

16 January 2026

## GrainCorp Limited – Annual General Meeting

The Annual General Meeting (**AGM**) of GrainCorp Limited (ASX:GNC) (**Company** or **GrainCorp**) will be held on **Wednesday, 18 February 2026 at 10:00am (Sydney time)** at the Whiteley Ballroom (Level 2) of the Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000 and online as a hybrid meeting. Registration of attendees will commence at 9:30am (Sydney time).

In accordance with the ASX Listing Rules, GrainCorp attaches the following documents:

1. Notice of Meeting & Explanatory Notes
2. Voting Form
3. Questions from Shareholders Form
4. Online Meeting Guide

This announcement is authorised for release by Annerly Squires, Company Secretary.

### About GrainCorp

GrainCorp is one of Australia's largest integrated agribusinesses operating across the food, feed and fuel value chain, with a market-leading presence in grain storage, handling, processing, edible oils and feedstocks. With high-quality infrastructure assets and operations across Australia and New Zealand, and supported by a global network of offices, GrainCorp has connected regional producers with customers across nutrition, livestock and energy industries for more than 100 years.

For further details, please visit our website at [www.graincorp.com.au](http://www.graincorp.com.au)

### MEDIA CONTACT

Jess Simons  
Head of Corporate Affairs  
+61 418 734 653  
[jess.simons@graincorp.com.au](mailto:jess.simons@graincorp.com.au)

### INVESTOR CONTACT

Dan Jones  
Investor Relations Manager  
+61 484 341 492  
[dan.jones@graincorp.com.au](mailto:dan.jones@graincorp.com.au)

16 January 2026

Dear Shareholder

I am pleased to invite you to attend the Annual General Meeting (**AGM**) of GrainCorp Limited (the **Company** or **GrainCorp**), to be held on **Wednesday, 18 February 2026 at 10:00am (Sydney time)** at the Whiteley Ballroom (Level 2) of the Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000 and online as a hybrid meeting. Registration of attendees will commence at 9:30am (Sydney time).

### Hybrid Meeting

In addition to being able to attend the AGM in person, the Company is pleased to provide Shareholders with the opportunity to attend and participate virtually through an online meeting platform.

Shareholders will need to register for an account with MUFG Corporate Markets (AU) Limited (**MUFG**) to attend the AGM online. We recommend Shareholders register for an account as soon as possible and well in advance of the AGM to avoid any potential difficulties or delays with doing so on the day of the AGM. An account can be created via the following link: <https://au.investorcentre.mpms.mufg.com/> and then clicking on "Register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with MUFG.

Further information on how to attend, participate in and vote at the meeting through the AGM online platform is set out in the accompanying Notice of Meeting and the Online Meeting Guide, which is available at <https://www.graincorp.com.au/shareholder-information/#agm>.

### Items of Business

Please find enclosed a Notice of Meeting detailing the business to be dealt with at the AGM, which should be read together with the accompanying Explanatory Notes.

This year's AGM will involve the business of receiving and considering the financial report for the financial year ended 30 September 2025 and voting on resolutions to adopt the Remuneration Report, to elect Samantha Hogg and Sarah Adam-Gedge as Non-executive Directors, and to approve the grant of performance rights to Mr Robert Spurway, Managing Director and CEO. Samantha and Sarah, who are seeking election as Non-executive Directors at the AGM, were appointed as Directors by the Board on 22 September 2025 and 1 November 2025 respectively, following an extensive search process and a comprehensive review of both current Board skills and the additional and complementary skills required to support GrainCorp's strategy and broader Board renewal and succession planning.

Kathy Grigg, Non-executive Director, will retire at the conclusion of the AGM in accordance with the Constitution and will not be seeking re-election. On behalf of the Board, I would like to thank Kathy for the exceptional leadership, expertise and pragmatism she has brought as Chair of the Audit and Risk Committee and to the contribution she has made to the Board more generally during her tenure.

### Voting

The Board recommends that you consider voting by direct vote before the AGM in respect of all resolutions to be considered at the meeting. Direct voting enables shareholders to vote directly on resolutions to be considered at the meeting without attending the meeting or appointing a proxy. If you are unable to attend the AGM (whether in person or online through the AGM online platform), the Board encourages you to vote directly or appoint a proxy to vote on your behalf either by post, by hand or online before the meeting. Please see the instructions in the Notice of Meeting in relation to lodgement of your direct vote or appointment of a proxy. If you are attending the AGM in person, please bring this letter and your personalised voting form (as described in the Notice of Meeting) with you to facilitate registration on the day. If you are attending virtually and wish to vote at the meeting, please follow the instructions in the Notice of Meeting to register for an account with MUFG in advance of the meeting.

### Switching to electronic communications

We encourage shareholders to consider providing an email address to receive all communications, including notices of meeting, annual reports and other shareholder communications, electronically. If you have not done so, please go to the MUFG website <https://au.investorcentre.mpms.mufg.com/> to update your communication election.

**Webcast**

The AGM will be broadcast live and a recording will be made available to view after the AGM on the GrainCorp website. Shareholders can access this platform by navigating to <https://meetings.openbriefing.com/GNC26> on any internet browser and registering in accordance with the specified instructions. Shareholders will not be able to ask questions or vote on any resolutions via the live webcast. Any Shareholder that wishes to attend and participate in the AGM online must follow the instructions set out in the "Hybrid Meeting" section above and in the Notice of Meeting.

A copy of the Annual Report, Sustainability Report and Corporate Governance Statement, which provide full details of the Company's activities for the financial year ended 30 September 2025, are available on the GrainCorp website.

On behalf of my fellow Directors, I thank you for your continued support and look forward to welcoming you at the AGM.

Yours sincerely



**Peter Richards**  
**Chairman**

## NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting (**AGM**) of GrainCorp Limited (ABN 60 057 186 035; ASX: GNC) (the **Company** or **GrainCorp**) will be held at **10:00am (Sydney time) on Wednesday, 18 February 2026** as a hybrid meeting. Shareholders and duly appointed proxies, attorneys and corporate representatives of Shareholders can attend, participate in and vote at the AGM in person at Whiteley Ballroom (Level 2) of the Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000 (with in person registration commencing from 9:30am (Sydney time) or through the AGM online platform, details of which are set out below).

### Items of Business

#### 1 Consideration of Financial Statements and Reports

To receive and consider the financial report (which includes the financial statements and the Directors' Report and Auditor's Report) for GrainCorp for the financial year ended 30 September 2025.

Note: No resolution is required for this item of business and, accordingly, no vote will be held on this item.

#### 2 Adoption of the Remuneration Report

To consider and, if thought appropriate, pass the following resolution as an ordinary resolution:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (which forms part of the Directors' Report) of the Company for the financial year ended 30 September 2025 set out on pages 48 to 64 (inclusive) of the Annual Report be adopted."*

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this item of business. See the section below headed 'Voting Exclusions' in the Explanatory Notes for further details.

#### 3 Election of Directors

(a) To consider and, if thought appropriate, pass the following resolution as an ordinary resolution:

*"That, for the purposes of ASX Listing Rules 14.4, article 11.3(c) of the Constitution and for all other purposes, Ms Samantha Hogg, appointed by the Board as a Director on 22 September 2025 and who will retire at the meeting, and, being eligible and offering herself for election, be elected as a Director of the Company."*

(b) To consider and, if thought appropriate, pass the following resolution as an ordinary resolution:

*"That, for the purposes of ASX Listing Rule 14.4, article 11.3(c) of the Constitution and for all other purposes, Ms Sarah Adam-Gedge, appointed by the Board as a Director on 1 November 2025 and who will retire at the meeting, and, being eligible and offering herself for election, be elected as a Director of the Company."*

#### 4 FY26 Grant of Performance Rights to the Managing Director and CEO

To consider and, if thought appropriate, pass the following resolution as an ordinary resolution:

*"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given to grant 149,362 performance rights under the GrainCorp Limited Equity Incentive Plan to the Managing Director and CEO of the Company, Mr Robert Spurway, in respect of the FY26 Long Term Incentive grant in the manner and on the terms and conditions set out in the Explanatory Notes to this Notice of Meeting."*

Note: A voting exclusion statement applies to this item of business. See the section below headed 'Voting Exclusions' in the Explanatory Notes for further details.

Further information in relation to each resolution to be considered at the AGM is set out in the enclosed Explanatory Notes (which form part of this Notice of Meeting).

By order of the Board



**Annerly Squires**  
Company Secretary  
16 January 2026

## EXPLANATORY NOTES

These Explanatory Notes form part of this Notice of Meeting and should be read in conjunction with it. These Explanatory Notes have been prepared to provide shareholders with important information regarding the items of business proposed for consideration at the AGM.

### Eligibility to vote

You will be eligible to vote at the AGM (or at any adjourned meeting) if you are registered as a holder of GrainCorp Shares at 7:00pm (Sydney time) on Monday, 16 February 2026 (subject to the applicable voting exclusions set out in this Notice of Meeting). This means that transfers of GrainCorp Shares registered after that time will be disregarded in determining entitlements to attend the AGM and vote on the resolutions.

### Voting

Each of the resolutions set out in this Notice of Meeting will be decided by a poll in accordance with the Constitution and section 250JA of the Corporations Act.

Shareholders can vote at the AGM:

- by attending the AGM in person and voting at that meeting;
- by attending the AGM virtually and voting through the AGM online platform (details of which are set out in this Notice of Meeting below and the Online Meeting Guide);
- by submitting a direct vote before the AGM (in the manner described below); or
- by appointing a proxy (in the manner described below).

### Joint holders

When joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the AGM, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the AGM, only the vote of the first named of the joint holders in the register of members will be counted.

### Voting in person

Shareholders and their duly appointed proxies, corporate representatives and attorneys wishing to vote in person should attend the AGM and vote in person at the Whiteley Ballroom (Level 2) of the

Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000.

### Corporate shareholders

Corporate shareholders or proxies may appoint a representative to attend the AGM on their behalf (rather than, in the case of a corporate shareholder, appoint a proxy), whether in person or through the AGM online platform. The representative must lodge with, or present to, the Company (through MUFG Corporate Markets (AU) Limited, as described below) evidence of his or her appointment before the AGM unless it has previously been provided to MUFG Corporate Markets (AU) Limited. Shareholders can download and fill out the Appointment of Corporate Representative form from MUFG Corporate Markets (AU) Limited's website <https://www.mpms.mufig.com/en/for-individuals/au/shareholders/forms/>.

You must provide your appointment documentation to MUFG by email to [gnc@cm.mpms.mufig.com](mailto:gnc@cm.mpms.mufig.com) **no later than 10:00am (Sydney time) on Monday, 16 February 2026**.

### Direct voting before the AGM

Votes may be cast directly by shareholders before the meeting. If you would like to vote directly, you may do so by lodging a voting form (online or by facsimile or post) before the AGM in accordance with the instructions set out below, so that it is received **no later than 10:00am (Sydney time) on Monday, 16 February 2026** (any voting form received after this time will not be valid).

For a vote to be counted, you must complete the voting directions for each item by marking "for" or "against" or "abstain". Votes will only be valid for items marked and no vote will be counted for items left blank. However, if the voting form is left blank for all items, the Chairman of the AGM will be deemed to be appointed as your proxy for all items and may vote, or abstain from voting, the applicable votes at his discretion (except where the Chairman is required by law or the Constitution to vote, or abstain from voting, in his capacity as proxy, including to comply with the applicable voting exclusions set out in this Notice of Meeting). Shareholders who cast a vote on a resolution before the AGM by lodging a valid voting form will still be entitled to attend the AGM in person or through the AGM online platform and vote on that resolution during the meeting, with the later vote overriding the earlier vote (i.e. the shareholder will be able to revoke their vote by voting at the meeting (whether

in person or through the AGM online platform), but a shareholder's direct vote will remain valid unless revoked at the meeting).

### **Online attendance and voting at the AGM through the AGM online platform**

Shareholders and their duly appointed proxies, corporate representatives and attorneys can attend and vote at the AGM through the AGM online platform.

Shareholders will need to register for an account with MUFG to attend the AGM online. GrainCorp recommends that Shareholders register for an account as soon as possible and well in advance of the AGM to avoid any potential difficulties or delays with doing so on the day of the AGM. An account can be created by clicking on the following link: <https://au.investorcentre.mpms.mufg.com/> and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with MUFG.

The AGM online platform will allow Shareholders and their duly appointed proxies, attorneys and corporate representatives to listen to the AGM, cast an online vote and ask questions online in real time.

To attend the AGM online, visit <https://meetings.openbriefing.com/GNC26> on your smartphone, tablet or computer and log in using your MUFG account details.

Votes may be cast by shareholders online during the AGM by taking the following steps:

- Enter <https://meetings.openbriefing.com/GNC26> and log in using your MUFG account details.
- Click on "Get a voting card".
- Enter your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and your postcode (or country, if you live outside Australia).
- Follow the prompts to complete and submit your vote.

Further instructions and information regarding how to attend the AGM online (including how to participate, vote and ask questions online during the meeting) are set out in the Online Meeting Guide, which is available at

<https://www.graincorp.com.au/shareholder-information/#agm>.

### **Appointment of an attorney**

A Shareholder may appoint an attorney to participate in and vote at the AGM on the Shareholder's behalf. Each validly appointed attorney will have the right to vote and also to speak at the AGM on behalf of the appointing Shareholder. The power of attorney appointing an attorney to participate in and vote at the AGM must be duly executed by the applicable Shareholder and specify the names of the Shareholder, GrainCorp and the attorney, and also the meeting(s) at which the appointment may be used. The appointment may be a standing one. A certified copy of a power of attorney may be submitted in the same manner as a completed voting form (as described below), except that it cannot be lodged online or by mobile device or fax. Certified copies of powers of attorney must be received by MUFG by no later than 10:00am (Sydney time) on Monday, 16 February 2026.

### **Proxies**

#### ***Appointing a proxy***

Each shareholder who is entitled to attend and vote at the AGM may appoint a proxy, who need not be a shareholder of the Company, to attend the AGM (either in person or online) and vote at the AGM on the shareholder's behalf. A proxy may be an individual or a body corporate. A shareholder who is entitled to attend the AGM and cast two or more votes at the AGM may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise on a poll. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes that each may exercise, each may exercise half of the votes (disregarding fractions) on a poll.

If you wish to appoint a proxy, you must, in accordance with the specified instructions and directions, either:

- appoint a proxy online (see the instructions below); or
- complete the proxy appointment section of the voting form and return it to MUFG Corporate Markets (AU) Limited in accordance with the instructions in the 'Deadline for receipt of Voting Forms' section below, which are also on the voting form.

An online proxy appointment or a completed voting form (and any power of attorney or other authority under which it is signed) must be received by MUFG Corporate Markets (AU) Limited no later than

**10:00am (Sydney time) on Monday, 16 February 2026** for it to be valid. Any voting form received after this time will not be valid. Further instructions on appointing proxies are available on the front of the voting form.

If a body corporate is appointed as proxy, please write the full name of that body corporate (e.g. Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If no such evidence is received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

The appointment of one or more duly appointed proxies will not preclude a shareholder from attending the AGM (either in person or online) and voting personally. If a shareholder has appointed a proxy but attends the AGM (either in person or online), the authority of that proxy to speak and vote for that shareholder is automatically suspended while the shareholder is present at the meeting. Accordingly, if the member is present at the AGM and votes on a resolution, the proxy must not vote as the member's proxy on that resolution (and any such vote by the proxy will not be counted).

#### ***Directing your proxy how to vote***

You can direct your proxy how to vote by marking the "for", "against" or "abstain" boxes on the voting form or, if the proxy is appointed online, by directing the proxy how to vote on the relevant resolution in accordance with the instructions on the website. If you have appointed someone other than the Chairman as your proxy and you do not direct them how to vote, that person may vote, or abstain from voting, at their discretion (except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy, including to comply with the applicable voting exclusions set out in this Notice of Meeting). If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit, subject to the applicable voting exclusions set out in this Notice of Meeting.

**If the abstention box on the voting form for any item of business is marked, the proxy will be directed not to vote on a poll and the relevant GrainCorp Shares will not be counted in calculating the required majority on the poll for the resolution in respect of that item of business.**

#### ***No direction and appointing the Chairman as your proxy***

As disclosed in the explanatory notes in respect of the resolutions the subject of Items 2 and 4, if the Chairman of the meeting is appointed as your proxy and you do not specifically direct how your proxy is to vote on a resolution, then, by completing and submitting your voting instructions, you are expressly authorising the Chairman to vote in accordance with the voting recommendation of the Board for each resolution (as set out in this Notice of Meeting), even when a resolution is connected directly or indirectly with the remuneration of one or more members of the Company's KMP. As stated below, the Chairman intends to vote all available (including undirected) proxies in favour of all resolutions put to shareholders at the meeting, subject to the applicable voting exclusions set out in this Notice of Meeting. In particular, shareholders should note that, if a shareholder appoints the Chairman as proxy, or if the Chairman is appointed as proxy by default, in relation to the resolutions the subject of Item 2 and/or Item 4 and the shareholder does not mark the "for", "against" or "abstain" box opposite the relevant item on the voting form (or, if the proxy is appointed online, by directing the proxy how to vote on the relevant resolution in accordance with the instructions on the website), by signing the voting form (or, if the proxy is appointed online, by completing the proxy appointment in accordance with the instructions on the website), the shareholder will be authorising the Chairman to vote in favour of the relevant resolution, and the Chairman will vote in this way, even though the resolutions the subject of Item 2 and Item 4 are connected directly with the remuneration of members of KMP. If a shareholder wishes to appoint the Chairman as proxy to vote against or abstain from voting on the resolutions the subject of Item 2 and/or Item 4, the shareholder must mark the relevant "against" or "abstain" box on the voting form (or, if the proxy is appointed online, by directing the proxy how to vote on the relevant resolution in accordance with the instructions on the website).

If you appoint as your proxy any other KMP or any of their Closely Related Parties and you do not direct



them how to vote on Item 2 and/or Item 4, your proxy will not be entitled to vote on that item.

If the voting form is signed by a shareholder but does not name the proxy or proxies in whose favour it is given, or the proxy does not attend the meeting (whether in person or online), the Chairman may either act as proxy or complete the voting form by inserting the name of a Director or the Company Secretary of GrainCorp.

The Chairman intends to vote all available (including undirected) proxies in accordance with the voting recommendation of the Board for each resolution (as set out in this Notice of Meeting), subject to the applicable voting exclusions. In exceptional circumstances, the Chairman's intentions may change. If there is a change to how the Chairman intends to vote available (including undirected) proxies, the Company will make an immediate announcement to ASX stating that fact and explaining the reasons for the change.

#### **Deadline for receipt of Voting Forms**

Direct votes (including online proxy appointments) and voting forms can be submitted in the following ways:

##### ***By post or facsimile***

Completed voting forms may be posted to:

GrainCorp Limited

c/- MUFG Corporate Markets (AU) Limited

Locked Bag A14

Sydney South NSW 1235

using the reply-paid envelope or sent by facsimile to (02) 9287 0309.

##### ***By hand***

Completed voting forms may be delivered during business hours (Monday to Friday (excluding public holidays), between 9:00am and 5:00pm (Sydney time)) to:

MUFG Corporate Markets (AU) Limited

Liberty Place, Level 41, 161 Castlereagh Street

Sydney NSW 2000

#### **Online prior to the AGM**

Online:

- at <https://au.investorcentre.mpms.mufg.com/>, by going to the voting page and following the prompts and instructions; or
- by scanning the QR code on your voting form and following the prompts and instructions.

You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

**To be effective, your online direct vote or proxy appointment or completed voting form (and any power of attorney or other authority under which it is signed) must be received by MUFG Corporate Markets (AU) Limited no later than 10:00am (Sydney time) on Monday, 16 February 2026.** The Chairman's decision as to whether a direct vote or proxy appointment is valid is conclusive.

#### **Shareholder questions**

Shareholders and the duly appointed proxies, attorneys and corporate representatives of shareholders (including those that attend the AGM online) will be given a reasonable opportunity to ask questions about any of the resolutions being considered at the AGM or general questions about GrainCorp's management or performance during the AGM. Questions may also be asked of the Company's auditor about the content of the Auditor's Report or the conduct of the audit.

##### Before the AGM

Shareholders who are unable to attend the AGM or who may prefer to register questions or comments in advance of the AGM are invited to do so by submitting the form enclosed with this Notice of Meeting titled "Questions from Shareholders" (in accordance with the instructions set out in that form) or by submitting questions online at <https://au.investorcentre.mpms.mufg.com/>. Written questions must be received by MUFG Corporate Markets (AU) Limited **no later than 10:00am (Sydney time) on Monday, 16 February 2026.**

##### During the AGM

Shareholders attending the meeting in person may ask questions orally during the meeting, and virtual attendees may ask questions in real time using the AGM online platform, either in writing or orally via the web phone. Instructions for how those attending the meeting online can ask questions are in the Online Meeting Guide, available at <https://www.graincorp.com.au/shareholder-information/#agm>.

#### **Technical difficulties at the Meeting**

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the



number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the Meeting and conduct business, including conducting a poll and voting in accordance with valid proxy instructions.

#### **Privacy**

Please be advised that the AGM will be broadcast over the internet to the public. Your attendance and questions may be visible to others. By asking a question, you acknowledge that other persons viewing the AGM will be able to see that you have asked a question, and the Company is permitted to broadcast that question and its responses.

#### **Further arrangements**

If GrainCorp is required to make changes to the arrangements for the meeting at short notice or during the meeting due to any technical issues with the online platform, it will provide details of those changes to shareholders via the ASX announcements platform and on its website.

#### **Definitions**

Words that are defined in the Glossary have the same meaning when used in this Notice of Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

## Items of Business

### Item 1 – Consideration of Financial Statements and Reports

The Corporations Act requires that the financial report (which includes the financial statements and the Directors' declaration, the Directors' Report and the Auditor's Report) for the year ended 30 September 2025 to be laid before the AGM.

Shareholders will be given a reasonable opportunity to ask questions about, or to make comments on, the reports and the management of the Company. Shareholders will also be given an opportunity to ask a representative of the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by GrainCorp in relation to the preparation of the financial reports and the independence of the auditor in relation to the conduct of the audit.

The financial statements for the year ended 30 September 2025 and reports have been previously made available to shareholders and can be found on the Company's website ([www.graincorp.com.au](http://www.graincorp.com.au)).

There is no requirement for a formal resolution on this item and, accordingly, there will be no formal resolution put to, and no vote on this item at, the meeting.

### Item 2 – Adoption of the Remuneration Report

The Remuneration Report for the financial year ended 30 September 2025 is set out on pages 48 to 64 (inclusive) of the Annual Report. The Corporations Act requires that ASX-listed companies put a resolution to their shareholders to adopt (by way of a non-binding advisory vote) the Remuneration Report. Shareholders are therefore asked to adopt the Remuneration Report by passing the resolution the subject of Item 2.

The Remuneration Report includes information regarding:

- the Company's executive remuneration strategy and framework;
- the structure of Non-executive Director, MD and CEO and certain senior executive remuneration arrangements, and details on how GrainCorp seeks to align executive remuneration with the Company's strategic objectives and shareholder interests; and
- remuneration outcomes for the 2025 financial year.

The Board is confident that GrainCorp's remuneration policies are in line with governance requirements and

continue to support the Company's financial and strategic objectives, which ultimately benefit all our stakeholders.

Shareholders entitled to vote at the AGM are entitled to vote on Item 2, being the adoption of the Remuneration Report. In accordance with subsection 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Shareholders will have a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

### Voting Exclusions

Item 2 is a resolution connected directly with the remuneration of members of GrainCorp's KMP. The Corporations Act restricts KMP and their Closely Related Parties from voting on such items.

The Remuneration Report identifies GrainCorp's KMP for the financial year ended 30 September 2025. Their Closely Related Parties include certain family members, dependants and companies they control.

In accordance with these requirements, the Company will disregard any votes cast on Item 2 by or on behalf of:

- a member of the KMP, the details of whose remuneration is disclosed in the Remuneration Report or any Closely Related Party of that KMP, regardless of the capacity in which the vote is cast; or
- any person who is a member of KMP as at the time the resolution is voted on at the meeting, or any of their Closely Related Parties, as a proxy.

However, the Company will not disregard the vote of a person described above on the resolution if the vote is cast by a person described in either paragraph:

- as a proxy for a person otherwise entitled to vote on the resolution and the vote is in accordance with the appointor's express direction; or
- the relevant person is the Chairman of the meeting who has been validly appointed as a proxy for a person otherwise entitled to vote on the resolution and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to vote on the resolution as the Chairman sees fit (even though the resolution is connected directly or

indirectly with the remuneration of a member of the KMP).

#### **Directors' Recommendation**

The Board considers that the remuneration policies adopted by the Company are appropriately structured to provide rewards commensurate with the Company's performance and market position.

Noting that each Director has a personal interest in his/her own remuneration from the Company, the Board recommends that shareholders vote in favour of the resolution to adopt the Remuneration Report.

The Chairman of the AGM intends to vote all available (including undirected) proxies in favour of the resolution in Item 2, subject to the applicable voting exclusions set out above.

#### **Item 3 – Election of Directors**

In accordance with ASX Listing Rule 14.4 and article 11.3(c) of the Constitution, Ms Samantha Hogg and Ms Sarah Adam-Gedge (who were appointed as Directors by the Board after GrainCorp's last annual general meeting) are required to retire at this AGM. Each of Ms Samantha Hogg and Ms Sarah Adam-Gedge (each being eligible for election as a Director) offers herself for election as a Director at the AGM.

In accordance with the three-year rotation cycle under ASX Listing Rule 14.4 and article 11.3(a) of the Constitution, Ms Kathy Grigg is required to retire at this AGM. Ms Grigg does not intend to seek re-election to the Board and will therefore retire at the conclusion of the AGM.

GrainCorp notes that the proposed elections and retirement referred to above satisfy the Company's obligations relating to the retirement and election of Directors at an Annual General Meeting under ASX Listing Rules 14.4 and 14.5 and the equivalent rules of the Constitution.

The Board (with Ms Hogg and Ms Adam-Gedge (as applicable) abstaining) considers that Ms Samantha Hogg and Ms Sarah Adam-Gedge are (and, if elected as Directors at the meeting, will qualify as) independent Non-executive Directors.

GrainCorp has conducted appropriate checks into each of Ms Hogg's and Ms Adam-Gedge's background and experience and those checks have not revealed any information of concern.

#### **Directors' Recommendation**

The Board (except for each of Ms Samantha Hogg and Ms Sarah Adam-Gedge in relation to her own proposed election at the meeting) considers that each of Ms Hogg and Ms Adam-Gedge is a valuable

addition to the Board in light of the particular skills, knowledge and experience that she brings to the Board, and unanimously supports and recommends that shareholders vote in favour of the resolutions relating to the election of:

- Ms Samantha Hogg; and
- Ms Sarah Adam-Gedge,

as Non-executive Directors of the Company. The Board (except for each of Ms Samantha Hogg and Ms Sarah Adam-Gedge in relation to her own proposed election at the meeting) recommends that shareholders vote in favour of the resolutions in Item 3.

The Chairman of the AGM intends to vote all available (including undirected) proxies in favour of the resolutions in Item 3.

The profiles of each of the Directors standing for election are as follows:

#### **Samantha Hogg**

##### **Non-executive Director**

Samantha Hogg joined the Board in September 2025 and is a member of the Audit and Risk Committee and the Sustainability Committee.

Ms Hogg has extensive experience across the transport, infrastructure, energy and resources sectors, both in Australia and internationally. She has held senior executive positions at Transurban Group and Western Mining Company across a broad range of portfolios including finance, strategic projects, marketing and corporate services. Samantha also has a strong understanding of sustainability and renewable energy.

Ms Hogg is currently Non-executive Chair of Syrah Resources Limited, and a Non-executive Director of Cleanaway Waste Management Limited and IGO Limited. Her previous board roles have included Deputy Chair, Lead Independent Director and Non-executive Director of Adbri Limited, Non-executive Director of De Grey Mining Limited, Australian Renewable Energy Agency, MaxiTRANS Industries Limited, Hydro Tasmania and Infrastructure Australia, and Chair of Marinus Link Pty Ltd, Tasmanian Irrigation and TasRail.

#### **Sarah Adam-Gedge**

##### **Non-executive Director**

Sarah Adam-Gedge joined the Board in November 2025 and is a member of the Audit and Risk Committee and the People, Safety and Culture Committee.

Ms Adam-Gedge has extensive experience in finance, technology, digital, cyber and innovation across her executive and non-executive career, including as Chief

Executive Officer and Managing Director for technology and digital businesses globally.

Ms Adam-Gedge is currently a Non-executive Director of Codan Limited, Bravura Solutions Limited and Aussie Broadband Limited. Her previous board roles have included Non-executive Director of Emeco Holdings Limited and Non-executive Director and Deputy Chair of Austal Limited.

#### **Item 4 – FY26 Grant of Performance Rights to the Managing Director and CEO (MD and CEO)**

The resolution is being put to shareholders to obtain approval for the grant of performance rights (**Rights**) to Mr Spurway, MD and CEO. The proposed grant of 149,362 Rights relates to the long-term variable component of Mr Spurway's remuneration package for FY26 and is to be made under the GrainCorp Limited Equity Incentive Plan (**Plan**).

This resolution is not seeking approval for the total remuneration of Mr Spurway. Rather it relates to the issue of long-term incentive (**LTI**) Rights to Mr Spurway under the Plan, which is one component of Mr Spurway's total remuneration.

The terms and conditions of the proposed grant are summarised in these Explanatory Notes.

#### ***Why is approval being sought?***

ASX Listing Rule 10.14 requires an ASX-listed company to obtain shareholder approval for the acquisition of securities (including the Rights) under an employee incentive scheme by specified persons, which includes a Director, subject to limited exceptions. Mr Spurway is a Director and, therefore, in accordance with ASX Listing Rule 10.14.1, shareholder approval is being sought for the purposes of ASX Listing Rule 10.14.

Approval of this resolution under Listing Rule 10.14 will also result in any Rights the subject of this resolution granted to Mr Spurway being excepted from ASX Listing Rule 7.1. This means that any Rights the subject of this resolution granted to Mr Spurway, and any new GrainCorp Shares issued to Mr Spurway in satisfaction of those Rights, will be excluded from the calculation of GrainCorp's annual 15 percent new security issue limit under ASX Listing Rule 7.1.

If GrainCorp shareholder approval of this resolution is not obtained, Mr Spurway will be entitled to receive a cash payment instead of the relevant Rights, subject to the same performance conditions as the Rights would have been subject to had they been issued, as described below. Any such cash amount will be equivalent to the value the grant

would have had at vesting if it had been approved by shareholders.

#### ***Additional information required by ASX Listing Rules 10.14 and 10.15***

In accordance with ASX Listing Rules 10.14 and 10.15, the following additional information is provided to shareholders in connection with these resolutions:

- (a) No Director, other than Mr Spurway, is eligible to participate in the FY26 LTI grant to be made under the Plan. No current Directors, other than Mr Spurway, have received a grant of any equity securities under the Plan.
- (b) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Plan after the FY26 LTI grant is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.
- (c) Details of any securities (including Rights and shares) issued under the Plan will be published in the annual report of GrainCorp relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (d) Rights are proposed to be granted under the FY26 LTI grant as they create share price alignment between participants and shareholders, but do not provide participants with the full benefits of share ownership (such as dividend and voting rights) unless and until the vesting conditions are satisfied, the Rights vest and are exercised.
- (e) Mr Spurway has previously been granted a total of 1,139,994 Rights under the Plan, which were approved by shareholders at past Annual General Meetings. No acquisition price was paid by Mr Spurway for those Rights.
- (f) No loan will be provided by the Company (or a subsidiary) in relation to the grant or exercise of Rights pursuant to the FY26 LTI grant.
- (g) The MD and CEO's current total maximum remuneration package (for the financial year ending 30 September 2026) is set out in the table on the next page.

Remuneration element	Opportunity
FY26 total fixed remuneration (base salary, superannuation and benefits) (TFR)	\$1,304,770
Short-term incentive	\$1,957,155 (150% of TFR at maximum)
FY26 LTI grant	\$1,304,770 (100% of TFR at maximum)

The actual value (if any) that Mr Spurway will receive from the proposed FY26 LTI grant cannot be determined until the end of the three-year performance period described below and will depend on the extent to which the performance conditions are achieved, the number of Rights that vest in accordance with the performance conditions and the GrainCorp share price at the time of vesting.

**Key terms of the FY26 LTI grant and the material terms of the Plan**

A summary of the key terms of the proposed grant of Rights to the MD and CEO under the FY26 LTI grant, and the material terms of the Plan (that will apply to those Rights), is set out below.

Term	Details
How many Rights will be granted to the MD and CEO under the FY26 LTI grant?	<p>If shareholder approval is obtained, Mr Spurway will be granted 149,362 Rights under the FY26 LTI grant.</p> <p>Mr Spurway's LTI opportunity for the financial year ending 30 September 2026 is \$1,304,770, being 100% of his total fixed remuneration for that year.</p> <p>The actual number of Rights to be granted to Mr Spurway for the FY26 LTI grant (if shareholder approval is received) was determined using a face value methodology by:</p> <p>(a) calculating the Volume Weighted Average Price (VWAP) of GrainCorp Shares for the 20 trading days up to and including 30 September 2025 (Value per Right). The Value per Right was \$8.7356; and</p> <p>(b) dividing Mr Spurway's FY26 LTI opportunity by the Value per Right (rounded down to the nearest whole Right).</p>
What is a Right?	<p>Each Right will give Mr Spurway a right to acquire, at nil cost, one GrainCorp Share or, at the discretion of the Board, a cash payment of equivalent value, subject to the satisfaction of the applicable performance and service-based vesting conditions summarised below.</p> <p>Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues. Rights are not transferable (except in limited circumstances or with the consent of the Board).</p> <p>No amount is payable in respect of the grant of Rights, nor in respect of any GrainCorp Shares allocated on exercise of vested Rights.</p>
When will Rights be granted to the MD and CEO under the FY26 LTI grant?	<p>If shareholder approval is obtained, the Rights will be granted to the MD and CEO as soon as practicable after the AGM, but in any event, within 1 month of the AGM.</p>
What vesting conditions will apply to the Rights?	<p>The Rights will be subject to vesting conditions determined by the Board. The Board has determined that vesting of the Rights comprising the MD and CEO's FY26 LTI award will be subject to:</p> <ul style="list-style-type: none"> <li>two independently tested performance conditions (refer below); and</li> <li>Mr Spurway's continued employment with GrainCorp.</li> </ul>

Term	Details										
	<p>Specifically, 50% of the FY26 LTI grant will be comprised of Rights subject to a performance condition based on the absolute Total Shareholder Return (defined below) Compound Annual Growth Rate (<b>aTSR CAGR</b>) performance of GrainCorp over a defined period.</p> <p>The remaining 50% of the FY26 LTI grant will be comprised of Rights subject to a Return on Invested Capital (<b>ROIC</b>) performance condition (described below).</p> <p><b>(1) aTSR CAGR condition (50% of Rights):</b></p> <p>Vesting of 50% of the Rights will be subject to the satisfaction of the aTSR CAGR condition.</p> <p>aTSR CAGR is measured over the three-year performance period. Total Shareholder Return (<b>TSR</b>) means the percentage change in the Company's share price together with the value of dividends and distributions with an ex-dividend or ex-distribution (as applicable) date during the performance period (assuming that all of those dividends and distributions are re-invested into new GrainCorp Shares).</p> <p>The proportion of Rights that may vest based on aTSR CAGR performance is determined by the Board, based on the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>aTSR CAGR over the Performance Period</th><th>Percentage of aTSR CAGR tested Rights to vest</th></tr> </thead> <tbody> <tr> <td>Below 6%</td><td>Nil</td></tr> <tr> <td>Equals 6%</td><td>50%</td></tr> <tr> <td>Between 6% and 9%</td><td>Straight line pro-rata vesting between 50% and 100%</td></tr> <tr> <td>At or above 9%</td><td>100%</td></tr> </tbody> </table> <p>The Board retains discretion to adjust the aTSR CAGR condition (or vesting schedule in exceptional circumstances, including matters outside of management's influence, to ensure that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the aTSR CAGR condition).</p> <p><b>(2) ROIC condition (50% of Rights):</b></p> <p>Vesting of 50% of the Rights will be subject to the Return on Invested Capital (<b>ROIC</b>) condition.</p> <p>ROIC measures how well a company is using shareholder funds to generate returns.</p> <p>ROIC is defined as Group underlying Net Profit after Tax less interest expense (after tax) associated with core debt, excluding the post tax impact of items that are not in the ordinary course of business, non-recurring and material in nature and amount, divided by Average Net Debt (excluding commodity inventory funding) plus Average Total Equity.</p> <p>An average of ROIC outcomes for each of the three financial years in the Performance Period will be calculated to determine ROIC over the three-year Performance Period.</p>	aTSR CAGR over the Performance Period	Percentage of aTSR CAGR tested Rights to vest	Below 6%	Nil	Equals 6%	50%	Between 6% and 9%	Straight line pro-rata vesting between 50% and 100%	At or above 9%	100%
aTSR CAGR over the Performance Period	Percentage of aTSR CAGR tested Rights to vest										
Below 6%	Nil										
Equals 6%	50%										
Between 6% and 9%	Straight line pro-rata vesting between 50% and 100%										
At or above 9%	100%										



Term	Details										
	<p>The ROIC condition requires the average ROIC outcome achieved by the Company over the Performance Period to meet or exceed a three-year ROIC performance (minimum to maximum expectation) range.</p> <p>Due to the variability of the agribusiness industry, annual ROIC performance ranges will be determined as part of the budgeting process for each financial year during the Performance Period. The three-year ROIC performance range is the average of three annual performance ranges determined for each financial year in the Performance Period.</p> <p>Annual ROIC performance ranges will be set in November each year. The Board considers the performance ranges to be commercially sensitive. As such, the annual performance ranges will be disclosed in the 2028 annual report following the end of the Performance Period.</p> <p>The percentage of Rights that vest, if any, will be determined with reference to the Company's average ROIC over the Performance Period, based on the table below:</p> <table> <tr> <th>Three-year average ROIC performance achieved over Performance Period</th><th>Percentage of ROIC-tested Rights to vest (%)</th></tr> <tr> <td>Below minimum of target range</td><td>Nil</td></tr> <tr> <td>At minimum target range</td><td>50%</td></tr> <tr> <td>Within target range</td><td>Straight line pro-rata vesting between 50% and 100%</td></tr> <tr> <td>At maximum target range and above</td><td>100%</td></tr> </table> <p>The Board retains discretion to adjust the ROIC condition (or vesting schedule in exceptional circumstances, including matters outside of management's influence, to ensure that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the ROIC condition).</p>	Three-year average ROIC performance achieved over Performance Period	Percentage of ROIC-tested Rights to vest (%)	Below minimum of target range	Nil	At minimum target range	50%	Within target range	Straight line pro-rata vesting between 50% and 100%	At maximum target range and above	100%
Three-year average ROIC performance achieved over Performance Period	Percentage of ROIC-tested Rights to vest (%)										
Below minimum of target range	Nil										
At minimum target range	50%										
Within target range	Straight line pro-rata vesting between 50% and 100%										
At maximum target range and above	100%										
What is the Performance Period for the FY26 LTI grant?	The performance conditions outlined above will be tested over the period commencing on 1 October 2025 and ending on 30 September 2028 ( <b>Performance Period</b> ).										
What will happen at the end of the Performance Period?	<p>Testing of the performance conditions is expected to occur in November 2028 shortly before the announcement of GrainCorp's full-year results for the financial year ending 30 September 2028.</p> <p>Following testing of the performance conditions and the determination of the level of vesting of Rights, Rights may vest (subject to the MD and CEO's continued employment with GrainCorp).</p> <p>If the vesting conditions are not achieved for some or all of the Rights granted to Mr Spurway, those Rights will lapse immediately. No re-testing of the performance conditions will apply.</p> <p>Shareholders will be advised of the vesting outcomes for the FY26 LTI grant in the annual report for the year ending 30 September 2028.</p>										

Term	Details
When will the vested Rights be exercised?	<p>Vested Rights may be exercised by the MD and CEO at any time subject to compliance with the Company's Share Trading Policy.</p> <p>On the exercise of each vested Right, GrainCorp will allocate one GrainCorp Share to Mr Spurway (at no cost to him) or, at the Board's discretion, pay the MD and CEO a cash equivalent amount (in lieu of the allocation of GrainCorp Shares).</p> <p>The allocation of GrainCorp Shares on vesting may be satisfied by issuing new GrainCorp Shares or by acquiring GrainCorp Shares on-market. Where Rights are settled in cash, the cash equivalent payment will be inclusive of any statutory superannuation contributions.</p>
What restrictions apply to GrainCorp Shares allocated on exercise of vested Rights?	Mr Spurway will be free to deal with any GrainCorp Shares allocated on exercise of vested Rights, subject to compliance with GrainCorp's Share Trading Policy (a copy of this policy is available on the GrainCorp website).
What happens if the MD and CEO ceases employment whilst holding Rights?	<p><b>Treatment of unvested Rights</b></p> <p>If the MD and CEO ceases employment with GrainCorp prior to the Board determining the extent to which the performance conditions have been satisfied after the end of the Performance Period (<b>Vesting Date</b>), the treatment of unvested Rights held by Mr Spurway on cessation of employment will depend on the circumstances of his cessation.</p> <p>Where Mr Spurway ceases employment prior to the Vesting Date due to his resignation or dismissal for cause or poor performance, or other reason determined by the Board, all unvested Rights will lapse (unless the Board determines otherwise).</p> <p>If Mr Spurway ceases employment prior to the Vesting Date for any other reason, unless the Board determines otherwise, a pro-rata number of unvested Rights (based on the portion of the Performance Period that has elapsed at cessation) will not lapse but remain "on-foot" and will be performance tested at the end of the Performance Period, based on the original performance conditions. To the extent the relevant performance conditions are satisfied, those retained Rights will vest at the Vesting Date.</p> <p><b>Treatment of vested Rights</b></p> <p>If the MD and CEO ceases employment with GrainCorp while holding vested (but unexercised) Rights, those Rights may be retained and will continue to be exercisable (subject to the terms of the Plan).</p>
How are Rights treated in the event of a change of control?	Subject to testing, Rights vest on a change of control of GrainCorp unless the Board determine otherwise. Rights that do not vest on a change of control of GrainCorp will lapse.
What will happen if shareholders do not approve the FY26 LTI grant?	Should shareholder approval of the FY26 LTI grant not be obtained, Mr Spurway will be entitled to receive a cash payment instead of Rights. Mr Spurway will only be entitled to receive a cash payment if the conditions outlined above are satisfied and, if they had been granted, Rights would otherwise have vested. Any such cash amount will be equivalent to the value the grant would have had at vesting if it had been approved by shareholders.

### **Voting Exclusion**

Voting exclusions apply to Mr Spurway and his Associates voting, and also to members of the Company's KMP and their Closely Related Parties voting as proxies, on this item, as set out below.

The Company will disregard any votes cast in favour of Item 4 by or on behalf of the MD and CEO, Mr Robert Spurway or any of his Associates (regardless of the capacity in which the vote is cast).

However, any such votes will not be disregarded if they are cast in favour of Item 4 by:

- a person as proxy or attorney for a person entitled to vote on the resolution the subject of Item 4 in accordance with a direction given to the proxy or attorney to vote on the resolution the subject of Item 4 in that way; or
- the Chairman as proxy or attorney for a person entitled to vote on the resolution the subject of Item 4 in accordance with a direction to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution the subject of Item 4; and
  - the holder votes on the resolution the subject of Item 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast on the resolution the subject of Item 4 by or on behalf of any person who is a member of KMP as at the time the resolution is voted on at the meeting, or any of their Closely Related Parties, as a proxy.

However, the Company will not disregard the vote of a person described in the paragraph above on Item 4 if the vote is cast by the person:

- as a proxy for a person otherwise entitled to vote on the resolution the subject of Item 4 in accordance with the appointor's express direction; or

- the relevant person is the Chairman of the meeting who has been validly appointed as a proxy for a person otherwise entitled to vote on the resolution the subject of Item 4 and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to vote on the resolution as the Chairman sees fit (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP).

### **Directors' Recommendation**

The Board (excluding Mr Spurway) considers it to be in the best interests of shareholders to approve the FY26 LTI grant to the MD and CEO as vesting of the Rights will be subject to vesting conditions that appropriately align the MD and CEO's remuneration with shareholder returns.

The Board (excluding Mr Spurway who did not participate in the Board's deliberations, and abstained from voting on any resolutions, in relation to the subject matter of this Item 4 because of his interest) therefore unanimously recommends shareholders approve the FY26 LTI grant by voting in favour of the resolution the subject of this Item 4.

The Chairman of the AGM intends to vote all available (including undirected) proxies in favour of the resolution the subject of Item 4, subject to the applicable voting exclusions set out above.

## GLOSSARY

**AGM, Annual General Meeting or meeting** means the annual general meeting convened by this Notice of Meeting.

**Annual Report** means the annual report of GrainCorp for the year ended 30 September 2025.

**Associate** has the meaning given to it in the Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.

**Auditor's Report** means the auditor's report for the Company for the year ended 30 September 2025, as contained in the Annual Report.

**Board** means the board of Directors.

**Chairman** means the person appointed or elected to chair the meeting in accordance with the Constitution. In accordance with article 10.5 of the Constitution, it is expected that Mr Peter Richards, the Company's current non-executive chairman, will act as Chairman of the meeting.

**Closely Related Party** has the meaning given to that term in section 9 of the Corporations Act.

**Company or GrainCorp** means GrainCorp Limited (ACN 057 186 035).

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company and **Director** means any one of them.

**Directors' Report** means the directors' report for the Company for the year ended 30 September 2025, as contained in the Annual Report.

**Explanatory Notes** means the explanatory notes accompanying the Notice of Meeting.

**FY26** means the financial year ending 30 September 2026.

**Glossary** means this glossary.

**GrainCorp Share or share** means a fully paid ordinary share in the capital of GrainCorp.

**Item** means an item of business at the AGM, as set out in this Notice of Meeting.

**KMP** means the persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise). The KMP during the year ended 30 September 2025 are listed in the Remuneration Report.

**Listing Rules or ASX Listing Rules** means the official listing rules of ASX.

**MUFG Corporate Markets (AU) Limited or MUFG** means MUFG Corporate Markets (AU) Limited (ACN 083 214 537), the Company's registry provider.

**Notice of Meeting** means this notice of annual general meeting.

**Online Meeting Guide** means the guide that sets out how to attend the AGM online (including how to participate in, vote and ask questions online during the meeting), which is available at <https://www.graincorp.com.au/shareholder-information/#agm>.

**Remuneration Report** means the remuneration report for the Company for the year ended 30 September 2025, as contained in the Annual Report.

**Shareholder, shareholder or member** means a registered holder of one or more GrainCorp Shares.



# GrainCorp

GrainCorp Limited  
ABN 60 057 186 035

## LODGE YOUR VOTE

- ONLINE**  
<https://au.investorcentre.mpms.mufg.com>
- BY MOBILE DEVICE**  
<https://au.investorcentre.mpms.mufg.com>
- BY MAIL**  
GrainCorp Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
- BY FAX**  
+61 2 9287 0309
- BY HAND**  
MUFG Corporate Markets (AU) Limited  
Liberty Place, Level 41  
161 Castlereagh Street, Sydney NSW 2000
- ALL ENQUIRIES TO**  
Telephone: 1300 883 034 Overseas: +61 1300 883 034



X99999999999

## VOTING FORM

I/We being a member(s) of GrainCorp Limited (the **Company**) and entitled to attend and vote hereby:

### A VOTE DIRECTLY

☐ elect to lodge my/our vote(s) directly (mark box)

**i** in relation to the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Wednesday, 18 February 2026** (the **Meeting**), and at any adjournment or postponement of the Meeting.

OR

### B APPOINT A PROXY

☐ appoint the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Wednesday, 18 February 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can attend the Meeting in person at the **Whiteley Ballroom (Level 2) of the Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000** or through the AGM online platform accessible at <https://meetings.openbriefing.com/GNC26> (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Resolutions 2 & 4:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not directed your proxy how to vote on Resolution 2 and/or Resolution 4 below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2 and/or Resolution 4 (as applicable), even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote all available (including undirected) proxies in favour of each item of business, subject to the applicable voting exclusions (as set out in the Notice of Meeting).**

## VOTING DIRECTIONS

Direct votes and proxy appointments will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being 10:00am (Sydney time) on Monday, 16 February 2026.

Please read the voting instructions overleaf before marking any boxes with an ☒

### Resolutions

2 Adoption of the Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 FY26 Grant of Performance Rights to the Managing Director and CEO

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3a Election of Directors - Ms Samantha Hogg

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3b Election of Directors - Ms Sarah Adam-Gedge

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you appoint a proxy under Box B and mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll. If you are voting directly under Box A and mark the Abstain box for a particular item, it will be treated as though no vote has been cast on that item and your votes will not be counted in computing the required majority on a poll in respect of that item.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary/Sole Director (delete one)

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the Company's constitution and the *Corporations Act 2001* (Cth).

GNC PRX2601N

For personal use only

STEP 1 Please mark either A or B

STEP 2

STEP 3



## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### VOTING UNDER BOX A - VOTING DIRECTLY

If you ticked the box under Box A you are indicating that you wish to vote directly. Please mark either "for", "against" or "abstain" for each item. If you mark the "abstain" box for an item, or you do not mark the "for", "against" or "abstain" box for that item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority on a poll in respect of that item.

If you complete both Box A and Box B, you will be deemed to have appointed the Chairman of the Meeting as your proxy in respect of all resolutions to be voted on at the Meeting as if you had only completed Box B.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

Shareholders who cast a direct vote on a resolution before the Meeting by lodging a valid Voting Form will still be entitled to attend the Meeting in person or through the AGM online platform and vote on that resolution during the Meeting, with the later vote overriding the earlier vote (i.e. the shareholder will be able to revoke their direct vote by voting in person or through the AGM online platform at the Meeting, but a shareholder's direct vote will remain valid unless revoked at the Meeting in this way).

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B - APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. If you mark Box B in Step 1 but do not name the proxy or proxies in whose favour the proxy appointment is given, you will be deemed to have appointed the Chairman as your proxy. The Chairman's decision as to whether a proxy appointment or voting direction is valid is conclusive.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS - PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses (except where the proxy is required by law or the constitution of the Company to vote in a certain way, or abstain from voting, in his or her capacity as proxy). If you mark more than one box on an item your vote on that item will be invalid. If you wish to appoint a director of the Company (other than the Chairman) or another member of KMP (or a Closely Related Party of a member of KMP) as your proxy in respect of Resolution 2 or Resolution 4, you must specify how they must vote on that resolution - if you do not, your proxy will not be entitled to vote on Resolution 2 or Resolution 4 (as applicable).

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting, the representative must lodge with, or present to, the Company (through MUFG Corporate Markets, as described in the Notice of Meeting) evidence of his or her appointment before the Meeting unless it has previously been provided to MUFG Corporate Markets. Shareholders can download and fill out the Appointment of Corporate Representative form from MUFG Corporate Markets' website: [www.mpms.mufg.com/en/mufg-corporate-markets](http://www.mpms.mufg.com/en/mufg-corporate-markets).

### LODGEMENT OF A VOTING FORM

A completed Voting Form (and any Power of Attorney or other authority under which it is signed) must be received by MUFG Corporate Markets by **10:00am (Sydney time) on Monday, 16 February 2026**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

GrainCorp Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Liberty Place  
Level 41  
161 Castlereagh Street  
Sydney NSW 2000

\*During business hours Monday to Friday (9:00am - 5:00pm) excluding public holidays

**IF YOU WOULD LIKE TO ATTEND AND VOTE IN PERSON AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

For personal use only





# GrainCorp

GrainCorp Limited  
ABN 60 057 186 035

## LODGE YOUR QUESTIONS



### ONLINE

<https://au.investorcentre.mpms.mufg.com>



### BY MOBILE DEVICE

<https://au.investorcentre.mpms.mufg.com>



### BY MAIL

GrainCorp Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

MUFG Corporate Markets (AU) Limited  
Liberty Place, Level 41  
161 Castlereagh Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: 1300 883 034 Overseas: +61 1300 883 034



X99999999999

## QUESTIONS FROM SHAREHOLDERS

Please use this form to submit any questions about GrainCorp Limited ("the Company") that you would like us to respond to at the Company's Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, MUFG Corporate Markets (AU) Limited, by **10:00am (Sydney time) on Monday, 16 February 2026**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability  
Future direction

☐  
☐

General suggestion  
Other

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability  
Future direction

☐  
☐

General suggestion  
Other

For personal use only

QUESTIONS



MUFG Corporate Markets  
A division of MUFG Pension & Market Services

# Online Meeting Guide

For personal use only

## Before you begin

Ensure your browser is compatible.  
Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

**To attend and vote you must have your shareholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

**Please make sure you have this information before proceeding.**

# Online Meeting Guide

Welcome to the MUFG Corporate Markets  
A division of MUFG Pension & Market Services

Please register your details to participate

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

## Step 1

Open your web browser and go to <https://meetings.openbriefing.com/GNC26>

## Step 2

Log in to the portal using your full name, mobile number and email address, and participant type

Please read and accept the terms and conditions before clicking on the **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

**Voting Card**

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number  Post Code

**SUBMIT DETAILS AND VOTE**

OR

**PROXY DETAILS**

Proxy Number

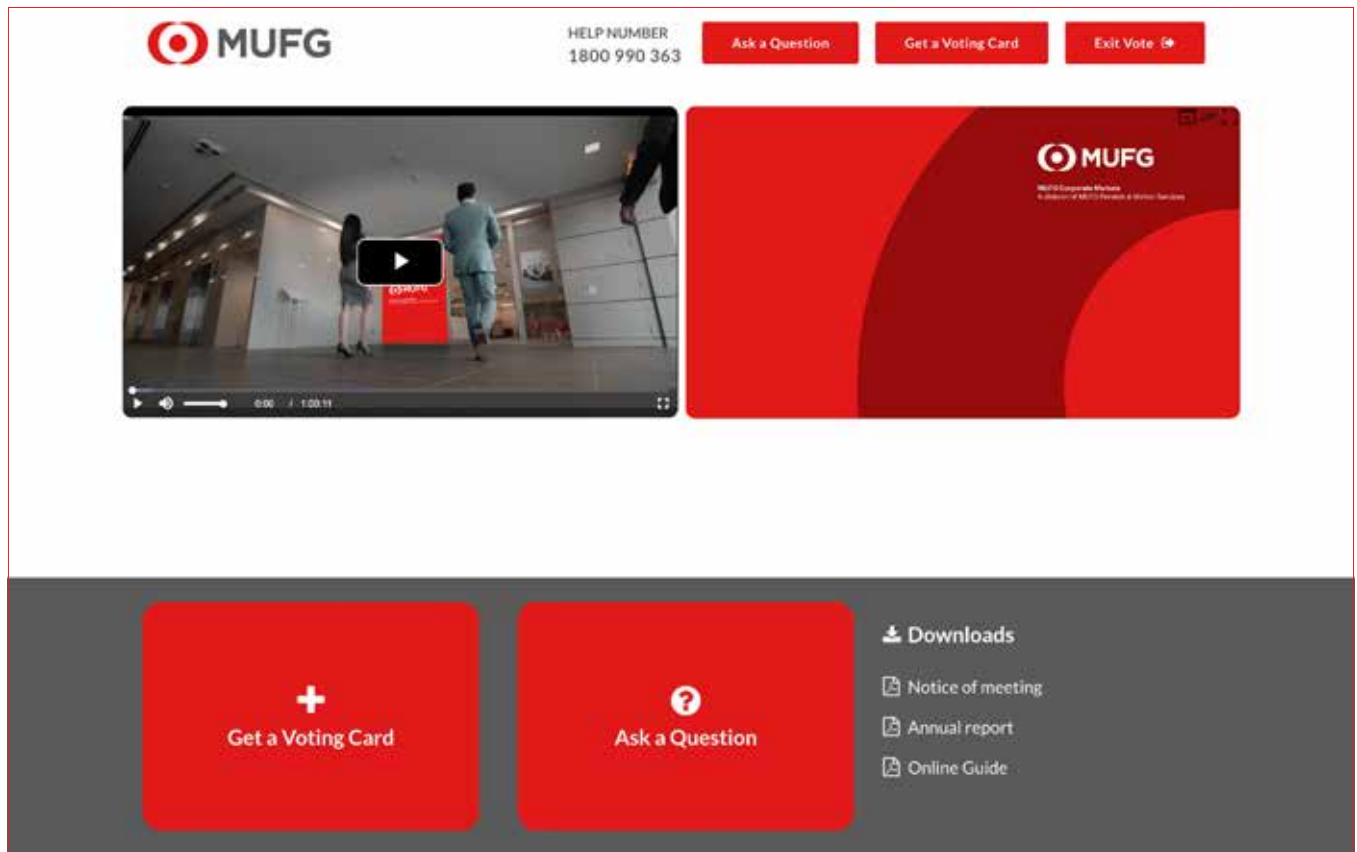
**SUBMIT DETAILS AND VOTE**

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can submit a either Full Vote or Partial Vote.



## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

# Online Meeting Guide *continued*

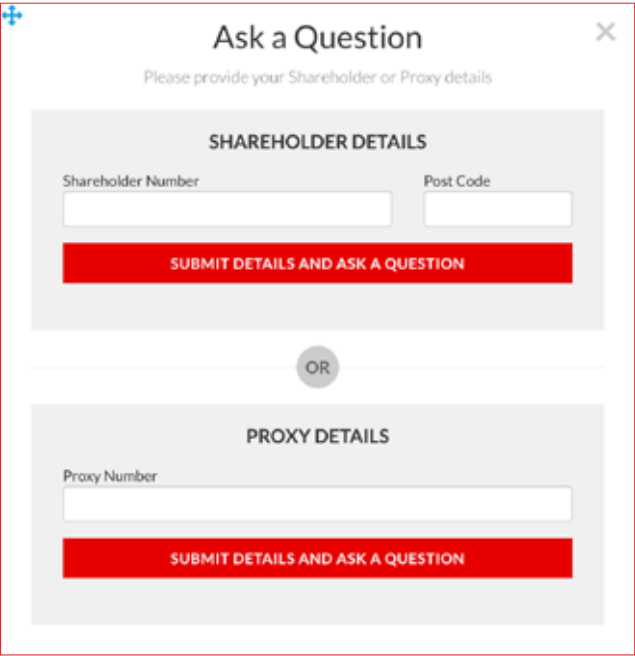
## 2. How to ask a question

**Note:** Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode or proxy details before you can ask a question. To ask a question, click on the ‘Ask a Question’ button either at the top or bottom of the webpage.

### 2a. How to ask a written question

The ‘Ask a Question’ box will pop up and you have the option to type in a written question of ask an audio question over the phone line.



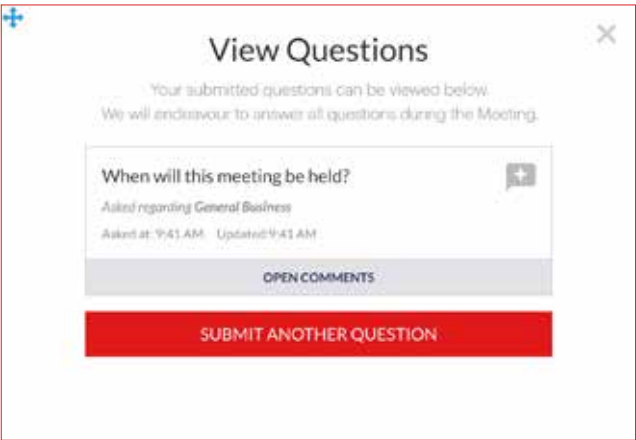
In the ‘Regarding’ section click on the drop down arrow and select the category/resolution for your question.

Click in the ‘Question’ section and type your question and click on ‘Submit’.

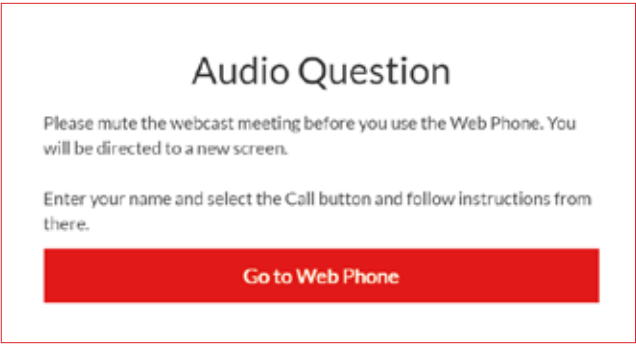
A ‘View Questions’ box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note, the company will do their best to address all questions.




### 2b. How to ask an audio question



#### Step 1

Click on ‘Go to Web Phone’



#### Step 2

Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.



### Step 3

A box will pop up with a microphone test. Select **'Start Call'**



### Step 4



You are now in the meeting (on mute) and will be able to listen to proceedings.

When the Chair calls for questions or comments on each item of business, press \*1 on the keypad on your screen for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing \*2 on the keypad.

### Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

### Step 6

Your line will be muted once your question or comment has been asked / responded to

### Step 7

You can hang up and resume watching the meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Once voting has been closed all submitted voting cards cannot be changed.

## Contact us

### Australia

T +61 1800 990 363