

FONTERRA
SHAREHOLDERS'
FUND.



2020 Notice of Annual Meeting

Notice is given that the 2020 Annual Meeting of unit holders of the Fonterra Shareholders' Fund will be held

MONDAY 9 NOVEMBER 2020

Commencing at 10am
(New Zealand Time)

The 2020 Annual Meeting will only go ahead in person if Auckland is at COVID-19 alert level 1 on 9 November 2020.

If Auckland is at COVID-19 alert level 2 or above on 9 November 2020, the Annual Meeting will move to being a **virtual meeting only**.

If this occurs, we will provide unit holders with as much notice as is reasonably practicable via the NZX. Details of how to attend the Annual Meeting virtually are set out in the Virtual Meeting Guide.

Notice of Annual Meeting

Important Dates

These dates are given in New Zealand time.

Friday 6 November 2020, 5pm

Record Date for voting entitlements for the Annual Meeting

Saturday 7 November 2020, 10am

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

Monday 9 November 2020, 10am

Annual Meeting

When

Monday 9 November 2020
Commencing at 10am
(New Zealand Time)

Where

Fonterra's Auckland Office
109 Fanshawe Street, Auckland Central
And online virtually through web platform
web.lumiagm.com or by downloading Lumi AGM,
free from the App Store or Google Play Store.

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-elect 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 election to 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 elect Mary-Jane Daly 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.

Ms Daly is an 'Independent Director' for the purpose of the NZX Listing Rules.
- H. Address by retiring director of the Manager of the Fonterra Shareholders' Fund

Explanatory Note

Further detail on Ms Daly 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 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 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
9 October 2020

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 at the Annual Meeting.

Letter from the Chairman

Dear Unit Holders

On behalf of the Board of Directors I am pleased to invite you to the eighth Annual Meeting of unit holders of the Fonterra Shareholders' Fund, commencing at 10am NZT on Monday 9 November 2020 at Fonterra's offices, 109 Fanshawe Street, Auckland Central and online virtually through the web platform web.lumiagm.com or by downloading the Lumi AGM app (available at the App Store or Google Play Store).

At the Annual Meeting, the Fund Board will be joined by Peter McBride, Chair-elect of Fonterra, and Miles Hurrell, Chief Executive Officer of Fonterra. I will present an overview of the eighth 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.

Unit holders will be asked to vote for the election of Mary-Jane Daly as an Independent Director.

Ms Daly has been nominated by the Board to replace Pip Dunphy who is retiring by rotation as an Independent Director on the date of the Annual Meeting and has advised that she will not be seeking re-election.

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

The Board unanimously recommends that unit holders elect Ms Daly as an Independent Director.

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 appoint the Chair or any other director as proxy to exercise their discretion on how to vote, they will cast your proxy vote in favour of the election of Ms Daly.

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. If you receive multiple Proxy/Voting forms, please complete one Proxy/Voting form in respect of each unit holding.

All Proxy/Voting forms need to reach Computershare by 10am NZT on Saturday 7 November 2020.

For those unit holders who are attending the Annual Meeting, please bring the enclosed Proxy/Voting form, or your CSN holder number with you to assist with your registration.

You are invited to join the Fund Board and Fonterra senior management for light refreshments at the conclusion of the Annual Meeting.

I look forward to seeing you then.



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 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.

The following profile has been provided by Ms Daly.

Resolution: Election of Director

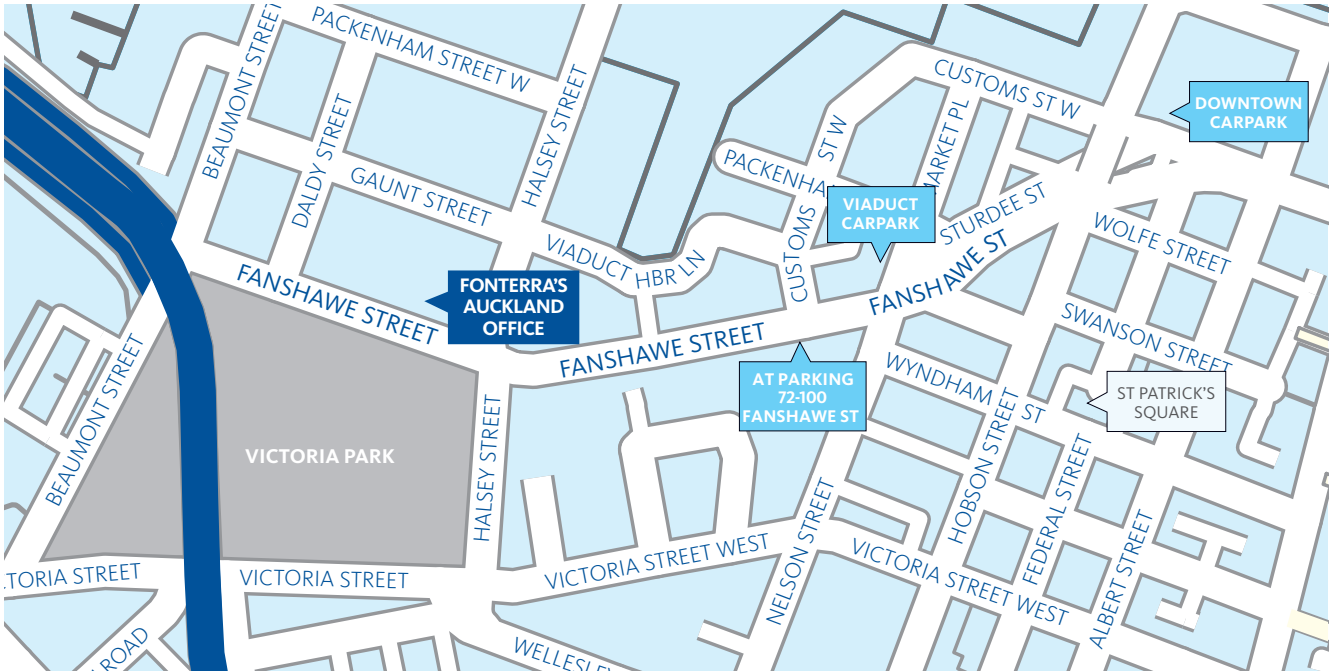


MARY-JANE DALY

Ms Daly holds an MBA from City University in London, a BCom from Canterbury University and is a Fellow of INFINZ, a Fellow of the Financial Services Institute of Australasia and a Fellow of the Institute of Directors New Zealand

Ms Daly has a strong background in banking and finance in a variety of roles both in New Zealand and the United Kingdom. She is Chair of the Earthquake Commission, and an Independent Director of Kiwibank Limited, Kiwi Property Group Limited and Auckland Transport. Previous governance roles have included Cigna Life Insurance New Zealand, Onepath Life, Airways Corporation and the NZ Green Building Council.

Ms Daly's last corporate executive role was Executive General Manager at State Insurance. Prior to this appointment she was Chief Financial Officer for IAG NZ and before joining IAG, she spent four years with Fonterra as Group Treasurer and Risk Manager. Her earlier career was spent with BNZ, National Australia Bank, and Toronto-Dominion Bank.



Procedural Notes

Voting Entitlements

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 6 November 2020.

The Fund is holding a hybrid annual meeting this year to allow shareholders who are unable to attend in person to have the opportunity to attend online through the web platform web.lumiagm.com or by downloading the Lumi AGM App from the App Store or Google Play Store for free. By using the web platform or the App, you will be able to watch the Annual Meeting and vote and ask questions online using your smartphone, tablet or desktop device.

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

Voting Process

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

ATTEND IN PERSON OR VIRTUALLY

If you wish to attend the Annual Meeting please bring the enclosed Proxy/Voting form, or your CSN holder number with you to the meeting or participate virtually via the web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store for free.

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).

If you appoint the Chair or any other director as proxy to exercise their discretion on how to vote, they will cast your proxy vote in favour of the election of Ms Daly.

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 enquiry@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 7 November 2020.

MEETING VENUE

Fonterra's Auckland Office

ADDRESS

109 Fanshawe Street, Auckland Central, New Zealand

PARKING

Parking is available at public car parks in the vicinity of the venue including the Viaduct car park on Sturdee Street.

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