

## ASX/NZX ANNOUNCEMENT

12 December 2014

### COURT APPROVES CONVENING OF SCHEME MEETING

Goodman Fielder today announced that the Federal Court of Australia has approved the convening of a meeting of Goodman Fielder shareholders, ("Scheme Meeting") to consider and vote on the proposed acquisition of Goodman Fielder by Wilmar International Limited and First Pacific Company Limited via a Scheme of Arrangement ("Scheme") and approved the dispatch of the Scheme Booklet to Goodman Fielder shareholders.

If the Scheme is approved by the requisite majority of Goodman Fielder shareholders (other than certain excluded shareholders) and all other conditions precedent are satisfied or waived (as applicable), Goodman Fielder shareholders will receive a payment of A\$0.675 cash per share on the implementation date (currently expected to be 17 March 2015\*) or as soon as practicable thereafter.

A requisite majority means a majority in number (more than 50%) of Goodman Fielder shareholders (other than certain excluded shareholders) and at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by Goodman Fielder shareholders (other than certain excluded shareholders) present and voting at the Scheme Meeting (either in person or by proxy).

The Scheme Meeting will be held at 10.00am on 26 February 2015.

Information relating to the Scheme is contained within a Scheme Booklet, including a Notice of Meeting and an Independent Expert's Report, which will be sent to Goodman Fielder shareholders following registration of the Scheme Booklet with the Australian Securities and Investments Commission and release to ASX and NZX.

Goodman Fielder will continue to keep shareholders updated on any material developments.

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#### For further information contact:

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*\* Dates are subject to change pending the progress of regulatory approvals.*

*Goodman Fielder is Australasia's leading listed food company. The company has an excellent portfolio of well known consumer brands in some of Australia and New Zealand's largest grocery categories, including MeadowLea, Praise, White Wings, Pampas, Mighty Soft, Helga's, Wonder White, Vogel's (under licence), Freya's, Edmonds, Meadow Fresh and Irvines. Our products cover every meal, including breakfast, lunch, dinner and snacks. We produce bread, milk, margarine, flour, dressings, condiments, mayonnaise, cake mix, pies, savouries, desserts, sauces, vinegar and cooking oils.*