



**For Immediate Release**

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**Viterra Announces Record Annual Financial Performance,  
Fourth Quarter Results and a Dividend Increase**

Viterra Inc. (“Viterra”) today announced record financial results for the year ended October 31, 2011 due to strong contributions from its agri-products operations, higher volumes for the Australian grain handling and marketing operations, and a solid performance from the processing operations. For the year ended October 31, 2011, Viterra generated EBITDA of \$702 million, a 36% increase over the prior year, as all three business segments increased sales revenue and gross profit contributions relative to fiscal 2010. Agri-products’ EBITDA increased 59% on strong fertilizer volumes and pricing. Fertilizer margins averaged \$133.53 per tonne for fiscal 2011 compared to \$97.36 per tonne in the prior year. Grain Handling and Marketing’s EBITDA rose 28% due to record grain receipts and shipments in Australia and strong results from North American Grain. The consolidated global pipeline margin for fiscal 2011 increased to \$37.11 per tonne compared to \$32.83 per tonne in fiscal 2010. Processing’s EBITDA increased 19%, reflecting the new pasta and oat businesses acquired in the latter half of fiscal 2010 and a combined food processing margin of \$116.94 per tonne versus \$101.85 per tonne last year.

| Financial Highlights<br><i>(in thousands - except per share items)</i> | Twelve Months<br>ended October 31, |              | Better<br>(Worse) | Three Months<br>ended October 31, |              | Better<br>(Worse) |
|--|------------------------------------|--------------|-------------------|-----------------------------------|--------------|-------------------|
|  | 2011                               | 2010         |                   | 2011                              | 2010         |                   |
| Sales and other operating revenues                                     | \$ 11,790,458                      | \$ 8,256,280 | \$ 3,534,178      | \$ 3,064,000                      | \$ 1,951,692 | \$ 1,112,308      |
| Gross profit and net operating revenues                                | 1,548,319                          | 1,258,567    | 289,752           | 326,685                           | 319,911      | 6,774             |
| EBITDA <sup>1</sup>  | 701,906                            | 517,583      | 184,323           | 110,578                           | 137,958      | (27,380)          |
| Net earnings   | 265,409                            | 145,272      | 120,137           | 9,462                             | 52,671       | (43,209)          |
| Earnings per share   | \$ 0.71                            | \$ 0.39      | \$ 0.32           | \$ 0.03                           | \$ 0.14      | \$ (0.11)         |
| Operating cash flow prior to working capital changes <sup>1</sup>      | 497,156                            | 361,249      | 135,907           | 70,209                            | 88,020       | (17,811)          |
| Per share  | \$ 1.34                            | \$ 0.97      | \$ 0.37           | \$ 0.19                           | \$ 0.24      | \$ (0.05)         |
| Free cash flow (loss) <sup>1</sup>                                     | 264,810                            | 239,421      | 25,389            | (26,879)                          | 50,554       | (77,433)          |

<sup>1</sup> See Non-GAAP Measures at the end of this news release.

Viterra’s net earnings for the year rose 83% to \$265 million compared to \$145 million in fiscal 2010 while earnings per share increased to \$0.71 from \$0.39. Operating cash flow prior to working capital changes increased 38% to \$497 million for the year ended October 31, 2011 reflecting higher EBITDA and lower cash financing costs offset in part by higher current income taxes. Free cash flow increased 11% to \$265 million as the Company invested in growth capital projects during the year including a new malt facility in Australia and a new canola crush plant in China.

“The past year was very strong for Viterra as we demonstrated the value of our global reach, influence and expertise to deliver record financial results in a challenging economic environment,” said Mayo Schmidt, Viterra’s President and CEO. “Looking forward, we are optimistic as strong long-term global demand fundamentals continue to support the agricultural industry. While the current economic environment is challenging, Viterra has an enviable

position in this global market, a vertically integrated business model, excellent assets in key growing regions, and an efficient global marketing network all supported by a strong liquidity position. We are focused on improving our return on assets to drive earnings per share performance and our results demonstrate this. Given the confidence in our business model and strategy to generate future earnings, we have increased our dividend by 50 percent.”

### **Increase in Semi-Annual Dividend**

Today the Board of Directors approved a 50% increase in Viterra’s dividend rate to fifteen cents per share Canadian (C\$0.15) per year compared to the previous rate of ten cents per share (C\$0.10). In conjunction with this new dividend rate, the Board declared the first semi-annual cash dividend for the year of seven and a half cents per share Canadian (C\$0.075) payable February 22, 2012 to shareholders of record on January 30, 2012. The Board will continue to review the dividend semi-annually, taking into account the Company’s cash flow, earnings, financial position and other relevant factors.

The dividend payment applies to holders of Viterra common shares, which trade on the Toronto Stock Exchange under the symbol VT, and to holders of its CHESSE depository instruments (CDIs), which trade on the Australian Securities Exchange under the symbol VTA. Each CDI confers a beneficial interest in one common share. Therefore, CDI holders are entitled to a dividend calculated on the same basis as the holders of Viterra’s common shares.

Payments to Canadian shareholders will be made in Canadian dollars, while payments to non-resident shareholders will be made in U.S. dollars at the “noon rate in Canada (Eastern Standard Time)” prevailing on the record date. For CDI holders, payments will be made in Australian dollars at the “noon rate in Canada (Eastern Standard Time)” prevailing on the record date.

Shareholders are advised that the dividend is an eligible dividend for Canadian Income tax purposes.

### **Fourth Quarter Results**

For the three months ended October 31, 2011, Viterra generated \$3.1 billion in sales and other operating revenues representing an increase of \$1.1 billion or 57% from the fourth quarter of fiscal 2010. The increase was primarily attributable to higher commodity prices, which increased Grain Handling and Marketing’s revenues. Revenues from Agri-products also increased due to favourable weather in Western Canada that resulted in a successful fall fertilizer application season. Both fertilizer volumes and pricing increased in the fourth quarter of fiscal 2011 compared to the same period last year.

Gross profit contributions for the fourth quarter totalled \$327 million, a slight increase from \$320 million a year earlier. Strong fertilizer sales volumes and pricing increased quarterly gross profit \$33 million year-over-year; however, this increase was partially offset by lower contributions from the International Grain group and lower malt and pasta margins. For more information on the Company’s segment results, refer to the accompanying Management’s Discussion & Analysis (“MD&A”) incorporated fully into this news release.

For the three months ended October 31, 2011, EBITDA was \$111 million compared to \$138 million in fiscal 2010. Higher gross profit contributions were more than offset by an increase in operating, general and administrative expenses due to incremental costs associated with new

international marketing offices and grain handling facilities, increased agri-products sales activity and investments in information technology.

Net earnings for the fourth quarter of fiscal 2011 were \$9 million or \$0.03 per share compared to \$53 million or \$0.14 per share last year due to lower EBITDA, non-recurring impairment and asset disposal losses and higher income taxes. During the quarter, Viterro recorded a goodwill impairment of \$8 million for the western Canadian feed operations, reflecting the continued intense competition and overcapacity in the feed market. Asset disposal losses totalled \$1 million for the quarter compared to a gain of \$7 million in 2010 when the Company sold one of its North American grain facilities. The effective income tax rate for the quarter was 36% compared to 18% in the fourth quarter of 2010 due to losses incurred during the current quarter for which no tax asset was recorded. On a yearly basis, the effective tax rate was 28% compared to 23% in fiscal 2010 as proportionately more income was earned in higher tax jurisdictions.

Operating cash flow prior to working capital changes was \$70 million (\$0.19 per share) for the three months ended October 31, 2011 compared to \$88 million (\$0.24 per share) in the same three months of 2010. Free cash flow was negative \$27 million in the quarter due to timing of growth capital projects.

### **New Crop Update**

Positive harvest conditions in both South Australia and Western Canada should provide strong volumes for Viterro's grain handling and marketing operations in fiscal 2012. In South Australia, harvest is virtually complete and the Australian Bureau of Agricultural and Resource Economics and Sciences ("ABARES") estimates production for the state of South Australia at 7.9 million tonnes, which exceeds the ten-year average of 6.2 million tonnes by 27%. Given this production estimate, the Company forecasts fiscal 2012 receipts of 6.5 to 6.8 million tonnes into its southern Australian grain handling network. This is in addition to approximately 1.8 million tonnes of carry-in stocks from fiscal 2011.

The western Canadian harvest was essentially complete by the end of October 2011. Favourable conditions throughout much of Western Canada during the growing season led to significant gains in quality and yields, and offset the effects of unseeded acreage in the region. According to Statistics Canada, western Canadian production of the six major grains was 49.3 million tonnes during the 2011 harvest season. This represents a 10% increase over the 2010 production figure of 45.0 million tonnes and is consistent with historical production from this region. Given this production, the Company forecasts western Canadian industry receipts for fiscal 2012 of 31.0 to 33.0 million tonnes, which is in line with historical averages.

### **Outlook**

"We have consistently grown revenue, EBITDA, earnings per share and cash flow return on assets, and we remain focused on increasing shareholder value," stated Mr. Schmidt. "To do this, we will continue to optimize the performance of our existing asset base and pursue accretive growth opportunities as they arise. We will also maintain a strong balance sheet to provide us with flexible access to low cost capital. These priorities support our strategic vision to ensure Viterro remains a leading agri-business company, providing key agricultural ingredients to a growing world population."

## Grain Handling and Marketing

Strong fundamentals are expected to hold for global grain commodity markets. In 2012, stocks to use ratios for wheat and coarse grains are expected to remain tight compared to historical averages, with the USDA projecting stocks to use days of about 74 days at the end of the crop year.

Global trade in wheat and coarse grains is projected to increase by over 30% over the next decade. This rise in global trade will be fueled mainly by emerging market demand, and supplied largely by origination from the Black Sea region. Russia and Ukraine are expected to increase their exports of wheat and coarse grains by nearly 40% over the next decade.

These strong fundamentals in the global trade of grain commodities, combined with Viterra's risk management practices and origination capabilities, add stability to the Company's grain handling and marketing operations. These should continue to ensure that Viterra's underlying grain handling and marketing pipeline is relatively insulated from the effects of macro-economic difficulties caused by sovereign debt concerns in the Eurozone and ongoing tepid growth prospects in the U.S. economy.

Viterra remains optimistic that the industry will see relatively strong volumes in fiscal 2012 as robust demand and solid prices are expected to motivate farmers to actively market their grains through the next crop year. The Canadian Wheat Board ("CWB") is forecasting an export target of 18.0 million tonnes of wheat and barley out of Canada for the upcoming crop year compared to 15.8 million tonnes for the 2011 crop year. The Company concurs with this estimate given recent western Canadian production estimates.

Viterra estimates its global pipeline margin for fiscal 2012 will range from \$38 to \$41 per tonne, an increase from the \$37 per tonne generated in fiscal 2011. The increase primarily reflects increased grain marketing activity, increased blending and special crop handling in the North American operations and increased storage and handling fees in its Australian operations.

As of August 1, 2012, the CWB will no longer have a marketing monopoly on the sale of wheat, durum and barley for export and human consumption in Western Canada and growers will have the freedom to market these grains to buyers of their choice. Despite a legal challenge from opponents of the legislation, Viterra remains confident that there will not be any delay to the implementation of the *Marketing Freedom for Grain Farmers Act*. In this new regulatory environment, Viterra expects to increase its earnings by attracting additional volumes and optimizing its operational efficiencies. Viterra expects to begin realizing modest benefits in the fourth quarter of 2012, with more significant impacts in 2013. In fiscal 2014 and beyond, the Company anticipates its EBITDA to increase by \$40 million to \$50 million per annum. This guidance is based on the assumption of an increase in consolidated global pipeline margin of \$2.00 to \$2.50 per tonne, which includes a 1.0% to 2.5% market share increase. Viterra is well prepared for this new environment with assets, people and a global marketing network in place and therefore does not expect to incur any additional growth capital expenditures to achieve this earnings benefit. Additional grain purchases will require \$150 million to \$200 million of incremental working capital, which will be provided by operating cash flows and existing credit facilities.

## **Agri-products**

Fundamentals for the Agri-products segment are expected to remain strong into fiscal 2012. Historically high grain pricing should continue to drive solid returns for producers and demand for crop inputs. In addition, demand for crop inputs is expected to benefit from increased seeded acreage in Western Canada and additional canola acres.

In Western Canada, the majority of the 6 to 8 million acres which were affected by excess moisture in the spring of 2011 are expected to return to production in the upcoming season. Assuming typical weather for the upcoming spring season, the Company is forecasting the western Canadian seeded acreage will total approximately 57 to 59 million acres in 2012, an increase of about 8% to 10% from last season. Canola acreage is estimated to range between 18.5 to 19.5 million acres in 2012 and potentially exceed the previous record of 18.5 million acres set in the previous year.

Demand and pricing for fertilizer products are expected to be solid throughout fiscal 2012 due to historically high grain commodity prices and increased nutrient requirements from excess moisture in the last two years. To complement these positive demand fundamentals, western Canadian natural gas costs are expected to remain relatively low throughout fiscal 2012, which positively impacts the Company's fertilizer manufacturing margins. For fiscal 2012, the Company expects its fertilizer margin to range between \$100 and \$120 per tonne. This estimate assumes typical spring and fall fertilizer sales volumes, stable natural gas pricing and continued strong grain prices.

## **Processing**

Solid contributions from the global processing operations are expected in fiscal 2012 as procurement advantages from the Company's global commodities pipeline and other efficiency initiatives are expected to mitigate the short-term challenges presented by macro-conditions in some of this segment's operating environments.

Viterra believes strong demand for healthy and economical pasta and oat products will continue, supported by uncertainty in the U.S. economy. The Company expects that contributions from its oat and pasta operations will remain consistent with historical levels in fiscal 2012 as margins will be preserved by effective procurement strategies, improved product mix and operational efficiency initiatives.

Contributions from the canola processing operations are expected to improve in fiscal 2012 as the Company pursues niche marketing of its specialty oil products from the facility in Western Canada and adds incremental volumes from its facility in southern China. The 680,000 tonne processing facility, which was commissioned in the latter part of fiscal 2011, is expected to reach full production capacity in the middle of fiscal 2012.

Global malt markets are expected to remain challenged through much of fiscal 2012 due to sluggish beer sales in mature economies. However, the Company remains confident in the long-term outlook for this industry. For Viterra's malt operations in Australia, the Company believes that margins in fiscal 2012 will remain consistent with the prior year. Volumes are expected to increase in fiscal 2012 due to the start up of the highly efficient malt plant near Sydney, Australia in the first half of the fiscal year.

Viterra is estimating a combined food processing margin for fiscal 2012 of \$90 to \$110 per tonne, down from the \$117 per tonne reported in fiscal 2011 due to lower global malt margins and a change in product mix.

Challenges in feed products are expected to continue due to excess capacity causing intense competition and margin pressure. The Company continues to take steps to mitigate the effects of these issues.

### **Fourth Quarter and Annual Segment Highlights**

The following table provides various key financial highlights for the three and twelve months ended October 31, 2011 compared to October 31, 2010. The Company's audited Consolidated Financial Statements and accompanying Management's Discussion & Analysis ("MD&A") for the three and twelve months ended October 31, 2011 are incorporated fully into this news release. Readers are encouraged to review the following pages for a full description of the Company's current financial performance. Viterra will be hosting a conference call for interested parties on January 18, 2012 at 7:30 pm ET (5:30 pm MT) to discuss its fourth quarter and year-end financial results. Details are available on Viterra's website, under "Newsroom" at [www.viterra.com](http://www.viterra.com).

| Fourth Quarter and Annual Segment Highlights<br><i>(in thousands - except margins)</i> | Twelve Months<br>ended October 31, |              | Better<br>(Worse) | Three Months<br>ended October 31, |              | Better<br>(Worse) |
|--|------------------------------------|--------------|-------------------|-----------------------------------|--------------|-------------------|
|  | 2011                               | 2010         |                   | 2011                              | 2010         |                   |
| <b>Grain Handling and Marketing Segment</b>  |                                    |              |                   |                                   |              |                   |
| Sales and other operating revenues   | \$ 8,453,941                       | \$ 5,651,399 | \$ 2,802,542      | \$ 2,279,256                      | \$ 1,421,025 | \$ 858,231        |
| Gross profit and net operating revenues  | 888,704                            | 724,127      | 164,577           | 168,878                           | 186,916      | (18,038)          |
| EBITDA <sup>1</sup>  | 493,125                            | 386,105      | 107,020           | 69,044                            | 101,984      | (32,940)          |
| Operating Highlights <i>(tonnes)</i> :   |                                    |              |                   |                                   |              |                   |
| North American Shipments   | 15,336                             | 15,834       | (498)             | 4,054                             | 3,841        | 213               |
| Australian Receivals   | 8,613                              | 6,226        | 2,387             | 84                                | 20           | 64                |
| Total pipeline   | 23,949                             | 22,060       | 1,889             | 4,138                             | 3,861        | 277               |
| Consolidated pipeline margin <i>(per tonne)</i>  | \$ 37.11                           | \$ 32.83     | \$ 4.28           | N/A                               | N/A          | N/A               |
| <b>Agri-products Segment</b>   |                                    |              |                   |                                   |              |                   |
| Sales and other operating revenues   | \$ 2,380,025                       | \$ 1,796,537 | \$ 583,488        | \$ 518,967                        | \$ 325,062   | \$ 193,905        |
| Fertilizer   | 1,123,359                          | 791,124      | 332,235           | 258,467                           | 163,495      | 94,972            |
| Crop Protection  | 388,229                            | 384,186      | 4,043             | 47,543                            | 45,399       | 2,144             |
| Seed   | 237,421                            | 207,395      | 30,026            | 4,357                             | 1,461        | 2,896             |
| Wool   | 469,689                            | 264,899      | 204,790           | 129,868                           | 48,970       | 80,898            |
| Equipment sales and other revenue  | 140,538                            | 123,201      | 17,337            | 72,175                            | 57,605       | 14,570            |
| Financial Products   | 20,789                             | 25,732       | (4,943)           | 6,557                             | 8,132        | (1,575)           |
| Gross profit and net revenue from services   | 455,115                            | 350,102      | 105,013           | 105,811                           | 72,773       | 33,038            |
| EBITDA <sup>1</sup>  | 244,099                            | 153,822      | 90,277            | 51,929                            | 30,016       | 21,913            |
| Fertilizer volume <i>(tonnes)</i>  | 1,939                              | 1,750        | 189               | 411                               | 370          | 41                |
| Fertilizer margin <i>(per tonne sold)</i>  | \$ 133.53                          | \$ 97.36     | \$ 36.17          | \$ 159.78                         | \$ 110.02    | \$ 49.76          |
| <b>Processing Segment</b>  |                                    |              |                   |                                   |              |                   |
| Sales and other operating revenues   | \$ 1,608,857                       | \$ 1,296,171 | \$ 312,686        | \$ 472,649                        | \$ 368,305   | \$ 104,344        |
| Gross profit and net revenue from services   | 204,500                            | 184,338      | 20,162            | 51,996                            | 60,222       | (8,226)           |
| EBITDA <sup>1</sup>  | 124,405                            | 104,256      | 20,149            | 31,521                            | 36,420       | (4,899)           |
| Food processing sales volumes <i>(tonnes)</i>  |                                    |              |                   |                                   |              |                   |
| Malt   | 529                                | 562          | (33)              | 153                               | 159          | (6)               |
| Pasta  | 222                                | 112          | 110               | 58                                | 57           | 1                 |
| Oats   | 384                                | 257          | 127               | 100                               | 94           | 6                 |
| Canola   | 184                                | 229          | (45)              | 66                                | 49           | 17                |
| Average food processing margin <i>(per tonne sold)</i>                                 | \$ 116.94                          | \$ 101.85    | \$ 15.09          | \$ 102.53                         | \$ 130.98    | \$ (28.45)        |
| Feed processing sales volumes <i>(tonnes)</i>  |                                    |              |                   |                                   |              |                   |
| North America  | 1774                               | 1918         | (144)             | 469                               | 424          | 45                |
| New Zealand  | 147                                | 145          | 2                 | 43                                | 45           | (2)               |
| Average feed processing margin <i>(per tonne sold)</i>                                 | \$ 26.16                           | \$ 32.09     | \$ (5.93)         | \$ 26.06                          | \$ 28.15     | \$ (2.09)         |
| <b>Corporate Expenses</b>  |                                    |              |                   |                                   |              |                   |
| EBITDA <sup>1</sup>  | \$ (159,723)                       | \$ (126,600) | \$ (33,123)       | \$ (41,916)                       | \$ (30,462)  | \$ (11,454)       |

<sup>1</sup> See Non-GAAP Measures at the end of this news release.

## **Non-GAAP Measures**

Adjusted EBITDA (“EBITDA”) – Earnings before financing expenses, taxes, goodwill impairment, amortization, (gain) loss on disposal of assets, integration expenses, and net foreign exchange gain (loss) on acquisition and Adjusted EBIT (“EBIT”) – Earnings before financing expenses, taxes, (gain) loss on disposal of assets, integration expenses, and net foreign exchange gain (loss) on acquisition are non-GAAP measures. Those items excluded in the determination of EBITDA and EBIT represent items that are non-cash in nature, income taxes, financing expenses or are otherwise not considered to be in the ordinary course of business. These measures are intended to provide further insight with respect to Viterra’s financial results and to supplement its information on earnings (losses) as determined in accordance with Canadian generally accepted accounting principles (“GAAP”).

EBITDA is used by Management to assess the cash generated by operations, and EBIT is a measure of earnings from operations prior to financing costs and taxes. Both measures also provide important management information concerning business segment performance since the Company does not allocate financing expenses, income taxes or other excluded items to these individual segments.

EBITDA to cash interest is defined as EBITDA divided by cash interest where cash interest is net financing expenses, excluding refinancing costs less non-cash financing expenses. The ratio is calculated on a rolling 12-month basis. This measure is intended to assess interest coverage and the Company’s ability to service its interest bearing debt.

Total debt, net of cash and cash equivalents is used by Management to assess the Company’s liquidity position and to monitor how much debt the Company has after taking into account its liquid assets, such as cash and cash equivalents. Such measures should not be used in isolation of, or as a substitute for, current liabilities, short-term borrowings, or long-term debt as a measure of the Company’s indebtedness.

Operating cash flow prior to working capital changes (“operating cash flow”) is the cash from (or used in) operating activities, excluding non-cash working capital changes. Viterra uses cash flow provided by operations and cash flow provided by operations per share as a financial measure for the evaluation of liquidity. Management believes that excluding the seasonal swings of non-cash working capital assists its evaluation of long-term liquidity.

Free cash flow is operating cash flow, net of capital expenditures, excluding business acquisitions. Free cash flow is used by Management to assess liquidity and financial strength. This measurement is also useful as an indicator of the Company’s ability to service its debt, meet other payment obligations and make strategic investments. Readers should be aware that free cash flow does not represent residual cash flow available for discretionary expenditures.

Cash flow return on assets (“CFROA”) is calculated by the Company using operating cash flow excluding pre-tax cash interest less sustaining capital expenditures (net of proceeds) divided by average long-term assets plus average non-interest bearing working capital. The measure is used to assess the Company’s ability to generate cash flow returns in relation to the Company’s weighted average cost of capital. It is the Company’s view that there is no comparable GAAP financial measure. The Company reports this ratio annually.

These non-GAAP measures should not be considered in isolation of, or as a substitute for, GAAP measures such as (i) net earnings (loss), as an indicator of the Company's profitability and operating performance or (ii) cash flow from or used in operations, as a measure of the Company's ability to generate cash. Such measures do not have any standardized meanings prescribed by GAAP and are, therefore, unlikely to be comparable to similar measures presented by other corporations. Reconciliations of each of these terms are provided in the table below.

### **Forward-Looking Statements**

This news release contains certain information that is "forward-looking information", "forward-looking statements" and "future-orientated financial information" (collectively herein referred to as "forward-looking statements") within the meaning of applicable securities laws. The words "anticipate", "expect", "believe", "may", "could", "should", "estimate", "plan", "project", "intend", "outlook", "forecast", "likely", "probably" or other similar words are used to identify such forward-looking information. Forward-looking statements in this document are intended to provide Viterra security holders and potential investors with information regarding Viterra and its subsidiaries, including management's assessment of Viterra's and its subsidiaries' future financial and operational plans and outlook. Forward-looking statements in this document may include, among others, statements regarding future operations and results, anticipated business prospects and financial performance of Viterra and its subsidiaries, expectations or projections about the future, strategies and goals for growth, expected and future cash flows, costs, planned capital expenditures, anticipated capital projects, construction and completion dates, operating and financial results, critical accounting estimates and expected impact of future commitments and contingent liabilities. All forward-looking statements reflect Viterra's beliefs and assumptions based on information available at the time the statements were made. Actual results or events may differ from those predicted in these forward-looking statements. All of the Company's forward-looking statements are qualified by the assumptions that are stated or inherent in such forward-looking statements, including the assumptions listed below. Although Viterra believes that these assumptions are reasonable, this list is not exhaustive of factors that may affect any of the forward-looking statements. By its nature, forward-looking information is subject to various risks and uncertainties as well as various assumptions and business sensitivities, including those risks described in the Company's most recent Annual Information Form ("AIF") in the "Canadian Regulation" and "Environmental and Sustainability Matters" sections and those factors discussed in the Company's Management's Discussion and Analysis for the year ending October 31, 2011 under the heading "Risks and Risk Management", any of which could cause Viterra's actual results and experience to differ materially from the anticipated results or expectations expressed.

The key assumptions that have been made in connection with the forward-looking statements include the following:

- litigation against the Federal Government regarding the amendment and repeal of the Canadian Wheat Board Act is resolved in favour of the Government of Canada and there is no delay in the implementation of the amendments;
- western Canadian and southern Australian crop production and quality in 2011 and subsequent crop years;
- the volume and quality of grain held on-farm by producer customers in North America;
- movement and sales of Board grains by the CWB;
- the amount of grains and oilseeds purchased by other marketers in Australia;

- demand for and supply of open market grains;
- movement and sale of grain and grain meal in Australia and New Zealand, particularly in the Australian states of South Australia, Victoria and New South Wales;
- agricultural commodity prices;
- general financial conditions for western Canadian and southern Australian agricultural producers;
- demand for seed grain, fertilizer, chemicals and other agri-products;
- market share of grain deliveries and agri-products sales that will be achieved by Viterra;
- extent of customer defaults in connection with credit provided by Viterra, its subsidiaries or a Canadian chartered bank in connection with agri-products and feed product purchases;
- ability of the railways to ship grain to port facilities for export without labour or other service disruptions;
- demand for oat, pasta, canola and malt barley products, and the market share of sales of these products that will be achieved by Viterra;
- ability to maintain existing customer contracts and relationships;
- the availability of feed ingredients for livestock;
- cyclicalities of livestock prices;
- demand for wool and the market share of sales of wool production that will be achieved by Viterra's subsidiaries in Australia;
- the impact of competition;
- environmental and reclamation costs;
- the ability to obtain and maintain existing financing on acceptable terms; and
- currency, exchange and interest rates.

The preceding list is not exhaustive of all possible factors. All factors should be considered carefully when making decisions with respect to Viterra. Factors that could cause actual results or events to differ materially from current expectations include, among others, risks related to weather, politics and governments, changes in environmental and other laws and regulations, competitive factors in agricultural, food processing and feed sectors, construction and completion of capital projects, labour, equipment and material costs, access to capital markets, interest and currency exchange rates, technological developments, global and local economic conditions, the ability of Viterra to successfully implement its strategic initiatives and whether such strategic initiatives will yield the expected benefits, the operating performance of the Company's assets, the availability and price of commodities and regulatory environment, processes and decisions. Additional information on these and other factors is available in the reports filed by Viterra with Canadian and Australian securities regulators. Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date it is expressed in this news release or otherwise, and not to use future-oriented information or financial outlooks for anything other than their intended purpose. Viterra undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

### **About Viterra**

Viterra provides premium quality ingredients to leading global food manufacturers. Headquartered in Canada, the global agri-business has extensive operations across Canada, the United States, Australia and New Zealand, as well as a growing international presence that extends to offices in Japan, Singapore, China, Vietnam, Switzerland, Italy, Ukraine, Germany, Spain and India. Driven by an entrepreneurial spirit, Viterra operates three distinct business segments: Grain Handling and Marketing, Agri-products and Processing. Viterra's expertise,

close relationships with producers and superior logistical assets allow the Company to consistently meet the needs of the most discerning end-use customers, helping to fulfill the nutritional needs of people around the world.

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