



18 December 2015

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

Dear Sir/Madam,

**GrainCorp Limited (ASX: GNC)**

**Annual General Meeting for the Financial Year ended 30 September 2015**

**Results of Meeting**

In accordance with ASX Listing Rule 3.13.2 and Section 251AA(2) of the Corporations Act, GrainCorp Limited advises the details of the resolutions, the proxies received and the outcome of voting in respect of each resolution put to the Annual General Meeting held today as detailed in the attached summary.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Gregory Greer", is written over a faint, light-colored signature line.

Gregory Greer  
Company Secretary

**GrainCorp Limited**

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Sydney NSW 2000

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ANNUAL GENERAL MEETING  
Friday, 18 December, 2015

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution  | Manner in which the securityholder directed the proxy vote<br>(as at proxy close): |                         |                               |                         | Direct vote<br>(as at proxy close): |                | Manner in which votes were cast in person or by<br>proxy on a poll (where applicable) |                |                   |
|---|--|-------------------------|-------------------------------|-------------------------|-------------------------------------|----------------|---|----------------|-------------------|
|   | Votes<br><i>For</i>  | Votes<br><i>Against</i> | Votes<br><i>Discretionary</i> | Votes<br><i>Abstain</i> | <i>For</i>                          | <i>Against</i> | <i>For</i>  | <i>Against</i> | <i>Abstain **</i> |
| 2 ADOPTION OF REMUNERATION REPORT                           | 79,222,004   | 27,397,121              | 472,887                       | 6,596,203               | 58,027,942                          | 7,307,313      | 137,781,441   | 34,727,443     | 6,704,303         |
| 3.1 RE-ELECTION OF DIRECTOR MR DON TAYLOR                   | 111,910,612  | 574,403                 | 469,019                       | 308,735                 | 65,639,057                          | 124,980        | 178,450,222   | 701,120        | 308,735           |
| 3.2 RE-ELECTION OF DIRECTOR MR DONALD MCGAUCHIE             | 111,718,948  | 765,420                 | 469,666                       | 308,735                 | 65,587,712                          | 176,325        | 178,191,115   | 941,745        | 327,217           |
| 3.3 ELECTION OF DIRECTOR MR PETER RICHARDS                  | 92,012,467   | 20,458,085              | 475,253                       | 318,793                 | 55,642,856                          | 10,118,817     | 148,355,768   | 30,780,493     | 323,281           |
| 4 GRANT OF PERFORMANCE RIGHTS TO MD & CEO MR MARK PALMQUIST | 111,691,118  | 392,123                 | 524,848                       | 582,017                 | 65,167,067                          | 501,775        | 177,560,531   | 907,854        | 582,017           |

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item