

16 December 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 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,



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

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	10 OCTOBER 2011

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) Note: Provide details of the circumstances giving rise to the relevant interest.	PACIFIC CUSTODIANS PTY LTD (TRUSTEE OF GOODMAN FIELDER EMPLOYEE SHARE PLANS TRUST, OF WHICH MR DELANEY IS A BENEFICIARY)
Date of change	13 DECEMBER 2011
No. of securities held prior to change	200,100 ORDINARY SHARES
Class	ORDINARY SHARES

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>Number acquired</p>	<p>1,875,000 RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO ACHIEVEMENT OF PERFORMANCE HURDLES AND CONTINUED EMPLOYMENT WITH THE GROUP AT THE DATE OF ACQUISITION OF THE SHARES ON-MARKET (WHICH IS INTENDED TO OCCUR DURING THE TRADING WINDOW AFTER RELEASE OF THE 2014 FINANCIAL RESULTS)</p> <p>1,000,000 PERFORMANCE RIGHTS AS A SIGN-ON INCENTIVE, EACH RIGHT REPRESENTING AN ENTITLEMENT TO ONE ORDINARY SHARE SUBJECT TO SERVICE AND/OR PERFORMANCE CONDITIONS</p>
<p>Number disposed</p>	<p>NIL</p>
<p>Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<p>N/A</p>
<p>No. of securities held after change</p>	<p>200,100 ORDINARY SHARES</p> <p>1,875,000 RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO PERFORMANCE/ SERVICE CONDITIONS</p> <p>1,000,000 PERFORMANCE RIGHTS AS A SIGN-ON INCENTIVE, SUBJECT TO SERVICE AND/OR PERFORMANCE CONDITIONS</p>
<p>Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p>	<p>AS APPROVED BY SHAREHOLDERS, ACQUISITION OF RIGHTS TO BE ALLOCATED SHARES UNDER THE GOODMAN FIELDER LIMITED PERFORMANCE SHARE PLAN AND PERFORMANCE RIGHTS AS A SIGN-ON INCENTIVE, SUBJECT TO SPECIFIED PERFORMANCE AND/OR SERVICE CONDITIONS BEING MET</p>

+ See chapter 19 for defined terms.

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
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	NO
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>	Rights to be allocated up to 2,875,000 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>	13 December 2011
Consideration paid for acquisition: <u>5</u>	Not Applicable

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>	As approved by shareholders, acquisition of rights to be allocated up to 2,875,000 Ordinary Shares under the Goodman Fielder Limited Performance Share Plan and under Mr Delaney's sign-on incentive, subject to satisfaction of performance and/or service conditions
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E Total number of transactions this notice relates to: <u>9</u>	2
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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>	10 October 2011
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G Signature

Signature of director or officer:	
Date of signature:	16-12-11

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.