

ASX/NZX ANNOUNCEMENT

26 February 2015

SHAREHOLDERS VOTE IN FAVOUR OF SCHEME

Goodman Fielder shareholders today voted in favour of the proposal from Wilmar International Limited (“Wilmar”) and First Pacific Company Limited (“First Pacific”) to acquire 100% of Goodman Fielder (through an Australian jointly owned entity) via a Scheme of Arrangement (“Scheme”).

Addressing shareholders at the Scheme meeting at the company’s North Ryde offices, Goodman Fielder Chairman, Mr Steve Gregg said the transaction was an attractive value outcome for Goodman Fielder shareholders and also represented a positive outcome for the company’s employees, customers, suppliers and consumers.

“Recommending shareholders vote in favour of the resolution was not a decision the Board took lightly. We are very mindful of the iconic status of Goodman Fielder across Australia and New Zealand and the rich history it enjoys across this region.

“While in one respect it will be sad to see the company change from public shareholding to private ownership, I also think it is important to recognise the significant opportunity that can come from this change.

“Wilmar’s scale and distribution networks, together with First Pacific’s experience and both parties’ financial resources, will provide meaningful scale to Goodman Fielder’s existing operations and allow the company to grow its presence further in the Asia Pacific region.

“We’ve consulted widely with our people through this transaction process, and they are excited about the future prospects that this change of ownership can bring for Goodman Fielder,” Mr Gregg said.

Voting Results

Goodman Fielder advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting dated 12 December 2014 was passed by the requisite majorities of shareholders with:

99.61% of votes cast in favour of the resolution; and
80.24% of Goodman Fielder shareholders present and voting (either in person or by proxy) in favour of the resolution.

The poll report submitted by the Returning Officer as appointed by Goodman Fielder is attached to this release.

The poll results were:

	FOR	AGAINST	ABSTAIN*	TOTAL VOTES	% FOR
Votes	1,159,155,645	4,546,578	658,417	1,163,702,223	
% of Votes	99.61%	0.39%	n/a	100%	99.61%
Holder	1,835	452	49	2,287	
% of Holders	80.24%	19.76%	n/a	100%	80.24%

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

The Proxies received were:

	FOR	AGAINST	ABSTAIN*	OPEN	TOTAL VOTES
Votes	1,155,079,796	4,500,934	644,690	3,152,980	1,162,733,710
% of Votes	99.34%	0.39%	n/a	0.27%	100%
Holders	1,483	445	45	321	2,249
% of Holders	65.94%	19.79%	n/a	14.27%	100%

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

Scheme Consideration

Goodman Fielder has applied to the Federal Court of Australia for approval of the Scheme at a hearing scheduled for 2 March 2015. If the Scheme is approved by the Court, eligible Goodman Fielder shareholders who hold shares on the Scheme Record Date for determining entitlements to receive the Scheme Consideration (10 March 2015) will receive A\$0.675 cash per share. Those Goodman Fielder Shareholders will be sent the Scheme Consideration on 17 March 2015 (or as soon as reasonably practicable thereafter).

Timetable

Key dates for implementation of the Scheme are set out below.

Second Court Hearing with the Federal Court of Australia for approval of the Scheme	Monday, 2 March 2015
Effective Date	Tuesday, 3 March 2015
Expected last day of trading in Goodman Fielder Shares on ASX and NZX	Tuesday, 3 March 2015
Scheme Record Date (for determining entitlements to Scheme Consideration)	Tuesday, 10 March 2015
Implementation Date (Scheme Consideration will be dispatched to Scheme Shareholders on the Implementation Date or as soon as reasonably practicable thereafter, expected to be within two Business Days of the Implementation Date)	Tuesday, 17 March 2015

All dates above are indicative only and are subject to Court approval. Any changes will be announced by Goodman Fielder on ASX and NZX.

For further information contact:

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Goodman Fielder is Australasia's leading listed food company. The company has an excellent portfolio of well known consumer brands in some of Australia and New Zealand's largest grocery categories, including MeadowLea, Praise, White Wings, Pampas, Mighty Soft, Helga's, Wonder White, Vogel's (under licence), Freya's, Edmonds, Meadow Fresh and Irvines. Our products cover every meal, including breakfast, lunch, dinner and snacks. We produce bread, milk, margarine, flour, dressings, condiments, mayonnaise, cake mix, pies, savouries, desserts, sauces, vinegar and cooking oils.



SCHEME MEETING
Thursday, 26 February, 2015

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>
1 THAT, PURSUANT TO AND IN ACCORDANCE WITH THE PROVISIONS OF SECTION 411 OF THE CORPORATIONS ACT 2001 (CTH), THE SCHEME OF ARRANGEMENT PROPOSED BETWEEN GOODMAN FIELDER LIMITED AND THE HOLDERS OF ITS ORDINARY SHARES (OTHER THAN CERTAIN EXCLUDED SHAREHOLDERS), AS CONTAINED IN AND MORE PARTICULARLY DESCRIBED IN THE SCHEME BOOKLET OF WHICH THE NOTICE CONVENING THIS MEETING FORMS PART, IS APPROVED, WITH OR WITHOUT ALTERATIONS OR CONDITIONS AS APPROVED BY THE FEDERAL COURT OF AUSTRALIA TO WHICH GOODMAN FIELDER LIMITED, W BIDCO AUSTRALIA PTY LTD AND FP BIDCO AUSTRALIA PTY LTD AGREE.	1,155,079,796	4,500,934	3,152,980	644,690	1,159,155,645 99.61% 1,835 Holders 80.24%	4,546,578 0.39% 452 Holders 19.76%,	658,417

** - 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