

ASX/NZX ANNOUNCEMENT

3 March 2015

LODGEMENT OF COURT ORDERS WITH ASIC

Further to its announcement yesterday that the Federal Court of Australia (“Court”) had approved the Scheme of Arrangement under which Wilmar International Limited and First Pacific Company Limited will acquire 100% of Goodman Fielder (through an Australian jointly owned entity) via a Scheme of Arrangement (“Scheme”), Goodman Fielder confirms that a copy of the Court’s orders have been lodged today with the Australian Securities and Investments Commission and the Scheme has become legally effective.

A copy of the Court’s orders is attached to this announcement.

Goodman Fielder will apply for its shares to be suspended from trading on ASX and NZX from the close of trading today.

For further information contact:

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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.



No: NSD1247/2014

Federal Court of Australia
District Registry: New South Wales
Division: General

IN THE MATTER OF GOODMAN FIELDER LIMITED

GOODMAN FIELDER LIMITED

Plaintiff

ORDER

JUDGE: JUSTICE YATES


DATE OF ORDER: 02 March 2015

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. Pursuant to paragraph 411(4)(b) and section 411(6) of the *Corporations Act 2001* (Cth) (**the Act**), the scheme of arrangement between the plaintiff and a class of its members, the terms of which are contained in Annexure 3 of the scheme booklet issued by the plaintiff and dated 12 December 2014, a copy of which is behind Tab 1 of Exhibit MTM-1 to the affidavit of Mark Trevor McPhee sworn 27 February 2015, is approved, subject to deleting the meaning given to the term “Excluded Shareholder” in Schedule 1 and inserting in place of the deleted words “FPW and FPW Singapore Holdings Pte Ltd” (**Scheme**).
2. Pursuant to section 411(12) of the Act, the plaintiff is exempt from compliance with section 411(11) of the Act in relation to the Scheme.
3. These orders be entered forthwith.

Date that entry is stamped: 02 March 2015


Registrar