities		**394.6**	443.5
Other liabilities		**17.2**	17.1
Total non-current liabilities		**2,914.8**	3,016.0
Total liabilities		**3,776.7**	4,093.3
Net assets		**1,251.9**	1,543.5
EQUITY			
Contributed equity	10	**13,784.3**	13,778.6
Unification reserve		**(15,385.8)**	(15,385.8)
Other reserves		**392.7**	714.3
Retained earnings		**2,460.4**	2,436.1
Parent entity interest		**1,251.6**	1,543.2
Minority interest		**0.3**	0.3
Total equity	11	**1,251.9**	1,543.5

The consolidated balance sheet should be read in conjunction with the accompanying notes.

Brambles

Consolidated statement of recognised income and expense
for the half-year ended 31 December 2008

	Note	**First half 2009 US$m**	First half 2008 US$m
Actuarial gains on defined benefit pension plans		**28.3**	1.8
Exchange differences on translation of foreign operations		**(307.8)**	125.5
Cash flow hedges:			
- Losses taken to equity		**(26.4)**	(5.4)
- Transferred to profit or loss		**3.4**	(1.3)
Income tax:			
- On items taken directly to or transferred directly from equity		**1.2**	2.2
- On items transferred to profit or loss		**(1.3)**	0.4
Net income recognised directly in equity		**(302.6)**	123.2
Profit for the period		**212.8**	293.7
Total recognised income and expense for the period attributable to members of the parent entity	11	**(89.8)**	416.9
Adjustment to opening retained earnings for AASB 117: Leases	11	**-**	(2.5)

The consolidated statement of recognised income and expense should be read in conjunction with the accompanying notes.

Brambles

Consolidated cash flow statement
for the half-year ended 31 December 2008

	Note	**First half 2009 US$m**	First half 2008 US$m
Cash flows from operating activities			
Receipts from customers		**2,323.2**	2,400.7
Payments to suppliers and employees		**(1,757.5)**	(1,760.5)
Cash generated from operations		**565.7**	640.2
Dividends received from joint ventures and associates		**4.1**	3.5
Interest received		**5.8**	3.9
Interest paid		**(70.5)**	(64.8)
Income taxes paid on operating activities		**(61.8)**	(86.0)
Net cash inflow from operating activities		**443.3**	496.8
Cash flows from investing activities			
Proceeds from disposal of businesses		**0.9**	7.2
Costs incurred on disposal of business		**(5.2)**	-
Acquisition of subsidiaries, net of cash acquired		**(0.1)**	(0.6)
Purchases of property, plant and equipment		**(400.1)**	(451.8)
Proceeds from sale of property, plant and equipment		**41.2**	65.1
Purchases of intangible assets		**(11.8)**	(7.5)
Net cash outflow from investing activities		**(375.1)**	(387.6)
Cash flows from financing activities			
Proceeds from borrowings		**758.2**	356.4
Repayments of borrowings		**(553.2)**	(221.3)
Net (outflow)/inflow from hedge borrowings		**(17.7)**	51.7
Proceeds from issue of ordinary shares		**0.8**	36.4
Buy-back of ordinary shares		**-**	(111.1)
Dividends paid to Brambles' shareholders	9	**(163.2)**	(221.4)
Net cash inflow/(outflow) from financing activities		**24.9**	(109.3)
Net increase/(decrease) in cash and cash equivalents		**93.1**	(0.1)
Cash and deposits, net of overdrafts, at beginning of the period		**68.1**	126.9
Effect of exchange rate changes		**(60.1)**	1.3
Cash and deposits, net of overdrafts, at end of the period		**101.1**	128.1

The consolidated cash flow statement should be read in conjunction with the accompanying notes.

Notes to and forming part of the consolidated financial statements
for the half-year ended 31 December 2008

Note 1. Basis of preparation

These financial statements present the consolidated results of Brambles Limited (ACN 118 896 021) and its subsidiaries (Brambles or the Group) for the half-year ended 31 December 2008.

These consolidated financial statements, which have been prepared in accordance with AASB 134: Interim Financial Reporting, are a general purpose financial report.

The interim consolidated financial statements comply with International Financial Reporting Standards (IFRS) and have been prepared in accordance with Australian Equivalents to International Financial Reporting Standards (AIFRS) and the requirements of the Corporations Act 2001. They comply with applicable accounting standards and other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the Urgent Issues Group (UIG).

These interim consolidated financial statements do not include all of the notes that would normally be included in an annual financial report. The interim consolidated financial statements should be read in conjunction with the Brambles 2008 Annual Report and any public announcements made by Brambles during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act.

Note 2. Significant accounting policies

The interim consolidated financial statements and all comparatives have been prepared using consistent accounting policies, as set out in the Brambles 2008 Annual Report, except for the disclosure of Significant items and Underlying profit.

a) Significant items and Underlying profit

To assist users of the financial statements in understanding Brambles' business results, Brambles now discloses Significant items as a footnote to its income statement. Previously Brambles presented Special items in a separate column in its income statement.

Significant items are items of income or expense which are, either individually or in aggregate, material to Brambles or to the relevant business segment and:

- outside the ordinary course of business (eg gains or losses on the sale or termination of operations, the cost of significant reorganisations or restructuring); or
- part of the ordinary activities of the business but unusual due to their size and nature.

Underlying profit has been introduced as a non-statutory profit measure. It is profit from continuing operations before finance costs, tax and Significant items.

Comparative figures have been provided for both Significant items and Underlying profit.

b) Foreign currency

The principal exchange rates affecting Brambles were:

		US$:A$	US$:euro	US$:£
Average	First half 2009	0.7759	1.4180	1.7166
	First half 2008	0.8719	1.4245	2.0358
Period end	31 December 2008	0.6923	1.4074	1.4526
	30 June 2008	0.9629	1.5793	1.9936

c) Rounding of amounts

As Brambles Limited is a company of a kind referred to in ASIC Class Order 98/0100, relevant amounts in the financial statements and Directors' Report have been rounded to the nearest hundred thousand US dollars or, in certain cases, to the nearest thousand US dollars.

References to 2009 and 2008 are to the financial years ending on 30 June 2009 and 30 June 2008 respectively.

Notes to and forming part of the consolidated financial statements
for the half-year ended 31 December 2008 *- continued*

Note 3. Business segment analysis

Brambles' continuing business segments are CHEP (pallet and container pooling) and Recall (information management). Discontinued operations primarily comprise the Cleanaway businesses (waste management), which were divested in 2006 and 2007.

Intersegment revenue during the period was immaterial.

	Total income		**Sales revenue**	
	First half 2009 US$m	First half 2008 US$m	**First half 2009 US$m**	First half 2008 US$m
By business segment				
CHEP Americas	**836.2**	839.3	**792.5**	776.4
CHEP EMEA	**773.7**	804.1	**761.0**	790.8
CHEP Asia-Pacific	**170.4**	189.4	**166.6**	185.3
Total CHEP	**1,780.3**	1,832.8	**1,720.1**	1,752.5
Recall	**353.1**	358.3	**353.1**	357.7
Total - continuing operations	**2,133.4**	2,191.1	**2,073.2**	2,110.2
By geographic origin				
Americas	**997.7**	997.4	**953.7**	934.2
Europe	**816.7**	844.5	**807.1**	834.5
Australia/New Zealand	**247.4**	277.4	**243.6**	273.2
Rest of World	**71.6**	71.8	**68.8**	68.3
Total - continuing operations	**2,133.4**	2,191.1	**2,073.2**	2,110.2

	Operating profit [1]		**Significant items before tax [2]**		**Underlying profit [2]**	
	First half 2009 US$m	First half 2008 US$m	**First half 2009 US$m**	First half 2008 US$m	**First half 2009 US$m**	First half 2008 US$m
By business segment						
CHEP Americas	**79.6**	227.7	**(153.7)**	-	**233.3**	227.7
CHEP EMEA	**166.2**	189.8	**(4.7)**	-	**170.9**	189.8
CHEP Asia-Pacific	**28.4**	45.6	**(0.5)**	-	**28.9**	45.6
Total CHEP	**274.2**	463.1	**(158.9)**	-	**433.1**	463.1
Recall	**49.5**	52.2	**(1.0)**	-	**50.5**	52.2
Brambles HQ	**13.9**	(24.6)	**28.2**	(6.6)	**(14.3)**	(18.0)
Continuing operations	**337.6**	490.7	**(131.7)**	(6.6)	**469.3**	497.3
Discontinued operations	**16.3**	2.5	**16.3**	2.5		
Total	**353.9**	493.2	**(115.4)**	(4.1)		

1 Operating profit is segment revenue less segment expense and excludes net finance costs.

2 Underlying profit is profit from continuing operations before finance costs, tax and Significant items. Refer Note 5.

Notes to and forming part of the consolidated financial statements
for the half-year ended 31 December 2008 - *continued*

Note 3. Business segment analysis - *continued*

	Capital expenditure (including acquisitions)		**Depreciation and amortisation**	
	First half 2009 US$m	First half 2008 US$m	**First half 2009 US$m**	First half 2008 US$m
By business segment				
CHEP Americas	**172.0**	174.9	**88.1**	83.9
CHEP EMEA	**126.1**	198.1	**87.1**	93.9
CHEP Asia-Pacific	**62.5**	35.5	**17.8**	20.9
Total CHEP	**360.6**	408.5	**193.0**	198.7
Recall	**24.5**	27.3	**23.5**	23.6
Brambles HQ	**2.0**	0.1	**0.1**	0.3
Total - continuing operations	**387.1**	435.9	**216.6**	222.6
By geographic origin				
Americas	**184.7**	187.9		
Europe	**115.4**	187.4		
Australia/New Zealand	**53.1**	31.0		
Rest of World	**33.9**	29.6		
Total - continuing operations	**387.1**	435.9		

	Segment assets		**Segment liabilities**	
	December 2008 US$m	June 2008 US$m	**December 2008 US$m**	June 2008 US$m
By business segment				
CHEP Americas	**1,754.4**	1,838.6	**291.0**	270.8
CHEP EMEA	**1,756.6**	2,051.9	**283.9**	402.2
CHEP Asia-Pacific	**376.7**	449.5	**61.4**	94.4
Total CHEP	**3,887.7**	4,340.0	**636.3**	767.4
Recall	**957.4**	1,129.8	**121.3**	179.7
Brambles HQ	**26.6**	18.5	**80.3**	116.8
Continuing operations segment assets and liabilities	**4,871.7**	5,488.3	**837.9**	1,063.9
Cash and borrowings	**113.5**	104.8	**2,470.5**	2,531.0
Current tax balances	**25.0**	18.0	**73.7**	54.9
Deferred tax balances	**4.1**	8.8	**394.6**	443.5
Equity-accounted investments	**14.3**	16.9	**-**	-
Total assets and liabilities	**5,028.6**	5,636.8	**3,776.7**	4,093.3
Segment assets by geographic origin				
Americas	**2,207.7**	2,329.1		
Europe	**1,917.4**	2,275.7		
Australia/New Zealand	**548.6**	700.2		
Rest of World	**198.0**	183.3		
Total	**4,871.7**	5,488.3		

Notes to and forming part of the consolidated financial statements
for the half-year ended 31 December 2008 - *continued*

Note 4. Profit from ordinary activities - continuing operations

	First half 2009 US$m	First half 2008 US$m
a) Revenue and other income - continuing operations		
Sales revenue	**2,073.2**	2,110.2
Net gains on disposals of property, plant and equipment	**5.4**	16.6
Other operating income	**54.8**	64.3
Other income	**60.2**	80.9
Total income	**2,133.4**	2,191.1
b) Operating expenses - continuing operations		
Employment costs	**390.3**	386.3
Service suppliers:		
- Transport	**400.6**	377.1
- Repairs and maintenance	**168.4**	136.8
- Subcontractors and other service suppliers	**241.7**	243.7
Raw materials and consumables	**87.4**	93.9
Occupancy	**129.1**	102.9
Depreciation of property, plant and equipment [1]	**199.5**	201.0
Impairment of pooling equipment (refer Note 5)	**33.6**	-
Irrecoverable pooling equipment provision expense	**36.5**	44.7
Amortisation:		
- Software [2]	**11.7**	17.0
- Acquired intangible assets (other than software)	**3.5**	3.2
- Deferred expenditure	**1.9**	1.4
Other	**94.0**	95.2
	1,798.2	1,703.2

1 During first half 2009, a residual value was applied to plastic pooling equipment within certain CHEP business units to ensure uniform treatment of regrind proceeds throughout CHEP. The effect in the current period was a decrease in depreciation expense of US$5.5 million.

2 During first half 2009, the estimated useful life of certain customised software in the CHEP business was revised from seven years to ten years to reflect the extended utilisation of the software. The effect in the current period was a decrease in amortisation expense of US$6.1 million.

c) Net foreign exchange gains and losses - continuing operations

Net gains included in operating profit [3]	**28.4**	-
Net gains/(losses) included in net finance costs	**0.2**	(7.6)
	28.6	(7.6)

3 Includes a US$29.9 million foreign exchange gain on a capital repatriation from an overseas subsidiary. Refer Note 5 for further details.

Note 5. Significant items - continuing operations

Significant items are items of income or expense which are, either individually or in aggregate, material to Brambles or to the relevant business segment and:

- outside the ordinary course of business (eg gains or losses on the sale or termination of operations, the cost of significant reorganisations or restructuring); or
- part of the ordinary activities of the business but unusual due to their size and nature.

Significant items are disclosed to assist users of the financial statements to understand Brambles' business results.

		First half 2009 US$m	
	Before tax	**Tax**	**After tax**
Items outside the ordinary course of business			
- Restructuring costs [1]	**(106.9)**	**40.9**	**(66.0)**
- Reset of tax cost bases on Unification [2]	**-**	**(5.7)**	**(5.7)**
- Foreign exchange gain on capital repatriation [3]	**29.9**	**-**	**29.9**
Items within ordinary activities, but unusual due to size and nature			
- Walmart transition impact [4]	**(20.2)**	**7.8**	**(12.4)**
- USA pallet quality program costs [5]	**(34.5)**	**13.5**	**(21.0)**
Significant items from continuing operations	**(131.7)**	**56.5**	**(75.2)**

		First half 2008 US$m	
	Before tax	Tax	After tax
Items outside the ordinary course of business			
- Restructuring and Unification costs [6]	(2.2)	4.5	2.3
- Adviser costs – share register activity [7]	(4.4)	0.2	(4.2)
Significant items from continuing operations	(6.6)	4.7	(1.9)

1 On 16 February 2009, Brambles announced a restructure of its operations, estimated to cost US$159–US$169 million before tax, as a response to the effects of the global economic crisis on its businesses. An impairment charge of US$33.6 million, a US$61.6 million charge for storage and scrapping costs and US$3.8 million depreciation expense have been booked in first half 2009 against surplus pallets within the CHEP USA pool. Redundancy and plant closure costs estimated to cost US$60–US$70 million will be incurred in various countries, of which US$7.9 million was booked in first half 2009.

2 In second half 2008, following receipt of a private ruling from the Australian Taxation Office, a tax benefit of US$31.6 million was recognised on the reset of Australian tax cost bases as a result of Unification. A net adjustment of US$(5.7) million was made to this and other Unification tax matters in first half 2009.

3 During first half 2009, €250 million capital was repatriated to Australia from an overseas subsidiary. As required by AASB 121: The Effects of Changes in Foreign Exchange Rates, a portion of the accumulated foreign currency translation reserve previously held in relation to the overseas subsidiary was recognised in the income statement, resulting in a US$29.9 million foreign exchange gain.

4 During first half 2009, non-recurring transition costs of US$20.2 million due to loss of white wood revenue and net additional operational costs were incurred within CHEP USA as a result of Walmart's decision to modify management of pallet flows within its network in the USA.

Note 5. Significant items - continuing operations - *continued*

[5] In February 2008, Brambles announced a two year program under which CHEP would invest over US$100 million in operational and capital initiatives focused on quality improvement and innovation. In first half 2009, additional costs of US$34.5 million were incurred within CHEP USA on the pallet quality program. This program is expected to be completed by December 2009 with total operational and capital spending now estimated at US$160 million.

[6] During first half 2008, Brambles incurred further employment-related costs of US$2.2 million in relation to restructuring and Unification. A net tax benefit of US$3.9 million was also recognised in relation to the restructure.

[7] As a consequence of the share register activity first disclosed to the Australian Securities Exchange on 8 August 2007, Brambles incurred advisers' fees of US$4.4 million during first half 2008.

Note 6. Discontinued operations

a) Description

There were minor disposals in first half 2009 and first half 2008, with immaterial impact.

b) Income statement and cash flow information - discontinued operations

	First half 2009 US$m	First half 2008 US$m
Total revenue	**-**	-
Operating expenses	**-**	-
Profit before tax and Significant items	**-**	-
Significant items:		
- Gain recognised on completed disposals [1]	**16.3**	2.5
Profit before tax from discontinued operations	**16.3**	2.5
Tax benefit/(expense):		
- On profit before tax and Significant items	**-**	-
- On Significant items	**1.2**	(0.7)
Total tax benefit/(expense) from discontinued operations	**1.2**	(0.7)
Profit for the period from discontinued operations	**17.5**	1.8
Net cash outflow from operating activities	**(0.5)**	(3.2)
Net cash outflow from investing activities	**-**	-
Net cash outflow from financing activities	**-**	-
Net decrease in cash from discontinued operations	**(0.5)**	(3.2)

[1] In first half 2009, net favourable provision adjustments of US$16.3 million (first half 2008: US$2.5 million) were recognised in respect of divestments completed in 2007 and prior years which were outside the ordinary course of business.

Note 7. Business combination

There were minor acquisitions in first half 2009 and first half 2008, with immaterial impact.

Notes to and forming part of the consolidated financial statements
for the half-year ended 31 December 2008 - *continued*

Note 8. Earnings per share

	First half 2009 US cents	First half 2008 US cents
Earnings per share		
- Basic	**15.4**	20.7
- Diluted	**15.3**	20.6
From continuing operations		
- Basic	**14.1**	20.6
- Diluted	**14.1**	20.5
- Basic, on Underlying profit after finance costs and tax	**19.5**	20.7
From discontinued operations		
- Basic	**1.3**	0.1
- Diluted	**1.2**	0.1

	First half 2009 million	First half 2008 million
a) Weighted average number of shares during the period		
Used in the calculation of basic earnings per share	**1,383.8**	1,417.1
Adjustment for share options and performance share rights	**4.6**	10.6
Used in the calculation of diluted earnings per share	**1,388.4**	1,427.7

Options granted under the employee option plans are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive.

	First half 2009 US$m	First half 2008 US$m
b) Reconciliation of profits used in EPS calculations		
Statutory profit		
Profit from continuing operations	**195.3**	291.9
Profit from discontinued operations	**17.5**	1.8
Profit used in calculating basic and diluted EPS	**212.8**	293.7
Underlying profit after finance costs and tax		
Underlying profit (Note 3)	**469.3**	497.3
Net finance costs	**(63.7)**	(70.9)
Underlying profit before tax	**405.6**	426.4
Tax expense on Underlying profit	**(135.1)**	(132.6)
Underlying profit after finance costs and tax	**270.5**	293.8
which reconciles to statutory profit:		
Underlying profit after finance costs and tax	**270.5**	293.8
Significant items after tax (Note 5)	**(75.2)**	(1.9)
Profit from continuing operations	**195.3**	291.9

Note 9. Dividends

a) Dividends paid

	Interim 2008	Final 2008
Dividend per share (in Australian cents)	17.0	17.5
Franked amount at 30% tax (in Australian cents)	1.7	1.75
Cost (in US$ million)	223.4	163.2
Payment date	10 April 2008	9 October 2008

b) Dividend declared after reporting date

	Interim 2009
Dividend per share (in Australian cents)	17.5
Franked amount at 30% tax (in Australian cents)	1.75
Cost (in US$ million)	158.8
Dividend record date	19 March 2009
Payment date	9 April 2009

As this dividend had not been declared at the reporting date, it is not reflected in the financial statements.

Brambles

Notes to and forming part of the consolidated financial statements
for the half-year ended 31 December 2008 - *continued*

Note 10. Issued and quoted securities

	Options	Ordinary securities	
	Number	Number	US$m
At 1 July 2008	**10,527,492**	**1,383,550,886**	**13,778.6**
Issued during the period	**3,946,120**	**1,241,106**	**5.7**
Exercised during the period	**(1,309,214)**	**-**	**-**
Lapsed during the period	**(3,627,595)**	**-**	**-**
At 31 December 2008	**9,536,803**	**1,384,791,992**	**13,784.3**

Note 11. Changes in equity

	First half 2009 US$m	First half 2008 US$m
Total equity at 1 July	**1,543.5**	1,422.7
Adjustment to opening retained earnings for AASB 117: Leases [1]	**-**	(2.5)
Total restated equity as at 1 July	**1,543.5**	1,420.2
Total recognised income and expense for the period	**(89.8)**	416.9
Share-based payments:		
- Expense recognised during the period	**7.2**	7.2
- Shares issued	**(5.0)**	(11.1)
- Tax on expense recognised during the period	**(0.8)**	2.7
Transactions with equity holders in their capacity as equity holders:		
- Dividends paid	**(208.9)**	(197.0)
- Issues of ordinary shares, net of transaction costs	**5.7**	47.6
- Shares purchased on-market and cancelled	**-**	(99.8)
Total equity at 31 December	**1,251.9**	1,586.7

[1] During first half 2008, an adjustment was made to amortise fixed rental increase on operating leases on a straight line basis over the life of the lease. The effect of this adjustment was to increase other liabilities by US$4.1 million, increase deferred tax assets by US$1.6 million and decrease opening retained earnings by US$2.5 million.

Note 12. Equity-accounted investments

a) Joint ventures

Brambles has investments in the following joint ventures, all of which are unlisted jointly controlled entities, which are accounted for using the equity method.

Name (and nature of business)	Place of incorporation	% interest held at reporting date December 2008	December 2007
CISCO - Total Information Management Pte. Limited (Information management)	Singapore	**49%**	49%
General de Archivo Y Deposito, SA [1] (Document management services)	Spain	**100%**	49%
Recall Becker GmbH & Co. KG (Document management services)	Germany	**50%**	50%

1 Effective 2 April 2008, Brambles acquired the remaining 51% interest in General de Archivo Y Deposito, SA (GADSA). From that date, GADSA has been consolidated as a subsidiary within the Recall segment.

b) Share of results of joint ventures - continuing operations

	First half 2009 US$m	First half 2008 US$m
Continuing operations		
Profit from ordinary activities before tax	**2.9**	3.3
Tax expense on ordinary activities	**(0.5)**	(0.5)
Profit for the period	**2.4**	2.8

Note 13. Net tangible asset backing

	First half 2009 US cents	First half 2008 US cents
Net tangible assets backing based on 1,384.8 million shares (First half 2008: 1,414.2 million shares)	**37.5**	58.6

Net tangible assets backing per share is calculated by dividing total equity attributable to the members of the parent entity, less goodwill and intangible assets, by the number of shares on issue at period end.

Note 14. Contingent liabilities

There have been no material changes in Brambles' contingent liabilities as set out in the 2008 Annual Report.

Note 15. Events after balance sheet date

On 16 February 2009, Brambles announced a restructure of its operations, estimated to cost US$159–US$169 million before tax, as a response to the effects of the global economic crisis on its businesses. Of this amount, US$106.9 million has been expensed in these consolidated financial statements. Refer to Note 5.

Except as outlined in the Directors' Report or elsewhere in these consolidated financial statements, there have been no other events that have occurred subsequent to 31 December 2008 that have had a material impact on Brambles' financial performance or position.

Brambles

Directors' declaration

In the opinion of the Directors of Brambles Limited:

(a) the financial statements and notes set out on pages 3 to 16 are in accordance with the Australian Corporations Act 2001, including:

(i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and

(ii) giving a true and fair view of the financial position of Brambles as at 31 December 2008 and of its performance for the half-year ended on that date;

(b) there are reasonable grounds to believe that Brambles Limited will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors.

S P Johns
Director

M F Ihlein
Chief Executive Officer

16 February 2009

PRICEWATERHOUSECOOPERS

PricewaterhouseCoopers
ABN 52 780 433 757

Darling Park Tower 2
201 Sussex Street
GPO BOX 2650
SYDNEY NSW 1171
DX 77 Sydney
Australia

Telephone +61 2 8266 0000
Facsimile +61 2 8266 9999

www.pwc.com/au

Independent auditors' review report to the members of Brambles Limited

Report on the half-year financial report

We have reviewed the accompanying half-year financial report of Brambles Limited (the Company), which comprises the balance sheet as at 31 December 2008, and the income statement, statement of recognised income and expense and cash flow statement for the half-year ended on that date, other selected explanatory notes and the Directors' declaration for Brambles. Brambles comprises the Company and the entities it controlled during the half-year.

Directors' responsibility for the half-year financial report

The Directors of the Company are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of an Interim Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Brambles Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. It also includes reading the other information included with the financial report to determine whether it contains any material inconsistencies with the financial report. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

For further explanation of a review, visit our website http://www.pwc.com/au/financialstatementaudit.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our review was not designed to provide assurance on internal controls.

Our review did not involve an analysis of the prudence of business decisions made by Directors or management.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001.*

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Brambles Limited is not in accordance with the *Corporations Act 2001* including:

(a) giving a true and fair view of Brambles' financial position as at 31 December 2008 and of its performance for the half-year ended on that date; and

(b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001.*

PricewaterhouseCoopers

M G Johnson
Partner

Sydney
16 February 2009

M K Graham
Partner

Sydney
16 February 2009

Brambles

Directors' report

The Directors present the interim results of the consolidated entity consisting of Brambles Limited and the entities it controlled at the end of, or during, the half-year ended 31 December 2008 (Brambles).

Names of Directors

The Directors of Brambles Limited in office during the half-year and up to the date of this report are as follows:

G J Kraehe AO (Non-executive Chairman)
M E Doherty (Executive Director, CFO)
A G Froggatt (Non-executive Director)
D P Gosnell (Non-executive Director)
M F Ihlein (Executive Director, CEO)
S P Johns (Non-executive Director)
S C H Kay (Non-executive Director)
C L Mayhew (Non-executive Director)

Review of operations

Group sales revenue was US$2.073 billion, up 4% in constant currency terms (down 2% actual currency) due to new business wins and price/mix gains offsetting decline in core volume due to sharply slowing economic conditions worldwide.

Underlying profit was US$469.3 million, in line with 1H08 in constant currency (down 6% actual currency). Underlying profit after finance costs and tax was US$270.5 million, down 3% in constant currency (down 8% actual currency).

Earnings per share (EPS) on Underlying profit after finance costs and tax were down 6% to 19.5 US cents.

Cash flow from operations was US$220.8 million, down US$44.9 million reflecting strong cash flow in CHEP EMEA driven by both lower capital expenditure and good working capital management, offset by investment in RPCs in Australia and lower cash flow in the USA due to US$54.7 million of Significant items.

Strong balance sheet maintained with prudent level of debt facilities unutilised. Brambles recently renewed US$1 billion of debt facilities for predominantly five year terms.

Significant items total US$131.7 million, before tax:

- Foreign exchange gain of US$29.9 million on repatriation of capital from a foreign subsidiary
- Restructuring costs of US$106.9 million, comprising accelerated scrapping of seven million excess pallets and associated recovery of lumber in USA (US$99.0 million), and rationalisation of facilities and operations (US$7.9 million)
- USA pallet quality program costs of US$34.5 million
- Net transition impact from changed Walmart logistics arrangements in USA of US$20.2 million

After Significant items totalling US$131.7 million before tax, Statutory operating profit was down 31% to US$337.6 million. Profit after tax from continuing operations was down 33% to US$195.3 million.

Business unit performance:

- CHEP Americas sales revenue was US$792.5 million, up 4% in constant currency (up 2% actual currency), mainly due to net new business wins and favourable mix and price in USA, offsetting the impact of core volume decline. Underlying profit was US$233.3 million, up 5% in constant currency (up 2% actual currency) as a result of improved revenues, and overheads held at last year levels despite the absorption of LeanLogistics costs. Significant items of US$153.7 million have, however, impacted Statutory operating profit.
- CHEP Europe, Middle East & Africa (EMEA) sales revenue was US$761.0 million, up 3% in constant currency (down 4% actual currency) mainly due to net new business wins. Favourable price and mix offset the impact of core volume decline, including a significant downturn in automotive. Underlying profit was US$170.9 million, down 3% constant currency (down 10% actual currency) due to higher transport costs (mainly due to pallet relocations), a significant decline in automotive, the costs of implementing a new sales structure in Europe and investment in SAP software in South Africa.

- CHEP Asia-Pacific sales revenue was US$166.6 million, up 1% in constant currency (down 10% actual currency). Underlying profit was US$28.9 million, down 25% in constant currency (down 37% actual currency) principally reflecting continued investments in China and India, a significant decline in Australian automotive and service centre implementation costs.
- Recall sales revenue was US$353.1 million, up 4% in constant currency (down 1% actual currency). Underlying profit was US$50.5 million, up 3% in constant currency (down 3% actual currency) due to solid growth across all regions despite decline in Secure Destruction Services revenue from lower paper prices and volumes coupled with successful implementation of turnaround initiatives in North America to improve cost efficiency and promote business excellence.

Principal risks
Because of its secondary listing on the London Stock Exchange, Brambles is required to disclose in its half-yearly report a description of its principal risks and uncertainties for the second half of the financial year.

A description of such risks and uncertainties is set out below:
- Economic cycle – Brambles has operations spread across a diverse range of countries and territories. It is subject to risks related to global economic and business conditions. These may affect, among other things, profitability, demand for Brambles' services and solvency of counterparties.
- Business environment changes – Brambles has operations spread across a diverse range of countries and territories. It is subject to risks related to rapid and sustained changes in the business environment, which may invalidate aspects of its current business models. These changes could include among other factors, fuel prices, lumber supply and the structure of customers' supply chains. These may affect, among other things, profitability and demand for Brambles' services.
- Regulatory compliance – Material changes in the regulatory and legal environments in which Brambles' businesses operate may give rise to the risk of an adverse impact on aspects of its current business models. These may affect, among other things, licences to operate, profitability and a reduced ability to control costs. Material changes in Brambles' ability to comply with the regulatory environment, including competition laws, could give rise to litigation and, in turn, affect reputation, profitability and licences to operate.
- Competition and retention of major customers – Many of the markets in which Brambles operates are served by numerous competitors and are also subject to the threat of new entrants. In addition, the concentration of distributors in certain areas could lead to shifts in bargaining position and intensity of competition. The above risks could have an impact on market structure, market share, revenue, profitability, economies of scale and the value of existing assets.
- Insufficient growth – Brambles is subject to the risk of not selecting the optimal corporate strategy, business model, financial structure or capital allocation, including the pace of expansion into emerging markets. As these are central to the enhancement of the value of shareholders' investment and protection of Brambles' assets, Brambles may be unable to capture the full value of its growth opportunities.
- Innovation – Brambles is subject to the risk of not being able to optimise innovations in its services, products, processes and commercial solutions, including capturing the full value of any innovations that support its growth opportunities. This could have an impact on revenue, profitability, economies of scale and the value of existing assets.
- Operational improvement – Brambles' focus on growth could lead to an inability to capture the full value of operational improvement opportunities. This could result in a reduced ability to control costs or a reduction in control of CHEP's equipment pool.
- Equipment control and quality – The operating and capital costs of CHEP may fluctuate with the effectiveness of the control and quality standards it employs for its equipment pool. Brambles is subject to the risk that it may not optimise these standards, thereby adversely impacting on operating and capital costs.
- People capability – Brambles is subject to the risk of not attracting, developing and retaining high performing individuals, which could result in it not having sufficient quality and quantity of people to meet its growth and business objectives.
- Market communication – Brambles is subject to the risk of mismanaging market expectations, which may lead to a loss of investor confidence in the business and its management

- Systems and technology – Brambles relies on the continuing operation of its information technology and communications systems, including those in CHEP's global data centre. Interruption or failure of these systems could impair Brambles' ability to provide its services effectively. This could damage its reputation and, in turn, have an adverse effect on its ability to attract and retain customers.
- Force majeure – Brambles is subject to the risk of strikes, terrorism, war, fire, flood, earthquakes and other acts of God and other acts outside its control. Whilst Brambles maintains appropriate insurances and fire protection controls, some of these force majeure risks may be uninsurable or exceed the level or scope of Brambles' insurance.
- Security and contract management – Part of Brambles' businesses, particularly in Recall, is the storage and protection of its customers' information from unauthorised access, use, disclosure, destruction, modification or disruption. Any inadequate or undocumented customer contracts could give rise to a potential exposure to customer disputes and legal liability in the event of a service failure, such as loss of customer data. To manage the risk of loss of its customers' information, Brambles maintains appropriate physical and information technology security measures. Nevertheless if there is a service failure, it is possible that claims could exceed the level or scope of Brambles' insurance.
- Safety – Brambles is subject to various operational hazards, including industrial, road traffic or transportation accidents that could potentially result in injury or fatality to employees, contractors or the public. Brambles has adopted a Zero Harm policy to manage its safety risks.
- Reputation – Brambles is subject to the risk that negative publicity, whether true or not, may change stakeholder perceptions of its past actions and future prospects and affect its relationships with regulators, customers, employees, suppliers and shareholders. In turn, this may have an impact on licences to operate, profitability, demand for Brambles' services, employee retention and investor confidence in the business and its management.

Responsibility statement
For the purposes of compliance with the UK Disclosure and Transparency Rules (DTR), the Directors confirm that, to the best of their knowledge, the interim management report (being this Directors' Report) includes a fair review of the information required by DTR 4.2.7 R (an indication of important events that have occurred during the half-year and their impact on the financial statements; and a description of the principal risks and uncertainties for the second half of the financial year). There is no disclosure to make under DTR 4.2.8 R (related parties transactions that have taken place in the half-year and that have materially affected the financial position or the performance of the company during that period; and any changes in the related parties transactions described in the Brambles 2008 Annual Report that could have a material effect on the financial position or performance of the company in the half-year).

Auditors' independence declaration
The auditors' independence declaration, as required under Section 307C of the Corporations Act 2001, is set out on page 23 and forms part of this report.

This report is made in accordance with a resolution of the Directors.

S P Johns
Director

M F Ihlein
Chief Executive Officer

Sydney
16 February 2009

PricewaterhouseCoopers
ABN 52 780 433 757

Darling Park Tower 2
201 Sussex Street
GPO BOX 2650
SYDNEY NSW 1171
DX 77 Sydney
Australia

Telephone +61 2 8266 0000
Facsimile +61 2 8266 9999

www.pwc.com/au

Auditors' independence declaration

As lead auditor for the review of Brambles Limited for the half-year ended 31 December 2008, I declare that to the best of my knowledge and belief, there have been:

a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
b) no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Brambles Limited and the entities it controlled during the period.

M G Johnson
Partner
PricewaterhouseCoopers

Sydney
16 February 2009