

11 February 2021

The Manager, Companies
Australian Securities Exchange
Companies Announcement Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

2021 Annual General Meeting – Results of Meeting

The outcome of each of the resolutions conducted at GrainCorp Limited’s Annual General Meeting held on Thursday, 11 February 2021 are as follows:

| ITEM | RESOLUTION | OUTCOME |
|------|--|----------------------------------|
| 2 | That the Remuneration Report (which forms part of the Directors’ Report) of the Company for the financial year ended 30 September 2020 set out on pages 34 to 52 (inclusive) of the 2020 Annual Report be adopted. | Passed as an ordinary resolution |
| 3 | That, for the purposes of ASX Listing Rule 14.4, article 11.3(a) of the constitution of the Company and for all other purposes, Mr Daniel Mangelsdorf, retiring by rotation at the conclusion of the AGM, being eligible and offering himself for re-election, be re-elected as a Director of the Company. | Passed as an ordinary resolution |
| 4a | That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of 282,738 performance rights under the GrainCorp Limited Long Term Incentive Plan to the MD and CEO of the Company, Mr Robert Spurway, in respect of the FY20 Long Term Incentive grant in the manner and on the terms and conditions set out in the Explanatory Notes to this Notice of Meeting. | Passed as an ordinary resolution |
| 4b | That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of 239,259 performance rights under the GrainCorp Limited Long Term Incentive Plan to the MD and CEO of the Company, Mr Robert Spurway, in respect of the FY21 Long Term Incentive grant in the manner and on the terms and conditions set out in the Explanatory Notes to this Notice of Meeting. | Passed as an ordinary resolution |

All resolutions put to the AGM were decided by way of a poll. In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), the total number of proxies received, the total number of votes cast on each poll, and the manner in which each of these votes were cast, are included in the attached document.

Yours faithfully,
GrainCorp Limited



Annerly Squires
Company Secretary

ANNUAL GENERAL MEETING
Thursday, 11 February, 2021

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 Voted on at the meeting | | | Proxy Votes (as at proxy close) | | | | Direct vote (as at proxy close): | | Poll (Manner in which votes were cast in person or by proxy on a poll (where applicable) on a poll at the meeting) | | | Result |
|------------------------------------|--|---------------|---------------------------------|--------------------|----------------------------|---------|----------------------------------|--------------------|--|--------------------|------------|---------|
| No | Short Description | Strike Y/N/NA | For | Against | Discretionary (open votes) | Abstain | For | Against | For | Against | Abstain ** | |
| 2 | ADOPTION OF REMUNERATION REPORT | N | 148,209,158 96.86% | 1,839,293 1.20% | 327,366 0.21% | 603,831 | 436,726 0.29% | 2,195,539 1.43% | 148,912,286 97.36% | 4,035,021 2.64% | 603,831 | Carried |
| 3 | RE-ELECTION OF DIRECTOR- MR DANIEL MANGELSDORF | NA | 147,295,125 96.28% | 2,730,242 1.78% | 340,434 0.22% | 660,740 | 2,494,055 1.63% | 134,013 0.09% | 150,007,580 98.04% | 3,002,773 1.96% | 660,740 | Carried |
| 4A | FY20 LONG TERM INCENTIVE GRANT OF PERFORMANCE RIGHTS TO THE MD AND CEO | NA | 148,988,754 97.37% | 1,048,112 0.68% | 326,736 0.21% | 634,006 | 2,056,914 1.34% | 597,198 0.39% | 151,380,699 98.92% | 1,645,499 1.08% | 634,006 | Carried |
| 4B | FY21 LONG TERM INCENTIVE GRANT OF PERFORMANCE RIGHTS TO THE MD AND CEO | NA | 148,936,605 97.33% | 1,099,795 0.72% | 329,112 0.22% | 631,956 | 2,061,623 1.35% | 592,629 0.39% | 151,335,635 98.89% | 1,692,613 1.11% | 631,956 | Carried |

** - 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