

Form 605Corporations Law
Section 671B**Notice of ceasing to be a substantial holder**

To: Company Name/Scheme _____

ACN/ARSN _____

1. Details of substantial holder(1)

Name _____

ACN (if applicable) _____

The holder ceased to be a
substantial holder on

____ / ____ / ____

The previous notice was given to the company on

____ / ____ / ____

The previous notice was dated

____ / ____ / ____

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address

Signature

print name _____

capacity _____

sign here _____

date ____ / ____ / ____

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Goodman Fielder
Registered Shareholdings as at 25 February 2014

<u>Registered Name</u>	<u>Address</u>	<u>Holding</u>
National Nominees Limited	GPO Box 1406M, MELBOURNE VIC 3001	37,784,525
J.P. Morgan Nominees Australia Limited	Level 18, JP Morgan House, 85 Castlereagh Street, SYDNEY NSW 2000	31,438,186
State Street Australia Ltd	Unlisted Unit Trust Department, State Street Australia Limited, 420 George Street, SYDNEY NSW 2000	13,044,273
RBC Investor Services Australia Nominees Pty Limited	Level 47, 2 Park Street, SYDNEY NSW 2000	9,840,636
Citicorp Nominees Pty Ltd	Level 2, 350 Collins Street, MELBOURNE VIC 3001	1,779,879
The Northern Trust Company	46th Floor, UOB Plaza 1, 80 Raffles Place, SINGAPORE SINGAPORE 048624	1,537,464
M F Custodians	Level 18, 8 Exhibition Street, MELBOURNE VIC 3000	1,168,000
Brown Brothers Harriman	40 Water Street, BOSTON MA 02109	946,777
Brown Brothers Harriman Infomediary	40 Water Street, BOSTON MASSACHUSETTS 02109	535,238
G. Rossler		120,000
M P Ashton	c/- G F J Ashton Esq, 3 Tara Street, WOOLLAHRA NSW 2025	6,739
		<u>98,201,717</u>

Annexure B

Goodman Fielder

Net Trades between 26 February 2014 and 2 July 2014

<u>Date</u>	<u>Quantity</u>	<u>Consideration</u>
26-Feb-2014	2,490,000	1,563,026.54
28-Feb-2014	1,200,000	755,070.75
03-Mar-2014	1,000,000	627,621.23
04-Mar-2014	462,783	291,241.32
05-Mar-2014	927,217	585,939.05
06-Mar-2014	1,546,572	967,249.62
07-Mar-2014	371,622	235,399.20
10-Mar-2014	46,008	29,180.09
12-Mar-2014	300,000	189,519.79
13-Mar-2014	300,000	189,519.76
14-Mar-2014	455,516	287,855.61
17-Mar-2014	201,347	127,197.46
19-Mar-2014	184,113	116,310.20
20-Mar-2014	1,410,222	889,044.76
03-Apr-2014	(114,479)	(58,594.51)
15-Apr-2014	491,489	254,964.47
28-Apr-2014	653,426	359,384.30
29-Apr-2014	(1,038,778)	(692,003.73)
30-Apr-2014	(428,789)	(286,498.58)
23-May-2014	(2,289,238)	(1,569,751.34)
26-May-2014	(500,000)	(342,804.67)
27-May-2014	(1,516,162)	(1,043,274.85)
28-May-2014	(2,170,000)	(1,487,988.73)
02-Jun-2014	(700,000)	(475,807.92)
02-Jul-2014	(5,625,781)	(3,702,804.66)
	<u>(2,342,912)</u>	<u>(2,191,004.84)</u>