



GrainCorp

19 February 2020

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

Dear Sir/Madam,

GrainCorp Limited (ASX: GNC) - Results of Annual General Meeting

The outcome of each of the resolutions conducted at Graincorp Limited's Annual General Meeting held on Wednesday, 19 February 2020 are as follows:

ITEM	RESOLUTION	OUTCOME
2	That the Remuneration Report (which forms part of the Directors' Report) of GrainCorp Limited for the financial year ended 30 September 2019 set out on pages 35 to 48 of the 2019 Annual Report be adopted.	Passed as an ordinary resolution
3.1	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.	Passed as an ordinary resolution
3.2	That for the purposes of ASX Listing Rule 14.4, article 11.(c) of the Constitution and for all other purposes, Ms Jane McAloon, appointed on 11 December 2019, to fill a casual vacancy, being eligible and offering herself for election, be elected as a Director of the Company.	Passed as an ordinary resolution
3.3	That for the purposes of ASX Listing Rule 14.4, article 11.3(c) of the Constitution and for all other purposes, Ms Kathy Grigg, appointed on 11 December 2019, to fill a casual vacancy, being eligible and offering herself for election, be elected as a Director of the Company.	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,

Stephanie Belton
Group General Counsel and Company Secretary

GrainCorp Limited

Level 28, 175 Liverpool Street
Sydney NSW 2000 Australia

PO Box A268
Sydney South NSW 1235

T +61 2 9325 9100

F +61 2 9325 9180

graincorp.com.au

ABN 60 057 186 035

GRAINCORP LIMITED
ACN 057 186 035
ANNUAL GENERAL MEETING

RESULT OF GENERAL MEETING (ASX REPORT)

19-February-2020

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.

<i>Resolutions voted on at the Meeting</i>			<i>Proxy Votes (as at Proxy Close)</i>								<i>Direct Vote(as at Proxy Close)</i>				<i>Poll (Manner in which votes were cast in person or by proxy (where applicable) on a Poll at the Meeting)</i>						<i>RESULT</i>
<i>No.</i>	<i>Short Description</i>	<i>Strike Y/N/NA</i>	<i>FOR</i>		<i>AGAINST</i>		<i>DISCRETIONARY</i>		<i>ABSTAIN</i>	<i>FOR</i>		<i>AGAINST</i>		<i>FOR</i>		<i>AGAINST</i>		<i>ABSTAIN</i>	<i>Passed/Not Carried</i>		
			<i>Nos.</i>	<i>%</i>	<i>Nos.</i>	<i>%</i>	<i>Nos.</i>	<i>%</i>	<i>Nos.</i>	<i>Nos.</i>	<i>%</i>	<i>Nos.</i>	<i>%</i>	<i>Nos.</i>	<i>%</i>	<i>Nos.</i>	<i>%</i>	<i>Nos.</i>			
2	Adoption of Remuneration Report	No	157,166,397	97.14	469,267	0.29	356,251	0.22	674,135	1,636,296	1.01	2,171,282	1.34	159,242,837	98.37%	2,644,649	1.63%	681,135	Passed		
3.1	Re-election of Mr Simon Tregoning	NA	156,688,732	97.25	246,420	0.15	358,187	0.22	1,350,121	1,952,430	1.21	1,875,212	1.16	159,704,382	98.68%	2,138,509	1.32%	1,350,121	Passed		
3.2	Election of Ms Jane McAloon	NA	157,432,573	97.36	67,257	0.04	352,387	0.22	771,696	1,900,757	1.18	1,946,432	1.20	160,407,527	98.76%	2,013,789	1.24%	771,696	Passed		
3.3	Election of Ms Kathy Grigg	NA	157,458,384	97.38	40713	0.03	352,387	0.22	770,663	1,898,594	1.17	1,950,361	1.21	160,431,175	98.77%	1,991,174	1.23%	770,663	Passed		

** - 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

<i>Resolutions Proposed but not put to the Meeting</i>		
<i>No.</i>	<i>Short Description</i>	<i>Reason(s) for not putting the resolution to the meeting</i>
	None	NA