

FONTERRA CO-OPERATIVE GROUP LIMITED (NS)

(the "**Company**")

Directors' Certificate

(Condition of NZX Regulation Limited's waiver from NZX Listing Rule 5.2.1)

BACKGROUND

- A. The Company intends to transition to the NZX Main Board.
- B. In a decision of NZX Regulation Limited ("**NZ RegCo**") dated on or around the date of this certificate (the "**Decision**"), NZ RegCo granted the Company a waiver (the "**Waiver**") from Rule 5.2.1 of the NZX Listing Rules (the "**Rules**") to the extent required to allow the Company to enter into and perform:
- i. any transaction entered into in the ordinary course of business of the Company with all or a number of Supplying Shareholders, and where the transaction is not with all Supplying Shareholders, the terms of the transaction (and the level of participation, if applicable) are determined according to criteria that apply to that number of Supplying Shareholders generally; or
 - ii. any transaction or series of linked or related transactions entered into by the Company with its Supplying Shareholders for the purchase and payment by the Company for Milk supplied by Supplying Shareholders,
- (together, the "**Exempted Rule 5.2 Transactions**") without seeking shareholder approval.
- C. The Waiver was given on the condition that the directors of the Company (the "**Directors**") give this certificate.
- D. Capitalised terms not defined in this certificate shall have the meanings given to them in the Decision.

CERTIFICATION

We, being all of the Directors, certify that:

1. in our opinion the relief sought under the Waiver is in the best interest of each of:
 - a) the Company; and
 - b) the Company's shareholders ("**Shareholders**") as a whole;
2. the Company will not enter into an Exempted Rule 5.2 Transaction due to, and the terms of the Exempted Rule 5.2 Transaction will not be subject to, undue influence by the relevant Related Party; and
3. any Exempted Rule 5.2 Transaction will be on arm's length terms.

GROUNDS FOR THE CERTIFICATION

A summary of the core grounds for the certification given by the Directors above are as follows:

1. Because of the Company's co-operative ownership and governance structure, the Company regularly undertakes:
 - a) transactions with its Supplying Shareholders for the purchase and payment of milk; and

- b) other initiatives that are in the ordinary course of its business which apply to a number of its Supplying Shareholders,

and a Farmer Director could participate in that transaction or initiative as a Supplying Shareholder.

2. Examples of initiatives referred to at paragraph 1(b) above include (but are not limited to):
 - a) Co-operative Difference payments;
 - b) Invest as you Earn;
 - c) incentives based on milk quality under the Fat Evaluation Index grading system;
 - d) Farm Source rewards; and
 - e) the provision of an online trading platform to Shareholders where the Company pays the brokerage fees.
3. Shareholders are well aware and expect that Farmer Directors are also Supplying Shareholders or associated with Supplying Shareholders and may participate in transactions or initiatives as referred to in paragraph 1 in their capacity as Supplying Shareholders or associates of Supplying Shareholders from time to time.
4. Such transactions and initiatives are undertaken by the Company with the objective of being in the best interest of the Company (and therefore its Shareholders as a whole), given Shareholders are suppliers to the Company or associated with Supplying Shareholders.
5. Where a specified cohort of Supplying Shareholders is identified as being impacted by one of the Company's initiatives, the level of participation by the Farmer Director as a member of that specified cohort is determined according to criteria that apply to that specific cohort generally. This ensures that Farmer Directors and their related parties will not receive any 'special benefit' or 'favourable treatment' that would ordinarily require Shareholder approval under the Rules.
6. In entering these types of transactions or initiatives, the Company and the participating Supplying Shareholder (including any Farmer Director who is participating as a Supplying Shareholder) will each be acting:
 - a) independently;
 - b) in their own best interests; and
 - c) as if they are not related to the other party to the transaction or initiative.
7. Without this Waiver, participation by a Farmer Director in these transactions or initiatives (or any changes made to any existing transactions or initiatives that a Farmer Director participates in) may require prior Shareholder approval or be conditional on such Shareholder approval. This would likely result in delay and require the Company to incur unnecessary cost in holding a shareholder meeting and may result in disclosure of confidential and commercially sensitive information. In addition, if Farmer Directors and their associated persons were required to be excluded from these transactions or initiatives, were that possible, to avoid having to seek shareholder approval, that would be unfair to such Farmer Directors and their associated persons and may result in candidates to become Farmer Director reconsider their decision to do so. This is ultimately to the detriment of the Company and its Shareholders as a whole.

DATED: 20 December 2024

SIGNED:



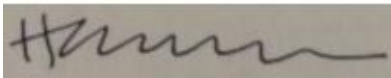
Alistair FIELD



Brent John GOLDSACK



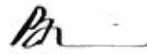
Bruce Ronald HASSALL



Holly Suzanna KRAMER



Andrew Webster MACFARLANE



Peter James MCBRIDE



John Richard NICHOLLS



Catherine Agnes QUINN



Alison Jane WATTERS