

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Goodman Fielder Limited**ACN/ARSN **ABN 51 116 399 430****1. Details of substantial holder (1)**Name **Harris Associates L.P.**

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on**28/01/15**

The previous notice was given to the company on

12/11/14

The previous notice was dated

12/11/14**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ordinary	125,918,833	125,918,833	106,024,633	106,024,633

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	See Annex A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	See Annex B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
Harris Associates L.P.	111 S. Wacker, Suite 4600, Chicago, IL 60606

Signature

print name **Kim Colwell** capacity **Senior Compliance Officer**

sign here

date **29/01/15**

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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annex A

HARRIS ASSOCIATES

From 11-12-14 To 01-28-15

Trans	Trade Date	Quantity	Security	Class	Principal
Sell	11/12/2014	700	Goodman Fielder	Ordinary	390.75
Sell	11/12/2014	19,400	Goodman Fielder	Ordinary	10,792.29
Sell	11/12/2014	23,696	Goodman Fielder	Ordinary	13,227.46
Sell	11/12/2014	623,404	Goodman Fielder	Ordinary	346,801.84
Sell	11/12/2014	3,700	Goodman Fielder	Ordinary	2,065.40
Sell	11/12/2014	97,700	Goodman Fielder	Ordinary	54,350.86
Sell	11/12/2014	300	Goodman Fielder	Ordinary	167.46
Sell	11/12/2014	7,800	Goodman Fielder	Ordinary	4,339.17
Sell	11/12/2014	2,000	Goodman Fielder	Ordinary	1,116.43
Sell	11/12/2014	52,800	Goodman Fielder	Ordinary	29,372.82
Sell	11/12/2014	200	Goodman Fielder	Ordinary	111.65
Sell	11/12/2014	5,700	Goodman Fielder	Ordinary	3,171.23
Sell	11/12/2014	700	Goodman Fielder	Ordinary	390.75
Sell	11/12/2014	18,800	Goodman Fielder	Ordinary	10,458.51
Sell	11/12/2014	1,600	Goodman Fielder	Ordinary	893.15
Sell	11/12/2014	41,500	Goodman Fielder	Ordinary	23,086.60
Sell	11/13/2014	3,200	Goodman Fielder	Ordinary	1,776.50
Sell	11/13/2014	48,900	Goodman Fielder	Ordinary	27,125.90
Sell	11/13/2014	21,000	Goodman Fielder	Ordinary	11,658.31
Sell	11/13/2014	102,439	Goodman Fielder	Ordinary	56,869.76
Sell	11/13/2014	1,572,293	Goodman Fielder	Ordinary	872,185.35
Sell	11/13/2014	677,100	Goodman Fielder	Ordinary	375,897.02
Sell	11/13/2014	16,100	Goodman Fielder	Ordinary	8,938.03
Sell	11/13/2014	246,501	Goodman Fielder	Ordinary	136,739.51
Sell	11/13/2014	106,167	Goodman Fielder	Ordinary	58,939.39
Sell	11/13/2014	1,300	Goodman Fielder	Ordinary	721.71
Sell	11/13/2014	19,600	Goodman Fielder	Ordinary	10,872.55
Sell	11/13/2014	8,400	Goodman Fielder	Ordinary	4,663.32
Sell	11/13/2014	8,700	Goodman Fielder	Ordinary	4,829.87
Sell	11/13/2014	133,200	Goodman Fielder	Ordinary	73,888.96
Sell	11/13/2014	57,400	Goodman Fielder	Ordinary	31,866.03
Sell	11/13/2014	900	Goodman Fielder	Ordinary	499.56
Sell	11/13/2014	14,300	Goodman Fielder	Ordinary	7,931.29
Sell	11/13/2014	6,100	Goodman Fielder	Ordinary	3,385.94
Sell	11/13/2014	3,100	Goodman Fielder	Ordinary	1,720.99
Sell	11/13/2014	47,300	Goodman Fielder	Ordinary	26,238.34
Sell	11/13/2014	20,400	Goodman Fielder	Ordinary	11,325.21
Sell	11/13/2014	6,800	Goodman Fielder	Ordinary	3,775.07
Sell	11/13/2014	104,800	Goodman Fielder	Ordinary	58,134.86

Sell	11/13/2014	45,100	Goodman Fielder	Ordinary	25,037.60
Sell	12/5/2014	8,190	Goodman Fielder	Ordinary	4,371.13
Sell	12/5/2014	2,112,632	Goodman Fielder	Ordinary	1,123,121.65
Sell	12/8/2014	1,168,665	Goodman Fielder	Ordinary	612,210.82
Sell	12/8/2014	2,428,513	Goodman Fielder	Ordinary	1,270,378.06
Sell	1/23/2015	5,000	Goodman Fielder	Ordinary	2,506.68
Sell	1/23/2015	1,136,005	Goodman Fielder	Ordinary	568,611.29
Sell	1/23/2015	800	Goodman Fielder	Ordinary	401.07
Sell	1/23/2015	190,600	Goodman Fielder	Ordinary	95,402.14
Sell	1/23/2015	100	Goodman Fielder	Ordinary	50.13
Sell	1/23/2015	15,300	Goodman Fielder	Ordinary	7,658.20
Sell	1/23/2015	495	Goodman Fielder	Ordinary	248.16
Sell	1/23/2015	103,500	Goodman Fielder	Ordinary	51,805.47
Sell	1/23/2015	100	Goodman Fielder	Ordinary	50.18
Sell	1/23/2015	11,200	Goodman Fielder	Ordinary	5,611.34
Sell	1/23/2015	200	Goodman Fielder	Ordinary	100.27
Sell	1/23/2015	36,700	Goodman Fielder	Ordinary	18,369.67
Sell	1/27/2015	138,600	Goodman Fielder	Ordinary	68,957.77
Sell	1/27/2015	2,219,800	Goodman Fielder	Ordinary	1,101,249.28
Sell	1/27/2015	23,253	Goodman Fielder	Ordinary	11,569.08
Sell	1/27/2015	372,347	Goodman Fielder	Ordinary	184,722.43
Sell	1/27/2015	1,900	Goodman Fielder	Ordinary	945.31
Sell	1/27/2015	29,800	Goodman Fielder	Ordinary	14,783.86
Sell	1/27/2015	12,600	Goodman Fielder	Ordinary	6,268.89
Sell	1/27/2015	202,200	Goodman Fielder	Ordinary	100,312.01
Sell	1/27/2015	1,400	Goodman Fielder	Ordinary	696.67
Sell	1/27/2015	21,800	Goodman Fielder	Ordinary	10,816.99
Sell	1/27/2015	4,500	Goodman Fielder	Ordinary	2,238.89
Sell	1/27/2015	71,800	Goodman Fielder	Ordinary	35,620.19
Sell	1/28/2015	235,762	Goodman Fielder	Ordinary	118,063.72
Sell	1/28/2015	1,841,633	Goodman Fielder	Ordinary	922,243.76
Sell	1/28/2015	39,500	Goodman Fielder	Ordinary	19,780.62
Sell	1/28/2015	309,000	Goodman Fielder	Ordinary	154,739.47
Sell	1/28/2015	3,200	Goodman Fielder	Ordinary	1,602.48
Sell	1/28/2015	24,600	Goodman Fielder	Ordinary	12,319.07
Sell	1/28/2015	21,500	Goodman Fielder	Ordinary	10,766.66
Sell	1/28/2015	167,705	Goodman Fielder	Ordinary	83,982.47
Sell	1/28/2015	2,300	Goodman Fielder	Ordinary	1,151.73
Sell	1/28/2015	18,100	Goodman Fielder	Ordinary	9,063.58
Sell	1/28/2015	7,600	Goodman Fielder	Ordinary	3,805.89
Sell	1/28/2015	59,500	Goodman Fielder	Ordinary	29,796.11

Annex B

HARRIS ASSOCIATES

28-Jan-15

<u>Account</u>	<u>Security</u>	<u>Quantity</u>	<u>Nature of Investment</u>	<u>Class</u>	<u>Voting</u>
Account 1	Goodman Fielder	76,765,735	Investment	Ordinary	76,765,735
Account 2	Goodman Fielder	12,761,398	Investment	Ordinary	12,761,398
Account 3	Goodman Fielder	1,001,300	Investment	Ordinary	1,001,300
Account 4	Goodman Fielder	6,977,500	Investment	Ordinary	6,977,500
Account 5	Goodman Fielder	773,000	Investment	Ordinary	773,000
Account 6	Goodman Fielder	2,395,000	Investment	Ordinary	2,395,000
Account 7	Goodman Fielder	5,350,700	Investment	Ordinary	5,350,700