



# Online question process



#### Fonterra Dairy for life

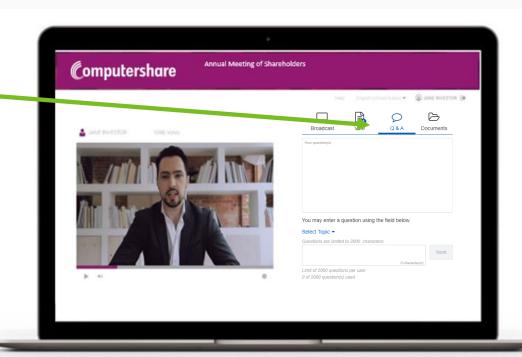
#### **Shareholder & Proxyholder Q&A Participation**

#### **Written Questions:**

- Questions may be submitted ahead of the meeting
- If you have a question to submit during the live meeting, please select the Q&A tab on the right half of your screen at anytime
- Type your question into the field and press submit
- Your question will be immediately submitted

#### Help:

- The Q&A tab can also be used for immediate help
- If you need assistance, please submit your query in the same manner as typing a question and a Computershare representative will respond to you directly



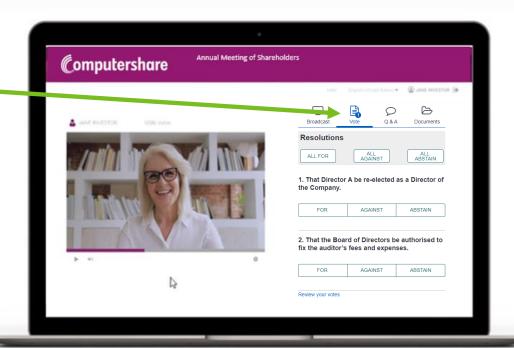
### Online voting process





#### **Shareholder & Proxyholder Voting**

- Once the voting has been opened, the resolutions and voting options will allow voting
- To vote, simply click on the Vote tab, and select your voting direction from the options shown on the screen
- You can vote for all resolutions at once or by each resolution
- Your vote has been cast when the tick appears
- To change your vote, select 'Change Your Vote'



# Agenda





Welcome and introductions	John Shewan
FSF Management Company Chair's address	John Shewan
Fonterra Chair's address	Peter McBride
Fonterra Management's address	Chris Rowe
Questions	
Resolutions to elect Carlie Eve and Alastair Hercus	John Shewan
Addresses by Carlie Eve and Alastair Hercus	Carlie Eve, Alastair Hercus
General Business	John Shewan
Address by retiring Chair	John Shewan

### Fonterra Shareholders' Fund

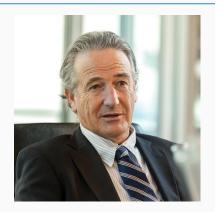
#### FONTERRA SHAREHOLDERS' FUND.

#### Fonterra Dairy for life

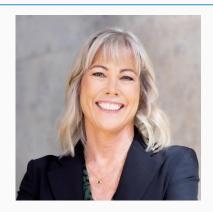
### **Board of Directors**



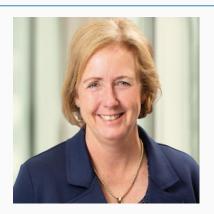
John Shewan Chair



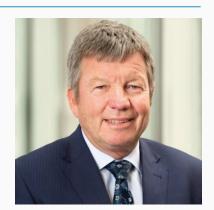
Kim Ellis



**Mary-Jane Daly** 

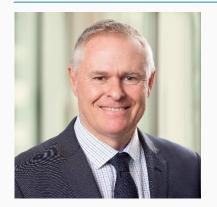


**Donna Smit** 



**Andy Macfarlane** 

### Fonterra Team



**Peter McBride** 



**Miles Hurrell** 



**Chris Rowe** 



Simon Till



**Andrew Cordner** 

# FSF Management Company Chair's address

### Improved performance in 2022





- Fonterra delivered a strong financial result, driven by its Ingredients portfolio
- Good progress on key drivers of Fonterra's strategy, focusing on New Zealand milk, sustainability, and dairy innovation and science
- Increased working capital has driven higher debt levels but will improve as working capital returns to normal levels in FY23

Reported profit after tax<sup>1</sup>

\$583 million

Normalised profit after tax<sup>1</sup>

\$591 million

Earnings per share<sup>2</sup>

35 cents

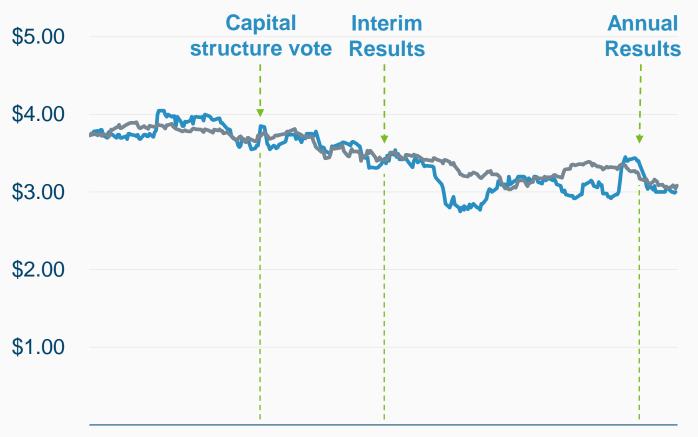
Note: For the year ended 31 July 2022.

<sup>1.</sup> Includes Continuing and Discontinued Operations. Includes amounts attributable to non-controlling interests.

# Unit price impacted by overhang of capital structure implementation







Release of FY22 interim results

Down 8.4%, from \$3.71 to \$3.40 (1 August 2021 – 17 March 2022)

Release of FY22 annual results

Down 8.4%, from \$3.71 to \$3.40 (1 August 2021 – 22 September 2022)

Aug 21 Oct 21 Dec 21 Feb 22 Apr 22 Jun 22 Aug 22 Oct 22

—FSF —NZX50 Index

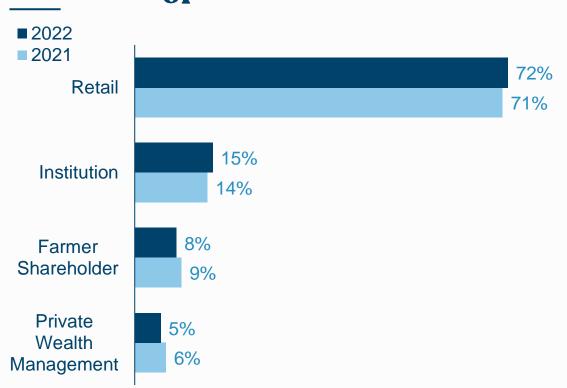
# Unit register analysis

- Small increase in retail and institution holdings
- Majority of register held in New Zealand, with offshore holdings stable

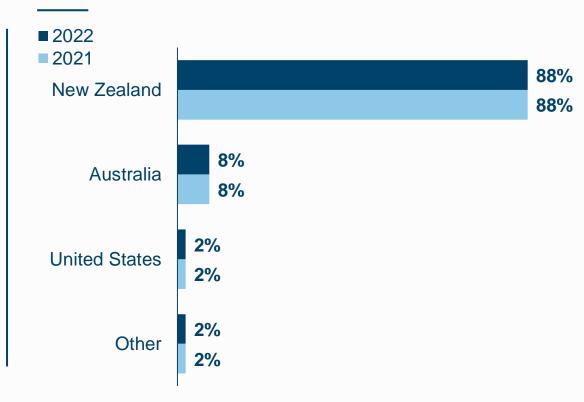




### **Investor Type**



### **Investor Location**



Note: Register data for 2021 and 2022 is as at 31 October.

# Key Fund statistics as at 11 November 2022





Units on Issue <sup>1</sup> :	107 million	no change	
Fund Market Capitalisation <sup>1</sup> :	\$325 million	\$93m <b>▼</b>	
Fonterra Market Capitalisation <sup>1</sup> :	\$4.2 billion	\$1.1b <b>↓</b>	
Fund Size <sup>1,2</sup> :	<b>6.7</b> %	no change	
Unit Price 12-month High/Low <sup>3</sup> :	\$3.96 (11 Nov 21) / \$2.75 (10 May 22)		

<sup>1.</sup> At 11 November 2022, relative to 11 November 2021.

<sup>2.</sup> Fonterra Shareholders' Fund units on issue as a percentage of Fonterra Co-operative Group shares on issue.

<sup>3. 12</sup> month period, 11 November 2021 – 11 November 2022.



# We're on track for 2030

FY20	FY21	FY22	FY22	FY30
Actual	Actual	Forecast	Actual	Year 9 Target
\$7.14	\$7.54		\$9.30	
\$879m	\$952m	\$875-\$975m	\$991m	\$1,325-\$1,425m
24c	34c	25-40c	35e	55-65e
6.6%	6.6%	6.5-7.0%	6.8%	9.0-10.0%
\$525m	\$608m	\$650m	\$617m	\$980m
3.3x	2.7x	2.4x	<b>3.2</b> x	<2.5x
44%	39%	35%	<b>42</b> %	<35%
5c	20c	15-20c	<b>20</b> e	40-45c
	\$7.14 \$879m 24c 6.6% \$525m 3.3x 44%	\$7.14 \$7.54 \$879m \$952m 24c 34c 6.6% 6.6% \$525m \$608m 3.3x 2.7x 44% 39%	Actual       Forecast         \$7.14       \$7.54         \$879m       \$952m         24c       34c         6.6%       6.5-40c         6.6%       6.5-7.0%         \$525m       \$608m         3.3x       2.7x         44%       39%         35%	Actual         Forecast         Actual           \$7.14         \$7.54         \$9.30           \$879m         \$952m         \$875-\$975m         \$991m           24c         34c         25-40c         35c           6.6%         6.6%         6.5-7.0%         6.8%           \$525m         \$608m         \$650m         \$617m           3.3x         2.7x         2.4x         3.2x           44%         39%         35%         42%

# Flexible Shareholding on track



Government is supportive

Expect legislation to progress through Select Committee this year

Implement as soon as possible

Market making arrangements and transitional buy back in place

Measurement statement issued confirming new minimum shareholding



# Our strategy is built on a strong platform

### Our strategic long term aspirations and targets to 2030



PERFORMANCE TARGETS

40-50%

EBIT increase from FY21

~9-10%

Return on capital

Increase dividends to ~40-45

cents per share

Aspiration to be

Net zero by 2050



**INVESTMENT** 

~\$1 billion

in sustainability

~\$1 billion

moving more milk to higher value products

~\$160m

per annum in R&D

~\$2 billion

for mix of investment in further growth and return to shareholders



~\$1 billion

Intended to be distributed to shareholders after asset sales



# We've had a good year



Farmgate Milk Price

**\$9.30** per kgMS

Dividend

20c per share

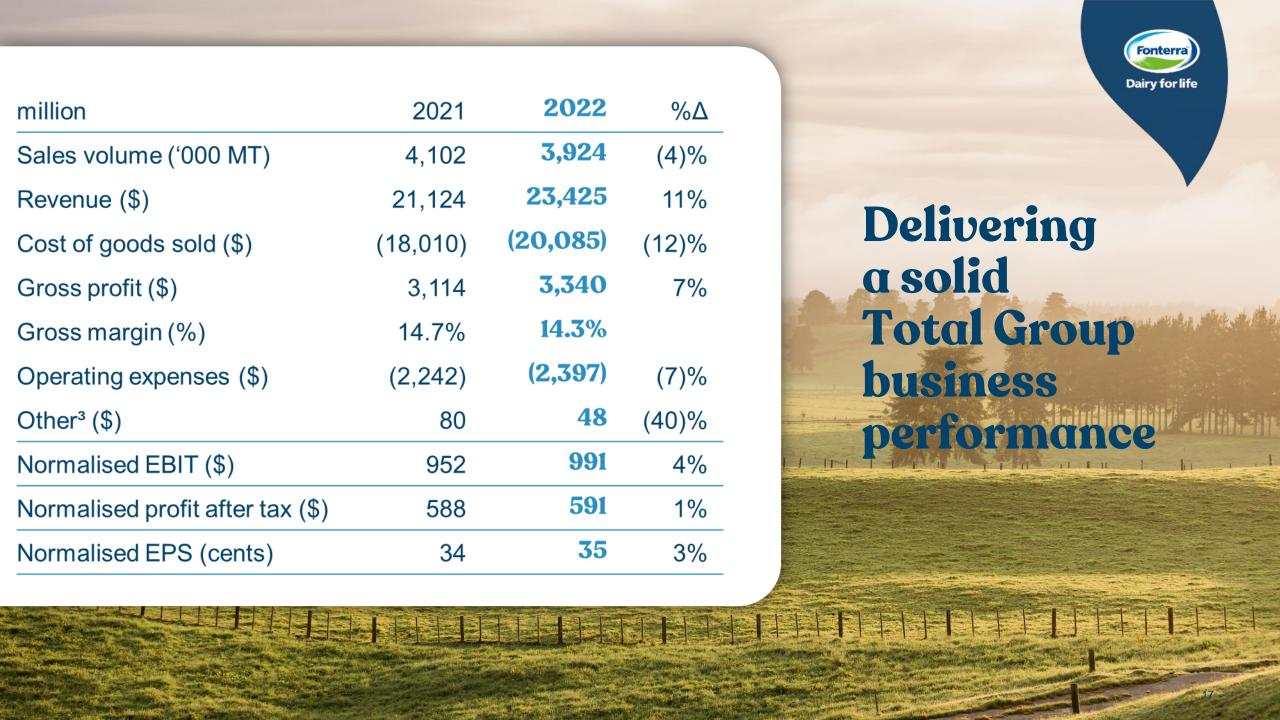
Reported profit after tax

\$583 million

Normalised profit after tax

\$591 million

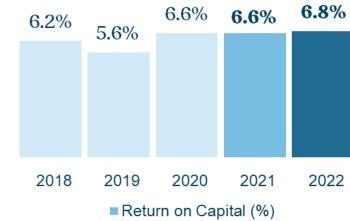
35c earnings per share



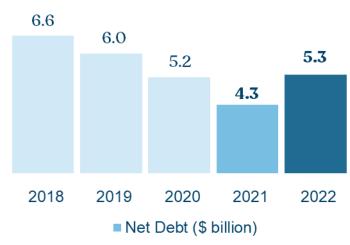




### **Return on Capital**



#### **Net Debt**



### Leverage





A strong balance sheet enabled us to manage inventory

We optimised our business on the best performing products to capture higher returns

	Asia Pacific	AMENA	Greater China	Total
Volume ('000 MT)	1,370 1%	1,355 n/c	1,029 13%	<b>3,754</b> ♣4%
EBIT contribution				
Ingredients	\$192m \$168m	\$442m \$231m	\$282m	\$916m \$551m
Foodservice	\$(13)m \$92m	\$(4)m \$19m	\$155m \$120m	\$138m \$231m
Consumer	\$58m \$144m	\$89m \$21m	\$(5)m \$3m	\$142m \$168m
Total	\$237m \$68m	\$527m \$191m	\$432m \$29m	

# Our strategy is built on a strong platform

### Our strategic long-term aspirations and targets to 2030



Focus on Aotearoa New Zealand Milk



PERFORMANCE TARGETS



EBIT increase from FY21

~9-10%

Return on capital

Increase dividends to

~40-45

cents per share

Aspiration to be

Net zero by 2050



Be a leader in dairy Innovation & science



**INVESTMENT** 



in sustainability

### ~\$1 billion

moving more milk to higher value products

~\$160m

per annum in R&D

### ~\$2 billion

for mix of investment in further growth and return to shareholders

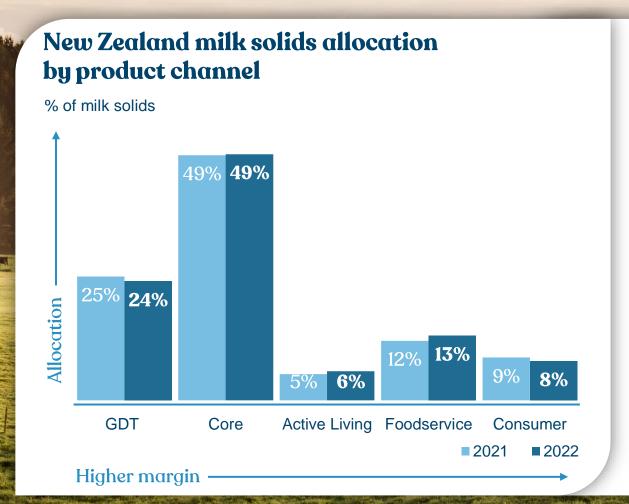




### ~\$1 billion

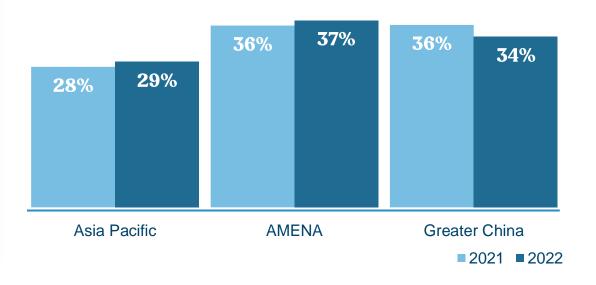
Intended to be distributed to shareholders after asset sales

# We're shifting milk into higher value products



# New Zealand milk solids allocation by region

% of milk solids



### FY23 Outlook

2022/23 Forecast Farmgate Milk Price

\$8.50-\$10.00

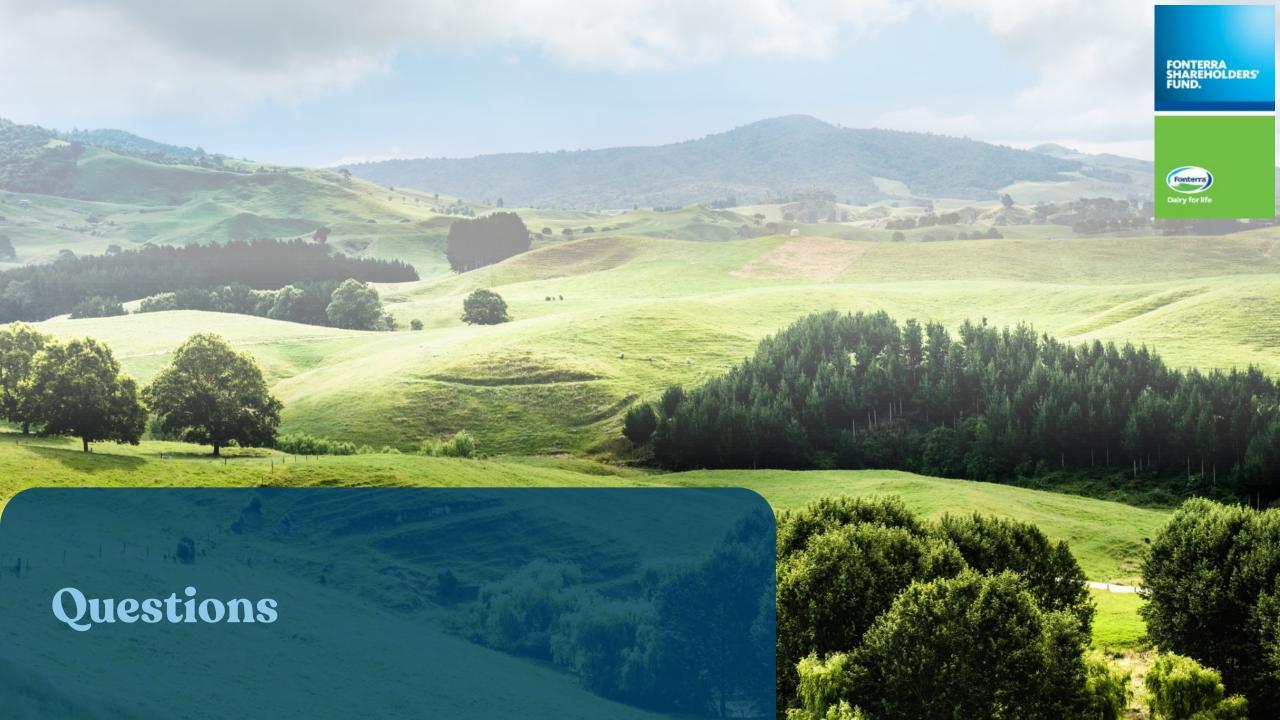
per kgMS

**Forecast Earnings** 

45-60<sub>c</sub>

per share









### **Resolution 1**

FONTERRA SHAREHOLDERS' FUND.



To elect Carlie Eve, who stands for election, as a director of the Manager of the Fund





### **Resolution 2**

To elect Alastair Hercus, who stands for election, as a director of the Manager of the Fund







# **Proxy voting**

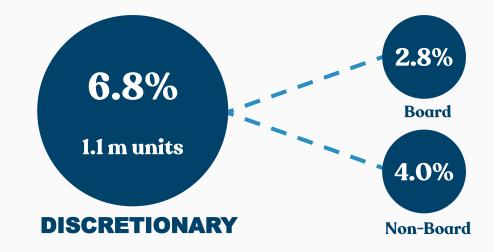








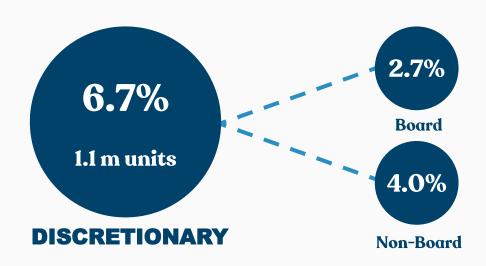




### **Alastair Hercus**







As at 10am Saturday 12 November 2022

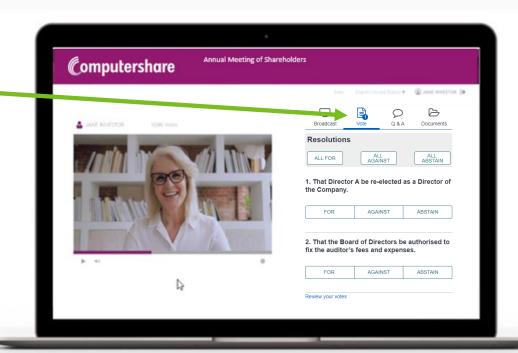
# Online voting process





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- To change your vote, select 'Change Your Vote'



# Voting

- FONTERRA SHAREHOLDERS' FUND.
- Fonterra Dairy for life

- In respect of the resolutions, please tick the "for", "against" or "abstain" box.
- Once you have completed your voting, please place your vote in a ballot box.
- Please raise your hand if you require a pen.
- Results will be announced to the NZX and ASX as soon as they are available.











## FONTERRA SHAREHOLDERS' FUND ANNUAL MEETING 14 NOVEMBER 2022

#### **FSF MANAGEMENT COMPANY CHAIRMAN'S ADDRESS**

It was good to see Fonterra making progress on implementing its strategy and delivering a strong financial performance in the context of historically high milk prices, inflationary pressure, and continued geopolitical and supply chain disruption in several key regions.

Peter and Chris will speak to this, but it's appropriate that I highlight a few aspects of particular relevance to the Fund.

The reported profit after tax was \$583 million. Normalised earnings per share came in at the top end of the forecast range, at 35 cents per share.

Fonterra declared a total dividend of 20 cents per share which of course flows through to unit holders as 20 cents per unit. This is made up of an interim distribution of 5 cents per share and a final distribution of 15 cents per share which was paid on the 14 October.

Before I move on to discuss the performance of the Fund, I want to reiterate comments I have made at earlier annual meetings of the Fund on the role of the Board of the Manager.

The Fonterra Shareholders' Fund Board has statutory responsibilities for the activities of the Management Company and the Fund. These include monitoring 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 Fund have no role in the governance or operation of Fonterra.

Although we have no decision-making role in these areas, we do consider it important to actively represent the interests and views of unit holders to Fonterra, and we do that.

This representation role has been an important function of the Board during the consultation process that Fonterra has undertaken on its capital structure.

Let's now take a close look at the performance of the Fund over the past year.

The graph currently on the screen highlights, despite Fonterra's strong performance, the decline of the unit price over the course of the year. The unit price decreased 8.4% from \$3.71 at the beginning of August 2021, the start of Fonterra's financial year, to \$3.40 at the time Fonterra released its annual results on 22 September. Since then, the price has dropped a further 10.9% to \$3.03.

How the implementation of Fonterra's new capital structure might impact the unit price has played its part in subduing the price. In addition, the performance of the unit price this year has been impacted by the heightened volatility in equity markets and the lower valuation of equity markets both in New Zealand and overseas. This reflects uncertainty driven by inflationary pressure, higher interest rates, geo-political events and recessionary concerns.

As you can see on the graph, the relative NZX50 Index has declined 12.7% over the same period. The S&P500 index is also down 14.3% over the same period.

The graph shows a sudden drop in the unit price towards the end of April and into May 2022. Some of you might recall, this period of weakness in the unit price was directly after the release of the report by the financial and economic consulting firm Castalia, which contained a number of assertions that Fonterra did not agree with.

The Castalia report asserted that protections for a fair milk price will be eroded and that Fonterra's capital restructure will cause Fonterra's Milk Price to increase. Castalia also estimated Fonterra's future share price on the basis of possible dividends up to 2030 but appeared to assume that Fonterra has zero value at the end of 2030. Fonterra, as does the Board of the manger, considers this to be a misleading approach to valuing Fonterra shares and FSF units. And Fonterra strongly disagrees with the contention that the capital structure changes will increase its milk price.

The unit price reached a low of \$2.75 during this period but has since recovered somewhat. However, as mentioned the implementation of Fonterra's new flexible shareholding capital structure has created uncertainty for unit holders and potential investors over what the impact might be on the unit price.

The unit price has declined from \$4.60 immediately prior to Fonterra's capital structure review announcement on 5 May 2021 to last Friday's close price of \$3.03.

This uncertainty may reduce as implementation of the new capital structure proceeds through 2023. However, the independent directors of the Manager of the Fund remain of the view that Fonterra should have bought the Fund back as part of the capital restructure process. I believe that the sequence of events and adverse impact on unit price since the May 2021 announcements shows very clearly why our concerns were entirely justified.

Looking now at the current make-up of the Fund's unit register. The various investor types have been relatively stable year-on-year. Of note however is the movement in units held by Fonterra Farmer Shareholders, which reduced from 9% to 8% of total units on issue. Farmers held 12% of units in 2020.

This reduction is most likely related to the capping of the Fund as farmers are no longer able to move their shares to units.

Retail holders continue to represent the majority of the unit register although Institutional holdings have increased slightly year-on-year, driven by a combination of New Zealand and Australian institutions. Moving on to some of the key Fund statistics.

The Fund is currently capped at 107.4 million units – at a closing unit price of \$3.03 on 11 November, this puts the market capitalisation at around \$325 million.

The number of units on issue was quite flat year on year, and with no additional Fonterra shares issued over the period the Fund size as a percentage of the total Fonterra shares also remains largely unchanged year-on-year at 6.7%.

As I mentioned a moment ago, the unit price continues to be impacted by a combination of market conditions and the overhang of Fonterra's new flexible shareholding capital structure. This has driven a reduction in the market capitalisation of the Fund by some 22%, a drop of \$93 million, from this time last year.

However, the 2023 financial year is off to a strong start. Fonterra revised its 2023 earnings guidance from 30 to 45 cents to 45 to 60 cents per share, primarily driven by strong demand for cheese and protein products. The Fonterra Board has also reaffirmed its 2030 targets and the focus on its three strategic choices:

- To focus on New Zealand Milk
- To lead in sustainability
- To lead in Dairy innovation and science

We have the opportunity now to hear from the Fonterra team on the strategies and operational plans that will deliver that value to shareholders and unit holders alike.

#### FONTERRA SHAREHOLDERS' FUND ANNUAL MEETING 14 NOVEMBER 2022 FONTERRA CHAIRMAN'S ADDRESS

Good morning, everyone.

Today I'd like to make a few comments about:

- The Co-op's financial performance over the past financial year
- Our strategy
- And the work we are doing with our stakeholders to ensure we retain a sustainable supply of New Zealand milk – which as you know is the foundation off which we drive our earnings.

Overall, our Co-op has continued to make good progress towards becoming a more innovative and customer-led organisation.

The Board is very pleased with the team's progress implementing our strategy and this year's strong financial performance in the context of historically high milk prices, inflationary pressure, and continued geo-political disruption in a number of key regions.

We will always push hard for performance.

But when you consider the continued supply chain disruption resulting from COVID-19, the geo-political and economic challenges we face in multiple markets, Miles and his team have done an excellent job.

We have made strong progress towards our 2030 strategic targets, which we set in September last year and remain committed to.

However, volatility has always been a feature of global dairy.

Tracking progress towards our 2030 targets will never be a straight line. You should expect some earnings volatility year-to-year as we move through to 2030.

In the past few years, we have moved our Co-op's strategy away from a global volume play to a focus on deriving value from our sustainable New Zealand milk.

That strategy is starting to deliver for us, as demonstrated by this year's milk price and earnings performance.

Our customers are at the heart of our strategy. We will achieve our performance targets by continuing to deliver products to market in a way that meets their changing expectations.

Chris will speak to this in more detail in his address, but our high-value customers are asking us to support them in meeting the expectations of their stakeholders – especially the end consumer.

Today, 73% of global consumers find sustainability pledges important when buying dairy products.

It's great news for a Co-op that's strategy is focused on New Zealand milk and being a leader in sustainability.

New Zealand dairy farmers already have the world's lowest carbon footprint. If we can maintain that advantage, we have an excellent opportunity to build mutually beneficial relationships with our premium customers.

Maintaining a sustainable supply of that New Zealand milk, in an environment where we expect the country's total milk volumes to decline, has been a key priority for Board and management over the past few years.

Last Thursday, the Primary Production Select Committee released its report on the legislative changes to DIRA that are required to implement our Flexible Shareholding capital structure.

It's another key milestone in the legislative process, and we remain hopeful that the Government will reach a decision before the end of the year. After which we will move to the Flexible Shareholding structure as fast as possible. Innovation, research and development, and collaborations with strategic partners are also a focus for the Board.

You will remember that as part of our 2030 strategy, we were targeting investment of:

- \$1 billion into sustainability
- \$1 billion into moving milk into higher value products
- The intention to increase current total annual R&D investment by over 50% to around \$160 million per annum in 2030.
- And \$2 billion available for investment in a mix of future growth – including opportunities for nutrition science – and return to shareholders.

We are still committed to our investment targets for sustainability, higher-value products and R&D.

The return to shareholders and unitholders had anticipated divestments including Soprole and a stake in our Australian business.

Even though we have since decided not to sell a stake in our Australian business, we are still committed to targeting a significant capital return to our shareholders and unitholders.

We need to be mindful that we retain the asset in Australia, and the earnings associated with it.

The amount of any capital return will be determined by the successful completion of the divestment programme as well as the Co-op's financial position at the time.

In terms of the outlook for the Co-op and New Zealand dairy, the Board remains confident and excited by our future prospects.

As you will be aware, the extent and rate of change our farmers are being asked to make on-farm is a real challenge.

Our focus is on supporting them through the changes by signalling them early. Seeking to provide the tools and resources needed to implement change.

And delivering the highest possible, sustainable returns to counterbalance their rising input costs.

Before I hand back to John, I do want to acknowledge that he is retiring as Chair of the Fund at the conclusion of today's meeting.

Long-serving director Kim Ellis also retires today. Both have been on the Fonterra Shareholders' Fund Board since 2012

I know their fellow directors will speak to their contribution later in the meeting, but while I have the floor, I do want to thank John and Kim for their contribution to the Fund over many years.

In particular, I want to thank John for staying on in the role longer than he intended, as a result of the changes the Co-op wants to make to our capital structure.

I'd also like to acknowledge the contribution of Donna Smit, who retired from the Board of Fonterra last Thursday at its Annual Meeting. Donna has served as a Fonterra appointed Director of the Shareholders' Fund since November 2018.

Thank you John, Kim and Donna.

# FONTERRA SHAREHOLDERS' FUND ANNUAL MEETING 14 NOVEMBER 2022 FONTERRA CFO'S ADDRESS

### Good morning everyone

I want to echo Peter's words by acknowledging those Directors retiring this year – Chair John Shewan and Directors Kim Ellis and Donna Smit.

I want to spend a few minutes reflecting on the year just gone but also look ahead to what's on the horizon.

FY22 was a year like no other. COVID-19 continued to test us. We saw new strains and regional lockdowns in New Zealand and ongoing restrictions in a number of our global markets.

The war in Ukraine accelerated decisions about the future of our Russian business, and we also felt the impact of the Sri Lanka economic crisis.

And of course, we started to feel the effects of rising inflation, which continues to be an issue for all of us.

As an exporter, we're used to dealing with geopolitical and macroeconomic events. But FY22 was exceptional in terms of the number and their impact.

Despite this, we stuck to our strategy of maximising the value of our precious milk and in the face of uncertainty, delivered an impressive set of results.

We all know that a high milk price has the potential to squeeze margins, so it was good to see progress in our key metrics. Total Group Revenue, Normalised Profit After Tax and Group normalised EBIT were all up.

Given the lower milk collections, it's good to see Total Group gross profit up \$226 million due to significantly higher product prices across our Ingredients channel.

We delivered this result despite the significantly higher cost of milk, with the Farmgate Milk Price increasing from \$7.54 per kgMS last year to \$9.30 per kgMS this year.

I know it won't have escaped your notice however, that net debt was also up.

As you know, a key aim of the strategic reset kicked off in 2019 was to shore up our foundations and strengthen our balance sheet.

That strong balance sheet means we were able to hold greater inventory at the end of the financial year.

The bulk of this was contracted but shipping disruptions and stronger milk collections towards the end of the season meant we held more inventory than usual at year end.

The result was an increase in working capital and in our net debt position. I'm pleased to say the team has made great progress in getting that inventory out the door and we expect working capital and debt to return to normal levels over the course of this year.

Despite the decision to hold more inventory, it's good to see that our improved performance has meant our return on capital has increased from 6.6% to 6.8%.

The financial year saw continued strong demand for dairy across multiple markets and products at a time of constrained milk supply. We faced global supply chain challenges, and a significantly higher cost of milk for our businesses.

The increase in prices over the season did place pressure on margins in our Foodservice and Consumer channels, but this was more than offset by strong earnings in our Ingredients channel.

I want to turn now to our strategy.

It's just over a year since we announced our strategy to 2030.

The last year shows that there will be some bumps along the way, but we remain committed to the goals we set ourselves 12 months ago.

Demand for our sustainable, nutritious dairy remains strong.

We made three strategic choices – to focus on our NZ milk, to lead in innovation and science and to lead in sustainability.

These are guiding our business and every single decision we're making. We're pleased with the progress to date.

Success for us means allocating our scarce resource – those milk solids – where they will deliver the greatest value.

You'll see from this slide how that played out last year, with the growth you see in our Active Living business. The allocation of milk solids to our Foodservice channel has also continued to grow, with innovation expanding the uses of our UHT cream range within our Anchor Food Professionals brand.

We continue to make progress on the sale of our Soprole business which of course underpins the capital return we've discussed previously. We've also completed the review of our Australian business and decided that long-term, it's in our best interest to maintain full ownership.

Sustainability sits at the heart of our strategy, and we continue to make good progress. The public private partnership between our sector and the Government to address the methane challenge builds on some of the sustainability work we're already doing.

Of course, we have a natural advantage in the sustainability stakes, with a carbon footprint less than one third of the global average. But we can't sit back. Customers and consumers expect more and doing nothing simply isn't an option. We need to maintain our advantage and keep pace with their expectations which is why we signalled at last week's Annual Meeting that we're considering setting a target for scope 3 emissions.

We know change is inevitable, but with change comes opportunity and that's why we're excited about the future.

Looking ahead to the current season, it's good to kick the year off with strong earnings guidance of 45-60 cents per share, up from our initial forecast of 30 to 45 cents per share.

As you would expect, we continue to monitor a number of global risks, but we do expect to see an easing in some of the significant geopolitical events which tested us last year and you can see that also reflected in the strong earnings guidance and the forecast milk price. Longer term, we have our 2030 targets firmly in our sights. The changes we recently made to our organisational structure puts us in the

strongest possible shape to deliver, and it's good that we were able to do that by promoting some of our brightest internal talent.

Emma Parsons heads up our Strategy and Optimisation team, ensuring that in the context of our shrinking New Zealand milk pool, our milk solids are being allocated to the highest value product mix.

Her team also ensures our strategy remains fit for purpose in the context of changing global trends and events.

We have a proud heritage of dairy innovation, and our future success depends on our ability to double down to extract maximum value from our milk.

Komal Mistry-Mehta leads our Innovation & Brand team, putting innovation at the heart of our Co-op.

And Judith Swales heads up our expanded global markets team, bringing the customer voice front and centre as we focus on our New Zealand milk pool.

It's good to see the progress being made on our flexible shareholding and we look forward to those changes being implemented as soon as we are able to so that our Co-op can continue to thrive. A strong, united Co-op is in everyone's best interests, delivering for you, our rural communities, and New Zealand as a whole.

Thank you for your ongoing support.