



Annexure A - OPT OUT AND CLAIM REGISTRATION NOTICE

FEDERAL COURT OF AUSTRALIA NOTICE

BRAMBLES CLASS ACTION (VID972/2018)

THIS NOTICE IS IMPORTANT
PLEASE READ IT CAREFULLY, AS IT MAY AFFECT YOUR
LEGAL RIGHTS

WHAT IS THIS NOTICE?

The purpose of this notice is to inform you of a class action (**Brambles Class Action**) which is currently in the Federal Court of Australia (the **Court**) against Brambles Ltd (**Brambles**). The joint lawyers for the Applicants are Maurice Blackburn Lawyers and Slater and Gordon Lawyers.

The Court has ordered that this notice be sent for the information of persons who might be members of the class on whose behalf the action is brought and may be affected by the action.

If you purchased shares in Brambles Ltd between 18 August 2016 and 17 February 2017 (inclusive), you should read this notice carefully as it may affect your rights in the class action. Any questions you have concerning the matters contained in this notice should not be directed to the Court. If there is anything in it that you do not understand, you should use the contact details in Section 4 of this notice, or alternatively seek your own legal advice.

WHY IS THIS NOTICE IMPORTANT?

This notice provides important information about:

- a) the Brambles Class Action and who are group members in it, together with information about the basis on which it is being conducted;
- b) what you need to do if you do not wish to participate in the Brambles Class Action, and instead wish to remove yourself ('opt out') from being a group member in the Brambles Class Action; and
- c) the Applicants' solicitors are encouraging interested group members to register before **4.00 pm AEDT on 14 October 2021**. Registration is optional, however if you wish to register for the Brambles Class Action you can do so at the following link: <https://portal.omnibridgeway.com/cases/register/brambles-shareholder-class-action>.

AM I A GROUP MEMBER?

You are a group member if (subject to some limited exceptions) you:

- a) entered into a contract to acquire an interest in fully paid ordinary shares in Brambles during the period between 18 August 2016 and 17 February 2017 (inclusive); and
- b) suffered loss or damage by reason of the conduct of Brambles, as alleged in the Applicants' amended statement of claim (and which is summarised in Section 3 below under the heading 'What is the Brambles Class Action?').



If you meet the above criteria, you should read this Notice carefully, including the further information regarding your options at Section 5 below.

INFORMATION ABOUT THE CLASS ACTION

1. KEY INFORMATION TO BE AWARE OF

If you do not wish to be involved in the Brambles Class Action you must, before **4.00 pm AEDT on 14 October 2021**, complete and submit to the Court an Opt Out Notice in the form attached as Schedule 1 to this notice.

If you wish to remain a group member you do not need to do anything in response to this Notice. The Applicants' solicitors, however, are encouraging interested group members to register their claims now for the reasons the Applicants' solicitors later explain in this Notice. If you register, you will also be provided with updates regarding the claim and will be contacted using your preferred details if you become eligible for compensation. At the present time, registration is optional to group members.

If you wish to register your claim in the Brambles Class Action now, you can do so by completing the online registration process at <https://portal.omnibridgeway.com/cases/register/brambles-shareholder-class-action>.

If you have already signed a retainer with Maurice Blackburn Lawyers or Slater and Gordon Lawyers and/or a funding agreement with Harbour Fund III L.P. (**Harbour**) or Omni Bridgeway Ltd (formerly known as IMF Bentham Ltd) (**Omni Bridgeway**) in relation to this class action, and have provided the details of your trading in Brambles shares, you are already registered and **do not need to take any steps in relation to this Notice**. If you have signed a retainer and funding agreement, and have not completed the details of your share trading, you will be contacted to do so.

2. WHAT IS A CLASS ACTION?

A class action is a proceeding that is brought by one or more persons (the **applicant/s**) on their own behalf and on behalf of a group of people (**group members**) against another person or persons (**respondent/s**) where the applicant/s and the group members have similar claims against the respondent/s.

Group members are bound by the outcome in the class action, unless they have opted out of the action. A binding result can happen in two ways being either a *judgment* following a trial, or a *settlement* at any time. If there is a judgment or a settlement of a class action group members *will not* be able to pursue the same claims and *may not* be able to pursue similar or related claims against the respondent in other legal proceedings:

- (a) in a *judgment* following trial, the Court will decide various factual and legal issues in respect of the claims made by the applicant and group members. Unless those decisions are successfully appealed they bind the applicant, group members and the respondent. Importantly, if there is another legal action between a group member and the respondent, it may be that neither of them will be permitted to raise arguments in that action which are inconsistent with a factual or legal issue decided in the class action;
- (b) in a *settlement* of a class action, where the settlement provides for compensation to group members it is likely to extinguish all rights to compensation which a group member might have against the respondent which arise in any way out of the events or transactions which are the subject-matter of the class action and may also extinguish all rights to compensation which a group member might have against the respondent's related entities (including officers and former officers);



- (c) class actions are supervised and monitored by the Court. Importantly, if any proposed settlement is reached in the Brambles Class Action, it will be scrutinised by, and require the approval of, the Court.

The Applicant in a class action does not need to seek the consent of group members to commence a class action on their behalf or to identify a specific group member. However, group members can cease to be group members by “opting out” of the class action. An explanation of how group members are able to opt out is found below in the section headed ‘Your Options’ (Option 2).

If you consider that you have claims against Brambles which are based on your individual circumstances or otherwise additional to the claims described in the Brambles Class Action, then it is important that you seek independent legal advice about the potential binding effects of the class action **before** the deadline for opting out (see below).

3. WHAT IS THE BRAMBLES CLASS ACTION?

This class action, the Brambles Class Action, is brought by the Applicants, Holly Southernwood and William Vincent Kidd and Mary Agnes Collum as Trustees for The Magness-Bennett Superannuation Fund, on their own behalf and on behalf of all persons who are “group members” as defined in the action (see ‘Am I a Group Member?’ above).

In the Brambles Class Action, the Applicants are being jointly represented by Maurice Blackburn and Slater and Gordon. The Brambles Class Action is being jointly funded as it progresses in relation to common issues by litigation funders Harbour and Omni Bridgeway.

It is alleged that group members have claims against Brambles in relation to guidance provided by the company in its FY16 results (and reaffirmed on subsequent dates) regarding expected revenue and profit growth during the financial year ending 30 June 2017 (**FY17**).

The Applicants’ claim alleges that between 18 August 2016 and 17 February 2017 (inclusive) (the **Claim Period**):

- a) Brambles made representations to investors in relation to its FY17 financial forecasts that were misleading and/or lacked a reasonable basis;
- b) Brambles breached its continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001* (Cth) by failing to revise its FY17 forecasts and release material information; and
- c) as a result, investors who purchased Brambles shares at any time during the Claim Period suffered compensable loss.

The allegations made by the Applicants in the class action are set out in full in the amended consolidated statement of claim filed in the Court (see: ‘Where Can I Obtain More Information?’ – section 4 below).

Brambles has denied the allegations made against it and is defending the action.

4. WHERE CAN I OBTAIN MORE INFORMATION?

Copies of relevant documents filed in the Brambles Class Action, including the amended application, the amended consolidated statement of claim and the defence, may be obtained by:

- a) downloading them from ‘Brambles Ltd Shareholder Class Action’ webpage at <https://portal.omnibridgeway.com/cases/register/brambles-shareholder-class-action>;
- b) inspecting them, by appointment, between 9am and 5pm at one of the offices of Maurice Blackburn Lawyers or Slater and Gordon Lawyers, contact details for which are available from the ‘Brambles Ltd Shareholder Class Action’ webpage



above or by calling Maurice Blackburn on 1800 675 816 or Slater and Gordon on 1800 071 827;

- c) contacting a District Registry of the Federal Court (contact details are available at www.fedcourt.gov.au) and paying the appropriate inspection fee; or
- d) where appropriate arrangements have been made with the Court, inspecting them on the Federal Court website at www.fedcourt.gov.au.

Please consider the above matters carefully. If there is anything of which you are unsure, you should seek your own legal advice or contact Omni Bridgeway by email on brambles@omnibridgeway.com or free call 1800 016 464. **You should not delay in making your decision.**



YOUR OPTIONS

5. WHAT ARE MY OPTIONS?

If you are a group member, you have two options:

1. Remain a group member. If you wish to remain a group member there is nothing you need to do at the present time, however the Applicants' solicitors encourage you to register for the Brambles Class Action for the reasons set out in Option 1 below; or
2. Opt out and cease to be a group member (see Option 2 below).

There are different consequences depending on which option you choose. These options are explained below.



Option 1 – Remain a group member

If you wish to remain a group member there is nothing you need to do at the present time. The Applicants will continue to bring the proceeding on your behalf up to the point where the Court determines those questions that are common to the claims of the Applicants and the group members. You will be bound by any judgment or settlement in the Brambles Class Action and, thus if the Brambles Class Action is ultimately unsuccessful, or is not as successful as you might have hoped, you will not be able to pursue the same claims, and you may not be able to pursue related claims, against Brambles in other legal proceedings.

However, you are invited to **register** for the Brambles Class Action now, by completing and submitting the online registration form via the “Brambles Ltd Shareholder Class Action” webpage, accessible at: <https://portal.omnibridgeway.com/cases/register/brambles-shareholder-class-action>.

Registration is not compulsory, but there is no cost to register and the Applicants’ solicitors say there are a number of reasons why you should consider registering for the Brambles Class Action now:

- a) *First*, it allows Slater and Gordon and Maurice Blackburn to confirm that you are a group member, to provide you with regular updates in relation to the Brambles Class Action, and to contact you if you become eligible to receive compensation.
- b) *Secondly*, without sufficient group member registration information, it may be harder to reach a settlement, and because it affects whether or not claim size can be reliably assessed there may also be a risk that any settlement may be lower (and produce a lower return for all group members).
- c) *Thirdly*, the Court will likely impose a deadline for group members to register anyway in the event a settlement is reached.

If you register, you will not under any circumstances be liable to pay any ‘out of pocket’ costs to Maurice Blackburn, Slater and Gordon, Harbour and/or Omni Bridgeway simply by registering for the Brambles Class Action.

[Any group members who have already entered into a Retainer and Costs Agreement with Maurice Blackburn or Slater and Gordon and/or a funding agreement with Harbour or Omni B ridgeway to participate in the Brambles Class Action \(and have provided details of their trading in Brambles shares\) need not register again, as they are deemed to have already registered in the Brambles Class Action.](#)



Option 2 – Opt out and cease to be a group member

If you are a group member and you choose to opt out, **you will cease to be a group member** in the Brambles Class Action. You will not be entitled to receive a share of any court-ordered damages award in favour of group members or any settlement that might be agreed.

If you do not wish to remain a group member in the Brambles Class Action, you must opt out of the action by completing the opt out notice attached to this notice (Schedule 1), and returning it to the Victorian Registry of the Federal Court of Australia **by no later than 4.00 pm AEDT on 14 October 2021**.

If you opt out of the Brambles Class Action, you will:

- a) cease to be a group member in the Brambles Class Action, and will not be affected by, or entitled to the benefit of, any judgment or orders made in the action;
- b) not be entitled to receive any compensation from any damages award or settlement secured by the Applicants in the Brambles Class Action; and
- c) be able to pursue any rights you may have against Brambles, on your own behalf and separate from the Brambles Class Action, if you so wish, provided that you issue Court proceedings within the time limit applicable to your claim. If you wish to bring your own claim against Brambles, you should seek your own legal advice about your claim and the applicable time limit **prior** to opting out.

IMPORTANT: if you wish to opt out, the Opt Out Notice must reach the Court by no later than 4.00 pm AEDT on 14 October 2021, otherwise it will not be effective. Opt out notices received after this time will not be accepted and you will be treated as having not responded to this notice, and thus to remain a group member (see Option 1 above).

Each group member seeking to opt out should fill out a separate form. If you are opting out on behalf of a company or business please provide your name, the name of the company or business and your position within the company or business (e.g. director or partner).



COSTS

6. WILL I BE LIABLE TO PAY LEGAL COSTS IF I REMAIN A GROUP MEMBER?

You will **not become liable for any legal costs** simply by remaining a group member. You will not be required to pay any upfront or out-of-pocket costs in relation to the class action as it progresses in relation to common issues.

However:

- (a) if the preparation or finalisation of your personal claim requires work to be done in relation to issues that are specific to your claim, you can engage Maurice Blackburn Lawyers, Slater and Gordon Lawyers or other lawyers to do that work for you. A copy of the terms on which Maurice Blackburn Lawyers and Slater and Gordon Lawyers are acting in this class action may be obtained from them using the contact details set out in section 4 above;
- (b) if you become entitled to any compensation following a judgment or settlement in the Brambles Class Action, the Court may make an order requiring you to pay some of that amount by way of a contribution to the costs incurred by the Applicants in running the class action, but which they are not able to recover from Brambles. Any such amounts will only be payable in the event of a successful outcome by way of a deduction from any compensation to which you become entitled, and will never exceed the amount of compensation to which you may otherwise become entitled. The Court will assess whether any amounts proposed to be deducted are fair and reasonable. You will be given a notice at that time informing you of the amount which it is proposed to be deducted and given an opportunity to tell the Court if you agree or disagree with what is proposed.

7. WILL I BE LIABLE TO PAY ANY OTHER COSTS IF I REMAIN A GROUP MEMBER?

The Brambles Class Action is being jointly funded by two litigation funders – Harbour and Omni Bridgeway. This means that Harbour and Omni Bridgeway have agreed to pay the costs of the class action as it progresses in relation to the common issues. If the class action is unsuccessful, Harbour and Omni Bridgeway have also agreed to meet any order that the Applicants pay Brambles' costs.

In return for funding the class action, Harbour and Omni Bridgeway charge litigation funding fees based on a percentage of the amount recovered in the class action. This means that if you have entered into a Funding Agreement with Harbour or Omni Bridgeway you have agreed to pay a funding commission to Harbour or Omni Bridgeway from any compensation you receive.

On 8 May 2019, the Court made what is known as a 'common fund order', which required each group member who receives compensation in the Brambles Class Action, regardless of whether that group member has entered into a funding agreement with Harbour or Omni Bridgeway, to pay to the funders a percentage of any compensation to which the group member becomes entitled as commission for funding the proceeding. The percentage funding commission under the common fund order was not set, but was to be determined by the Court following the conclusion of the class action in an amount the Court considers to be reasonable.

After the common fund order was made in the Brambles Class Action, the High Court of Australia handed down a decision in another class action, which held that the Court does not have power to make a common fund order at least at an **early stage** of a class action. The common fund order originally made in this proceeding has now been vacated by the Federal Court. The High Court did not consider whether a common fund order could be made towards the end of a class action, and the Federal Court of Australia has since made orders of this kind in other class actions at the end of



proceedings where settlements have been reached. As such, the common fund order that was previously made in the Brambles Class Action has now been set aside. Nevertheless, the funders intend to continue to fund the proceeding in a way which is consistent with what the common fund order envisaged, and at the end of the proceeding, the Applicants intend to ask the Court to make a common fund order to approve a distribution of any money recovered by settlement or judgment on terms that the litigation funders be paid an amount the Court considers to be reasonable for funding the proceeding.

The court may either choose to take this course, or alternatively, make a funding equalisation order. Under a funding equalisation order, only group members who have entered funding agreements with Harbour or Omni Bridgeway are liable to pay these funders. The court would then adjust the distributions received by members so that the net amount received by members who have paid a litigation funding commission and those who have not are equal. The return to group members may differ depending on which course the court takes.

If the court chooses to make a common fund order, before any amounts are deducted, you will be given a notice informing you of the amount which it is proposed to be deducted and given an opportunity to tell the Court if you agree or disagree with what is proposed.

The total of any amounts deducted from compensation payable to group members for legal costs and funders' commission will never exceed the amount a group member receives in the event of a successful outcome. That is, **you will never be out of pocket by participating in the class action.**

If the Brambles Class Action is unsuccessful, you will not be liable for any legal or funding costs.

No group member will ever be “out-of-pocket” simply by remaining a group member or registering for the Brambles Class Action



Form 21
Rule 9.34

Schedule 1
Opt Out Notice

No: VID972/2018

**HOLLY SOUTHERNWOOD and WILLIAM VINCENT KIDD AND MARY AGNES
COLLUM AS TRUSTEES FOR THE MAGNESS-BENNETT SUPERANNUATION FUND**

Applicants

BRAMBLES LTD

Respondent

To: The Registrar
Federal Court of Australia
Victorian District Registry
Level 7, 305 William Street Melbourne VIC 3000

..... (print name), a group member in
this representative proceeding, gives notice under section 33J of the *Federal Court of
Australia Act 1976* (Cth), that [he, she or it] (circle as applicable) is opting out of the
representative proceeding.

Date:

Signature:

Signed by (print name)

Group Member/Lawyer for the Group Member

[(please complete the next page)]



Group member details

Telephone:

Email:

Address:

.....

ACN/ABN (if a company or trustee):

HIN/SRN:

If the shares were acquired on behalf of another person/entity, name of that person/entity:

.....

If you are signing as the solicitor or representative of the Group Member:

Name:

Capacity in which you are signing:

Telephone:

Email:

Address:

ANNEXURE B

GROUP MEMBER REGISTRATION FORM

BRAMBLES CLASS ACTION

Holly Southernwood & Anor v Brambles Ltd VID 972 of 2018

REGISTRATION DEADLINE: 4pm (AEDT) on 14 OCTOBER 2021

This action concerns ordinary fully-paid shares in Brambles Ltd (“**Shares**”) purchased in the period 18 August 2016 to 17 February 2017 (“**the Relevant Period**”).

Information on how to complete the Group Member Details Section

- Please use BLOCK LETTERS
- Complete Parts 1 to 6 below in their entirety
- Please ensure all share trading information is recorded correctly in Parts 4 and 5. Please also provide Omni Bridgeway with copies of your contract notes.
- Return this form and any additional documents, including any attached pages or annexures, to Omni Bridgeway (*you should retain a copy for your records*) to:

Omni Bridgeway Client Liaison Team

Email: brambles@omnibridgeway.com

Post:

Omni Bridgeway Limited
PO Box 5106
PERTH WA 6831
AUSTRALIA

The Group Member named below provides the following information in respect of their claim in the Brambles Class Action. You must use your best efforts to provide all of the requested information.

Part 1. Contact Information

Contact details of person signing the form

Title	<input type="text"/>	First Name	<input type="text"/>	Middle Name	<input type="text"/>	Last Name	<input type="text"/>
Company	<input type="text"/>			Position	<input type="text"/>		
Landline Phone	<input type="text"/>			Mobile Phone	<input type="text"/>		
Email Address	<input type="text"/>						
Mailing Address	<input type="text"/>						
Suburb	<input type="text"/>	State	<input type="text"/>	Postcode	<input type="text"/>	Country	<input type="text"/>

Part 2. Group Member Details

The Group Member must have acquired an interest in Brambles shares as specified in Part 5.
If you are unsure who the owner of the shares is, please check your trade confirmations or holding statements.
If you are submitting a form for more than one Group Member, you will be required to complete Parts 2, 3, 4 and 5 for each Group Member.

Please specify the capacity in which the Group Member owned the Brambles shares (Only select one option)

- As an individual or joint shareholder**
The shares were held in person in the name of one individual or in the name of more than one individual, who is making the claim.

Full name(s) of individual or joint shareholders

- As a company**
The shares were held directly in the name of the Company that is making the claim.

Name of company

ABN / ACN / ARSN
(or Registration Number if it is a foreign company)

- As a trustee / Responsible Entity / Investment Manager / Custodian / Agent**
The shares were held on trust (e.g. for a superannuation fund or trust account) and the trustee is an individual, joint holder, company or other.

Name of Trustee / Responsible Entity / Investment Manager / Agent / Custodian

Select one:

- as trustee for as investment manager for
 as responsible entity for as agent for
 as custodian for

Name of beneficial owner:
(i.e. name of trust, account, superannuation fund or portfolio)

ABN / ACN / ARSN
(or Registration Number if it is a foreign company)

- Please tick this box if you are signing this form on behalf of and with the authority of more than one beneficial owner. You can attach separate pages or a Microsoft Excel spreadsheet setting out the details required in Parts 2, 3, 4 and 5 for each beneficial owner

- Other, please specify:** _____
If the shares are held in another capacity, please specify and provide the full name of the Group Member below

Please provide the full name of the Group Member

Part 3. Group Member Address

Please provide the address of the Group Member described in Part 2.

- If the address is the same as the contact address in Part 1, please tick this box (Note: If the contact address in Part 1 is a PO Box, the Group Member address **must** be completed below.)

Group Member Street
Address (Not a PO Box)

Suburb

State

Postcode

Country

Part 4. Shareholder Details

4. a) Registered Owner

This is the name as it appears on the share register.

Select one option:

- The Registered Owner on the share register is the same as the name of the Group Member in Part 2 above.

- The Registered Owner on the share register is different to the name of the Group Member in Part 2 above (e.g. a custodian is listed on the share register) *Provide details below:*

Full name of
Registered Owner:

4. b) HIN / SRN

This is the Holder Identification Number (HIN) or the Shareholder Reference Number (SRN) which identifies your registration on the CHESS or Issuer Sponsored Sub-register and may be found on holding statements or trade confirmations.

HIN / SRN:

Part 5. Trade Details

Please provide, with this form, any trade confirmations, contract notes or holding statements that demonstrate the transactions recorded below.

5. a) Opening Balance

*Please provide the number of Brambles shares held as at open of trade on **18 August 2016**. If you did not hold any shares, please write "NONE"*

Opening Balance:

(i.e. number of Brambles shares held as at close of trade on 17 August 2016)

5. b) Trade Information

*In the sections below, list all transactions / trades of Brambles shares between 18 August 2016 and 17 February 2017 (inclusive) that affect the number of shares held. *If the shares were acquired or disposed of, other than through a regular on-market transaction, please specify the nature of the transaction in the column "Type" below. (e.g. "Off-Market Transfer", "DRP", "Capital Raising", "Short selling")*

Purchases

Between 18 August 2016 and 17 February 2017 (inclusive)

Trade Date (NOT Settlement Date)	Quantity (Number of shares traded)	Total Amount Paid (i.e. Quantity x Price (AUD) per share + Fees & GST)	Type* (On-Market, DRP, IPO)

Sales

Between 18 August 2016 and 17 February 2017 (inclusive)

Trade Date (NOT Settlement Date)	Quantity (Number of shares traded)	Total Amount Received (i.e. Quantity x Price (AUD) per share + Fees & GST)	Type* (On-Market, DRP, IPO)

Part 6. Signing by the Group Member

By signing below, I register my participation in this class action and believe that the information provided in this form is true and correct. No other claim is made in respect of the Claimant's Shares by anyone with a beneficial interest in those Shares.

Signature

Signature

Print Name

Print Name

Position

Position

Date



Schedule

No: VID972/2018

Federal Court of Australia

District Registry: Victoria

Division: General

Second Applicant

WILLIAM VINCENT KIDD AND MARY AGNES COLLUM AS
TRUSTEES FOR THE MAGNESS-BENNETT
SUPERANNUATION FUND