

24 January 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 10am on Tuesday 25 February 2014 at the Pullman Hotel, 36 College Street, Sydney NSW** which were sent to all shareholders today.

Yours sincerely,



ANDREW HORNE
Company Secretary

GrainCorp Limited

Level 26, 175 Liverpool Street
Sydney NSW 2000

PO Box A268
Sydney South NSW 1235

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24 January 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 **Tuesday 25 February 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 2013, adopting the Remuneration Report and the re-election of two Non-executive Directors, Mr Peter Housden and Mr Simon Tregoning.

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://www.brrmedia.com/event/119664> and will also be recorded to be made available to view on the Company's webpage after the AGM. A copy of the 2013 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

Don Taylor
Executive 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

Tuesday 25 February 2014

Time

10am
(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 2013.

(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 2013 set out on pages 21 to 47 of the 2013 Annual Report be adopted."

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

3 Election of Directors

3.1 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, Mr Peter Housden, retiring by rotation, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

3.2 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 Simon Tregoning, retiring by rotation, being eligible and offering himself for election, be re-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 2013 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 18 February 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 2013 is set out on pages 21 to 47 of the 2013 Annual Report.

Shareholders entitled to vote at the AGM are entitled to vote on the adoption of the Remuneration Report set out in the Report of the Directors. In accordance with Section 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 to ask questions about or to make comments on the Remuneration Report at the AGM. 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 enclosed with this Notice of Meeting titled "**Questions From Shareholders**".

Financial year 2013 has been another strong year of performance by the Company. The creation of GrainCorp Oils by way of the acquisition of the Gardner Smith and Integro Foods businesses has strengthened the benefits of being a more diversified business with earnings streams from Malt, Oils and Marketing supplementing our more cyclical Storage & Logistics business. The Company's strong performance has delivered on average, "at target or above" short term incentive payments for Executives which are disclosed

in the 2013 Remuneration Report, along with information on short term incentive target setting and how the outcomes link to shareholder value.

The 2013 Remuneration Report provides further detail on the performance of the Deferred Equity Plan (“DEP”) and Long Term Incentive Plan (“LTI”) introduced in 2010, which fully vested in financial year 2013 for Executives. The Board considers the vesting appropriate given the strong medium to long term performance of GrainCorp and subsequent shareholder returns.

Following the rejection of the bid by Archer Daniels Midland (“ADM”) for all the shares in GrainCorp by the Federal Treasurer on 29 November 2013, the Board is now considering reverting to substantially a similar arrangement for the Executive DEP and LTI Plans, as was in place in financial year 2012 prior to the initial ADM approach. This includes reviewing whether to convert the short term incentive opportunity back to LTI for financial year 2014. Any changes to these plans for 2014 will be reported in the 2014 Remuneration Report.

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 in 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 2013. 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 – 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, Messrs Peter Housden and Simon Tregoning are scheduled to retire at this AGM.

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

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

- (a) Mr Peter Housden, and
- (b) Mr Simon Tregoning

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

Peter J Housden BCom, FCPA, FAICD Non-executive Director

Peter Housden joined the GrainCorp Board in October 2008. Mr Housden is Chairman of the Board Audit Committee and is currently Chairman of Royal Wolf Holdings Limited and a Director of Alliance Aviation Services Limited and Calibre Group Limited. Mr Housden is a member of the Audit & Risk Management Committee for the Central Coast Area Health District in NSW and Chairman of the Audit and Risk Committee for Sydney Trains (NSW Government). He has extensive experience acting on public company boards.

Simon L Tregoning BCom Non-executive Director

Simon Tregoning joined the GrainCorp Board in December 2008. Mr Tregoning is a member of the Board Audit Committee and member of the Nominations and Corporate Governance Committee. He is currently a Director of Capilano Honey Limited. As well as having extensive overseas executive experience, Mr Tregoning is an experienced Australian public company director.

Directors' Recommendation

The Board (in each case with the relevant Directors abstaining) recommends that shareholders vote in favour of the resolutions in Item 3.

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

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.

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 Item 2 even though that resolution is 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 Item 2, 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 Sunday 23 February 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 Sunday 23 February 2014.

By order of the Board



Andrew Horne
Company Secretary

24 January 2014