



Company announcement

GrainCorp Limited ABN 60 057 186 035

Date: 31 August, 2012

To: The Manager
Announcements
Company announcements office

GRAINCORP LIMITED (GNC)

Please see the attached announcement in relation to the successful completion of the Institutional Entitlement Offer.

Yours sincerely,

Andrew Horne
Company Secretary



News Release

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31 August 2012

GrainCorp successfully completes Institutional Entitlement Offer

GrainCorp Limited ("GrainCorp") today announced the successful close of the institutional component of its fully underwritten 1-for-11 pro-rata accelerated renounceable entitlement offer ("Entitlement Offer") at an offer price of \$8.80 per new share ("Offer Price").

- **Institutional Entitlement Offer successfully closed to raise approximately \$107 million**
- **Approximately 96% take-up by eligible institutional shareholders**
- **Balance of Institutional Entitlement Offer cleared in bookbuild at \$9.20 per New Share, which represents a 4.5% premium to the Offer Price**
- **Institutional shareholders that have not taken up their Entitlements to receive \$0.40 per Entitlement**
- **Retail Entitlement Offer opens on 6 September 2012**

The close of the institutional component of the Entitlement Offer ("Institutional Entitlement Offer") represents the first stage of GrainCorp's \$159 million equity raising, announced on 28 August 2012.

The Institutional Entitlement Offer has raised gross proceeds of approximately \$107 million (subject to final shareholding reconciliations).

GrainCorp's eligible institutional shareholders took up approximately 96% of the New Shares available to them as part of the Institutional Entitlement Offer.

Approximately 1.2 million New Shares including those attributable to ineligible institutional shareholders were available for the institutional shortfall bookbuild, which was conducted on 30 August 2012. The bookbuild clearing price was \$9.20 per New Share, which represents a 4.5% premium to the Offer Price.

Institutional shareholders who did not take up all of their entitlements, or who were ineligible to take up their entitlements under the Institutional Entitlement Offer, will receive \$0.40 (less any applicable withholding tax) for each New Share not taken up.

New Shares taken up under the Institutional Entitlement Offer and the bookbuild for the institutional shortfall and for ineligible shareholders are expected to be issued on 11 September 2012 and commence trading on the ASX on the same day.

Retail Entitlement Offer

The retail component of the Entitlement Offer ("Retail Entitlement Offer") will raise approximately \$52 million. The Retail Entitlement Offer will open on 6 September and close at 5:00pm Sydney time on 21 September 2012.

Eligible retail shareholders will be able to subscribe for 1 New Share for every 11 GrainCorp shares held at 7:00pm Sydney time, on 3 September 2012, at the same \$8.80 Offer Price as the Institutional Entitlement Offer.

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New Shares which are not taken up by eligible retail shareholders and those attributable to ineligible retail shareholders, will be sold through the retail shortfall bookbuild on 26 September 2012. Any proceeds in excess of the Offer Price will be remitted proportionally to those holders (less any applicable withholding tax). Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Offer Booklet that will be dispatched on 6 September 2012. To apply for New Shares, eligible retail shareholders will need to complete and submit the personalised Entitlement and Acceptance Form that will accompany the Retail Offer Booklet.

GrainCorp's shares are expected to resume trading on ASX on 31 August 2012 on an ex-entitlement basis.

Summary of key dates

The indicative key dates for the Entitlement Offer are as follows:

Record date under the Entitlement Offer	7:00pm (Sydney time) 3 September 2012
Retail Entitlement Offer opens	6 September 2012
Dispatch of Retail Offer booklet and Entitlement and Acceptance Form	6 September 2012
Retail Entitlement Offer closes	5.00pm (Sydney time) 21 September 2012
Retail Bookbuild	26 September 2012
Settlement of the Retail Entitlement Offer and Retail Bookbuild	4 October 2012
New shares allotted under the Retail Entitlement Offer and Retail Bookbuild	5 October 2012
New retail shares commence trading on ASX	8 October 2012
Despatch of Holding statement and retail cash return dispatched (if any)	12 October 2012

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This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. Neither the entitlements nor the new shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not, directly or indirectly, be taken up by, and the new shares may not be offered or sold to, any person in the United States, unless they have been registered under the U.S. Securities Act, or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws.

Investors should be aware that certain financial data included in this announcement are "non-GAAP financial measures" under Regulation G of the U.S. Securities Exchange Act of 1934. These measures include "EBITDA" and "NPAT". The disclosure of such non-GAAP financial measures in the manner included in the release may not be permissible in a registration statement under the U.S. Securities Act. Such non-GAAP financial measures do not have a standardized meaning prescribed by Australian Accounting Standards and therefore may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Although GrainCorp believes these non-GAAP financial measures provide useful information to users in measuring the financial performance and condition of its business, investors are cautioned not to place undue reliance on any non-GAAP financial measures included in this release.

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