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Sydney
Melbourne
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Perth

Date 1 July 2013
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To Company Announcements Platform
Australian Securities Exchange Limited
Fax 1300 135 638

Dear Sir/Madam

Takeover offer by ADM Australia Holdings II Pty Limited for GrainCorp Limited

Notice that offers free from defeating condition

We refer to the off-market takeover bid by ADM Australia Holdings II Pty Limited ACN 158 556 686 (**ADM Australia**) for all the shares in GrainCorp Limited ABN 60 057 186 035 (**GrainCorp** and **Offer**) and the bidder's statement lodged with ASIC and released to ASX on 24 June 2013 (**Bidder's Statement**).

As set out in section 12.8(b) of the Bidder's Statement, the Offer is conditional on the Australian Competition and Consumer Commission (**ACCC**) not taking certain action in relation to the Offer (**ACCC Condition**).

On 27 June 2013, ADM Australia received written confirmation from the ACCC that it does not propose to oppose ADM Australia's proposed acquisition of GrainCorp.

Accordingly, ADM Australia gives notice that its Offer is free from the ACCC Condition.

We **attach**, by way of service pursuant to section 650F(3)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a formal notice to this effect under section 650F(1) of the *Corporations Act*.

Yours faithfully
Corrs Chambers Westgarth

Jaclyn Riley-Smith
Partner

ADM Australia Holdings II Pty Limited
ACN 158 556 686

Notice under section 650F(1) *Corporations Act 2001* (Cth)

Notice that offers free from defeating condition


To: ASX Limited; and
GrainCorp Limited ABN 60 057 186 035 (**GrainCorp**).

For the purposes of section 650F(1) of the *Corporations Act 2001* (Cth), ADM Australia Holdings II Pty Limited ACN 158 556 686 gives notice and declares that:

- its takeover offer for all the shares in GrainCorp is free from the condition set out in section 12.8(b) of its bidder's statement (being the condition requiring no opposition to the offer by the Australian Competition and Consumer Commission) dated 24 June 2013; and
- as at close of business on 28 June 2013, its voting power in GrainCorp was 19.85%.

Date: 1 July 2013

Signed for and on behalf of ADM Australia Holdings II Pty Limited by:


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William Fitzgibbon, Director