



2 October 2012.

Ms Emma Badhni
Senior Adviser – Issuers
ASX Limited
Level 6, 20 Bridge Street
Sydney, NSW 2000 AUSTRALIA
emma.badhni@asx.com.au

Dear Emma,

GrainCorp Limited (ASX: GNC)
Notice under section 708A(5)(e) of the Corporations Act

This notice is given by GrainCorp Limited (ASX: GNC) (the **Company**) under section **708A(5)(e)** of the *Corporations Act 2001* (Cth) (the **Corporations Act**).

The Company advises as follows:

- (a) further to the announcement made by the Company on 28 August 2012 regarding execution of an agreement to acquire the Gardner Smith Group, the company today issued 11,899,710 GNC Shares to 21 of the vendors under the sale agreement, as part of the consideration under the agreement, at an issue price of \$9.79 per GNC Share;
- (b) the Company will issue the GNC Shares without disclosure under Part 6D.2 of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they relate to the Company; and
 - (ii) section 674 of the Corporations Act; and
- (d) as at the date of this notice, there is no “excluded information” which is required to be set out in this notice pursuant to section 708A(7) or s708A(8) of the Corporations Act.

Yours sincerely,

Andrew Horne
Company Secretary