



1 December 2023

Flexible Shareholding Metrics

Flexible Shareholding metrics

As at 30 November 2023, the Co-operative was within the specified thresholds for all three Flexible Shareholding metrics

Total shares on issue above the Share Standard

12.07%

- The percentage of Co-operative Shares on issue above or below the combined Share Standard of all Shareholders
- The threshold range is set at total Co-operative Shares on issue being within +/- 15% of the Share Standard

Shares held by Ceased Shareholders and Permitted Transferees

8.32%

- The percentage of shares held by shareholders who have ceased supplying milk to the Co-operative, and/or transferred their shares to a non-supplying person or entity in accordance with the permitted transferee rules
- The threshold is set at no greater than 25%

Shares held for the Fonterra Shareholders' Fund

6.67%

- The size of the Fonterra Shareholders' Fund has been capped at 10% of shares on issue to protect farmer ownership and control of the Co-operative



Additional Information

To provide further transparency on the distribution of Co-operative ownership, Fonterra is providing information on the proportion of shares held by different shareholder types and the number of shares to be bought and sold by the compliance date.

Considerations to additional information

When considering the information on the following pages, it's important to note share compliance was put on hold during the two-year capital structure consultation period and this is reflected in some of the metrics. Furthermore, the level of shares held by Ceased Shareholders is not necessarily a reflection of lost supply to the Co-operative.

1. The number of shares linked to Ceased Shareholders reflects the number of shares linked to farm sales within a year. Typically, the majority of farms that are sold continue to supply the Co-operative under the new owner. Therefore, the milk solids linked to Ceased Shareholders are not necessarily lost to the Co-operative, but the shares become uncoupled from the original supplying farm.
2. Historically around 60 – 90 million shares shift from being linked to a Supplying Shareholder to a Ceased Shareholder at the end of each season. Therefore, the current 134 million shares held by Ceased Shareholders and Permitted Transferees as at 30 November 2023 is in line with annual historical levels given it captures the 2020/21 and 2021/22 seasons where share compliance was put on hold as well as the 2022/23 season.
3. Under the Flexible Shareholding capital structure, new shareholders have up to six seasons to reach their minimum holding of shares, while shareholders at the time of the capital structure vote have up to 15 seasons to share down after they cease to supply the Co-operative. Given the change in the minimum shareholding requirement, it is possible to see a proportion of shares held by non-supplying shareholders for a longer period.

Shareholder distribution

Shareholder Distribution

Shareholder	# of shares held as at 30 November 2023	% of total shares on issue
Supplying Shareholders	1,361,168,450	84.59%
Secondary Shareholders	3,369,191	0.21%
Associated Shareholders	975,515	0.06%
Ceased Shareholders	120,838,088	7.51%
Permitted Transferees	13,087,803	0.81%
Custodian, on behalf of the Fund	107,410,984	6.67%
Custodian shares, on behalf of the Market Makers	2,340,524	0.15%
Total shares on Issue	1,609,190,555	100.00%

Share compliance requirements

The table below shows the final season that shares for compliance requirements must be bought and sold by. Shares can be bought and sold in advance of these dates.

Share compliance requirements

# of shares:	Season							2030/31
	2023/24	2024/25	2025/26	2026/27	2027/28	2028/29	2029/30	
To be bought	3,443,410	3,368,993	3,700,708	3,773,059	3,124,357	2,019,473	-	-
To be sold	2,739,546	-	-	22,818	86,179			

# of shares:	Season (continued)						Total
	2031/32	2032/33	2033/34	2034/35	2035/36	2036/37	
To be bought	-	-	-	-	-	-	19,430,000
To be sold	-	-	-	-	-	131,161,259	134,009,802

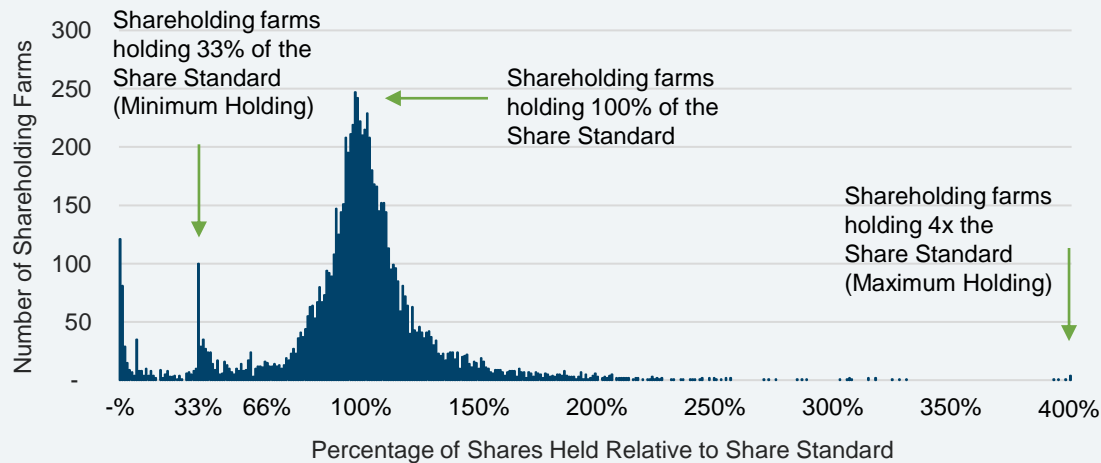


Shareholdings relative to Share Standard

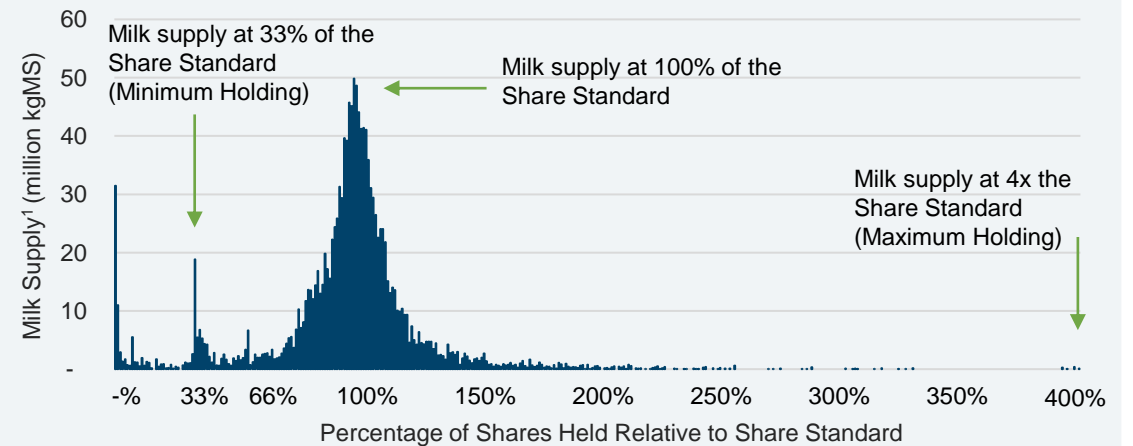
Shareholding relative to Share Standard

	< 33%	33% - 79%	80% - 120%	> 120%	Total
# of shareholding farms	423	918	5,632	1,277	8,250
Milk Supply ¹ (kgMS)	75,311,499	176,088,083	1,030,845,123	153,687,138	1,435,931,843

Shareholdings by shareholding farms relative to 1:1 Share Standard



Shareholdings by milk supply relative to 1:1 Share Standard



Note: Shareholding farms presented exclude Ceased Shareholders, Permitted Transferees, Associated Shareholders and shareholding farms over 4x the Share Standard.

1. Milk Supply is derived from the shareholding farm's Share Standard.

Glossary

Associated Shareholder

Is a Shareholder that is a Farm Lessor, Sharemilker or Contract Milker.

Ceased Shareholder

Is a Shareholder that has given notice of ceasing supply, or is treated as having given such a notice, and whose cease notice has become effective.

Custodian

Means the Fonterra Farmer Custodian, which is the legal holder of the shares in respect of which economic rights are held for the Fund and any Market Makers.

kgMS

Means kilograms of milk solids, the measure of the amount of fat and protein in the milk supplied to Fonterra.

Market Maker

Is a third party appointed by the Co-op who is active in making bids and offers on a minimum number of Fonterra Co-operative Group Shares.

Maximum Holding

Is the maximum number of shares a Supplying Shareholder can hold, which is equal to 4 times the Share Standard.

Minimum Holding

Is the minimum number of shares a Supplying Shareholder is required to hold, which is equal to 33% of the Share Standard. New entrants have up to six seasons to meet this.

Non-supplying Shareholder

Means all shareholdings that are not Supplying Shareholders.

Permitted Transferee

Is a person who has been approved by the Co-op and who is (and remains) related to or associated with a Ceased Shareholder.

Season

New Zealand: A period of 12 months from 1 June to 31 May.

Secondary Shareholder

Is a sharemilker as defined in section 34 of the Co-operative Companies Act that holds shares as if they were a Supplying Shareholder, pursuant to section 44 of the Co-operative Companies Act and clause 30.5 of the Constitution.

Share Standard

Means one share per one kgMS supplied, used to calculate a Supplying Shareholder's Minimum Holding and Maximum Holding.

Shareholding farm

Means a farm where the owning entity of the farm has a minimum required shareholding of at least 1,000 shares in the Co-operative. This includes farms where the owning entity is in the process of sharing up on a Share Up Over Time contract entered into before Flexible Shareholding became effective.

Supplying Shareholder

Is a shareholder supplying milk to the Co-op.