

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme **Goodman Fielder Limited**ACN/ARSN **ABN 51 116 399 430****1. Details of substantial holder (1)**Name **Harris Associates L.P.**

ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on **16/02/15**The previous notice was given to the company on **29/01/15**The previous notice was dated **29/01/15****2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
	<b>See Annex A</b>				

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
<b>See Annex B</b>	

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
<b>Harris Associates L.P.</b>	<b>111 S. Wacker, Suite 4600, Chicago, IL 60606</b>

**Signature**

print name

*Kim Colwell*

capacity

*Sr. Compliance Officer*

sign here

*Kim Colwell*

date

*18 '02 '15*

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
  - (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
  - (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
  - (4) Include details of:
    - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
  - (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (6) The voting shares of a company constitute one class unless divided into separate classes.
  - (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
-

## ANNEX A

## HARRIS ASSOCIATES

From 01-29-15 To 02-16-15

<u>Trans</u>	<u>Trade</u> <u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Class</u>	<u>Principal</u>
transfer in	1/29/2015	2,674,700	Goodman Fielder	Ordinary	0.00
Sell	2/12/2015	5,943,900	Goodman Fielder	Ordinary	2,945,583.60
Sell	2/12/2015	996,000	Goodman Fielder	Ordinary	493,581.87
Sell	2/12/2015	79,600	Goodman Fielder	Ordinary	39,446.91
Sell	2/12/2015	541,500	Goodman Fielder	Ordinary	268,347.97
Sell	2/12/2015	58,600	Goodman Fielder	Ordinary	29,041.96
Sell	2/12/2015	192,100	Goodman Fielder	Ordinary	95,197.87
Sell	2/12/2015	425,700	Goodman Fielder	Ordinary	210,961.65
Sell	2/16/2015	721,600	Goodman Fielder	Ordinary	373,407.13
Sell	2/16/2015	5,222,500	Goodman Fielder	Ordinary	2,702,492.72
Sell	2/16/2015	120,900	Goodman Fielder	Ordinary	62,562.26
Sell	2/16/2015	875,100	Goodman Fielder	Ordinary	452,838.95
Sell	2/16/2015	9,700	Goodman Fielder	Ordinary	5,019.47
Sell	2/16/2015	69,900	Goodman Fielder	Ordinary	36,171.23
Sell	2/16/2015	65,700	Goodman Fielder	Ordinary	33,997.85
Sell	2/16/2015	475,800	Goodman Fielder	Ordinary	246,212.74
Sell	2/16/2015	7,100	Goodman Fielder	Ordinary	3,674.74
Sell	2/16/2015	51,400	Goodman Fielder	Ordinary	26,603.07
Sell	2/16/2015	23,300	Goodman Fielder	Ordinary	12,057.07
Sell	2/16/2015	168,800	Goodman Fielder	Ordinary	87,349.12
Sell	2/16/2015	51,700	Goodman Fielder	Ordinary	26,753.26
Sell	2/16/2015	373,900	Goodman Fielder	Ordinary	193,482.44

ANNEX B

HARRIS ASSOCIATES

16-Feb-15

<u>Account</u>	<u>Security</u>	<u>Quantity</u>	<u>Nature of Investment</u>	<u>Class</u>	<u>Voting</u>
Account 1	Goodman Fielder	64,877,735	Investment	Ordinary	64,877,735
Account 2	Goodman Fielder	10,769,398	Investment	Ordinary	10,769,398
Account 3	Goodman Fielder	842,100	Investment	Ordinary	842,100
Account 4	Goodman Fielder	5,894,500	Investment	Ordinary	5,894,500
Account 5	Goodman Fielder	655,900	Investment	Ordinary	655,900
Account 6	Goodman Fielder	2,010,800	Investment	Ordinary	2,010,800
Account 7	Goodman Fielder	4,499,400	Investment	Ordinary	4,499,400