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Date 29 November 2013

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To Company Announcements Platform
Australian Securities Exchange Limited
Fax 1300 135 638

Dear Sir/Madam

Takeover bid by ADM Australia Holdings II Pty Limited for GrainCorp Limited

We act for ADM Australia Holdings II Pty Limited ACN 158 556 686 (**ADM Australia**), a wholly-owned indirect subsidiary of Archer-Daniels-Midland Company.

We **attach** a notice that the FIRB condition set out in section 12.8(a) of the bidder's statement dated 24 June 2013 issued by ADM Australia in respect of ADM Australia's takeover offer for all the ordinary shares in GrainCorp is not capable of being satisfied.

Yours faithfully
Corrs Chambers Westgarth

ADM Australia Holdings II Pty Limited
ACN 158 556 686

Notice that FIRB condition not satisfied

To: ASX Limited; and
GrainCorp Limited ACN 057 186 035 (**GrainCorp**).

Archer-Daniels-Midland Company (**ADM**) notes the announcement today by the Federal Treasurer, the Honourable Joe Hockey, that he has made an order under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) prohibiting the proposed acquisition by ADM of 100 per cent of the shareholding in GrainCorp.

Accordingly, ADM Australia Holdings II Pty Limited ACN 158 556 686 (**ADM Australia**), a wholly owned subsidiary of ADM, gives notice that the FIRB condition set out in section 12.8(a) of the bidder's statement dated 24 June 2013 (**Bidder's Statement**) issued by ADM Australia in respect of ADM Australia's takeover offer (**Offer**) for all the ordinary shares in GrainCorp, is not capable of being satisfied.

Any acceptances that ADM Australia has received to date under the Offer will not be processed.

ADM Australia's Offer currently remains on foot but ADM Australia has made an application to the Australian Investments and Securities Commission for consent to withdraw its Offer under section 652B of the *Corporations Act 2001* (Cth).

In the meantime, in accordance with section 12.5(a) of the Bidder's Statement, as the FIRB condition has not been fulfilled, those GrainCorp shareholders who have accepted the Offer may withdraw their acceptance by:

- telephoning the ADM Australia Offer Information Line on 1800 828 558 (toll-free for callers within Australia) or +61 2 8767 1010 (for callers from outside Australia);
- emailing takeover@linkmarketservices.com.au; or
- giving written notice by mail to the following address:

  Link Market Services Limited
  GrainCorp Limited Takeover
  Locked Bag A14
  Sydney South NSW 1235

Alternatively, for any acceptances of shares in a CHESS Holding, GrainCorp shareholders should contact their broker to withdraw the acceptance.

If a GrainCorp shareholder withdraws their acceptance then ADM Australia will:

- return to the GrainCorp shareholder any documents that were sent by the GrainCorp shareholder to ADM Australia with the acceptance of the Offer; and

- if the GrainCorp shareholder's shares are in a CHESS Holding, transmit a Valid Message that authorises the release of the relevant shares from the Offer Accepted Subpositions in which the shares have been reserved in accordance with Rule 14.16.3 or 14.16.5 of the ASX Settlement Operating Rules (as appropriate).

GrainCorp shareholders who wish to withdraw their acceptances and would like further information should contact their legal, financial or other professional adviser or telephone the ADM Australia Offer Information Line on 1800 828 558 (toll-free for callers within Australia) or +61 2 8767 1010 (for callers from outside Australia).

Date: 29 November 2013