



9 July 2014

Announcements Officer
ASX Market Announcements
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Listed Company Relations
NZX Limited
Level 2, NZX Centre
11 Cable Street
WELLINGTON
NEW ZEALAND

Goodman Fielder Limited – Notice of Change in Director’s Interests

Pursuant to ASX Listing Rule 3.19A.2 and Section 19T(2) of the New Zealand *Securities Markets Act 1988*, I attach the following documents in respect of a change in the relevant interests of Mr Chris Delaney, the Managing Director and Chief Executive Officer of Goodman Fielder Limited:

- Appendix 3Y – Change of Director’s Interest Notice; and
- NZX Disclosure Notice – Disclosure of Directors and Officers Relevant Interests.

Yours sincerely,

SARA GOLDSTEIN
Company Secretary

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	GOODMAN FIELDER LIMITED
ABN	51 116 399 430

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	CHRISTOPHER RAYMOND DELANEY
Date of last notice	11 DECEMBER 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	DIRECT AND INDIRECT INTERESTS
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	PACIFIC CUSTODIANS PTY LIMITED (TRUSTEE OF GOODMAN FIELDER EMPLOYEE SHARE PLANS TRUST, OF WHICH MR DELANEY IS A BENEFICIARY)
Date of change	4 JULY 2014
No. of securities held prior to change	200,100 ORDINARY SHARES
Class	ORDINARY SHARES
Number acquired	500,000 ORDINARY SHARES
Number disposed	NIL
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.6485 PER SHARE

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change	200,100 ORDINARY SHARES HELD IN OWN NAME 500,000 ORDINARY SHARES HELD BY PACIFIC CUSTODIANS PTY LIMITED
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	ON-MARKET PURCHASE OF 500,000 SHARES TO SATISFY MR DELANEY'S ENTITLEMENTS ON VESTING OF 500,000 PERFORMANCE RIGHTS (SUBJECT TO A SERVICE CONDITION) GRANTED TO MR DELANEY AS A SIGN-ON INCENTIVE IN ACCORDANCE WITH HIS EMPLOYMENT CONTRACT

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	CONTRACT OF EMPLOYMENT, OF WHICH SUMMARY OF KEY TERMS WAS DISCLOSED IN ASX/NZX ANNOUNCEMENT DATED 1 JUNE 2011 AND PARTICIPATION IN COMPANY'S LONG-TERM INCENTIVE PLAN
Nature of interest	RIGHTS TO SHARES UNDER SIGN-ON INCENTIVE AND LONG-TERM INCENTIVE PLAN, SUBJECT TO ACHIEVEMENT OF SERVICE/PERFORMANCE CONDITIONS
Name of registered holder (if issued securities)	N/A
Date of change	4 JULY 2014
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	1,000,000 PERFORMANCE RIGHTS AS A SIGN-ON INCENTIVE, SUBJECT TO SERVICE AND/OR PERFORMANCE CONDITIONS 8,563,162 RIGHTS TO SHARES UNDER EQUITY INCENTIVE PLAN, SUBJECT TO PERFORMANCE/ SERVICE CONDITIONS (MAXIMUM POTENTIAL ENTITLEMENT)
Interest acquired	N/A

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest disposed	500,000	PERFORMANCE RIGHTS SUBJECT TO A SERVICE CONDITION GRANTED TO MR DELANEY AS A SIGN-ON INCENTIVE (VESTED)
	500,000	PERFORMANCE RIGHTS SUBJECT TO AN EARNINGS PER SHARE (EPS) PERFORMANCE CONDITION GRANTED TO MR DELANEY AS A SIGN-ON INCENTIVE (LAPSED ON 4 JULY 2014 AS THE PERFORMANCE TARGET WAS NOT ACHIEVED AT THE END OF THE THREE-YEAR PERFORMANCE PERIOD)
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A	
Interest after change	8,563,162	RIGHTS TO SHARES UNDER EQUITY INCENTIVE PLAN, SUBJECT TO PERFORMANCE/ SERVICE CONDITIONS (MAXIMUM POTENTIAL ENTITLEMENT)

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	SHARE TRADING POLICY DOES NOT APPLY TO SHARE ACQUISITIONS UNDER EMPLOYEE SHARE PLANS
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.

**Ongoing Disclosure Notice****Disclosure of Directors and Officers Relevant Interests***Section 19T(2), Securities Markets Act 1988***A Details of director or officer**

Name of director or officer of public issuer:	Christopher Raymond Delaney
Name of public issuer:	Goodman Fielder Limited
Name of related body corporate (if applicable):	
Position held in public issuer:	Managing Director and Chief Executive Officer

B Securities in public issuer or any related body corporate in which director or officer has relevant interest

Number, class, and type of securities: <u>1</u>	500,000 Ordinary Shares
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C Nature of relevant interest and name of registered holder

Nature of relevant interest in securities: <u>2</u>	Beneficial Interest
Name of registered holder of securities <u>3</u>	Pacific Custodians Pty Ltd (Trustee of Goodman Fielder Employee Share Plans Trust)

D Details of acquisitions and disposals*If the relevant interest was acquired—*

Date of acquisition: <u>4</u>	4 July 2014
Consideration paid for acquisition: <u>5</u>	NZ\$0.6946 per share

If the relevant interest was disposed of—

Date of disposal: <u>6</u>	
Consideration paid for disposal: <u>7</u>	

Type of transactionDescribe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal took place: 8

On-market purchase of 500,000 ordinary shares to satisfy entitlements on vesting of 500,000 performance rights (subject to a service condition) granted to Mr Delaney as a sign-on incentive in accordance with his employment contract. 500,000 performance rights (subject to an Earnings Per Share (EPS) performance condition) granted to Mr Delaney as a sign-on incentive lapsed on 4 July 2014 as the performance target was not achieved at the end of the three-year performance period.

E Total number of transactions this notice relates to: <u>9</u>	1
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F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: <u>10</u>	11 December 2013
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G Signature

Signature of director or officer:	
Date of signature:	9 July 2014

or

Signature of person authorised to sign on behalf of director or officer:

Date of signature:

Name and title of authorised person:

Notes:

Use this form to disclose all the acquisitions and disposals by a director or officer of a public issuer of relevant interests in securities of the public issuer or of a related body corporate. The disclosure must normally be made within 5 trading days of the first acquisition or disposal disclosed in this notice

Provide the information required under headings C and D for each type of security identified under heading B.

This notice must be signed either by the director or officer making the disclosure, or by a person authorised by the director or officer to sign on his or her behalf.

References

1. Regulation 8.

2. Regulation 7.

3. Regulation 7.

4. Regulation 9.

5. Regulation 10.

6. Regulation 9.

7. Regulation 10.

8. Regulation 11.

9. Regulation 12 (2)

10. Regulation 13.

11. Regulation 14.