

Goodman Fielder Limited ABN 51 116 399 430

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7 December 2012

Announcements Officer
ASX Market Announcements
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Listed Company Relations NZX 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

Rule 3.19A.2

# 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	16 DECEMBER 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	7 DECEMBER 2012		
No. of securities held prior to change	200,100 ORDINARY SHARES		
	1,875,000 RIGHTS TO SHARES UNDER EQUITY INCENTIVE PLAN (FORMERLY PERFORMANCE SHARE PLAN), SUBJECT TO PERFORMANCE/SERVICE CONDITIONS		
	1,000,000 PERFORMANCE RIGHTS AS A SIGN-ON INCENTIVE, SUBJECT TO SERVICE AND/OR PERFORMANCE CONDITIONS		

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

Class	ORDINARY SHARES		
Number acquired	UP TO 3,758,182 RIGHTS TO SHARES UNDER EQUITY INCENTIVE 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 2015 FINANCIAL RESULTS)		
Number disposed	NIL		
Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	N/A		
No. of securities held after change	200,100 ORDINARY SHARES		
	5,633,182 RIGHTS TO SHARES UNDER EQUITY INCENTIVE PLAN, SUBJECT TO PERFORMANCE/ SERVICE CONDITIONS		
	1,000,000 PERFORMANCE RIGHTS AS A SIGN-ON INCENTIVE, SUBJECT TO SERVICE AND/OR PERFORMANCE CONDITIONS		
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	AS APPROVED BY SHAREHOLDERS, ACQUISITION OF RIGHTS TO BE ALLOCATED SHARES UNDER THE GOODMAN FIELDER LIMITED EQUITY INCENTIVE PLAN, SUBJECT TO SPECIFIED PERFORMANCE AND/OR SERVICE CONDITIONS BEING MET		

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<sup>+</sup> 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

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

Name of public issuer: Name of related body corporate (if applicable): Position held in public issuer or any related body corporate in which director or officer has relevant interest.  B Securities in public issuer or any related body corporate in which director or officer has relevant interest.  Number, class, and type of securities: 1  C Nature of relevant interest and name of registered holder  Nature of relevant interest in securities: 2  Name of registered holder of securities 2  Details of acquisitions and disposals  If the relevant interest was acquired— Date of acquisition: 4  Consideration paid for acquisition: 5  If the relevant interest was disposad of— Date of disposal: 8  Consideration paid for disposal: 7  Type of transaction  As approved by shareholders, securities or relevant to which, or the circumstances in which, the acquisition or disposal footypics or performance and service conditions  E Total number of transactions this notice relates to: 9  F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: 19  G Signature  Signature of person authorised to sign on behalf of director or officer.  Date of signature:	Ongoing Disclosure Notice	
A Details of director or officer Name of director or officer of public issuer: Name of pribic issuer: Name of related body corporate (if applicable): Position held in public issuer or any related body corporate in which director or officer has relevant interest. Number, class, and type of securities: 1  Securities in public issuer or any related body corporate in which director or officer has relevant interest. Number, class, and type of securities: 1  Rights to be allocated up to 3,758,132 Ordinary Shares C Nature of relevant interest and name of registered holder Nature of relevant interest in securities: 2  Pacific Custodians Pty Ltd. Trustee of Sociations Prips Ltd. Trustee of Soc		
A Details of director or officer Name of public issuer: Name of public issuer: Name of public issuer: Position held in public issuer:  B Securities in public issuer or any related body corporate in which director or officer has relevant interest interest: Number, class, and type of securities: 1  C Nature of relevant interest and name of registered holder Nature of relevant interest and name of registered holder Nature of rejevant interest and name of registered holder Nature of rejevant interest and securities: 2  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 aquisition: 4  Consideration paid for acquisition: 5  Type of transaction  As approved by shareholders, acquisition or disposal 2  Consideration paid for disposal: 7  Type of transaction  As approved by shareholders, acquisition or disposal ook place: §  Consideration paid for disposal: 2  Type of transaction  As approved by shareholders, acquisition or disposal ook place: §  Consideration paid for disposal: 2  Type of transactions  As approved by shareholders, acquisition or disposal ook place: §  Consideration paid for disposal: 2  Type of transactions this notice relates to: §  Consideration paid for disposal: 2  Consideration paid for disposal: 2  Type of transactions this notice relates to: §  Consideration paid for disposal: 2  Consideration paid for disposal: 2  Total number of transactions this notice relates to: §  Consideration paid for disposal: 2  Consideration paid for disposal: 2  Type of transactions this notice relates to: §  Consideration paid for disposal: 2  Consideration paid for disposal: 2  Consideration paid for disposal: 2  Type of transactions this notice relates to: §  Consideration paid for disposal: 2  Consideration paid for d		
Name of director or officer of public issuer:  Name of public issuer:  Name of public issuer:  Bestinon held in public issuer:  Bestinon held in public issuer or any related body corporate in which director or officer has relevant interest.  Rights to be allocated up to 3,758,182 Ordinary Shares.  C Nature of relevant interest and name of registered holder.  Name of rejevant interest in securities: 2  Pacific Custodians Pty Ltd.  (Trustee of Goodman Fielder Employee Share Plans Trust)  Debtails of acquisitions and disposals.  If the relevant interest was acquired—  Date of acquisition in a count interest was disposed of—  Date of disposal: 8  Consideration paid for disposal: 7  Type of transaction  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal only shareholders, acquisition of rights to be allocated up to 3,758, 182  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal or public in statistical or performance and service conditions.  E Total number of transactions this notice relates to: 9  E Total number of disposal to sign on behalf of director or officer:  Date of signature  Signature of person authorised to sign on behalf of director or officer:  Date of signature:  The condition of the person authorised to sign on behalf of director or officer:  Date of signature:	Section 19T(2), Securities Markets Act 1988	
Name of public issuer.  Position held in public issuer or any related body corporate in which director or officer has relevant interest in public issuer or any related body corporate in which director or officer has relevant interest and name of registered holder  Nature of relevant interest and name of registered holder  Nature of relevant interest in securities: 2  Name of registered holder of securities 3  Position of acquisitions and disposals if the relevant interest was acquired—  Date of acquisition: 4  Consideration paid for acquisition: 5  Consideration paid for disposal: 7  Type of transaction  As approved by shareholders acquired pook place: 2  Consideration paid for disposal: 7  Type of transaction in the acquisition of rights to be allocated up to 3,758,182  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal cook place: 2  Total number of transactions this notice relates to: 9  Fotal of issuers notice (whether in form 1 or form 2) by the director or officer: 19  3 Signature  Signature of person authorised to sign on behalf of director or officer: 20  Date of signature:	A Details of director or officer	
Name of related body corporate (if applicable):  Position held in public issuer:  B Securities in public issuer or any related body corporate in which director or officer has relevant interest increase.  Rights to be allocated up to 3,758,182 Ordinary Shares.  C Nature of relevant interest and name of registered holder.  Name of registered holder of securities: 2  Pacific Custodians Pty Ltd. (Trustee of Geodman Fielder Employees Share Plans Trust)  D Details of acquisitions and disposals   if the relevant interest was acquired—  Date of acquisition: 4  Consideration paid for acquisition: 5  Consideration paid for disposal: 2  Type of transaction  As approved by shareholders, acquisition of rights to be allocated up to 3,758,182 Ordinary Shares  Poster of disposal: 6  Consideration paid for disposal: 7  Type of transaction  As approved by shareholders, acquisition of rights to be allocated up to 3,758,182 Ordinary Shares  Poster of disposal: 6  Consideration paid for disposal: 7  Type of transactions this notice relates to: 9  E Total number of transactions this notice relates to: 9  E Total number of disposal: 1  Signature  Signature of director or officer: 10  Date of signature:  Total ordinary Shares  Managing Director and Chef Executive Officer  Representation of Rights to be allocated up to 3,758,182 Ordinary Shares  Rights to be allocated up to 3,758,182 Ordinary Shares  Pacific Custodians Pty Ltd. (Trustee of Representations of Geodman Fielder Employees Share Plans Trust)  To December 2012  Type of transaction and disposals of the relevant interest was disposad of—  Date of signature:  Total number of transactions this notice relates to: 9  E Total number of director or officer: 10  Date of signature:  Total ordinary Shares  Rights to be allocated up to 3,758,182  Rights to be allocated up to 3,758,182  Rights to be allocated up to 3,758,182  Rodinary Shares  Representation of Properties of Representation of Properties of Representation of Representation of Representation of Representation of Representati	Name of director or officer of public issuer:	Christopher Raymond Delaney
Prosition held in public issuer:  B Securities in public issuer or any related body corporate in which director or officer has relevant interest.  Number, class, and type of securities: 1  C Nature of relevant interest and name of registered holder.  Nature of relevant interest in securities: 2  Name of registered holder of securities: 3  Details of acquisitions and disposals  If the relevant interest was acquired— Date of acquisition: 4  Consideration paid for acquisition: 5  Consideration paid for disposal: 2  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal cook place: 8  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal cook place: 9  Total number of transactions this notice relates to: 9  Total number of director or officer: 10  3 Signature  Signature of person authorised to sign on behalf of director or officer: 20  2ate of signature:  Total or person authorised to sign on behalf of director or officer: 20  2ate of signature:  2ate of sign		Goodman Fielder Limited
B Securities in public issuer or any related body corporate in which director or officer has relevant interest  Number, class, and type of securities: 1  C Nature of relevant interest and name of registered holder  Name of registered holder of securities: 2  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: 4  Consideration paid for acquisition: 5  Consideration paid for disposal: 7  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal  Consideration paid for disposal: 7  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal  Consideration or disposal or part of transaction   As approved by shareholders, acquisition or frights to be considered in part of transaction   As approved by shareholders, acquisition or frights to be allocated up to 3,788,182  Ordinary Shares under the  Consideration paid for disposal: 7  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal  Consideration or		Managing Director and Chief
Number, class, and type of securities: 1  Number, class, and type of securities: 2  C Nature of relevant interest and name of registered holder  Nature of relevant interest in securities: 2  Name of registered holder of securities 3  Pacific Custodians Pty Ltd (Truster Coordman Fielder Employee Share Plans Trust)  D Details of acquisitions and disposals   If the relevant interest was acquired—  Date of acquisition: 4  Consideration paid for acquisition: 5  If the relevant interest was disposed of—  Date of disposal: 2  Consideration paid for disposal: 7  Type of transaction  As approved by shareholders, acquisition or disposal of rights to be allocated up to 3.758, 182  Ordinary Shares  As approved by shareholders, acquisition or disposal of disposal or fights to be allocated up to 3.758, 182  Ordinary Shares  Type of transaction  As approved by shareholders, acquisition or disposal or fights to be allocated up to 3.758, 182  Ordinary Shares under the Goodman Fielder Limited Equity Incentive Plan, subject to satisfaction of performance and service conditions  E Total number of transactions this notice relates to: 9  E Date of last disclosure notice (whether in form 1 or form 2) by the director or officer:  Date of signature  Ordinary Shares  To December 2011  16 December 2011  17 December 2012  18 December 2011	Position field in public issuer.	Executive Officer
3,758,182 Ordinary Shares		
Nature of relevant interest in securities: 2  Name of registered holder of securities 3  To Details of acquisitions and disposals  If the relevant interest was acquired—  Date of acquisition: 4  Consideration paid for acquisition: 5  If the relevant interest was disposed of—  Date of disposal: 9  Consideration paid for disposal: 7  Type of transaction  As approved by shareholders acquisition or disposal originary shares under the Coodman Fielder Limited Equity Incentive Plan, subject to satisfaction of performance and service conditions  E Total number of transactions this notice relates to: 9  F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: 10  3 Signature  Signature of person authorised to sign on behalf of director or officer: 20  Date of signature:	Number, class, and type of securities: 1	
Pacific Custodians Pty Ltd (Trustee of Goodman Fielder Employee Share Plans Trust)  Details of acquisitions and disposals  If the relevant interest was acquired—  Date of acquisition: 4  Consideration paid for acquisition: 5  If the relevant interest was disposed of—  Date of disposal: 6  Consideration paid for disposal: 7  Type of transaction  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal caquisition of rights to be allocated up to 3,758,162  Ordinary Shares under the Goodman Fielder Limited Equity Incentive Plan, subject to satisfaction of performance and service conditions  E Total number of transactions this notice relates to: 9  11  16 December 2011  36 Signature  Signature of director or officer:  Date of signature:  Date of signature:	C Nature of relevant interest and name of registered holder	
Pacific Custodians Pty Ltd (Trustee of Goodman Fielder Employee Share Plans Trust)  Details of acquisitions and disposals  If the relevant interest was acquired—  Date of acquisition: 4  Consideration paid for acquisition: 5  If the relevant interest was disposed of—  Date of disposal: 9  Consideration paid for disposal: 7  Type of transaction  Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal condumnary figures and service conditions  E Total number of transactions this notice relates to: 9  E Total state of disclosure notice (whether in form 1 or form 2) by the director or officer: 10  3 Signature  Signature of director or officer:  Date of signature:  Date of signature:	Nature of relevant interest in securities: 2	Beneficial Interest
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Date of acquisition: 4  Consideration paid for acquisition: 5  If the relevant interest was disposed of— Date of disposal: 9  Consideration paid for disposal: 7  Type of transaction  As approved by shareholders, acquisition of rights to be allocated up to 3,758,182 Ordinary Shares under the Goodman Fielder Limited Equity Incentive Plan, subject to satisfaction of performance and service conditions  E Total number of transactions this notice relates to: 9  In the Date of signature  Signature of director or officer: Date of signature:  Date of signature:  Date of signature:  Date of signature:	D Details of acquisitions and disposals	
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F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: 10  16 December 2011  G Signature  Signature of director or officer:		allocated up to 3,758,182 Ordinary Shares under the Goodman Fielder Limited Equity Incentive Plan, subject to satisfaction of performance
F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: 10  16 December 2011  16 December 2011  16 December 2011  17 December 2012  18 Signature of director or officer:  19 Or Signature of person authorised to sign on behalf of director or officer:  10 Date of signature:		
G Signature Signature of director or officer:  Date of signature:  7 December 2012  Signature of person authorised to sign on behalf of director or officer:  Date of signature:	E Total number of transactions this notice relates to: 9	1
Signature of director or officer:  Date of signature:  7 December 2012  Signature of person authorised to sign on behalf of director or officer:  Date of signature:	Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: 10	16 December 2011
Date of signature:  7 December 2012  Signature of person authorised to sign on behalf of director or officer:  Date of signature:	G Signature	220
Signature of person authorised to sign on behalf of director or officer:  Date of signature:	Signature of director or officer:	Chellan
Signature of person authorised to sign on behalf of director or officer:  Date of signature:	Date of signature:	7 December 2012
Date of signature:		
Name and title of authorised person:		
	Signature of person authorised to sign on behalf of director or officer:	
	Signature of person authorised to sign on behalf of director or officer:  Date of signature:	

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.		
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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.