

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of 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)

There was a change in the interests of the
substantial holder on **06/08/14**The previous notice was given to the company on **03/04/14**The previous notice was dated **03/04/14****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ordinary	167,878,133	167,878,133	148,190,933	148,190,933

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	See Annex A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	See Annex B				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

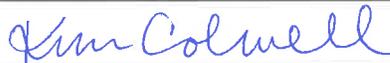
Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

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

Signature

print name **Kim Colwell** capacity **Senior Compliance Officer**
 sign here  date **07/08/14**

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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annex A

HARRIS ASSOCIATES L.P.
From 04-04-14 To 08-06-14

<u>Trans</u>	<u>Trade</u> <u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Class</u>	<u>Principal</u>
SELL	5/7/2014	105,100	Goodman Fielder	Ordinary	66,258.28
SELL	5/7/2014	202,400	Goodman Fielder	Ordinary	127,599.20
SELL	5/23/2014	2,240,900	Goodman Fielder	Ordinary	1,423,223.60
SELL	5/26/2014	4,737,500	Goodman Fielder	Ordinary	3,008,298.29
SELL	5/26/2014	855,300	Goodman Fielder	Ordinary	543,112.93
SELL	5/26/2014	67,800	Goodman Fielder	Ordinary	43,052.80
SELL	5/26/2014	459,000	Goodman Fielder	Ordinary	291,463.62
SELL	5/26/2014	167,900	Goodman Fielder	Ordinary	106,616.00
SELL	5/26/2014	49,000	Goodman Fielder	Ordinary	31,124.96
SELL	5/26/2014	164,700	Goodman Fielder	Ordinary	104,584.01
SELL	5/29/2014	858,300	Goodman Fielder	Ordinary	541,873.18
SELL	5/29/2014	64,600	Goodman Fielder	Ordinary	40,784.11
SELL	5/29/2014	395,700	Goodman Fielder	Ordinary	249,818.50
SELL	5/29/2014	135,000	Goodman Fielder	Ordinary	85,229.96
SELL	5/29/2014	44,400	Goodman Fielder	Ordinary	28,037.50
SELL	5/29/2014	73,700	Goodman Fielder	Ordinary	46,529.25
SELL	7/2/2014	539,300	Goodman Fielder	Ordinary	332,942.03
SELL	7/2/2014	40,300	Goodman Fielder	Ordinary	24,879.59
SELL	7/2/2014	289,700	Goodman Fielder	Ordinary	178,849.08
SELL	7/2/2014	97,700	Goodman Fielder	Ordinary	60,316.03
SELL	7/2/2014	116,200	Goodman Fielder	Ordinary	71,737.18
SELL	7/25/2014	514,510	Goodman Fielder	Ordinary	313,531.30
SELL	7/25/2014	478,800	Goodman Fielder	Ordinary	292,130.88
SELL	7/25/2014	89,200	Goodman Fielder	Ordinary	54,356.56
SELL	7/25/2014	83,000	Goodman Fielder	Ordinary	50,640.90
SELL	7/25/2014	7,100	Goodman Fielder	Ordinary	4,326.59
SELL	7/25/2014	6,600	Goodman Fielder	Ordinary	4,026.86
SELL	7/25/2014	47,900	Goodman Fielder	Ordinary	29,189.23
SELL	7/25/2014	44,600	Goodman Fielder	Ordinary	27,211.86
SELL	7/25/2014	17,600	Goodman Fielder	Ordinary	10,725.06
SELL	7/25/2014	16,300	Goodman Fielder	Ordinary	9,945.14
SELL	7/25/2014	5,100	Goodman Fielder	Ordinary	3,106.87
SELL	7/25/2014	4,800	Goodman Fielder	Ordinary	2,927.73
SELL	7/25/2014	17,100	Goodman Fielder	Ordinary	10,420.37
SELL	7/25/2014	15,900	Goodman Fielder	Ordinary	9,701.09
SELL	7/28/2014	90,044	Goodman Fielder	Ordinary	54,743.19
SELL	7/28/2014	499,156	Goodman Fielder	Ordinary	302,295.40
SELL	7/28/2014	15,600	Goodman Fielder	Ordinary	9,484.18
SELL	7/28/2014	86,600	Goodman Fielder	Ordinary	52,446.09
SELL	7/28/2014	1,200	Goodman Fielder	Ordinary	729.55

SELL	7/28/2014	6,900	Goodman Fielder	Ordinary	4,178.73
SELL	7/28/2014	8,400	Goodman Fielder	Ordinary	5,106.87
SELL	7/28/2014	46,500	Goodman Fielder	Ordinary	28,161.00
SELL	7/28/2014	3,100	Goodman Fielder	Ordinary	1,884.68
SELL	7/28/2014	17,000	Goodman Fielder	Ordinary	10,295.43
SELL	7/28/2014	900	Goodman Fielder	Ordinary	547.17
SELL	7/28/2014	5,000	Goodman Fielder	Ordinary	3,028.07
SELL	7/28/2014	3,000	Goodman Fielder	Ordinary	1,823.88
SELL	7/28/2014	16,600	Goodman Fielder	Ordinary	10,053.17
SELL	7/29/2014	3,487,390	Goodman Fielder	Ordinary	2,104,573.51
SELL	7/29/2014	604,900	Goodman Fielder	Ordinary	365,045.65
SELL	7/29/2014	48,000	Goodman Fielder	Ordinary	28,967.09
SELL	7/29/2014	324,500	Goodman Fielder	Ordinary	195,829.58
SELL	7/29/2014	119,000	Goodman Fielder	Ordinary	71,814.23
SELL	7/29/2014	34,600	Goodman Fielder	Ordinary	20,881.93
SELL	7/29/2014	115,800	Goodman Fielder	Ordinary	69,883.09
SELL	8/6/2014	290,600	Goodman Fielder	Ordinary	172,512.71
SELL	8/6/2014	477,900	Goodman Fielder	Ordinary	283,257.06
SELL	8/6/2014	50,500	Goodman Fielder	Ordinary	29,978.98
SELL	8/6/2014	83,000	Goodman Fielder	Ordinary	49,195.09
SELL	8/6/2014	4,000	Goodman Fielder	Ordinary	2,374.57
SELL	8/6/2014	6,600	Goodman Fielder	Ordinary	3,911.90
SELL	8/6/2014	27,100	Goodman Fielder	Ordinary	16,087.73
SELL	8/6/2014	44,500	Goodman Fielder	Ordinary	26,375.69
SELL	8/6/2014	9,900	Goodman Fielder	Ordinary	5,877.07
SELL	8/6/2014	16,300	Goodman Fielder	Ordinary	9,661.20
SELL	8/6/2014	2,900	Goodman Fielder	Ordinary	1,721.39
SELL	8/6/2014	4,800	Goodman Fielder	Ordinary	2,844.72
SELL	8/6/2014	9,700	Goodman Fielder	Ordinary	5,758.34
SELL	8/6/2014	15,900	Goodman Fielder	Ordinary	9,424.12
SELL	8/6/2014	21,300	Goodman Fielder	Ordinary	12,644.60
SELL	8/6/2014	35,000	Goodman Fielder	Ordinary	20,744.92

Annex B
HARRIS ASSOCIATES L.P.
6-Aug-14

<u>Account</u>	<u>Security</u>	<u>Quantity</u>	<u>Nature of Investments</u>	<u>Class of Securities</u>	<u>Voting</u>
Account 1	Goodman Fielder	103,554,335.00	Investment	Ordinary	103,554,335.00
Account 2	Goodman Fielder	18,173,898.00	Investment	Ordinary	18,173,898.00
Account 3	Goodman Fielder	1,443,200.00	Investment	Ordinary	1,443,200.00
Account 4	Goodman Fielder	9,753,100.00	Investment	Ordinary	9,753,100.00
Account 5	Goodman Fielder	3,575,800.00	Investment	Ordinary	3,575,800.00
Account 6	Goodman Fielder	1,070,700.00	Investment	Ordinary	1,070,700.00
Account 7	Goodman Fielder	3,487,000.00	Investment	Ordinary	3,487,000.00
Account 8	Goodman Fielder	7,132,900.00	Investment	Ordinary	7,132,900.00