

17 November 2014

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

GRAINCORP LIMITED (ASX: GNC)
AGM NOTICE OF MEETING AND EXPLANATORY MEMORANDUM

We attach the Notice of Meeting and Explanatory Memorandum for the **GrainCorp Limited Annual General Meeting to be held at 10:00am on Thursday 18 December 2014 at the Pullman Hotel, 36 College Street, Sydney NSW** which were sent to all shareholders today.

Yours sincerely,



GREGORY GREER
Company Secretary

GrainCorp Limited

Level 26, 175 Liverpool Street
Sydney NSW 2000

PO Box A268
Sydney South NSW 1235

T 02 9325 9100
F 02 9325 9180

graincorp.com.au



17 November 2014

Dear Shareholder,

I am pleased to invite you to the Annual General Meeting (**AGM**) of GrainCorp Limited (the **Company** or **GrainCorp**) to be held on **Thursday 18 December 2014**, in **the Ibis Room at the Pullman Hotel, 36 College Street, SYDNEY, NSW, 2010, commencing at 10:00am**. Registration of attendees will commence at 9:00am.

Please find enclosed a Notice of Meeting and Explanatory Memorandum detailing the business to be dealt with at the AGM.

This year's AGM will involve the business of receiving and considering the accounts for the financial year ending 30 September 2014, adopting the Remuneration Report, approving the increase of the Non-executive Directors' Fee pool, considering the election of Non-executive Director, Ms. Rebecca Dee-Bradbury and the re-election of two Non-executive Directors, Ms. Barbara Gibson and Mr. Daniel Mangelsdorf.

The Board recommends that you consider voting by direct vote at the AGM in respect of all proposed resolutions. Direct voting enables shareholders to vote directly on resolutions considered at the meeting without attending the meeting or appointing a proxy. If you are unable to attend the AGM, I encourage you to lodge your vote directly or appoint a proxy to vote on your behalf. You may also lodge your direct vote or appoint a proxy online. If attending, please bring this letter and the voting form with you to facilitate your registration on the day.

The AGM will be webcast live on-line at <http://webcasting.brrmedia.com/broadcast/131605> and will also be recorded to be made available to view on the Company's webpage after the AGM. A copy of the 2014 Annual Report, which provides full details of the Company's activities for the year, is available on the GrainCorp website (www.graincorp.com.au) or by calling the GrainCorp Investor Relations Manager, David Akers on **+61 2 9266 9217**.

Shareholders are strongly encouraged to access all shareholder communications and documents electronically, including dividend statements, annual reports, company announcements and notices of shareholder meetings, rather than receiving hard copies by post. By providing the share registry, Link Market Services Pty Ltd (www.linkmarketservices.com.au), with your email address you will receive notification by email when communications and documents are available for you to access online at www.graincorp.com.au. By doing this, you avoid mailing delays as your documents are sent and received on the due date. It will also result in significant cost reduction for GrainCorp and will reduce the adverse impact on the environment.

Thank you for your continued investment and support.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Don Taylor".

Don Taylor
Chairman

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held:

Venue

The Ibis Room
Pullman Hotel
36 College Street
SYDNEY NSW 2010

Date

Thursday 18 December 2014

Time

10:00am
(Registration will commence from 9:00am)

Business

1 Consideration of Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and Auditor for the year ended 30 September 2014.

(See the Explanatory Notes with regard to a shareholder's right to submit written questions to the Auditor in connection with the Auditor's Report or the conduct of the audit.)

2 Adoption of the Remuneration Report

To consider and, if thought appropriate, pass the following ordinary resolution:

"That the Remuneration Report (which forms part of the Directors' Report) of GrainCorp Limited for the financial year ended 30 September 2014 set out on pages 22 to 44 of the 2014 Annual Report be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

3 Increase to Non-executive Directors' Fee Pool

To consider and, if thought appropriate, pass the following ordinary resolution:

"That for purposes of ASX Listing Rule 10.17, the aggregate fee pool for the Non-executive Directors of GrainCorp Limited be increased to \$2.0 million."

4 Election of Directors

4.1 To consider and, if thought appropriate, pass the following ordinary resolutions:

"That for the purposes of ASX Listing Rule 14.4, article 11.3(a) of the Constitution and for all other purposes, Ms. Barbara Gibson, retiring by rotation, being eligible and offering herself for election, be re-elected as a Director of the Company."

4.2 To consider and, if thought appropriate, pass the following ordinary resolution:

"That for the purposes of ASX Listing Rule 14.4, article 11.3(a) of the Constitution and for all other purposes, Mr. Daniel Mangelsdorf, retiring by rotation, being eligible and offering himself for election, be re-elected as a Director of the Company."

4.3 To consider and, if thought appropriate, pass the following ordinary resolution:

"That for the purposes of ASX Listing Rule 14.4, article 11.3(c) of the Constitution and for all other purposes, Ms. Rebecca Dee-Bradbury, appointed on 29 September 2014, to fill a casual vacancy, being eligible and offering herself for election, be elected as a Director of the Company."

EXPLANATORY NOTES

Item 1 - Financial Statements and Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the Report of the Directors, the Report of the Auditor and the Financial Reports be presented at the AGM. The 2014 Financial Statements have been previously made available to shareholders and can be found on the Company's website (www.graincorp.com.au). Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the AGM on such reports and statements. However, shareholders will be given a reasonable opportunity to raise questions at the AGM with both the Chairman and the Company's Auditor, PricewaterhouseCoopers (**PwC**), with respect to these reports and statements.

In addition to asking questions at the AGM, shareholders may address written questions to the Chairman about the management of the Company. Similarly, a reasonable opportunity will be given to shareholders to ask the Company's Auditor, PwC, questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Shareholders who are unable to attend the AGM or who may prefer to register questions in advance of the AGM are invited to do so by using the form "**Questions From Shareholders**" enclosed with this Notice of Meeting.

Any shareholder who wishes to submit a question to the Company's Auditor on these matters must submit that question in writing to the **Company Secretary, PO Box A268, Sydney South, NSW, 1235 no later than 11 December 2014**, using the form enclosed with this Notice of Meeting titled "**Questions From Shareholders**". The Company will then pass the questions on to the Auditor for consideration.

A list of questions that the Auditor considers relevant to the matters outlined above will be made available to shareholders at the meeting.

A representative of the Company's Auditor will attend the meeting.

Item 2 - Adoption of the Remuneration Report

Resolution to adopt the Remuneration Report

The Remuneration Report for the financial year ended 30 September 2014 is set out on pages 22 to 44 of the Directors' Report within the 2014 Annual Report.

Shareholders entitled to vote at the AGM are entitled to vote on Item 2 being the adoption of the Remuneration Report. In accordance with subsection 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company, however, the board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

A reasonable opportunity will be provided to shareholders at the AGM to ask questions about or comment on the Remuneration Report. Shareholders who are unable to attend the AGM or who may prefer to register questions or comments in advance of the AGM are invited to do so by using the form enclosed with this Notice of Meeting titled "**Questions From Shareholders**".

The 2014 financial year has been a very challenging one for GrainCorp, however our acquisition of the Malt and Oils businesses has supplemented the performance of our cyclical Storage and Logistics business. Performance has delivered on average, "at target" short term incentive (**STI**) payments for Executives. This information is disclosed in the Remuneration Report, along with rationale on short term incentive target setting, measures selected and how outcomes link to shareholder value.

One of the most significant events over the 2014 year was the takeover bid by Archer Daniel Midlands (**ADM**), which led to the Board revising the approach to Executive variable remuneration, specifically suspending operation of the FY14 Long Term Incentive (**LTI**) plan and converting this into STI opportunity. With the subsequent prohibition of ADM from acquiring 100% of shares in GrainCorp (on 29 November 2013), and in line with our advice at our February 2014 AGM, the Board subsequently reverted back to the use of performance rights for FY14 LTI. Detail on the approach taken is contained within the Remuneration Report.

The 2011 allocation of the Long Term Incentive Plan vested at 83% in financial year 2014 for Executives. The Board considers this vesting appropriate given the strong medium to long term performance of GrainCorp and subsequent shareholder returns.

Overall, the Board is pleased that the remuneration framework is delivering a mix of fixed remuneration and variable 'at-risk' pay to reward Executive performance, linked closely to strong outcomes in both short and long term earnings, and returns for shareholders.

Voting exclusions

The Company will disregard any votes on Item 2 by or on behalf of:

- a member of the Key Management Personnel whose Remuneration is disclosed in the Remuneration Report; and
- their closely related parties,

unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy form, or
- by the person chairing the Meeting as a proxy for a person entitled to vote where the proxy expressly authorises the chair to vote as the chair sees fit.

The Remuneration Report identifies GrainCorp's Key Management Personnel for the financial year to 30 September 2014. Their closely related parties are defined in the Corporations Act, and include certain family members, dependants and companies they control.

The Chairman of the meeting intends to vote any undirected proxies in favour of the resolutions in Item 2.

Item 3 – Increase to Non-executive Directors' Fee Pool

Resolution to approve an increase in the Non-executive Directors' aggregate fee pool to \$2.0 million

The Board last reviewed the aggregate fee pool in 2012 and at the AGM held on 16 February 2012 shareholders approved an increase in the fee pool from \$1.0 million to \$1.5 million. The details of the Non-executive Directors' current fee arrangements are set out in the Remuneration Report.

The Board now considers it appropriate to increase the annual fee cap by \$500,000 to \$2.0 million to take account of:

- the Board actively seeking to appoint an additional Non-executive Director before 30 September 2015 to provide additional skills and expertise;
- an increase in Non-executive Directors' fees in line with the policy to pay between the median of the market and the 75th percentile;
- the need to enable incremental increases as required over time; and/or
- for the purposes of succession, if a Non-executive Director is appointed before another retires.

No securities have been issued to the Company's Non-executive Directors under ASX Listing Rules 10.11 or 10.14 at any time within the preceding three years.

Directors' Recommendation

As a result of the interests of the Non-executive Directors in this item, the Board as a whole makes no recommendation in respect of this Item 3.

Voting exclusions

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Item 3 by any Director or their associates. As required by the Corporations Act, no member of the Company's Key Management Personnel, or a closely related party of any such member may vote as a proxy on Item 3.

However, the Company need not disregard a vote, if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- for the purposes of the Corporations Act, it is cast by the Chairman of the meeting as proxy where the proxy expressly authorises the Chairman to vote on the proposed resolution in Item 3 even though that resolution is connected with the remuneration of members of the Company's Key Management Personnel.

The Chairman intends to vote any undirected proxies in favour of the resolution in Item 3.

Item 4 – Election of Directors

In accordance with the three year rotation cycle under ASX Listing Rule 14.4 and article 11.3(a) of the Constitution, Ms. Barbara Gibson and Mr. Daniel Mangelsdorf are scheduled to retire at this AGM.

In accordance with the casual vacancy rule and ASX Listing Rule 14.4 and article 11.2(b) of the Constitution, Ms. Rebecca Dee-Bradbury is scheduled to retire at this AGM.

The Board has conducted an assessment of the performance of these Directors, without them being present, and the People, Remuneration and Nominations Committee of the Board has reviewed the skills, knowledge, experience and diversity represented on the Board.

The Board recommends to shareholders the re-election and election, respectively, of:

- (a) Ms. Barbara Gibson,
- (b) Mr. Daniel Mangelsdorf, and
- (c) Ms. Rebecca Dee-Bradbury,

as Non-executive Directors of the Company. The following are profiles of each of the Directors:

Barbara J Gibson BSc, MAICD, FTSE Non-executive Director

Barbara Gibson joined the GrainCorp Board in March 2011. Ms. Gibson is Chairman of the Safety Health Environment and Governance Committee and is a member of the Business Risk Committee. Ms. Gibson is an experienced executive having spent 20 years with Orica Limited. She is a fellow of the Australian Academy of Technological Sciences and Engineering and is a Director of Nuplex Industries Limited and Chairman of Warakirri Asset Management Pty Limited.

Daniel J Mangelsdorf BAgEc(Hons), FAICD Non-executive Director

Daniel Mangelsdorf joined the GrainCorp Board in February 2005. Mr. Mangelsdorf is Chairman of the Business Risk Committee and a member of the Board Audit Committee. Mr. Mangelsdorf owns and operates farming interests in NSW, and is an experienced company director with agricultural, supply chain, international trade and risk management expertise. He is also Chairman of Warakirri Agricultural Trust.

Rebecca Dee-Bradbury BBus, GAICD Non-executive Director

Rebecca Dee-Bradbury joined the GrainCorp Board in September 2014. Ms. Dee-Bradbury is also a Director of TOWER Limited and BlueScope Steel Limited. Ms. Dee-Bradbury was previously Chief Executive Officer/President Developed Markets Asia Pacific and ANZ for Mondelez from 2010 to 2014.

Directors' Recommendation

The Board (in each case with the relevant Directors abstaining) recommends that shareholders vote in favour of the resolutions in Item 4.

The Chairman of the meeting intends to vote any undirected proxies in favour of the resolutions in Item 4.

How to Vote

Direct voting

Shareholders are able to vote on resolutions directly by marking Section A of the Shareholder Voting Form.

If you mark Section A then you are voting your shares directly and you do not need to appoint a third party such as a proxy to act on your behalf. Shareholders who wish to vote their shares directly should mark either the "for" or "against" boxes next to each item of their Shareholder Voting Form. Do not mark the "abstain" box.

If you complete both Section A and Section B, Section B is deemed to be the chosen method and the person named will be your proxy, or if no person is named, the Chairman of the Meeting will be appointed as your proxy. If you mark the "abstain" box or no direction is given for an item, no vote will be recorded for that item.

By submitting a direct vote, you agree to be bound by the Direct Voting Regulations adopted by the Board (a copy of which is available on the Company's website).

When lodging your direct vote, you may specify the number of your shares to be voted on any resolution by inserting the proportion or number of shares. If you do not specify a proportion or number of shares, the instructions provided will apply to all of your shares.

If you cast a direct vote, you are still entitled to attend the meeting. However, if you attend the meeting, your direct vote will be valid unless revoked at the meeting.

Proxy

You can appoint one or two persons to attend as your proxy if you are unable to attend the AGM or cast a direct vote. When completing the proxy form, please note:

Appointment of proxy

Insert the name of the person you wish to appoint as your proxy. Your proxy need not be a shareholder of the Company. If you submit the form but do not name a proxy, or the person you have appointed does not attend, the Chairman of the AGM will act as your proxy.

Number of proxies and proportion of votes per proxy

As a shareholder entitled to attend and vote, you are entitled to appoint one or two proxies to attend and vote in your place. If you wish to appoint a second proxy, you should complete a second proxy form (which will be supplied upon request). If you appoint two proxies, you may specify the proportion or number of your votes which each proxy may exercise. If no proportion or number is specified, each proxy may exercise half of your votes.

Directing your proxy how to vote

You can direct your proxy how to vote by marking the “for”, “against” or “abstain” boxes on the proxy form. If you have appointed someone other than the Chairman as your proxy and you do not direct them how to vote, that person may vote, or abstain from voting, at their discretion.

No direction

As disclosed in the relevant explanatory note to each Item, if the person chairing the meeting is appointed as your proxy and you do not specifically direct how your proxy is to vote on a resolution, then the person chairing the meeting intends to vote in favour of each resolution, including Items 2 and 3 even though these resolutions are connected directly or indirectly with the remuneration of members of the Company’s Key Management Personnel. If you appoint as your proxy any other Key Management Personnel or any of their closely related parties and you do not direct them how to vote on Items 2 or 3, your proxy will not be entitled to vote on that item.

Deadline for receipt of Voting Forms

To be effective, completed Voting Forms must be lodged using the reply paid envelope, by posting or facsimile to GrainCorp’s share registry at:

GrainCorp Limited

c/- **Link Market Services Limited**

Locked Bag A14,
Sydney South NSW 1235

Facsimile: (02) 9287 0309

OR

delivering in person to **Link Market Services Limited** at Level 12, 680 George Street, SYDNEY NSW 2000,

OR

On-line at www.linkmarketservices.com.au, going to the voting page and following the prompts and instructions. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the proxy form.

Your Voting Form must be received by no later than 10am on Tuesday 16 December 2014. The Chairman’s decision as to whether a direct vote or proxy is valid is conclusive.

Eligibility to vote

You will be eligible to vote at the AGM if you are registered as a holder of GrainCorp shares at 10:00am (Sydney time) on Tuesday 16 December 2014.

By order of the Board



Gregory Greer
Company Secretary

17 November 2014



GrainCorp Limited
ABN 60 057 186 035

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:
GrainCorp Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 883 034

VOTING FORM

STEP 1 Please mark either **Box A** or **Box B**

I/We being a member(s) of GrainCorp Limited and entitled to attend and vote hereby:

<p>A VOTE DIRECTLY</p> <p><input type="checkbox"/> elect to lodge my/our vote(s) directly (mark box)</p> <p>i in relation to the Annual General Meeting of the Company to be held at 10:00am on Thursday, 18 December 2014, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.</p>	<p>OR</p>	<p>B APPOINT A PROXY</p> <p><input type="checkbox"/> the Chairman of the Meeting (mark box) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below.</p> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div> <p>Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at 10:00am on Thursday, 18 December 2014 at Pullman Hotel (Ibis Room), 36 College Street, Sydney NSW 2010 (the Meeting) and at any postponement or adjournment of the Meeting.</p> <p>I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.</p>
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The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business. Voting Directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2 **VOTING DIRECTIONS**

		Proxy Only		Proxy Only		
	For	Against	Abstain*	For	Against	Abstain*
Resolution 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
Resolution 3 Increase to Non-executive Directors' Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
Resolution 4.1 Re-election of Director - Ms. Barbara Gibson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
Resolution 4.2 Re-election of Director - Mr. Daniel Mangelsdorf	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
Resolution 4.3 Election of Director - Ms. Rebecca Dee-Bradbury	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

i * If you are voting under Box B and mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 **SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED**

<p>Shareholder 1 (Individual)</p> <div style="border: 1px solid black; height: 25px; width: 100%; margin-top: 5px;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Joint Shareholder 2 (Individual)</p> <div style="border: 1px solid black; height: 25px; width: 100%; margin-top: 5px;"></div> <p>Director/Company Secretary (Delete one)</p>	<p>Joint Shareholder 3 (Individual)</p> <div style="border: 1px solid black; height: 25px; width: 100%; margin-top: 5px;"></div> <p>Director</p>
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This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

GNC PRX404R



HOW TO COMPLETE THIS VOTING FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Voting under Box A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

Voting under Box B - Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Box B. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Box B. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 16 December 2014**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



by mail:

GrainCorp Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



by mobile device:

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be down-loaded for free on your mobile device.

QR Code



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.