

**FONTERRA
SHAREHOLDERS'
FUND.**



2021 Notice of Annual Meeting

Notice is given that the 2021 Annual Meeting of unit holders of the Fonterra Shareholders' Fund will be held

MONDAY 13 DECEMBER 2021

Commencing at 10am
(New Zealand Time)

As a physical meeting is unlikely to be able to be held due to COVID-19 restrictions, the 2021 Annual Meeting will be held as an online meeting only via the Computershare Meeting Platform. For information on how to participate in the online meeting, please refer to the Procedural Notes on page 5 of this notice and the attached Virtual Meeting Guide.

Notice of Annual Meeting

Important Dates

These dates are given in New Zealand time.

Friday 10 December 2021, 5pm

Record Date for voting entitlements for the Annual Meeting

Saturday 11 December 2021, 10am

Latest time for receipt of Proxy/Voting forms or for online proxy appointments

Monday 13 December 2021, 10am

Annual Meeting

When

Monday 13 December 2021
Commencing at 10am
(New Zealand Time)

Where

Online via Computershare's Virtual Meeting Platform <https://meetnow.global/nz>
Due to COVID-19 restrictions there will be no physical meeting this year.

Items of Business

- A. Welcome and Introduction
- B. Address by the Chairman of the Manager of the Fonterra Shareholders' Fund
- C. Address by the Chair of Fonterra Co-operative Group Limited
- D. Address by Chief Executive Officer of Fonterra Co-operative Group Limited
- E. Unit holder discussion
- F. Address by nominated director for re-election to the Board of the Manager of the Fonterra Shareholders' Fund
- G. Resolution:
Unit holders will be asked to consider and, if thought appropriate, to pass the following ordinary resolution:
 1. To re-elect John Shewan who retires by rotation and stands for re-election as a director of the Manager of the Fund.

In accordance with the Fonterra Shareholders' Fund Trust Deed, the resolution above is to be considered as an ordinary resolution and is required to be passed by a simple majority of the votes of those unit holders entitled to vote and voting at the Annual Meeting.

Explanatory Note

Further detail on Mr Shewan is set out in the Explanatory Note on page 4.

ATTENDANCE

All unit holders are entitled to attend and vote at the Annual Meeting or to appoint a proxy or representative to attend and vote on their behalf.

PROXIES

A proxy need not be a unit holder, and may be appointed by completing the form accompanying this Notice of Annual

Meeting or online at www.investorvote.co.nz.

The appointment of a proxy or representative does not preclude a unit holder from attending and voting at the Annual Meeting.

You may appoint the Chair of the Annual Meeting or any other director of the Manager of the Fund as your proxy.

If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair of the Annual Meeting will be appointed your proxy and will vote in accordance with your express direction, and any undirected votes will (subject to any restriction(s) set out in the NZX Listing Rules) be voted in accordance with the Chair's discretion.

ANDREW CORDNER

Company Secretary
Auckland, New Zealand
12 November 2021

FSF Management Company Ltd (Australian Registered Business Number 190 539 935, incorporated in New Zealand) is the Manager of the Fonterra Shareholders' Fund.

Questions

Unit holders may submit questions to the Board of the Manager ahead of the Annual Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements or general questions regarding the performance of the Fund or Fonterra.

The Manager has a discretion on which questions will be addressed at the Annual Meeting.

Please submit questions by email to Investor.Relations@fonterra.com. Please write 'Questions from Unit Holders' in the subject line of the email.

There will also be an opportunity for unit holders and proxy holders to ask questions online at the Annual Meeting.

Letter from the Chairman

Dear Unit Holders

On behalf of the Board of Directors of the Manager of the Fonterra Shareholders' Fund I am pleased to invite you to the ninth Annual Meeting of the Manager of the Fonterra Shareholders' Fund unit holders, commencing at 10am NZT on Monday 13 December 2021 online via the Computershare meeting platform <https://meetnow.global/nz>.

At the Annual Meeting, the Fund Board will be joined by Peter McBride, Chair of Fonterra, and Miles Hurrell, Chief Executive Officer of Fonterra. I will present an overview of the ninth year of the Fund and Peter and Miles will discuss Fonterra's performance over the past year. Unit holders will also have the opportunity to ask questions about the operations and management of Fonterra.

At the meeting, unit holders will be asked to vote for my re-election as an Independent Director of the Manager. I was last re-elected at the Company's 2018 Annual Meeting and will retire from office this year by rotation in accordance with NZX Listing Rule 2.7.1.

I was originally appointed to the Board of the Manager by Fonterra when the Fund was established in 2012. Having served three terms, it was my intention to retire from the Board at this year's Annual Meeting. However, Fonterra's Capital Structure Review, and the potential implications for unit holders, have caused me to conclude that this is not an appropriate time for the Chair to step down from the Board. There is currently uncertainty over the outcome of Fonterra's Capital Structure Review. The role the Capital Structure Review Subcommittee of independent Directors of the Manager performs in representing unit holders' interests is important. I believe there are benefits in continuity of independent directors during this period.

Biographical details are included in the Explanatory Note on the next page.

If you cannot attend the meeting and wish to appoint a proxy to vote on your behalf, you may direct your proxy to vote for or against the resolution, to abstain from voting, or to exercise their discretion as to how to vote.

If you would like to appoint a proxy, complete and lodge the enclosed Proxy/Voting form (either by post or fax) with Computershare Investor Services. Alternatively, you can appoint a proxy online by going to www.investorvote.co.nz.

You will need your CSN holder number and postcode (or country of residence if outside New Zealand) to do this.

All Proxy/Voting forms need to reach Computershare by 10am NZT on Saturday 11 December 2021.



JOHN SHEWAN
CHAIRMAN
FONTERRA SHAREHOLDERS' FUND

Explanatory Note

The Board of the Manager of the Fonterra Shareholders' Fund has statutory responsibilities for the activities of the Manager and the Fund, including monitoring the compliance with regulatory requirements and ensuring that unit holders' interests are managed and protected in accordance with the constituent documents that relate to the Fund. Directors of the Manager have no role in the governance or operation of Fonterra.

Skills required of a director on the Board of the Manager include governance experience, preferably of a listed entity, financial and capital markets knowledge, an understanding of co-operatives, and risk management experience.

Resolution: Election of Director



JOHN SHEWAN

CNZM BCA (Hons) FCA

Independent Director appointed by unit holders

NZX Listing Rule 2.7.1 requires that the Fund's Directors must not hold office without re-election past the third Annual Meeting following their appointment or three years, whichever is longer.

Chairman John Shewan was last re-elected at the Company's 2018 Annual Meeting and therefore will retire from office at this year's Annual Meeting. Being eligible, John Shewan offers himself for re-election.

John Shewan was appointed chairman of the FSF board in November 2012. He is an independent director. In addition to FSF, he currently chairs the board of Munich Reinsurance Australasia and is a Director of China Construction Bank (New Zealand) Limited.

He is also an Adjunct Professor in the Business School at Victoria University of Wellington.

John Shewan is an "Independent Director" for the purposes of the NZX Listing Rules.

Procedural Notes

Meeting Participation

Due to ongoing uncertainty over COVID-19 related restrictions the Fund is holding the annual meeting online this year through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Fonterra Shareholders Fund meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smart phone, tablet or desktop device. You will need the latest version of Chrome, Safari, Edge or Firefox to access the meeting. Please ensure your browser is compatible.

Please refer to the enclosed Virtual Meeting Guide for more information.

Voting Entitlements and Process

Unit holders that will be entitled to vote on the resolution at the Annual Meeting are those who are unit holders of the Fonterra Shareholders' Fund at 5pm NZT on Friday 10 December 2021.

Voting will be conducted by a poll. To vote, unit holders can either:

VOTE ONLINE

You can vote online through the Computershare Meeting Platform.

APPOINT A PROXY TO VOTE

If you do not propose to attend the Annual Meeting, you can appoint a proxy to attend the meeting and vote on your behalf. The Chair of the meeting or any other director of the Fund is willing to act as a proxy for any unit holder who wishes to appoint him or her for that purpose.

To do this, enter 'the Chair' or the name of your proxy in the space provided on the Proxy/Voting form (further details are provided on the form).

To appoint a proxy, you need to do one of the following:

ONLINE

Lodge your proxy online by going www.investorvote.co.nz. You will need your CSN holder number and postcode (or country of residence if outside New Zealand). If you do not have your CSN holder number, please contact Computershare at corporateactions@computershare.co.nz or +64 9 488 8777 (international).

FAX

You can fax your Proxy/Voting form to +64 9 488 8787.

MAIL

Return the Proxy/Voting form by mail to the Share Registrar, Computershare Investor Services Limited, Private Bag 92119, Auckland 1142, using the Freepost envelope provided.

For your proxy appointment to be effective it must be received by 10am NZT on Saturday 11 December 2021.

The addresses of the Manager of the Fund and the Supervisor are as follows:

FSF MANAGEMENT COMPANY LIMITED

109 Fanshawe Street, Auckland 1010, New Zealand
Attention: Company Secretary

GUARDIAN TRUST COMPANY LIMITED

Level 6, 191 Queen Street, Auckland 1010, New Zealand
Attention: Relationship Manager Corporate Trusts



Fonterra Shareholders' Fund

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119 Auckland 1142 New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form

	www.investorvote.co.nz Lodge your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
Your secure access information		
Control Number:	CSN/Securityholder Number:	
PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.		
For your proxy appointment to be effective it must be received by 10am Saturday 11 December 2021		
VIRTUAL MEETING		
Given the uncertainty around the COVID-19 environment, the Annual Meeting will be held online only. All unit holders will have the opportunity to attend and participate in the Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone). The virtual meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide 2021 that accompanies this Proxy/Voting Form.		

How to Vote on Items of Business

All your units will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chair of the Meeting, or any other director, is willing to act as proxy for any unit holder who wishes to appoint him or her for that purpose. To do this, enter 'the Chair' or the name of your proxy in the space allocated in 'Step 1' of this form. If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction, and any undirected votes will (subject to any restriction(s) set out in the NZX Listing Rules) be voted in accordance with the Chair's discretion. Alternatively you can appoint a proxy online at www.investorvote.co.nz.

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Virtual Meeting

The Fund is holding an online annual meeting this year virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Fonterra Shareholders' Fund meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smart phone, tablet or desktop device. You will need the latest version of Chrome, Safari, Edge or Firefox to access the meeting. Please ensure your browser is compatible.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the unit holder must sign.

Joint Holding

Where the holding is in more than one name, all of the unit holders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Manager) and a signed certificate of non-revocation of the power of attorney must be produced to the Manager with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the Manager, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form to vote

Proxy/Corporate Representative Form



Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address _____

(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a unit holder/s of the Fonterra Shareholders' Fund

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Fonterra Shareholders' Fund to be held on Monday 13 December 2021 at 10am (New Zealand time) on Computershare's Virtual Meeting Platform <https://meetnow.global/nz>** and at any adjournment of that meeting.

STEP 2

Items of Business – Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority. If you do not mark a box your proxy may vote as they choose.

Ordinary resolution

Resolution 1 To re-elect John Shewan, who retires by rotation and stands for re-election, as a director of the Manager of the Fund.

For Against Proxy Discretion Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------

If your proxy is not the chairman of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ and (Email): _____

SIGN

Signature of unit holder(s) This section must be completed.

Unit holder 1

or Sole Director/Director

Unit holder 2

or Director (if more than one)

Unit holder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____



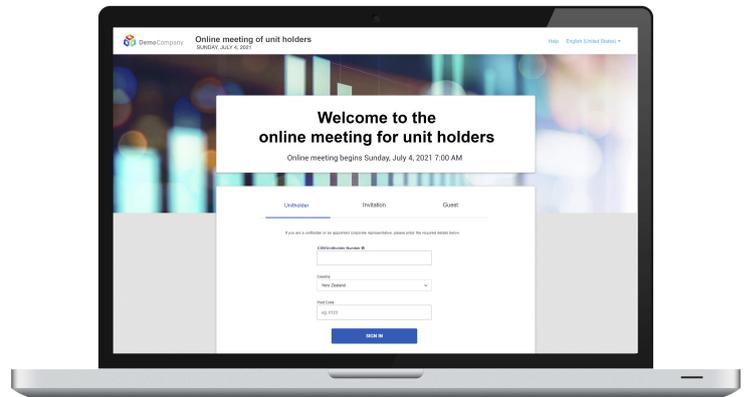
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.



Visit <https://meetnow.global/nz>



Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a unit holder:

Select 'Unit holder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



Contact

If you have any issues accessing the website please call +64 9 488 8700.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Q&A

Any eligible unit holder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.