

Fonterra Special Meeting 2025

Special Meeting Proxy Paper Information

The Special Meeting of Shareholders to consider and vote on the sale of Mainland Group Holdings Limited will be held online at: <https://fonterra.brandlive.com/Fonterra-Special-Meeting/en> at 10.30am on Thursday, 30 October 2025

HOW TO COMPLETE THE PROXY PAPER AND APPOINT A PROXY

- 1. Appoint a proxy:** Provide the full name and address of your chosen proxy in the space provided for “Primary Proxy” in the box labelled “Appointment of Proxy” in the Special Meeting Proxy Paper. A proxy need not be a shareholder.

The Chair of the Meeting is willing to act as your primary proxy. If you wish to appoint the Chair of the Meeting you can simply write “Chair”.

Unless you choose the Chair of the Meeting, it is recommended that you appoint an alternate proxy as well, in case your primary proxy is unable to attend on the day of the Special Meeting. Please provide the full name and address of your alternate proxy in the space labelled “Alternate Proxy” in the box labelled “Appointment of Proxy”.

Where a shareholder does not name a person as their proxy but otherwise completes the Proxy Paper in full, or where a shareholder’s named proxy (and any alternate, if one has been appointed) does not attend the meeting, the Chair of the meeting will act as that shareholder’s proxy and will vote in accordance with their express direction. The Chair intends to vote any discretionary proxies, for which they have authority to vote, in favour of the resolution.

Please note: You do NOT need to appoint an alternate proxy if the Chair of the Meeting is your primary proxy.
- 2. Instruct your proxy how to vote:** You can instruct your proxy how to vote by placing a tick in either the “For” or “Against” box in the box labelled “Voting Instructions”. If you wish for your proxy to vote as she/he determines place a tick in the “Proxy Discretion” box. Your proxy CANNOT change the direction of your vote if you instruct them how to vote in this manner. If you do not expressly direct your proxy on how to vote by placing a tick a box, then your proxy cannot vote.
- 3. Sign the form:** Each shareholder who wishes to appoint a proxy must sign the “Special Meeting Proxy Paper”:
 - Individuals/sole proprietors: The shareholder must sign the Special Meeting Proxy Paper.
 - Companies: A duly authorised representative of the company must sign the Special Meeting Proxy Paper.
 - Joint shareholders (including trusts, partnerships and estates): It is your responsibility to ensure that the person(s) signing the Special Meeting Proxy Paper is/are authorised to sign on behalf of, and bind, all joint holders.
 - Attorneys: If the Special Meeting Proxy Paper is signed under a power of attorney, it must be accompanied by a signed certificate of non-revocation of the power of attorney. The power of attorney under which the Special Meeting Proxy Paper is signed must be sent with the Special Meeting Proxy Paper if the power of attorney has not been previously produced to Fonterra.
- 4. Return the form:** Return the Special Meeting Proxy Paper as soon as possible. It must be received by the Returning Officer no later than 10.30am on Tuesday, 28 October 2025.
 - Mail by separating, folding and inserting the Special Meeting Proxy Paper into the freepost envelope provided.

We recommend that you post your Special Meeting Proxy Paper by **no later than Wednesday 22 October 2025** so that it is received by the Returning Officer before the close of appointment.

HOW TO APPOINT A CORPORATE REPRESENTATIVE

In the case of a shareholder that is a company or other body corporate, a representative can be appointed to attend the Special Meeting by completing the Special Meeting Proxy Paper. In this form, proxy can mean proxy or representative appointed for a company or other body corporate.

REVOKING YOUR APPOINTMENT

A shareholder can still attend, even if they have appointed a proxy (although shareholders attending online will not be able to vote if a proxy has been appointed). If you change your mind on the appointment of a proxy or representative, you can revoke the appointment by written notice to Fonterra. Such notice must be received at Fonterra’s head office - Fonterra Special Meeting, Fonterra Co-operative Group Limited, Private Bag 92032, Auckland 1142 no later than 10.30am on Tuesday, 28 October 2025.

 **PROXY APPOINTMENT CLOSING AT:
10.30AM ON TUESDAY, 28 OCTOBER 2025**

Fonterra Special Meeting 2025

Combined Special Meeting Voting/Proxy Paper



YOU CAN VOTE IN **ONE** OF THE FOLLOWING WAYS:

OPTION 1: **POSTAL VOTING (INCLUDING ELECTRONICALLY) – CLOSING AT 10.30AM ON TUESDAY, 28 OCTOBER 2025**

Either:

- (a) Post the completed “Special Meeting Voting Paper” to the Returning Officer in the freepost reply envelope provided.

To ensure your Special Meeting Voting Paper reaches the Returning Officer before the close of voting please post no later than Tuesday 28 October 2025.
- Or**
- (b) Electronically via the Farm Source website at: www.nzfarmsource.co.nz
- Login using your Farm Source login and password.
 - Follow the voting links from the homepage.
 - Enter your Personal Identification Number (PIN) and password – see below.

IMPORTANT: By entering the PIN and password you warrant and undertake that you are authorised to exercise the vote of this shareholder.

After voting online, you do not need to submit this Special Meeting Voting Paper and it can be destroyed.

PIN	Password
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OR

OPTION 2: **AT THE MEETING – FROM 10.30AM ON THURSDAY, 30 OCTOBER 2025**

If you plan to attend the meeting online, please vote via the virtual meeting platform:
<https://fonterra.brandlive.com/Fonterra-Special-Meeting/en>

- Login using name, email address and supply number(s)
- Follow the voting links from the homepage.
- Enter your PIN and password – see above.

OR

OPTION 3: **BY PROXY – RECEIVED BY 10.30AM ON TUESDAY, 28 OCTOBER 2025**

Appoint a person to attend the Special Meeting and vote on your behalf. A proxy need not be a shareholder.

Please only use one of these voting methods

For enquiries phone the ELECTION HELPLINE: 0800 666 034

 **POSTAL VOTING (INCLUDING ELECTRONICALLY) CLOSING AT:
10.30AM ON TUESDAY, 28 OCTOBER 2025**

Fonterra Special Meeting 2025

Special Meeting Voting Paper

Use this paper to vote by post. If voting online by way of electronic postal vote, refer to instructions on reverse.


Supply No.:	
Details of person completing this Special Meeting Voting Paper:	
First Name:	
Surname:	
Signature:	

Indicate your vote with a tick ✓		FOR	AGAINST
1	Resolution: That the sale of all the shares in Mainland Group Holdings Limited pursuant to the sale and purchase agreement with B.S.A. SAS dated 22 August 2025 as described in the Explanatory Notes, is approved, including for the purposes of NZX Listing Rule 5.1.1(b).	<input type="radio"/>	<input type="radio"/>

Fonterra Special Meeting 2025

Special Meeting Proxy Paper

The Special Meeting of Shareholders to consider and vote on the sale of Mainland Group Holdings Limited will be held online at: <https://fonterra.brandlive.com/Fonterra-Special-Meeting/en> at 10.30am on Thursday, 30 October 2025



Only use this Special Meeting Proxy Paper if you do not plan to attend the meeting but wish to be represented by a proxy holder at the meeting. This paper can also be used by a shareholder that is a company or other body corporate to appoint a representative.

There are no voting restrictions on the resolution to be considered at the meeting.

A: Shareholder Details	
Name:	Supply Number:
	Party Number:

B: Appointment of Proxy
If you wish to appoint someone as your proxy, insert their full name and address below. The Chair of the meeting is willing to act as a proxy.
Primary Proxy: I/We appoint:
Full name of your proxy:
Full address of your proxy:
as my/our proxy to vote for me/us on my/our behalf at the Special Meeting of Shareholders to be held at 10.30am on Thursday, 30 October 2025 and at any adjournment of that Special Meeting.
Alternate Proxy: You do not need to appoint an alternate proxy but it is recommended that you do so, unless you are appointing the Chair of the meeting as proxy. The Chair of the meeting is willing to act as an alternate proxy. If the person I/ we have appointed is unable to be my/our proxy then I/we appoint:
Full name of your alternate proxy:
Full address of your alternate proxy:

C: Voting Instructions		FOR	AGAINST	PROXY DISCRETION
Complete this section to instruct your proxy holder how to vote.				
1	Resolution: That the sale of all the shares in Mainland Group Holdings Limited pursuant to the sale and purchase agreement with B.S.A. SAS dated 22 August 2025 as described in the Explanatory Notes, is approved , including for the purposes of NZX Listing Rule 5.1.1(b).	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Signature(s) of shareholder(s) named in Section A (Please see signing instructions on reverse.)	
By signing this form, I/we warrant and undertake that I/we are authorised to sign on behalf of, and bind, the shareholder(s) named in Section A.	
Name of shareholder:	Signature:
Full name and title of signatory:	Date:
Name of shareholder:	Signature:
Full name and title of signatory:	Date:
Name of shareholder:	Signature:
Full name and title of signatory:	Date:

If you are appointing a proxy, return this paper as soon as possible. It must be received by the Returning Officer no later than **10.30am on Tuesday, 28 October 2025**.

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