

19 December 2018

The Manager  
Company Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

**Via Market Announcements Platform**

Dear Sir/Madam,

**GrainCorp Limited (ASX: GNC)**

**Letter to Shareholders**

Please find attached a Letter to Shareholders which will be sent to shareholders this week.

Yours faithfully,

**GrainCorp Limited**



Gregory Greer  
Company Secretary

19 December 2018

Dear Shareholder,

On behalf of your Board of Directors, I write to update you on our ongoing engagement with Long-Term Asset Partners Pty Ltd (LTAP) in relation to LTAP's indicative, non-binding proposal to acquire 100% of the shares in GrainCorp for a cash consideration of \$10.42 per share by way of a Scheme of Arrangement.

GrainCorp is providing LTAP due diligence under the terms of confidentiality to enable LTAP to determine whether LTAP and its financiers can put forward a more certain proposal. The LTAP proposal at this stage is not sufficiently certain or in a form which would allow the Board to make a recommendation to shareholders.

I want to emphasise that the Board's focus is on maximising value for all shareholders. We will consider the merits of any final LTAP proposal carefully to determine whether it is in the best interests of shareholders. Accordingly, we are seeking additional information from LTAP on its longer-term financing plan and intentions.

At this stage, there is no certainty that our engagement with LTAP will result in a binding proposal for GrainCorp, what the terms of any such proposal would be, or whether it would be recommended by the GrainCorp Board.

The LTAP proposal is just one of several potential strategic initiatives under evaluation as part of our ongoing review of GrainCorp's portfolio of assets. This review is considering a wide range of potential value creation strategies, including options for maximising the value of our malting, bulk liquid storage and our grains storage and logistics assets.

GrainCorp has a portfolio of high-quality assets and businesses and our review has highlighted that these are clearly of interest in Australia and abroad. It is the Board's intention to give detailed consideration to the full range of opportunities open to us, so we can advise shareholders on the best way forward. We anticipate sharing with you the results of our review at or before the forthcoming Annual General Meeting on 20 February 2019.

On behalf of the GrainCorp Board, I thank you for your continued support.

Yours sincerely,



**Graham Bradley AM**  
Chairman

GrainCorp Limited (ASX:GNC)

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