

**GRAIN TRADE AUSTRALIA LIMITED
ACN 097 228 656****Explanatory Memorandum
Annual General Meeting 2021****1. Introduction**

This Explanatory Memorandum is provided to members of Grain Trade Australia Limited ACN 097 228 656 ("**Company**" or "**GTA**") to explain the resolutions to be put to members at the Annual General Meeting ("**AGM**") to be held on **26 October 2021** (online) commencing at **10:00 am AEDT**.

To attend, members are required to register at the following URL:

<https://us02web.zoom.us/meeting/register/tZArdO6spj8oGNU7Hvtx6KQOJub9RiD-FDhu>

The Directors recommend members read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The Board recommends you vote in favour of all resolutions. Other than in respect of the ballot, the Chairman of the meeting intends to vote all undirected proxies in favour of all resolutions.

The Chairman intends to abstain from voting, in respect of the ballot, except in the event of a tied result where the Chairman will cast the deciding vote.

It is important that members cast their own votes.

2. Consider the Company's Annual Report

The Corporations Act requires the financial report, the directors' report and the auditor's report to be laid before the AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for members to approve the financial report, the directors' report or the auditor's report. The Company's financial reports are to be placed before the members. Members will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of the Company. No voting is required for this item.

The financial report, the directors' report and the auditor's report are available on the GTA website.

3. Resolution 1 - Election of Mr Jason Craig as a Director (nominated by an Ordinary Level A Member)

Ordinary Resolution 1 seeks member approval for the election of Mr Jason Craig as a Director of the Company. Mr Jason Craig has been nominated by CBH Group, an Ordinary Level A Member. It is proposed that Mr Jason Craig be appointed to the Board as one of the two directors who can be nominated by an Ordinary Level A Member in accordance with Rule 3.3 of the constitution.

Mr Jason Craig, being eligible, offers himself for election as a Director.

Set out below are details supplied by the candidate in relation to their current positions, former positions and education.

Jason Craig is a General Manager (Marketing & Trading) - CBH Group, with over 20 years' experience. Commenced career with Grain Pool (now part of CBH Group) in WA, including 4 years in Indonesia as President Director of PT Eastern Pearl Flour Mills. Former GAFTA Council Member and continues to act as a Director for a number of CBH subsidiaries.

The Board recommends you vote in favour of resolution number 1.

4. Resolution 2 – Election of Mr Robert Imray as a Director (nominated by a Merchant Association Member)

Ordinary Resolution 2 seeks member approval for the election of Mr Robert Imray as a Director of the Company. Mr Robert Imray has been nominated by the Queensland Agricultural Merchants (QAM), a Merchant Association Member. It is proposed that Robert Imray be appointed to the Board as one of the three directors who can be nominated by Merchant Association Members in accordance with Rule 3.3 of the constitution.

Mr Robert Imray, being eligible, offers himself for election as a Director.

Set out below are details supplied by the candidate in relation to their current positions, former positions and education.

Robert Imray is a Managing Director Farmarco Australia, with 30 years' experience in commodities, both physical & derivative markets, four years with The Sugar Board Domestic Marketing and Treasury. Rob is a GTA Approved Arbitrator.

The Board recommends you vote in favour of resolution number 2.

5. Resolution 3 - Election of Ms Michelle Kerr as a Director (nominated by an Ordinary Level C Member)

Ordinary Resolution 3 seeks member approval for the election of Ms Michelle Kerr as a Director of the Company. Ms Michelle Kerr has been nominated by Rural Logic (Aust) Pty Ltd, an Ordinary Level C Member. It is proposed that Michell Kerr be appointed to the Board as one director who can be nominated by Ordinary Level C Member in accordance with Rule 3.3 of the constitution.

Ms Michelle Kerr, being eligible, offers herself for election as a Director.

Set out below are details supplied by the candidate in relation to their current positions, former positions and education.

Michelle Kerr has been employed at Riordan Grain Services since 2004 where she currently works as the Grain Services Manager. Michelle is a current member of the advisory board for the Riordan Group Pty Ltd, a former committee member and former treasurer of the Grains Industry Association of Victoria (GIAV). Is a company arbitrator.

The Board recommends you vote in favour of resolution number 3.