

11 April 2011

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

Listed Company Relations  
New Zealand Exchange 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 Ian Johnston, Ms Chris Froggatt and Mr Peter Hearl, all non-executive directors 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,



**JONATHON WEST**  
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

<b>Name of entity</b>	<b>GOODMAN FIELDER LIMITED</b>
<b>ABN</b>	<b>51 116 399 430</b>

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.

<b>Name of Director</b>	<b>IAN DAVID JOHNSTON</b>
<b>Date of last notice</b>	<b>22 MARCH 2011</b>

### 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.

<b>Direct or indirect interest</b>	<b>DIRECT INTEREST</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	<b>7 APRIL 2011</b>
<b>No. of securities held prior to change</b>	<b>131,247 ORDINARY SHARES</b>
<b>Class</b>	<b>ORDINARY SHARES</b>
<b>Number acquired</b>	<b>5,019</b>
<b>Number disposed</b>	<b>NIL</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$1.15 PER SHARE</b>
<b>No. of securities held after change</b>	<b>136,266 ORDINARY SHARES</b>

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p><b>ACQUISITION OF SECURITIES UNDER DIVIDEND REINVESTMENT PLAN</b></p>
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#### 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.

<p><b>Detail of contract</b></p>	<p>N/A</p>
<p><b>Nature of interest</b></p>	<p>N/A</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>N/A</p>
<p><b>Date of change</b></p>	<p>N/A</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>N/A</p>
<p><b>Interest disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>N/A</p>
<p><b>Interest after change</b></p>	<p>N/A</p>

#### Part 3 – +Closed period

<p>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</p>	<p><b>SHARE ACQUISITIONS UNDER THE DIVIDEND REINVESTMENT PLAN ARE EXCLUDED FROM THE OPERATION OF THE COMPANY'S TRADING POLICY</b></p>
<p>If so, was prior written clearance provided to allow the trade to proceed during this period?</p>	<p>N/A</p>
<p>If prior written clearance was provided, on what date was this provided?</p>	<p>N/A</p>

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+ 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:	Ian David Johnston
Name of public issuer:	Goodman Fielder Limited
Name of related body corporate (if applicable):	
Position held in public issuer:	Non-executive Director

**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>	5,019 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>	Direct Beneficial Interest
Name of registered holder of securities <u>3</u>	Ian David Johnston

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

Date of acquisition: <u>4</u>	7 April 2011
Consideration paid for acquisition: <u>5</u>	NZ\$1.55 per Share

*If the relevant interest was disposed of—*

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

**Type of transaction**

Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal took place: <u>8</u>	Acquisition of Shares under Dividend Reinvestment Plan
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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>	22 March 2011
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**G Signature**

Signature of director or officer:	
Date of signature:	

or

Signature of person authorised to sign on behalf of director or officer:	
Date of signature:	11 April 2011
Name and title of authorised person:	Jonathon West Company Secretary

**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.

# 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

<b>Name of entity</b>	<b>GOODMAN FIELDER LIMITED</b>
<b>ABN</b>	<b>51 116 399 430</b>

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.

<b>Name of Director</b>	<b>CHRISTINE JOANNE FROGGATT</b>
<b>Date of last notice</b>	<b>29 MARCH 2011</b>

### 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.

<b>Direct or indirect interest</b>	<b>DIRECT INTEREST</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	<b>7 APRIL 2011</b>
<b>No. of securities held prior to change</b>	<b>17,230 ORDINARY SHARES</b>
<b>Class</b>	<b>ORDINARY SHARES</b>
<b>Number acquired</b>	<b>102</b>
<b>Number disposed</b>	<b>NIL</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$1.15 PER SHARE</b>
<b>No. of securities held after change</b>	<b>17,332 ORDINARY SHARES</b>

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p><b>ACQUISITION OF SECURITIES UNDER DIVIDEND REINVESTMENT PLAN</b></p>
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#### 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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
<p>No. and class of securities to which interest related prior to change</p> <p>Note: Details are only required for a contract in relation to which the interest has changed</p>	N/A
Interest acquired	N/A
Interest disposed	N/A
<p>Value/Consideration</p> <p>Note: If consideration is non-cash, provide details and an estimated valuation</p>	N/A
Interest after change	N/A

#### Part 3 – +Closed period

<p>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</p>	<p><b>SHARE ACQUISITIONS UNDER THE DIVIDEND REINVESTMENT PLAN ARE EXCLUDED FROM THE OPERATION OF THE COMPANY'S TRADING POLICY</b></p>
<p>If so, was prior written clearance provided to allow the trade to proceed during this period?</p>	N/A
<p>If prior written clearance was provided, on what date was this provided?</p>	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:	Christine Joanne Froggatt
Name of public issuer:	Goodman Fielder Limited
Name of related body corporate (if applicable):	
Position held in public issuer:	Non-executive Director

**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>	102 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>	Direct Beneficial Interest
Name of registered holder of securities <u>3</u>	Christine Joanne Froggatt

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

Date of acquisition: <u>4</u>	7 April 2011
Consideration paid for acquisition: <u>5</u>	NZ\$1.55 per Share

*If the relevant interest was disposed of—*

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

**Type of transaction**

Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal took place: <u>8</u>	Acquisition of Shares under Dividend Reinvestment Plan
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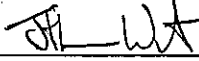
E Total number of transactions this notice relates to: <u>9</u>	1
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F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: <u>10</u>	29 March 2011
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**G Signature**

Signature of director or officer:	
Date of signature:	

or

Signature of person authorised to sign on behalf of director or officer:	
Date of signature:	11 April 2011
Name and title of authorised person:	Jonathon West Company Secretary

**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.

# 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

<b>Name of entity</b>	<b>GOODMAN FIELDER LIMITED</b>
<b>ABN</b>	<b>51 116 399 430</b>

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.

<b>Name of Director</b>	<b>PETER ROLAND HEARL</b>
<b>Date of last notice</b>	<b>8 APRIL 2011</b>

### 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.

<b>Direct or indirect interest</b>	<b>INDIRECT INTEREST</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>BENEFICIAL OWNER OF SHARES HELD BY HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED</b>
<b>Date of change</b>	<b>7 APRIL 2011</b>
<b>No. of securities held prior to change</b>	<b>45,000 ORDINARY SHARES</b>
<b>Class</b>	<b>ORDINARY SHARES</b>
<b>Number acquired</b>	<b>456</b>
<b>Number disposed</b>	<b>NIL</b>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$1.15 PER SHARE</b>
<b>No. of securities held after change</b>	<b>45,456 ORDINARY SHARES</b>

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p><b>ACQUISITION OF SECURITIES UNDER DIVIDEND REINVESTMENT PLAN</b></p>
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#### 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.

<p><b>Detail of contract</b></p>	<p>N/A</p>
<p><b>Nature of interest</b></p>	<p>N/A</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>N/A</p>
<p><b>Date of change</b></p>	<p>N/A</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>N/A</p>
<p><b>Interest disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>N/A</p>
<p><b>Interest after change</b></p>	<p>N/A</p>

#### Part 3 – +Closed period

<p>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</p>	<p><b>SHARE ACQUISITIONS UNDER THE DIVIDEND REINVESTMENT PLAN ARE EXCLUDED FROM THE OPERATION OF THE COMPANY'S TRADING POLICY</b></p>
<p>If so, was prior written clearance provided to allow the trade to proceed during this period?</p>	<p>N/A</p>
<p>If prior written clearance was provided, on what date was this provided?</p>	<p>N/A</p>

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+ 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:	Peter Roland Hearl
Name of public issuer:	Goodman Fielder Limited
Name of related body corporate (if applicable):	
Position held in public issuer:	Non-executive Director

**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>	456 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>	Indirect Beneficial Interest
Name of registered holder of securities <u>3</u>	HSBC Custody Nominees (Australia) Limited

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

Date of acquisition: <u>4</u>	7 April 2011
Consideration paid for acquisition: <u>5</u>	NZ\$1.55 per Share

*If the relevant interest was disposed of—*

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

**Type of transaction**

Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal took place: <u>8</u>	Acquisition of Shares under Dividend Reinvestment Plan
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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>	8 April 2011
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**G Signature**

Signature of director or officer:	
Date of signature:	

or

Signature of person authorised to sign on behalf of director or officer:	
Date of signature:	11 April 2011
Name and title of authorised person:	Jonathon West Company Secretary

**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.