

8 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 – Notice of Change in Directors' 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 Max Ould, the Chairman of Goodman Fielder Limited and of Messrs Ian Johnston, Peter Hearl, Clive Hooke and Ms Chris Froggatt, 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

Name of entity	<b>GOODMAN FIELDER LIMITED</b>
ABN	<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.

Name of Director	<b>CHRISTINE JOANNE FROGGATT</b>
Date of last notice	<b>11 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.

Direct or indirect interest	<b>DIRECT INTEREST</b>
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	<b>3 NOVEMBER 2011</b>
No. of securities held prior to change	<b>17,332 ORDINARY SHARES</b>
Class	<b>ORDINARY SHARES</b>
Number acquired	<b>7,222</b>
Number disposed	<b>NIL</b>
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$0.45 PER SHARE</b>
No. of securities held after change	<b>24,554 ORDINARY SHARES</b>

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<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	<b>ISSUE OF SHARES PURSUANT TO RETAIL ENTITLEMENT OFFER</b>
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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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<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	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

#### Part 3 – <sup>+</sup>Closed period

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

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<sup>+</sup> 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>	7,222 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>	3 November 2011
Consideration paid for acquisition: <u>5</u>	NZ\$0.59 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>	Issue of Shares pursuant to Retail Entitlement Offer
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#### E Total number of transactions this notice relates to: 9

E Total number of transactions this notice relates to: <u>9</u>	1
F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: <u>10</u>	11 April 2011

#### 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:	8 November 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.		
<b>References</b>		
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

Name of entity	<b>GOODMAN FIELDER LIMITED</b>
ABN	<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.

Name of Director	<b>CLIVE ANTHONY HOOKE</b>
Date of last notice	<b>5 SEPTEMBER 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.

Direct or indirect interest	<b>INDIRECT INTEREST</b>
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>C A HOOKE AS TRUSTEE FOR C A HOOKE SUPERANNUATION FUND</b>  <b>C A HOOKE AS TRUSTEE FOR FLECKNEY SUPERANNUATION FUND</b>  <b>(MR HOOKE IS A TRUSTEE/BENEFICIARY OF THESE SUPERANNUATION FUNDS)</b>
Date of change	<b>3 NOVEMBER 2011</b>
No. of securities held prior to change	<b>201,000 ORDINARY SHARES, COMPRISING:</b>  <b>151,000 ORDINARY SHARES HELD BY C A HOOKE AS TRUSTEE FOR C A HOOKE SUPERANNUATION FUND</b>  <b>50,000 ORDINARY SHARES HELD BY C A HOOKE AS TRUSTEE FOR FLECKNEY SUPERANNUATION FUND</b>

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Class</b>	<b>ORDINARY SHARES</b>
<b>Number acquired</b>	<b>83,751</b>
<b>Number disposed</b>	<b>NIL</b>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<b>\$0.45 PER SHARE</b>
<b>No. of securities held after change</b>	<b>284,751 ORDINARY SHARES, COMPRISING:</b>  <b>213,917 ORDINARY SHARES HELD BY C A HOOKE AS TRUSTEE FOR C A HOOKE SUPERANNUATION FUND</b>  <b>70,834 ORDINARY SHARES HELD BY C A HOOKE AS TRUSTEE FOR FLECKNEY SUPERANNUATION FUND</b>
<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	<b>ISSUE OF SHARES PURSUANT TO RETAIL ENTITLEMENT OFFER</b>

## 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.

<b>Detail of contract</b>	<b>N/A</b>
<b>Nature of interest</b>	<b>N/A</b>
<b>Name of registered holder (if issued securities)</b>	<b>N/A</b>
<b>Date of change</b>	<b>N/A</b>
<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	<b>N/A</b>
<b>Interest acquired</b>	<b>N/A</b>
<b>Interest disposed</b>	<b>N/A</b>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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

**Part 3 – <sup>+</sup>Closed period**

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

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<sup>+</sup> See chapter 19 for defined terms.





## Ongoing Disclosure Notice

### Disclosure of Directors and Officers Relevant Interests

Section 197(2), Securities Markets Act 1988

#### A Details of director or officer

Name of director or officer of public issuer:	Clive Anthony Hooke
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>	83,751 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 interests - Shares held by superannuation funds of which Director is a trustee/beneficiary
Name of registered holder of securities <u>3</u>	CA Hooke as trustee of CA Hooke Superannuation Fund; CA Hooke as trustee of Fleckney Superannuation Fund

#### D Details of acquisitions and disposals

If the relevant interest was acquired—

Date of acquisition: <u>4</u>	3 November 2011
Consideration paid for acquisition: <u>5</u>	NZ\$0.59 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>	Issue of Shares pursuant to Retail Entitlement Offer
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#### E Total number of transactions this notice relates to: 9

2


#### F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: 10

5 September 2011

#### 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:	8 November 2011
Name and title of authorised person:	Jonathon West Company Secretary

Notes:

<p>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</p> <p>Provide the information required under headings C and D for each type of security identified under heading B.</p> <p>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.</p>	
<b>References</b>	
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

Name of entity	<b>GOODMAN FIELDER LIMITED</b>
ABN	<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.

Name of Director	<b>IAN DAVID JOHNSTON</b>
Date of last notice	<b>11 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.

Direct or indirect interest	<b>DIRECT INTEREST</b>
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	<b>3 NOVEMBER 2011</b>
No. of securities held prior to change	<b>136,266 ORDINARY SHARES</b>
Class	<b>ORDINARY SHARES</b>
Number acquired	<b>56,778</b>
Number disposed	<b>NIL</b>
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$0.45 PER SHARE</b>
No. of securities held after change	<b>193,044 ORDINARY SHARES</b>

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<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	<b>ISSUE OF SHARES PURSUANT TO RETAIL ENTITLEMENT OFFER</b>
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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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<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	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

#### Part 3 – <sup>+</sup>Closed period

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

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<sup>+</sup> 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>	56,778 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>	3 November 2011
Consideration paid for acquisition: <u>5</u>	NZ\$0.59 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>	Issue of Shares pursuant to Retail Entitlement Offer
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#### E Total number of transactions this notice relates to: 9

E Total number of transactions this notice relates to: <u>9</u>	1
F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: <u>10</u>	11 April 2011

#### 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:	8 November 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

Name of entity	<b>GOODMAN FIELDER LIMITED</b>
ABN	<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.

Name of Director	<b>MAXWELL GILBERT OULD</b>
Date of last notice	<b>14 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.

Direct or indirect interest	<b>DIRECT AND INDIRECT INTERESTS</b>
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>OULD INVESTMENTS</b>  <b>OULD SUPERANNUATION FUND</b>  <b>(FOR EACH OF WHICH DIRECTOR IS A TRUSTEE/BENEFICIARY)</b>
Date of change	<b>3 NOVEMBER 2011</b>
No. of securities held prior to change	<b>300,100 ORDINARY SHARES, COMPRISING:</b>  <b>200,000 SHARES HELD BY OULD SUPERANNUATION FUND</b>  <b>100,000 SHARES HELD BY OULD INVESTMENTS</b>  <b>100 SHARES HELD IN OWN NAME</b>

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Class</b>	<b>ORDINARY SHARES</b>
<b>Number acquired</b>	<b>125,043</b>
<b>Number disposed</b>	<b>NIL</b>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<b>\$0.45 PER SHARE</b>
<b>No. of securities held after change</b>	<b>425,143 ORDINARY SHARES, COMPRISING:</b>  <b>283,334 SHARES HELD BY OULD SUPERANNUATION FUND</b>  <b>141,667 SHARES HELD BY OULD INVESTMENTS</b>  <b>142 SHARES HELD IN OWN NAME</b>
<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	<b>ISSUE OF SHARES PURSUANT TO RETAIL ENTITLEMENT OFFER</b>

## 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.

<b>Detail of contract</b>	<b>N/A</b>
<b>Nature of interest</b>	<b>N/A</b>
<b>Name of registered holder (if issued securities)</b>	<b>N/A</b>
<b>Date of change</b>	<b>N/A</b>
<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	<b>N/A</b>
<b>Interest acquired</b>	<b>N/A</b>
<b>Interest disposed</b>	<b>N/A</b>

+ See chapter 19 for defined terms.



**Appendix 3Y**  
**Change of Director's Interest Notice**

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

**Part 3 – <sup>+</sup>Closed period**

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

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<sup>+</sup> 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:	Maxwell Gilbert Ould
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>	125,043 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 and indirect interests
Name of registered holder of securities <u>3</u>	Ould Investments; Ould Superannuation Fund; Maxwell Gilbert Ould

#### D Details of acquisitions and disposals

If the relevant interest was acquired—

Date of acquisition: <u>4</u>	3 November 2011
Consideration paid for acquisition: <u>5</u>	NZ\$0.59 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>	Issue of Shares pursuant to Retail Entitlement Offer
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#### E Total number of transactions this notice relates to: 9

3


#### F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: 10

14 March 2011

#### 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:	8 November 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.	
<b>References</b>	
<u>1.</u> Regulation 8.	
<u>2.</u> Regulation 7.	
<u>3.</u> Regulation 7.	
<u>4.</u> Regulation 9.	
<u>5.</u> Regulation 10.	
<u>6.</u> Regulation 9.	
<u>7.</u> Regulation 10.	
<u>8.</u> Regulation 11.	
<u>9.</u> Regulation 12 (2)	
<u>10.</u> Regulation 13.	
<u>11.</u> 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

Name of entity	<b>GOODMAN FIELDER LIMITED</b>
ABN	<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.

Name of Director	<b>PETER ROLAND HEARL</b>
Date of last notice	<b>11 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.

Direct or indirect interest	<b>INDIRECT INTEREST</b>
Nature of indirect interest (including registered holder) <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>
Date of change	<b>3 NOVEMBER 2011</b>
No. of securities held prior to change	<b>45,456 ORDINARY SHARES</b>
Class	<b>ORDINARY SHARES</b>
Number acquired	<b>18,940</b>
Number disposed	<b>NIL</b>
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<b>\$0.45 PER SHARE</b>
No. of securities held after change	<b>64,396 ORDINARY SHARES</b>

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<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	<b>ISSUE OF SHARES PURSUANT TO RETAIL ENTITLEMENT OFFER</b>
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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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<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	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

#### Part 3 – <sup>+</sup>Closed period

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

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<sup>+</sup> 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>	18,940 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>	3 November 2011
Consideration paid for acquisition: <u>5</u>	NZ\$0.59 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>	Issue of Shares pursuant to Retail Entitlement Offer
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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>	11 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:	8 November 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.