Company announcement

GrainCorp Limited ABN 60 057 186 035

Date: 25 February 2009

To: The Manager
Announcements
Company announcements office

Lodged via www.asxonline.com

PUBLIC ANNOUNCEMENT

Contents for immediate release:

Please find the following the AGM presentation to Shareholders

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Company Secretary

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25 February 2009

ANNUAL GENERAL MEETING

Welcome

GrainCorp Chairman

Mr Don Taylor

Hyama Star loading wheat for Cargill Port Kembla terminal 23 December '08

Agenda

1. Chairman's address
2. Ordinary and Special Business
3. Attendance and Apologies
4. Business Report
5. Questions

Chairman's Address - FY 08 - Results

- EBITDA
  movements FY 07 to FY 08
  - Storage and Logistics – up 68.8%
  - Port Terminals – up 84.2%
  - Marketing and Hunter Grain – up 17.8%
- Marketing PBT down
- Interest
  FY 07 $26.0 M ↑ FY 08 $47 M
- Merchandise
  FY 07 $(1.3) M ↑ FY 08 $4.2 M
- Allied Mills
  FY 07 $13.7 M ↓ FY 08 $10.6 M
  - Includes charge of $5.7 M for decommissioning 2 sites

Financial Results	FY 08 million	FY 07 million
Revenue	$1,534.2	$824.9
EBITDA	$51.3	$31.9
Interest – Core Debt	$22.7	$16.4
Interest - Inventory	$24.3	$9.7
Net profit/(loss) after tax	$(19.9)	$(19.8)
Dividend per share	**Nil**	**$0.10**

Chairman's Address

- 2007-08 results – second successive loss due to drought
- Current financial year –return to profitability
- Agriculture's resilience
- New export wheat marketing arrangements
- GrainCorp's rail initiatives
- GrainCorp finances are in place
- Recent share price
- Future strategy

MV Courageous loading durum for CHS Carrington terminal 25 January '09

Ordinary and Special Business

GrainCorp Chairman
Mr Don Taylor

Attendance and Apologies

GrainCorp container packing facility Fisherman Islands

Ordinary and Special Business

- Minutes of the previous AGM, 27 February 2008
- Discussion of Financial Statements and Reports
- Shareholder questions
- Adoption of Remuneration Report
- Election of Directors
- Adoption of new GrainCorp Constitution

Minutes of the Previous AGM

The minutes of the previous AGM held on

27th February 2008

tabled by the Chairman.

Financial Statements and Reports

GM canola – Canowindra NSW – October '08

Shareholder Questions

1. How can GrainCorp reduce its high debt?

2. When will the company return to profit?

3. Recently we have had no dividends paid. One expects some return from investments. (We have held shares in GrainCorp since they were first listed on the stock exchange).

Shareholder Questions

4. If a person nominates to become a director of GrainCorp Limited, he or she should be deemed to be dedicated to work for the company without the need of incentives and bonuses.
   Why should shareholders who might need the money miss out on dividends when a select few reap many extra thousands of dollars?
5. Given the current global economic situation and this company's performance, why are directors and executives being rewarded with increased remuneration?

Shareholder Questions

6. When will GrainCorp supply fit/hang electronic weigh scales under outloading augers filling road transports, to correct under/overloading and much shorter leading time of trucks? To start off I suggest 30 units to each state x 3 states this year and add some more next season.
7. Please can the GrainCorp Diary be issued again in future years – at least to those who so indicate? With no dividend paid, at least diary recognition was positive!! An excellent public relations publication of use!!

Adoption of Remuneration Report

Item 2 - To consider, and if thought appropriate, pass the following ordinary resolution:

"That the Remuneration Report for the financial year ended 30 September 2008 set out in the Directors' Report be adopted."

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

Adoption of Remuneration Report

Item 2 Adoption of Remuneration Report
Proxy Votes

	FOR	AGAINST	OPEN	TOTAL
RESOLUTION 2	**13,308,678**	**3,337,128**	**2,764,632**	**19,410,438**
% vote	*68.56*	*17.19*	*14.24*	
CHAIRMAN VOTING (included in total above)*	**13,231,966**	**3,269,708**	**1,031,597**	**17,533,271**

The Chairman will be voting open proxies in favour of the resolution

Election of Directors

Item 3A - To consider, and if thought appropriate, pass the following ordinary resolution:

"That for the purposes of ASX Listing Rule 14.4, article 10.5(b) of the Constitution and for all other purposes, Mr. David Groves, retiring by rotation, being eligible and offering himself for re-election, be re-elected as a director of the Company."

Election of Directors

Item 3A – Election of Mr David Groves
Proxy Votes

	FOR	AGAINST	OPEN	TOTAL
RESOLUTION 3A	**16,028,693**	**808,207**	**2,793,494**	**19,630,394**
% vote	*81.65*	*4.12*	*14.23*	
CHAIRMAN VOTING (included in total above)*	**15,956,043**	**730,324**	**1,066,860**	**17,753,227**

The Chairman will be voting open proxies in favour of the resolution

Election of Directors (cont)

Item 3B - To consider, and if thought appropriate, pass the following ordinary resolution:

B. "That for the purpose of article 10.4B of the Constitution and for all other purposes, Mr. Daniel Mangelsdorf, retiring by condition of the removal of the Foundation Share, being eligible and offering himself for re-election, be re-elected as a director of the Company."

Election of Directors (cont)

Item 3B – Election of Mr Daniel Mangelsdorf
Proxy Votes

	FOR	AGAINST	OPEN	TOTAL
RESOLUTION 3B	**16,424,086**	**346,126**	**2,790,282**	**19,560,494**
% vote	*83.97*	*1.77*	*14.26*	
CHAIRMAN VOTING (included in total above)*	**16,305,905**	**318,806**	**1,058,616**	**17,683,327**

The Chairman will be voting open proxies in favour of the resolution

Election of Directors (cont)

Item 3C - To consider, and if thought appropriate, pass the following ordinary resolution:

C. "That for the purposes of ASX Listing Rule 14.4, section 201H(3) of the Corporations Act, article 10.5(c) of the Constitution and all other purposes, Mr. Peter Housden, retiring from office, being eligible and offering himself for re-election, be re-elected as a director of the Company."

Election of Directors (cont)

Item 3C – Election of Mr Peter Housden
Proxy Votes

	FOR	AGAINST	OPEN	TOTAL
RESOLUTION 3C	**16,412,472**	**394,141**	**2,797,350**	**19,603,963**
% vote	*83.72*	*2.01*	*14.27*	
CHAIRMAN VOTING (included in total above)*	**16,332,664**	**328,448**	**1,065,684**	**17,726,796**

The Chairman will be voting open proxies in favour of the resolution

Election of Directors (cont)

Item 3D - To consider, and if thought appropriate, pass the following ordinary resolution:

D. "That for the purposes of ASX Listing Rule 14.4, section 201H(3) of the Corporations Act, article 10.5(c) of the Constitution and all other purposes, Mr. Simon Tregoning, retiring from office, being eligible and offering himself for re-election, be re-elected as a director of the Company."

Election of Directors (cont)

Item 3D – Election of Mr Simon Tregoning
Proxy Votes

	FOR	AGAINST	OPEN	TOTAL
RESOLUTION 3D	**16,416,292**	**361,394**	**2,818,582**	**19,596,268**
% vote	*83.77*	*1.84*	*14.38*	
CHAIRMAN VOTING (included in total above)*	**16,340,034**	**296,551**	**1,089,556**	**17,726,141**

The Chairman will be voting open proxies in favour of the resolution

GrainCorp Constitution

Item 4 - "That the document submitted to the meeting, and for the purpose of identification signed by the Chairman of the meeting, is adopted as the new Constitution of GrainCorp Limited in substitution for the present Constitution of GrainCorp Limited, which is repealed with immediate effect."

GrainCorp Constitution

Item 4 – Adoption of New Constitution
Proxy Votes

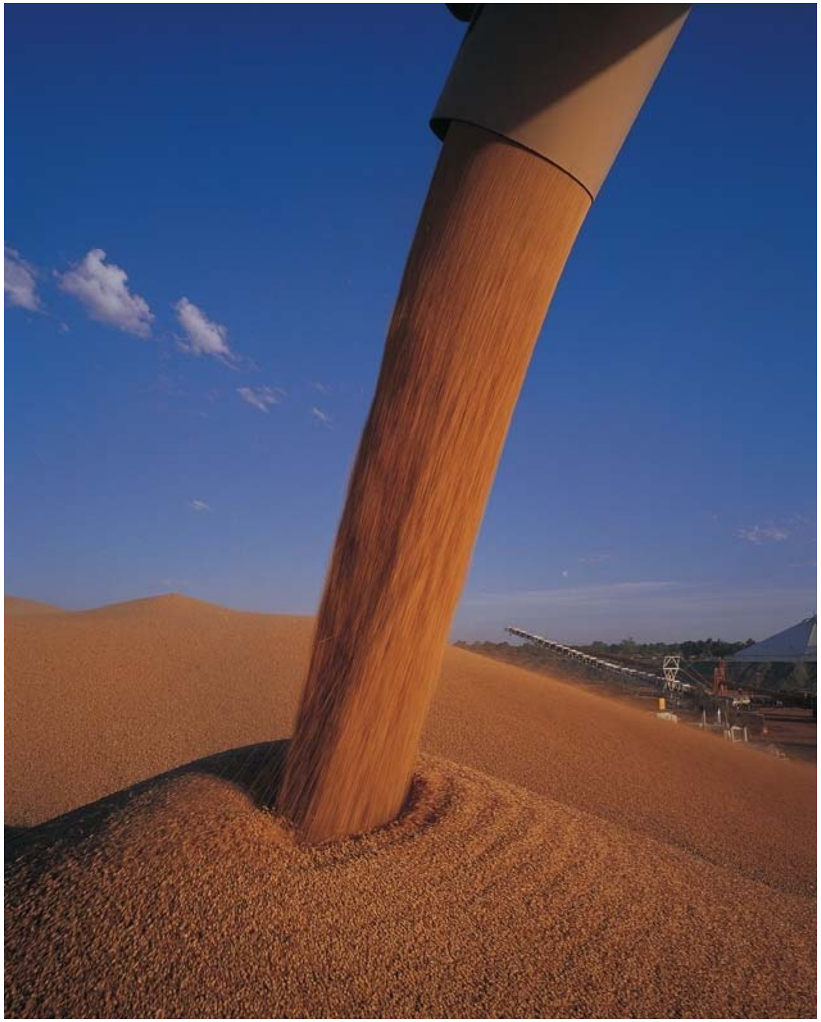
	FOR	AGAINST	OPEN	TOTAL
RESOLUTION 4	**16,535,044**	**254,134**	**2,812,215**	**19,601,393**
% vote	*84.36*	*1.30*	*14.35*	
CHAIRMAN VOTING (included in total above)*	**16,426,645**	**226,829**	**1,070,752**	**17,724,226**

The Chairman will be voting open proxies in favour of the resolution

Business Report

Mr Mark Irwin

Managing Director



Year in Review

- Global
  - Grain prices spiked to record highs late 2007 and into early 2008
  - Record Northern Hemisphere grain crop and recovery in global stocks from record low levels
  - Grain prices returned to near average by end ‘08
- Eastern States of Australia
  - Record 2008 sorghum crop and the promise of a return to average winter crop harvest conditions in Qld. and Nth. NSW

Year in Review – Our Company

- Year of major change
  - ✓Emerging from 2 years of drought
  - ✓Entry into bulk wheat export market
  - ✓Take-or-pay trains in NSW and Victoria
  - ✓Organisational realignment
  - ✘ Record low grain carry in – 1.2 mmt
  - ✘ Below average receival and exports
  - ✘ Unsuccessful takeover offer for Ridley

Year in Review - Storage and Logistics

- Operations
  - Record low carry in
  - 5.8 mmt grain received into storage network
  - Management of 8 take or pay trains – logistics challenges and opportunities
  - Record sorghum crop - 2.1 mmt handled in QLD and northern NSW
- Financial
  - EBITDA $21.6 M
  - CAPEX $11.1 M

Year in Review - Port Terminals

- Operations

	FY 08	FY 07	Comment
Grain Exports Handled	0.8 mmt	1.0 mmt	↓ 200 kt
Non Grain Exports Handled	2.1 mmt	1.8 mmt	↑ 300 kt
Grain Imports Handled	280 kt	288 kt	↓ 8 kt
Grain Exported in Containers	321 kt	80 kt	↑ 241 kt

- Financial
  - EBITDA $10.5 M
  - CAPEX $5.1 M

Year in Review - Marketing

- Record wheat prices and inventory financing costs
- High interest rates
- Strong performance from wheat desk offset by disappointing performance on coarse grains
- Bulk wheat export accreditation
  - Appointment of key staff
  - Export accreditation successful
  - Engaging with overseas contacts and customers
- Financial
  - EBITDA $17.5 M
  - PBT $(0.9) M

Year in Review - Merchandise

- Highlights
  - Record fertiliser and chemical prices
  - Record gross margin increase across all categories
  - Increased fertiliser tonnes sold
  - Network optimisation
    - Horsham - fully integrated, new premises opened Feb 08
    - Narrabri - new facility opened
    - Gunnedah - new development
    - Five unprofitable sites closed
- Financial
  - Revenue $85 M
  - EBITDA $3.8 M

Year in Review - Hunter Grain

- Highlights
  - 285 kt soymeal imported and sold in Australia and New Zealand
  - 300 kt grains and oilseeds traded
  - Increasingly competitive sector with margins under pressure
- Financial
  - EBITDA $11.0 M
  - PBT $4.7 M

Year in Review - Allied Mills

- Highlights
  - 50% share of the Australian human consumption flour market
  - New $97 M Picton wheat and maize flour mill – largest in Australia - commenced production November 08
  - Tonnages for bulk flour remain under pressure – increasing growth in bread pre-mixes
  - Acquisition of frozen donut manufacturing facility in December 08 from Retail Foods Group
  - Summer Hill and Albury mills closed
- Financial
  - EBITDA $42.2 M
  - Equity Profit $10.6 M

Bulk Wheat Export Monopoly Removal

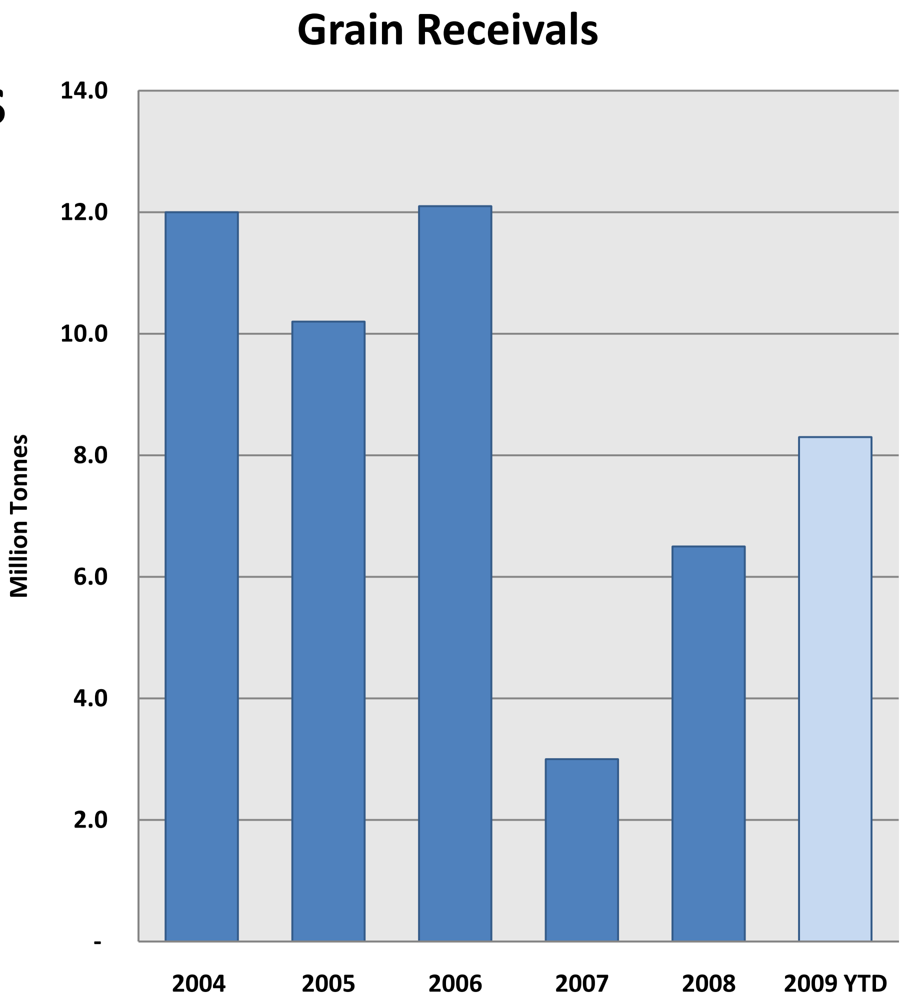
- Removal of the bulk wheat export monopoly July 08
- New revenue streams
  - Exporting wheat in bulk and accumulation of grain on behalf of exporters
  - Export alliances
  - Supply chain service 'packaging' – silo to port
  - Rail freight services for bulk wheat exporters
  - Take-or-pay train revenue
  - Increased port terminal revenue
- New grain export desk operational
  - First bulk wheat sale loaded at Carrington terminal 9 December 2008

FY 08/09 - Corporate Initiatives

- Organisation structure changes July 2008
  - Outcome - Improved customer focus
- New retention share scheme and alignment of KPIs across whole company
- Additional structural review commenced
  - Focusing on efficiency of corporate functions and reducing supply chain costs
- New head office location from 1 July 2009

Grain Receival Update

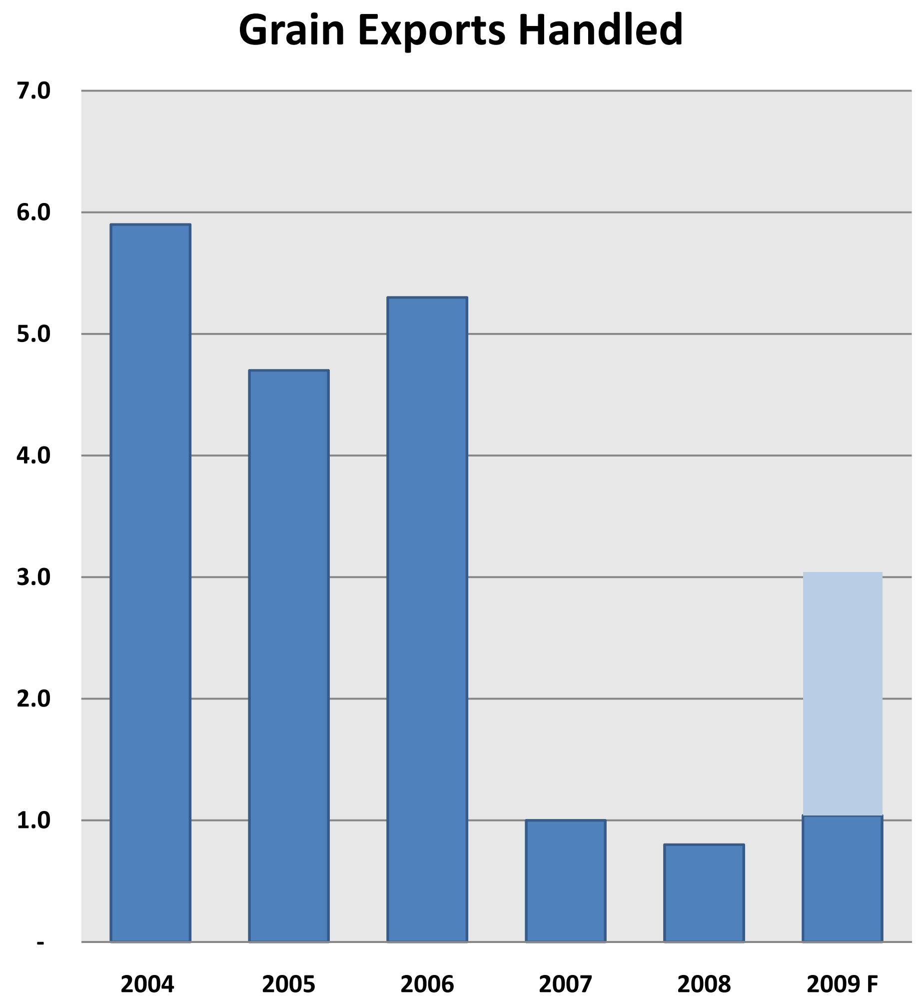
- **Total winter crop receivals 7.83 mmt**
- Sorghum receivals YTD 457 kt
- Total grain receivals YTD 8.28 mmt
- *Forecast sorghum crop receival range 0.7 to 1 mmt*



Grain Export Update

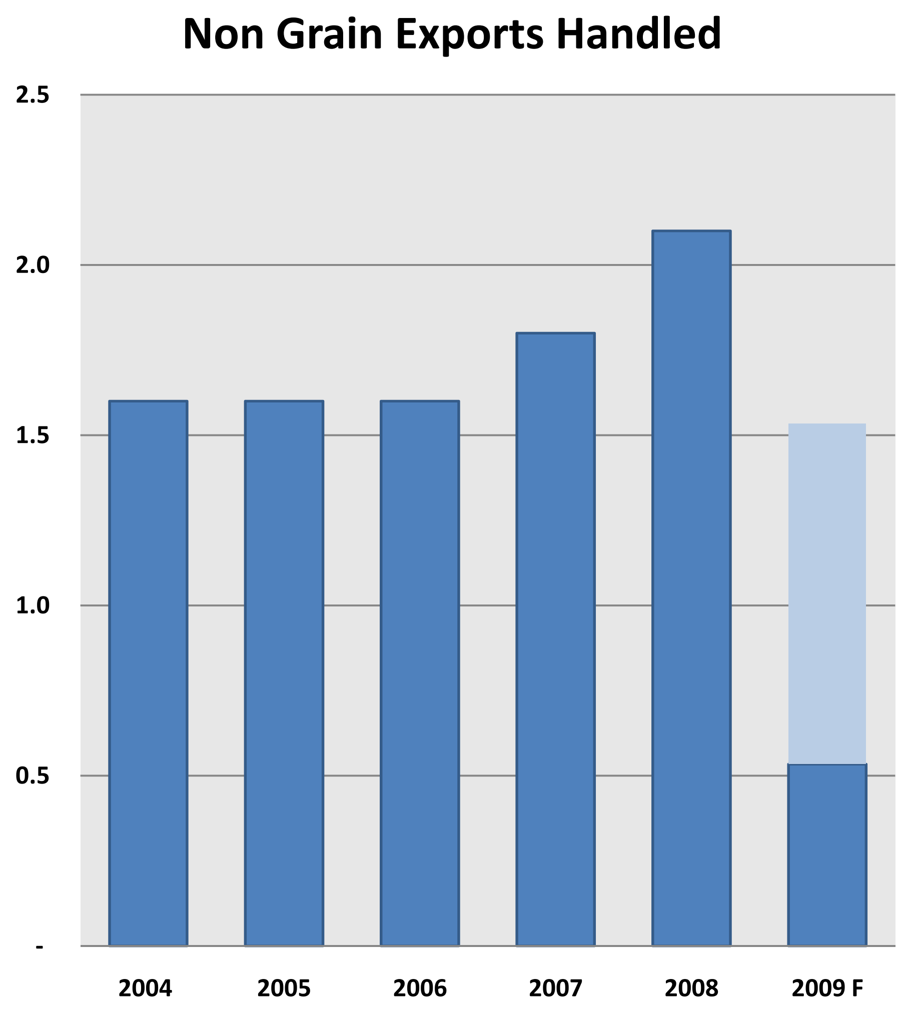
- Grain exported through GrainCorp terminals YTD 1.04 mmt
- GrainCorp wheat exports YTD over 600 kt
- *Forecast grain exported through GrainCorp terminals expected to exceed 3.0 mmt**

** Subject to timing of exports by exporters*



Non Grain Export Update

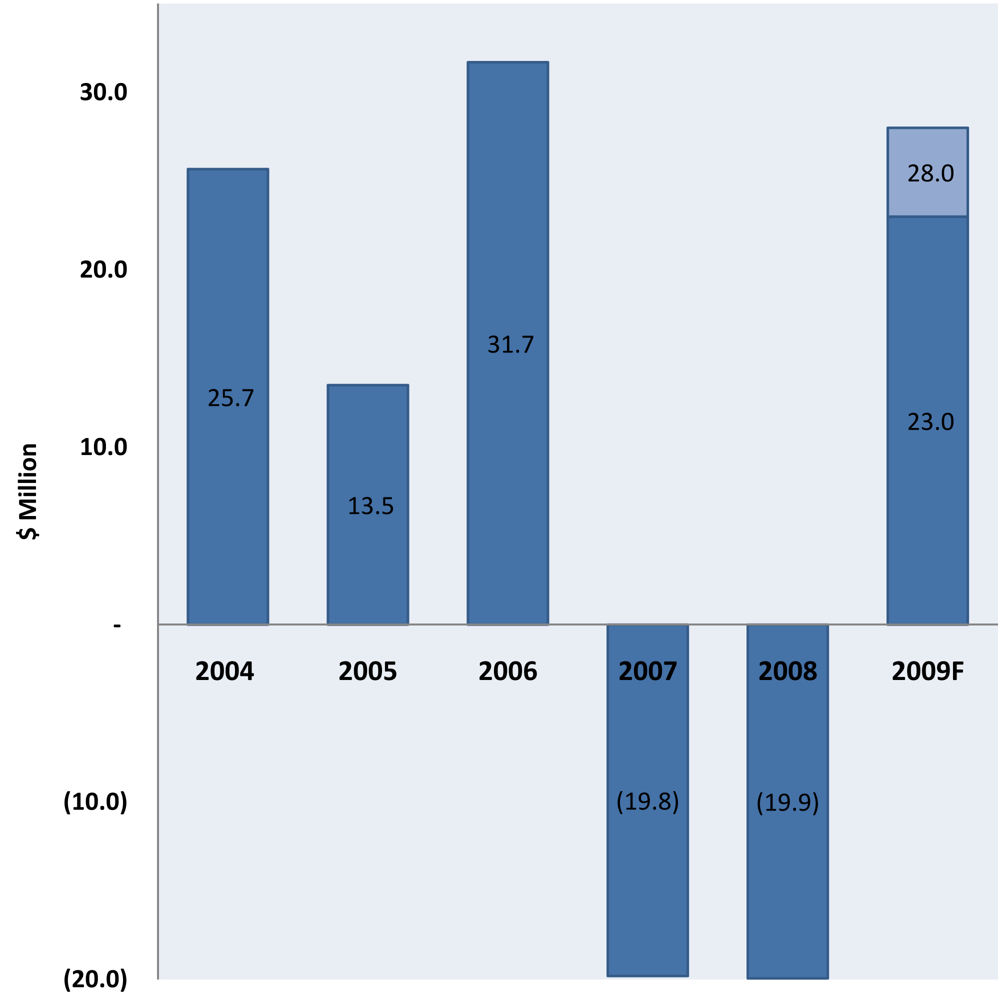
- Non grain exports YTD 534 kt



Earnings Guidance – FY 09

- Good performance from Storage and Logistics, Ports and Marketing
- Merchandise and Hunter Grain below target
- Strong performance compared to 10 mmt receivals in 2005

- **NPAT forecast range $23 – 28 M**



Business Initiatives

- Further supply chain opportunities in the agriculture sector
- Domestic grain market share growth
- Growth in bulk wheat exports
- Business excellence initiatives

SHAREHOLDER QUESTIONS

M V Intrepid loading wheat for GrainCorp Port Kembla terminal - 19 February ‘09