

24 November 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 2011 Annual General Meeting

The results of the 2011 Annual General Meeting of Goodman Fielder Limited held on 24 November 2011 are set out in the attached document.

All resolutions were passed and decided by way of a poll.

As required by section 251AA(2) of the Corporations Act and ASX Listing Rule 3.13.2, the attached document includes a summary of the poll voting results and votes by proxies on the items of business considered at the Annual General Meeting.

Yours sincerely,



JONATHON WEST
Company Secretary



ANNUAL GENERAL MEETING
Thursday, 24 November, 2011

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution | Manner in which the securityholder directed the proxy vote (as at proxy close): | | | | Manner in which votes were cast in person or by proxy on a poll (where applicable) | | |
|---|--|-------------------------|-------------------------------|-------------------------|---|----------------|-------------------|
| | Votes <i>For</i> | Votes <i>Against</i> | Votes <i>Discretionary</i> | Votes <i>Abstain</i> | <i>For</i> | <i>Against</i> | <i>Abstain</i> ** |
| 2 REMUNERATION REPORT | 1,258,232,957 | 16,441,529 | 3,363,996 | 10,242,109 | 1,259,951,291 | 18,819,170 | 10,266,700 |
| 3 GRANT OF PERFORMANCE RIGHTS AND SHARE RIGHTS TO MANAGING DIRECTOR | 1,245,104,071 | 30,275,505 | 3,268,322 | 9,759,485 | 1,248,070,893 | 32,553,708 | 9,784,561 |
| 4 PAYMENT OF BENEFITS TO MANAGING DIRECTOR ON CESSATION OF EMPLOYMENT | 1,255,812,504 | 19,920,380 | 3,284,329 | 9,380,900 | 1,258,690,389 | 22,324,550 | 9,384,953 |
| 5 AMENDMENT OF CONSTITUTION | 1,278,535,031 | 3,442,128 | 5,260,880 | 2,239,076 | 1,286,364,144 | 3,531,338 | 2,298,550 |
| 6 RE-ELECTION OF DIRECTOR, MAX OULD | 1,207,883,512 | 63,301,035 | 4,927,870 | 2,855,249 | 1,215,284,465 | 63,389,020 | 2,876,373 |
| 7 RE-ELECTION OF DIRECTOR, IAN JOHNSTON | 1,273,882,676 | 9,483,723 | 5,165,935 | 1,112,711 | 1,281,345,601 | 9,628,650 | 1,201,751 |

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item