

This form should be completed if you wish to become a Fonterra supplier. If Fonterra accepts your application then you will be contractually bound to supply milk to Fonterra (unless you have ticked box B in section 3). DO NOT complete this form if you are only expressing an interest in supplying Fonterra.

Please read the information set out on the Application to Supply – Existing Farm Information Sheet accompanying this form before completing this form. If you do not have a copy of that Information Sheet please call the Supplier Services Team on 0800 65 65 68 so they can send it to you.

1. Applicant Details

Supply Number:

Party Number:

If you are an existing Fonterra supplier and are going to supply from this farm using the same supplier entity, insert your Party Number, otherwise leave blank.

Expected Farm Possession Date:

This is the date that you expect to take possession of the farm and commence milking.

Supplier Name (This is the trading name under which you will supply Fonterra.)

Nature of Supplier (Please tick one.)

Sole Trader Partnership Limited Partnership Company Trust Estate

Details of Supplier Entity

For a Sole Trader, specify full name. For Partnerships, list full names of all Partners. For a Limited Partnership, write the full name of the General Partner(s) – DO NOT list the limited partner's name(s). For Companies, write the full registered company name – DO NOT list names of shareholders/directors. For Trusts, list full names of all Trustees unless you are a registered charitable trust, in which case write the name of the Board. For Estates, list full names of all Executors.

1.

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Current Contact Details

Contact Person:

Number and Street Name or Post Office Box/Private Bag:

Suburb or RD Number:

Town or City:

Postcode:

Ph Number:

Mob Number:

Fax Number:

Email:

Postal Address and Contact Details after Farm Possession Date (if different from Current Contact Details above)

Number and Street Name or Post Office Box/Private Bag:

Suburb or RD Number:

Town or City:

Postcode:

Ph Number:

Fax:

Residential Details after Farm Possession Date (if different from Current Contact Details above)

Number and Street Name:

Suburb or RD Number:

Town or City:

Postcode:

GST Number of Supplier Entity

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(GST Numbers can be eight or nine digits.)

Bank Account Details for Supplier Entity

(Please also attach a blank bank deposit slip to this form.)

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Bank

Branch

Account Number

Suffix

Yes. I would like my address and bank account details, and any changes to those details from time to time, to be forwarded to Computershare. If you do not tick this box you will need to notify Computershare each time these details change.

2. Data for Milk Planning

Total Area Hectares Effective Milking Area Hectares Number of Cows

Sharemilker Details

Will you be employing a Sharemilker?

Yes No If Yes, complete Sharemilking Arrangement Form.

Specialty Milks

Are you considering supplying any Specialty Milks?

Yes No If Yes, specify below.

Winter Milk Colostrum Organic Milk Stolle Other (please specify)

100% Milk Supply

Are you intending to provide 100% of your milk supply to Fonterra?

Yes No If No, please discuss this in detail with your Area Manager.

3. Shareholding Requirements

Are you (please tick one):

- purchasing the farm from a third party you do not have any interest in?
 leasing the farm from a third party you do not have any interest in?
 changing the nature of your supplying entity (e.g. partnership becoming a company, or company becoming a trust, etc.)?

If so, do you wish to continue to pay the existing sharemilker at the current rate. Yes No

Are you purchasing/leasing the total dairy farm? Yes No

Contract Details (excludes Specialty Milk Contracts)

Does the Vendor currently supply under Contract? Yes No

If Yes, do you seek Fonterra's consent to take over that Contract? Yes No

Are you interested in supplying under a 2016 Share-up over Time arrangement? Yes No

If Yes, on what basis do you make this Application to Supply: (please tick one)

A If I **do not make** a formal application to supply under a 2016 Share-Up Over Time arrangement then this is an Application to Supply as a shareholding supplier and I acknowledge I will be required to hold shares for my estimated supply.

OR

If I **make** a formal application to supply under a 2016 Share-Up Over Time arrangement and that application is not accepted, or is only accepted in part, then this is an Application to Supply as a shareholding supplier and I acknowledge I will be required to hold shares for my estimated supply.

B If I **make** a formal application to supply under Contract and that application is not accepted in full, then I **do not** want to supply as a shareholding supplier and this Application should be treated as not having been made.

Are all the vendor's/lessor's Co-operative Shares being transferred to you?

Yes No (If Yes, you will need to complete an Off-Market Transfer Form for the Shares being transferred to you.)

Estimated Supply

If you are purchasing or leasing the farm from a third party, then the number of Co-operative Shares you will be required to hold to supply milk as a fully shared supply will be calculated by reference to the average quantity of milk supplied over the last three seasons from the farm unless you choose to provide your own estimates of production going forward, in which case your minimum shareholding will be based on your estimates. If you are changing the nature of your supplying entity (e.g. partnership becoming a company, company becoming a trust) your shareholding requirement will be based on the farm's prior three seasons full production.

Complete this table if you are purchasing or leasing the farm from a third party and you wish your minimum shareholding requirements to be based on your own estimates of production going forward.

Season	Number of Cows	Supplier Estimate of Minimum Production	Supplier Estimate of Maximum Production
First Season of Supply			
Second Season of Supply			
Third Season of Supply			
Fourth Season of Supply			

4. Acknowledgment and Consent to be a Supplying Shareholder

I/We acknowledge that:

- (a) by submitting this form I/we will be applying to become a Supplying Shareholder of Fonterra; and
- (b) if this application is accepted by Fonterra, then I/we will be:
 - i) contractually bound to make available for supply to Fonterra all milk produced on the farm or farm dairy (subject only to the 20% rule under the Dairy Industry Restructuring Act 2001 and other limited exceptions); and
 - ii) required to purchase and hold the number of Co-operative Shares from time to time required by the Fonterra Constitution.

I/We agree that if I/we do not purchase and hold the minimum number of Co-operative Shares required to be held at the time I/we commence supply, then Fonterra may (without the need for any further confirmation by, or notice to, me/us) appoint a broker or broking firm ("Appointed Broker") to act as my/our attorney and agent (with power to delegate to any director or employee of the broking firm) to purchase such number of Co-operative Shares as will result in me/us holding the required number of Co-operative Shares.

I/We acknowledge that such purchases may be made by one or more transactions at such time or times as the Appointed Broker determines, and that such purchases may be effected at the prices for Co-operative Shares prevailing on the Fonterra Shareholders' Market or for units of the Fonterra Shareholder' Fund at the time(s) and on the date(s) on which the relevant transactions are conducted.

I/We agree that the cost of such purchases, plus all external costs and expenses incurred by the Appointed Broker or Fonterra in connection with the purchases, and all fees charged by the Appointed Broker or any other third party utilised to effect such purchases, will be charged to my/our account with Fonterra and may be set off and deducted by Fonterra from any other amount due to me/us by Fonterra.

I/We agree to be bound, as a Supplying Shareholder, by Fonterra's Constitution, the terms and conditions of supply set out in the Suppliers' Handbook and any other policies relating to the supply of milk made by Fonterra's Board (as amended from time to time).

If you have ticked box B under section 3 ("Shareholding Requirements") of this form then the above acknowledgment and agreement do not apply if you make a formal application to supply under a 2016 Share-up Over Time arrangement and that application is not accepted in full.)

I/We acknowledge that I/we have received and read the current Suppliers' Handbook containing the terms and conditions of supply that have been set by the Fonterra Board.

Information

By signing this form I/we confirm that the information in this form is true to the best of my/our knowledge. I/We authorise the use of the information contained in this form by Fonterra and its related companies for their business purposes, providing me/us with supplier services, collating company financial information, meeting their legal obligations, research, administering their relationship with me/us and any other purposes relating to the dairy industry (including to facilitate Trading Among Farmers). I/We acknowledge that this information will be held in the business premises of Fonterra in Auckland and that this information may be corrected by calling the Supplier Services Team on 0800 65 65 68.

I/We authorise:

- (a) Fonterra or any of its related companies, for the purposes set out above, to use, disclose to any third party, and to seek disclosure from a third party of my/our personal information;
- (b) any third party to release to Fonterra or its related companies upon request personal information about me/us for the purposes set out above; and
- (c) Fonterra and its companies to make enquiries about me/us as considered necessary for the purposes for which personal information about me/us is collected as set out above from any third party deemed appropriate by Fonterra and its related companies.

The above authorisations are for the benefit of Fonterra and its related companies and may be acted upon by these related companies.

Monies Payable

I/We agree that all monies due by me/us to Fonterra are payable upon demand and are immediately due and payable in the event that I/we cease supplying milk to Fonterra or Fonterra's successor or nominee.

Interest

I/We agree that I/we will pay interest to Fonterra on all monies owed to Fonterra and which are overdue at the rate that Fonterra may determine from time to time. I/We also agree to pay all legal costs and other costs incurred by Fonterra in collecting any monies outstanding.

Signed by the Supplier Entity

By signing this Form, I/we represent and warrant that I am/we are authorised to sign on behalf of the Supplier Entity named above.

Signature(s):

Full Name(s) of Signatory(s)

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Date: / /

Acceptance of Application

Fonterra will notify you within 15 working days after receipt of your correctly completed Application if your Application has been accepted or not.