



Federal Court of Australia

District Registry: Victoria

Division: General

No: VID972/2018

**HOLLY SOUTHERNWOOD** and another named in the schedule  
Applicant

**BRAMBLES LIMITED**  
Respondent

### ORDER

**JUDGE:** JUSTICE MURPHY

**DATE OF ORDER:** 22 June 2022

**WHERE MADE:** Melbourne

### THE COURT ORDERS THAT:

1. Pursuant to s 33X(5) of the *Federal Court of Australia Act 1976* (Cth) (**Act**), the terms of the registration notice set out in Annexure A (**Notice**) are approved.
2. Any group member who has not previously registered their claim in accordance with the orders of 6 August 2021 (the **Previous Registration Orders**) and wishes to register their claim pursuant to the Notice is to do so by 4.00 pm AEST on 26 July 2022 (**Registration Deadline**).
3. Pursuant to s 33Y of the Act, the Notice be given to group members by 29 June 2022, according to the following procedure:
  - (a) the Respondent shall cause its share registry service provider, BoardRoom Limited (**BoardRoom**) to send the Notice by 29 June 2022 to all persons who entered into a contract to acquire an interest in ordinary shares in Brambles Limited during the period from 18 August 2016 to the close of trade on 17 February 2017 inclusive as identified in the records maintained by BoardRoom, such Notices to be sent by email where an email address is available, or failing that, by ordinary mail;



- (b) by 23 June 2022, the Respondent shall provide a copy of this Order to BoardRoom;
  - (c) should the Respondent become aware of any actual or potential noncompliance with the Order, the Respondent is to notify the Applicants within two (2) business days of so becoming aware. The Applicants and the Respondent are directed to advise the Court of such non-compliance by email to the chambers of Justice Murphy;
  - (d) the Applicants cause the Notice to be displayed on the joint website operated by the Applicants' solicitors until the Registration Deadline;
  - (e) the District Registrar of the Victorian Registry of the Federal Court of Australia cause the Notice to be posted on the Federal Court website and available for inspection at the District Registry of the Federal Court in Sydney, Melbourne, Canberra, Brisbane, Adelaide, Perth, Hobart and Darwin.
4. The Notice may be amended by the solicitors for the Applicants before it is published in order to correct any typographical error, or any postal, website or email address or telephone.
5. The costs of and incidental to the procedure set out in Order 3(a) above be initially borne by the Applicants but on the basis that those costs will subsequently fall to be dealt with by the Court as part of the costs of the proceeding.
6. Any group member who has not previously registered their claim in accordance with the Previous Registration Orders, may, by the Registration Deadline, register their claim by:
- (a) completing the online registration process through the 'Brambles Ltd Shareholder Class Action' webpage at <https://portal.omnibridgeway.com/cases/register/brambles-shareholder-class-action>; or
  - (b) completing a hard-copy registration form set out in Annexure B (**Group Member Registration Form**) and returning it to the Applicants' solicitors by email at [brambles@omnibridgeway.com](mailto:brambles@omnibridgeway.com) or via post to Omni Bridgeway at PO Box 5106, Perth WA 6831,



**(Additional Registered Group Members).**

7. By 4.00 pm AEST on 2 August 2022, the Applicants must deliver to the solicitors for the Respondent (in electronic form), to the extent it has been captured, information equivalent to the Registration Data set out at Order 1 of 18 October 2021 for the Additional Registered Group Members.
8. The provision of the information in Order 7 above is subject to the same obligations as to confidentiality as set out in Orders 2 to 6 of 18 October 2021.

Date that entry is stamped: 22 June 2022

*Sia Lagos*  
Registrar



## ANNEXURE A - NOTICE

### FEDERAL COURT OF AUSTRALIA NOTICE

BRAMBLES CLASS ACTION (VID972/2018)

**THIS NOTICE IS IMPORTANT  
IT RELATES TO YOUR RIGHT TO REGISTER YOUR CLAIM AS  
PART OF THE CLASS ACTION**

#### WHAT IS THIS NOTICE?

The purpose of this notice is to update you of developments in 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.**

The trial in the Brambles Class Action is scheduled to run from 8 August 2022 to 8 September 2022. If there is a settlement of the Brambles Class Action agreed by no later than 14 days after the conclusion of the trial, the Applicants intend to apply to the Court for an order to limit distribution of any settlement money to those Group Members who have registered their claims before 26 July 2022.

**If you are a Group Member and wish to receive a share of any settlement reached no later than 14 days after the conclusion of the trial, you should ensure that you register your claim before 26 July 2022.**

**Register here:**

<https://portal.omnibridgeway.com/cases/register/brambles-shareholder-class-action>

If you have already registered your claim in the class action ahead of the previous 14 October 2021 deadline, there is nothing further you need to do at this stage.

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 5 of this notice, or alternatively seek your own legal advice.



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## INFORMATION ABOUT THE CLASS ACTION

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### 1. EARLIER NOTICE

This is the second notice distributed by order of the Court in the Brambles Class Action. The first notice (the **First Notice**) was distributed in late August 2021, and set out some background information about the proceeding, as well as a procedure by which Group Members could opt out from the class action. The deadline to opt out from the Brambles Class Action was 14 October 2021. You can review a copy of that notice using the details available in Section 5 of this notice.

### 2. 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
- c) did not opt out of the class action by the 14 October 2021 deadline.

If you have received this notice in your capacity as a custodian of Brambles shares and do not have legal authority to make decisions in relation to the shares, please forward this notice to the individual shareholders at your earliest convenience, and ideally within five (5) business days of receipt of this notice. If you anticipate any difficulties with this request, you should use the contact details in Section 5 of this notice.

### 3. WHY SHOULD I REGISTER?

A mediation of the Brambles Class Action was held on 24 May 2022. No settlement of the proceeding was agreed between the parties at that mediation.

When a trial of a proceeding is underway, parties to litigation will often engage in negotiations to explore whether the proceeding can resolve by way of a settlement. In most settled class actions, the proceedings are resolved for a lump sum amount that gives the respondent certainty as to the cost of resolving all Group Member claims in the action. Any settlement of a class action needs to be approved by the Court as fair and reasonable and in group members' interests.

For a lump sum settlement of a class action to occur, the Applicants consider that they need to have an understanding of the aggregate value of the claims of all group members who will seek to receive a distribution of settlement money.

In the Brambles Class Action, the identities and claims of all Group Members are not known. While Brambles shares are transacted on the ASX with a share registry, that registry does not provide a high degree of clarity as to Group Member identities and claims, for reasons including because many Group Members hold and transact shares through nominee or custodian entities, who appear on the share registry but do not hold the underlying interest in the shares. Brambles 2016 and 2017 Financial Results disclose that over 80% of the company's shares were held by one of these entities.





The registration of the claims of Group Members who wish to receive any distribution substantially reduces the uncertainty the parties will face in any further settlement discussions held before or during the trial. It also avoids the potential unfairness in returns from a settlement which is struck by reference to the data provided by registered group members being diluted by further registrants who did not provide their data in time to enable it to be considered in the settlement discussions.

It is for this reason that, if the proceeding settles no later than 14 days after the conclusion of the trial (currently scheduled to take place between 8 August 2022 and 8 September 2022), **the Applicants intend to apply to the Court for an order to limit distribution of settlement money to those Group Members who registered their claim prior to 26 July 2022 (Registered Group Members).**

#### **4. WHAT IF I HAVE ALREADY REGISTERED?**

If you have already registered you **do not need to take any steps in relation to this Notice**. You have already registered if you have:

- a) 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; or,
- b) submitted a registration form (online or in hard copy) in response to the First Notice before the 14 October 2021 deadline.

#### **5. WHERE CAN I OBTAIN MORE INFORMATION?**

Copies of relevant documents filed in the Brambles Class Action, including the First Notice, the amended originating 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 contacting either firm, through Omni Bridgeway, on 1800 016 464;
- c) contacting a District Registry of the Federal Court (contact details are available at [www.fedcourt.gov.au](http://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](http://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](mailto:brambles@omnibridgeway.com) or free call 1800 016 464. **You should not delay in making your decision.**



## YOUR OPTIONS

### 6. WHAT ARE MY OPTIONS?

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

1. Register your claim; or
2. Do nothing.

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

#### Option 1 – Register Your Claim

**If you are a Group Member and wish to receive any settlement money arising from a settlement agreed by the parties no later than 14 days after the conclusion of the trial, you should register your claim before 26 July 2022.**

You can do so 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>

Any Group Members who have (1) already entered into a Retainer and Costs Agreement with Maurice Blackburn or Slater and Gordon and/or a funding agreement with Harbour or Omni Bridgeway to participate in the Brambles Class Action (and have provided details of their trading in Brambles shares) or (2) registered their claim pursuant to the First Notice before the 14 October 2021 deadline **need not register again, as they are deemed to have already registered in the Brambles Class Action.**

#### Option 2 – Do Nothing

If you are a Group Member and you choose to do nothing, then you will remain a Group Member and be bound by any judgment or settlement of the Brambles Class Action.

However, if there is a settlement of the Brambles Class Action which is agreed no later than 14 days after the conclusion of the trial, **then you may not be entitled to make a claim for part of that settlement amount but will be bound by the terms of settlement approved by the Court (which may include releases of Brambles from liability for the conduct alleged in the proceeding, including with respect to your claim).**



## **COSTS**

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### **7. WILL I BE LIABLE TO PAY LEGAL COSTS IF I REGISTER MY CLAIM?**

You will **not become liable for any legal costs** simply by registering your claim. 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 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. 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 and any deduction will only occur if the Court approves it. 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.

### **8. WILL I BE LIABLE TO PAY ANY OTHER COSTS IF I REGISTER MY CLAIM?**

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 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.

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. Such an order does not distinguish between the claims of group members who have entered into a Funding Agreement or not.

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 total return to group members may differ depending on which course the court takes,





and is likely to be lower if a common fund order is made than if a funding equalisation order is made.

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 Court may make a common fund order even if you disagree.

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 registering for the Brambles Class Action**



## ANNEXURE B

### GROUP MEMBER REGISTRATION FORM

#### BRAMBLES CLASS ACTION

##### Holly Southernwood & Anor v Brambles Ltd VID 972 of 2018

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](mailto: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	«Contact»	First Name	«ContactFirstNa me»	Middle Name	«ContactMiddle Name»	Last Name	«ContactSuma me»
Company	«ContactCompany»			Position	«ContactPosition»		
Landline Phone	«ContactTelephone»			Mobile Phone	«ContactMobile»		
Email Address	«ContactEmail»						
Mailing Address	«ContactAddress1»						
Suburb	«ContactAddressTown »	State	«ContactSt ateName»	Postcode	«ClientPos tcode»	Country	«ContactA ddressCou ntry»



## 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)	<input type="text" value="«ClientAddress1»"/>						
Suburb	<input type="text" value="«ContactAddressTown»"/>	State	<input type="text" value="«ContactStateName»"/>	Postcode	<input type="text" value="«ClientPostcode»"/>	Country	<input type="text" value="«ContactAddressCountry»"/>

### 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 CHES 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)
«TradeTableNote»			

#### 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)
«TradeTableNote»			

### 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	<input type="text" value="«SigneeName»"/>	Signature	<input type="text"/>
Print Name	<input type="text" value="«SigneeName»"/>	Print Name	<input type="text"/>
Position	<input type="text" value="«SigneePosition»"/>	Position	<input type="text"/>
Date	<input type="text" value="«SignedDate»"/>		





**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**