DRAWDOWN PROSPECTUS



FONTERRA CO-OPERATIVE GROUP LIMITED
(incorporated with limited liability under the laws of New Zealand)

Issue of CNY1,250,000,000 3.60 per cent. Notes due 2019
under the
U.S.$4,000,000,000 Euro Medium Term Note Programme

Issue Price: 100% of the Aggregate Nominal Amount

The CNY1,250,000.000 3.60 per cent. notes due 2019 (the "**Notes**") are being issued by Fonterra Co-operative Group Limited (the "**Issuer**") as a series of notes under the Issuer's U.S.$4,000,000,000 Euro Medium Term Note Programme (the "**Programme**"). The Notes will bear interest from (and including) 29 January 2014 (the "**Issue Date**") at the rate of 3.60 per cent. per annum payable, subject to certain conditions described herein, semi-annually in arrear on 29 January and 29 July in each year (each such date for the payment of interest, an "**Interest Payment Date**"). The first Interest Payment Date will be 29 July 2014. Unless previously redeemed, purchased or cancelled, the Notes will be redeemed at their principal amount, together with accrued but unpaid interest (if any) thereon, on 29 January 2019 (the "**Maturity Date**").

This Drawdown Prospectus has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**") which is the Luxembourg competent authority for the purpose of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in Luxembourg as a prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in Luxembourg for the purpose of giving information with regard to the issue of the Notes described in this Drawdown Prospectus. By approving this Drawdown Prospectus, the CSSF assumes no responsibility as to the economic and financial soundness of the transaction and the quality and solvency of the Issuer in accordance with the provisions of article 7(7) of the Luxembourg law on prospectuses for securities, as amended. Application has been made to the Luxembourg Stock Exchange for the Notes described in this Drawdown Prospectus to be admitted to trading on the Luxembourg Stock Exchange's regulated market (*Bourse de Luxembourg*) and to be listed on the official list of the Luxembourg Stock Exchange. The Luxembourg Stock Exchange's regulated market is a regulated market for the purposes of the Markets in Financial Instruments Directive (Directive 2004/39/EC).

As at the date of this Drawdown Prospectus, the Notes are rated A+ by Standard & Poor's (Australia) Pty Ltd and AA- by Fitch Australia Pty Ltd. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

This Drawdown Prospectus comprises a prospectus for the purposes of Article 5.3 of the Prospectus Directive and for the purpose of giving information with regard to the Issuer and the Notes, which, according to the particular nature of the Issuer and the Notes, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer.

See "Risk Factors" below for a discussion of certain factors to be considered in connection with any investment in the Notes.

Joint Lead Managers

CITIGROUP **HSBC**

24 January 2014

TABLE OF CONTENTS

IMPORTANT NOTICES 3
RISK FACTORS 6
PRC CURRENCY CONTROLS 11
INFORMATION INCORPORATED BY REFERENCE 13
ISSUE TERMS OF THE NOTES 15
BOARD OF DIRECTORS 24
SENIOR MANAGEMENT OF THE FONTERRA GROUP 25
SELLING RESTRICTIONS 26
GENERAL INFORMATION 27

IMPORTANT NOTICES

Fonterra Co-operative Group Limited (the "**Issuer**" or "**Fonterra**") accepts responsibility for the information contained in this Drawdown Prospectus. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Drawdown Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

This Drawdown Prospectus should be read and construed together with any supplement to this Drawdown Prospectus and with any other documents incorporated by reference herein.

The Issuer has confirmed to Citigroup Global Markets Limited and The Hongkong and Shanghai Banking Corporation Limited (together, the "**Joint Lead Managers**") that this Drawdown Prospectus contains all information regarding the Issuer and its Subsidiaries (as defined under the Conditions) (the "**Group**") and the Notes which is (in the context of the issue, offering and sale of the Notes) material; that such information is true and accurate in all material respects and is not misleading in any material respect; that any opinions, predictions or intentions expressed herein are honestly held or made and are not misleading in any material respect; that this Drawdown Prospectus does not omit to state any material fact necessary to make such information, opinions, predictions or intentions (in the context of the Programme and the issue, offering and sale of the Notes) not misleading in any material respect; and that all proper enquiries have been made to ascertain and to verify the foregoing.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Drawdown Prospectus or any other document entered into in relation to the issuance of the Notes or any information supplied by the Issuer or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer, the Trustee (as defined herein) or any Joint Lead Manager.

Credit ratings have been assigned to the Issuer by Standard & Poor's (Australia) Pty Ltd and Fitch Australia Pty Ltd, and to the Programme by Standard & Poor's (Australia) Pty Ltd and Fitch Australia Pty Ltd, and are stated in the base prospectus for the Programme dated 30 October 2013 (the "**Base Prospectus**"). None of Standard & Poor's (Australia) Pty Ltd and Fitch Australia Pty Ltd is established in the European Economic Area ("**EEA**") and none of these rating agencies are certified under Regulation (EC) No 1060/2009 on credit rating agencies, as amended pursuant to Regulation 513/2011/EU of the European Parliament and the Council of 11 May 2011 (the "**CRA Regulation**"). The rating that Standard & Poor's (Australia) Pty Ltd has given to the Issuer and to the Programme is endorsed by Standard & Poor's Credit Market Services Europe Limited, which is established in the EEA and registered under the CRA Regulation, as set out in the list of credit rating agencies registered in accordance with the CRA Regulation published on the website of the European Securities and Markets Authority ("**ESMA**"), *www.esma.europa.eu/page/List-registered-and-certified-CRAs*, pursuant to the CRA Regulation. The rating that Fitch Australia Pty Ltd has given in respect of the Issuer and in respect of the Programme is not endorsed by a credit rating agency established in the EEA and registered under the CRA Regulation, as set out in the list of credit rating agencies registered in accordance with the CRA Regulation published on the

website of the ESMA, *www.esma.europa.eu/page/List-registered-and-certified-CRAs*, pursuant to the CRA Regulation.

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the EEA and registered under the CRA Regulation unless (1) the rating is provided by a credit rating agency operating in the EEA before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration has not been refused, or (2) the rating is provided by a credit rating agency not established in the EEA but is endorsed by a credit rating agency established in the EEA and registered under the CRA Regulation or (3) the rating is provided by a credit rating agency not established in the EEA which is certified under the CRA Regulation. The ESMA is obliged to maintain on its website, *www.esma.europa.eu/page/List-registered-and-certified-CRAs*, a list of credit rating agencies registered and certified in accordance with the CRA Regulation. The ESMA website is not incorporated by reference into, nor does it form part of, this Drawdown Prospectus. This list must be updated within five working days of ESMA's adoption of any decision to withdraw the registration of a credit rating agency under the CRA Regulation. Therefore such a list is not conclusive evidence of the status of the relevant rating agency as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Neither the Joint Lead Managers, the Trustee nor any of their respective affiliates have authorised the whole or any part of this Drawdown Prospectus. No representation or warranty is made or implied by any of the Joint Lead Managers, the Trustee or any of their respective affiliates, and none of the Joint Lead Managers, the Trustee nor any of their respective affiliates makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Drawdown Prospectus. Neither the delivery of this Drawdown Prospectus nor the offering, sale or delivery of the Notes shall, in any circumstances, create any implication that the information contained in this Drawdown Prospectus is true subsequent to the date hereof or the date upon which this Drawdown Prospectus has been most recently amended, completed or supplemented or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the condition (financial or otherwise) of the Group since the date thereof or, if later, the date upon which this Drawdown Prospectus has been most recently amended, completed or supplemented or that any other information supplied in connection with issuance of the Notes is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Drawdown Prospectus and the Base Prospectus and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Drawdown Prospectus comes are required by the Issuer, the Trustee and the Joint Lead Managers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of this Drawdown Prospectus or any other offering material relating to the Notes, see "Subscription and Sale" in the Base Prospectus incorporated by reference herein and *Selling Restrictions* below. In particular, the Notes have not been and will not be registered under the United States Securities Act of 1933 (as amended) (the "**Securities Act**") and are

subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons.

This Drawdown Prospectus does not constitute an offer or an invitation to subscribe for or purchase any Notes and should not be considered as a recommendation by the Issuer, the Trustee or any of the Joint Lead Managers that any recipient of this Drawdown Prospectus should subscribe for or purchase any Notes. The content of this document should not be construed as providing legal, business, accounting or tax advice and each recipient of this Drawdown Prospectus shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer and to have consulted its own legal, business, accounting and tax adviser.

The maximum aggregate principal amount of notes outstanding at any one time under the Programme will not exceed U.S.$4,000,000,000. For this purpose, the aggregate principal amount of CNY1,250,000,000 of the Notes has been translated into U.S.$207,107,945 as at 23 January 2014, calculated in accordance with the relevant provisions of the Dealer Agreement. The maximum aggregate principal amount of notes which may be outstanding at any one time under the Programme may be increased from time to time, subject to compliance with the relevant provisions of the Dealer Agreement.

In this Drawdown Prospectus, unless otherwise specified, references to a "**Member State**" are references to a Member State of the European Economic Area, references to "**U.S.$**", "**U.S. dollars**", "**USD**" or "**dollars**" are to United States dollars and references to "**CNY**" or "**Renminbi**" are to Chinese Yuan Renminbi, the lawful currency of the People's Republic of China ("**PRC**").

Capitalised terms used but not defined in this Drawdown Prospectus shall have the meanings ascribed thereto in the Base Prospectus.

The Hongkong and Shanghai Banking Corporation Limited (the "Stabilising Manager") or persons acting on behalf of the Stabilising Manager may over allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail.

However, there is no assurance that the Stabilising Manager (or persons acting on behalf of any Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date hereof and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the Stabilising Manager (or persons acting on behalf of any Stabilising Manager) in accordance with all applicable laws and rules.

RISK FACTORS

Investing in the Notes involves certain risks. Prospective investors in the Notes should read and consider carefully, among other things and in light of their financial circumstances and investment objectives, all of the detailed information in this Drawdown Prospectus (including the Base Prospectus and the information that has been incorporated by reference herein) and, in particular, the risk factors set out below as well as the risk factors set out on pages 5 to 16 of the Base Prospectus incorporated by reference herein, which the Issuer believes (i) represent, or may represent, the factors known to it which may affect its ability to fulfil its obligations under the Notes and (ii) may be material for the purposes of assessing the market risks associated with the Notes, before making an investment decision.

The Issuer believes that the risk factors set out below as well as the risk factors set out on pages 5 to 16 of the Base Prospectus incorporated by reference herein represent the principal risks inherent in investing in the Notes, but the Issuer may be unable to pay interest, principal or other amounts on or in connection with the Notes for other reasons and the Issuer does not represent that the statements below regarding the risks of holding the Notes are exhaustive. All of the factors set out below are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

Words and expressions defined in the Conditions, as modified by the Issue Terms below or elsewhere in this Drawdown Prospectus (including the documents incorporated by reference herein) have the same meanings in this section.

Additional Risk Factors

The following risk factors are additional to the risk factors set out on pages 5 to 16 of the Base Prospectus incorporated by reference herein.

Risks relating to Notes denominated in CNY

A description of risks which may be relevant to an investor in Notes denominated in CNY ("**CNY Notes**") are set out below.

CNY is not freely convertible and there are significant restrictions on the remittance of CNY into and outside the PRC which may adversely affect the liquidity of CNY Notes

CNY is not freely convertible at present. The government of the PRC (the "**PRC Government**") continues to regulate conversion between CNY and foreign currencies, including the Hong Kong dollar, despite significant reduction in control by it in recent years over trade transactions involving import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items. Participating banks in Hong Kong, Singapore and Taiwan have been permitted to engage in the settlement of current account trade transactions in CNY under certain pilot schemes.

However, remittance of CNY by foreign investors into the PRC for purposes such as capital contributions, known as capital account items, is generally only permitted upon obtaining

specific approvals from the relevant authorities on a case-by-case basis and subject to a strict monitoring system. Regulations in the PRC on the remittance of CNY into the PRC for settlement of capital account items is developing gradually.

On 13 October 2011, the People's Bank of China (the "**PBoC**") promulgated the "Administrative Measures on Renminbi Settlement of Foreign Direct Investment" (外商直接投資人民幣結算業務管理辦法) (the "**PBoC FDI Measures**") as part of the implementation of the PBoC's detailed CNY foreign direct investments ("**FDI**") accounts administration system. The system covers almost all aspects in relation to FDI, including capital injections, payments for the acquisition of PRC domestic enterprises, repatriation of dividends and other distributions, as well as CNY denominated cross-border loans. On 14 June 2012, the PBoC further issued the implementing rules for the PBoC FDI Measures. Under the PBoC FDI Measures, special approval for FDI and shareholder loans from the PBoC, which was previously required, is no longer necessary. In some cases however, post-event filing with the PBoC is still necessary.

On 3 December 2013, the Ministry of Commerce of the PRC ("**MOFCOM**") promulgated the "Circular on Issues in relation to Cross-border Renminbi Foreign Direct Investment" (商務部關於跨境人民幣直接投資有關問題的公告) (the "**MOFCOM Circular**"), which became effective on 1 January 2014, to further facilitate FDI by simplifying and streamlining the applicable regulatory framework. Pursuant to the MOFCOM Circular, the appropriate office of MOFCOM and/or its local counterparts will grant written approval for each FDI and specify "Renminbi Foreign Direct Investment" and the amount of capital contribution in the approval. Unlike previous MOFCOM regulations on FDI, the MOFCOM Circular removes the approval requirement for foreign investors who intend to change the currency of its existing capital contribution from a foreign currency to CNY. In addition, the MOFCOM Circular also clearly prohibits the FDI funds from being used for any investment in securities and financial derivatives (except for investment in the PRC listed companies as strategic investors) or for entrustment loans in the PRC.

As the PBoC FDI Measures and the MOFCOM Circular are relatively new circulars, they will be subject to interpretation and application by the relevant authorities in the PRC.

There is no assurance that the PRC Government will continue to gradually liberalise control over crossborder remittance of CNY in the future, that the pilot schemes introduced in Hong Kong, Singapore and Taiwan will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating the remittance of CNY into or outside the PRC. In the event that funds cannot be repatriated outside the PRC in CNY, this may affect the overall availability of CNY outside the PRC and the ability of the Issuer to source CNY to finance its obligations under Notes denominated in CNY.

There is only limited availability of CNY outside the PRC, which may affect the liquidity of the CNY Notes and the Issuer's ability to source CNY outside the PRC to service CNY Notes

As a result of the restrictions by the PRC Government on cross border CNY fund flows, the availability of CNY outside the PRC is limited.

As of 30 November 2013, the total amount of CNY deposits held by institutions authorised to engage in CNY banking business in Hong Kong amounted to approximately CNY826,995 million. As of 11 June 2013, the total amount of CNY deposits held by Taiwan foreign exchange banks and offshore banking units amounted to approximately CNY70 billion.

While the PBoC has established CNY clearing and settlement mechanisms for participating banks in Hong Kong, Singapore and Taiwan through settlement agreements on the clearing of CNY business (the "**Settlement Agreements**") with Bank of China (Hong Kong) Limited in Hong Kong, Industrial and Commercial Bank of China, Singapore Branch in Singapore and Bank of China, Taipei Branch in Taiwan (each, a "**CNY Clearing Bank**"), the current size of CNY denominated financial assets outside the PRC is limited.

There are restrictions imposed by the PBoC on CNY business participating banks in respect of cross-border CNY settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, CNY business participating banks do not have direct CNY liquidity support from the PBoC. The CNY Clearing Banks only have access to onshore liquidity support from the PBoC for the purpose of squaring open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In such cases, the participating banks will need to source CNY from outside the PRC to square such open positions.

Although it is expected that the offshore CNY market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC regulations will not be promulgated or the Settlement Agreements will not be terminated or amended in the future which will have the effect of restricting availability of CNY outside the PRC. The limited availability of CNY outside the PRC may affect the liquidity of the CNY Notes. To the extent the Issuer is required to source CNY outside the PRC to service the CNY Notes, there is no assurance that the Issuer will be able to source such CNY on satisfactory terms, if at all.

Investment in the CNY Notes is subject to exchange rate risks

The value of CNY against other foreign currencies fluctuates from time to time and is affected by changes in the PRC and international political and economic conditions as well as many other factors. The Issuer will make all payments of interest and principal with respect to the CNY Notes in CNY unless otherwise specified. As a result, the value of these CNY payments may vary with the changes in the prevailing exchange rates in the marketplace. If the value of CNY depreciates against another foreign currency, the value of the investment made by a holder of the CNY Notes in that foreign currency will decline.

Investment in the CNY Notes is subject to currency risk

If the Issuer is not able, or it is impracticable for it, to satisfy its obligation to pay interest and principal on the CNY Notes as a result of Inconvertibility, Non transferability or Illiquidity (each, as defined in the Issue Terms), the Issuer shall be entitled, on giving not less than five or more than 30 calendar days' irrevocable notice to the investors prior to the due date for payment, to settle any such payment in U.S. Dollars on the due date at the U.S. Dollar

Equivalent (as defined in the Issue Terms) of any such interest or principal, as the case may be.

Investment in the CNY Notes is subject to interest rate risks

The PRC Government has gradually liberalised its regulation of interest rates in recent years. Further liberalisation may increase interest rate volatility. The CNY Notes will carry a fixed interest rate. Consequently, the trading price of the CNY Notes will vary with the fluctuations in the CNY interest rates. If holders of the CNY Notes propose to sell their CNY Notes before their maturity, they may receive an offer lower than the amount they have invested.

Payments with respect to the CNY Notes may be made only in the manner designated in the CNY Notes

All payments to investors in respect of the CNY Notes will be made solely (i) for so long as the CNY Notes are represented by global certificates held with the common depositary for Clearsteam Banking, *société anonyme* and Euroclear Bank SA/NV or any alternative clearing system, by transfer to a CNY bank account maintained in Hong Kong or (ii) for so long as the CNY Notes are in definitive form, by transfer to a CNY bank account maintained in Hong Kong in accordance with prevailing rules and regulations. The Issuer cannot be required to make payment by any other means (including in any other currency or by transfer to a bank account in the PRC).

Gains on the transfer of the CNY Notes may become subject to income taxes under PRC tax laws

Under the PRC Enterprise Income Tax Law, the PRC Individual Income Tax Law and the relevant implementing rules, as amended from time to time, any gain realised on the transfer of CNY Notes by non-PRC resident enterprise or individual Holders may be subject to PRC enterprise income tax ("**EIT**") or PRC individual income tax ("**IIT**") if such gain is income derived from sources within the PRC. However, uncertainty remains as to whether the gain realised from the transfer of CNY Notes by non-PRC resident enterprise or individual Holders would be treated as income derived from sources within the PRC and subject to the EIT or IIT. This will depend on how the PRC tax authorities interpret, apply or enforce the PRC Enterprise Income Tax Law, the PRC Individual Income Tax Law and the relevant implementing rules. According to the arrangement between the PRC and Hong Kong, for avoidance of double taxation, Note Holders who are residents of Hong Kong, including enterprise Holders and individual Holders, will not be subject to the PRC EIT or IIT on capital gains derived from a sale or exchange of the Notes.

Therefore, if non-PRC enterprise or individual resident Holders are required to pay PRC income tax on gains derived from the transfer of CNY Notes (such EIT is currently levied at the rate of 10 per cent of gains realised and such IIT is currently levied at the rate of 20 percent of gains realised (with deduction of reasonable expenses), unless there is an applicable tax treaty between PRC and the jurisdiction in which such non-PRC enterprise or individual resident holders of CNY Notes reside that reduces or exempts the relevant EIT or IIT), the value of their investment in CNY Notes may be materially and adversely affected.

Remittance of proceeds into or outside of the PRC in CNY

In the event that the Issuer decides to remit some or all of the proceeds into the PRC in CNY, its ability to do so will be subject to obtaining all necessary approvals from, and registration with, the relevant PRC government authorities. However, there is no assurance that the necessary approvals from, and registration with, the relevant PRC government authorities will be obtained at all or, if obtained, they will not be revoked or amended in the future.

There is no assurance that the PRC government will continue to gradually liberalise the control over cross border CNY remittances in the future, that the pilot scheme introduced in July 2009 (as extended) will not be discontinued or that new PRC regulations will not be promulgated in the future which have the effect of restricting or eliminating the remittance of CNY into or outside the PRC. In the event that the Issuer does remit some or all of the proceeds into the PRC in CNY and the Issuer subsequently is not able to repatriate funds outside the PRC in CNY, it will need to source CNY outside the PRC to finance its obligations under the CNY Notes, and its ability to do so will be subject to the overall availability of CNY outside the PRC.

PRC CURRENCY CONTROLS

Current Account Items

Under PRC foreign exchange control regulations, current account items refer to any transaction for international receipts and payments involving goods, services, earnings and other frequent transfers.

Prior to July 2009, all current account items were required to be settled in foreign currencies. In July 2009, the PRC commenced a pilot scheme pursuant to which CNY may be used for settlement of imports and exports of goods between approved pilot enterprises in five designated cities in the PRC including Shanghai, Guangzhou, Dongguan, Shenzhen and Zhuhai and enterprises in designated offshore jurisdictions including Hong Kong and Macau. On 17 June 2010, the PRC Government promulgated the Circular on Issues concerning the Expansion of the Scope of the Pilot Programme of Renminbi Settlement of Cross Border Trades (Yin Fa (2010) No. 186) (關於擴大跨境貿易人民幣結算試點有關問題的通知) (the "**Circular**"), pursuant to which (i) CNY settlement of imports and exports of goods and of services and other current account items became permissible, (ii) the list of designated pilot districts were expanded to cover 20 provinces and cities, and (iii) the restriction on designated offshore districts has been uplifted. Accordingly, any enterprises in the designated pilot districts and offshore enterprises are entitled to use CNY to settle imports and exports of goods and services and other current account items between them. CNY remittance for exports of goods from the PRC may only been effected by approved pilot enterprises in designated pilot districts in the PRC. In August 2011, the PRC Government further expanded CNY cross border trade settlement nationwide.

As a new regulation, the Circular will be subject to interpretation and application by the relevant PRC authorities. Local authorities may adopt different practices in applying the Circular and impose conditions for settlement of current account items.

Capital Account Items

Under PRC foreign exchange control regulations, capital account items include cross border transfers of capital, direct investments, securities investments, derivative products and loans. Capital account payments are generally subject to approval of the relevant PRC authorities.

Settlements for capital account items are generally required to be made in foreign currencies. For instance, foreign investors (including any Hong Kong investors) are required to make any capital contribution to foreign invested enterprises in a foreign currency in accordance with the terms set out in the relevant joint venture contracts and/or articles of association as approved by the relevant authorities. Foreign invested enterprises or relevant PRC parties are also generally required to make capital item payments including proceeds from liquidation, transfer of shares, reduction of capital, interest and principal repayment to foreign investors in a foreign currency. That said, the relevant PRC authorities may grant approval for a foreign entity to make a capital contribution or a shareholder's loan to a foreign invested enterprise with CNY lawfully obtained by it outside the PRC and for the foreign invested enterprise to service interest and principal repayment to its foreign investor outside the PRC in CNY on a

trial basis. The foreign invested enterprise may be required to complete a registration and verification process with the relevant PRC authorities before such CNY remittances.

On 7 April 2011, the State Administration of Foreign Exchange of the PRC (國家外匯管理局) ("**SAFE**") promulgated the "Circular on Issues Concerning the Capital Account Items in connection with Cross Border Renminbi" (國家外匯管理局綜合司關於規範跨境人民幣資本項目業務操作有關問題的通知) (the "SAFE Circular"), which became effective on 1 May 2011. According to the SAFE Circular, in the event that foreign investors intend to use cross border CNY (including CNY inside and outside the PRC held in the capital accounts of non PRC residents) to make a contribution to an onshore enterprise or make a payment for the transfer of an equity interest of an onshore enterprise by a PRC resident, such onshore enterprise shall be required to submit the relevant prior written consent from the MOFCOM to the relevant local branches of SAFE of such onshore enterprise and register for a foreign invested enterprise status. Further, the SAFE Circular clarifies that the foreign debts borrowed, and the external guarantee provided, by an onshore entity (including a financial institution) in CNY shall, in principle, be regulated under the current PRC foreign debt and external guarantee regime.

The SAFE Circular, the MOFCOM Circular and the PBoC FDI Measures, which are new regulations, have been promulgated to control the remittance of CNY for payment of transactions categorised as capital account items and such new regulations will be subject to interpretation and application by the relevant PRC authorities. Further, if any new PRC regulations are promulgated in the future which have the effect of permitting or restricting (as the case may be) the remittance of CNY for payment of transactions categorised as capital account items, then such remittances will need to be made subject to the specific requirements or restrictions set out in such rules.

INFORMATION INCORPORATED BY REFERENCE

The following documents shall be deemed to be incorporated by reference in, and to form part of, this Drawdown Prospectus:

(1) the audited consolidated annual financial statements of the Issuer (including the auditors' report thereon and notes thereto) in respect of the financial year ended 31 July 2013 (set out on pages 2 to 57) and the entries in the Interests Register (set out on pages 66 to 67) of the annual financial results of the Issuer for the year ended 31 July 2013 (the "**Annual Financial Results 2013**");

(2) the audited consolidated annual financial statements of the Issuer (including the auditors' report thereon and notes thereto) in respect of the financial year ended 31 July 2012 (set out on pages 53 to 105) and the entries in the Interests Register (set out on pages 115 to 118) of the annual report of the Issuer for the year ended 31 July 2012 (the "**Annual Report 2012**");

(3) the constitutional documents of the Issuer for information only;

(4) the Base Prospectus of the Issuer dated 30 October 2013 relating to the Issuer's U.S.$4,000,000,000 Euro Medium Term Note Programme, except for the information incorporated by reference therein,

provided, however, that:

(a) neither the section entitled "Board of Directors" on page 70 of the Base Prospectus or the section entitled "Senior Management of the Fonterra Group" on page 71 of the Base Prospectus are incorporated in this Drawdown Prospectus; and

(b) any statement contained in this Drawdown Prospectus or in any of the documents incorporated by reference in, and forming part of, this Drawdown Prospectus shall be deemed to be modified or superseded for the purpose of this Drawdown Prospectus to the extent that a statement contained in any document subsequently incorporated by reference herein modifies or supersedes such statement.

The following table sets out the relevant page numbers of some of the financial information in the audited consolidated annual financial statements of the Issuer in respect of the 12 months ended 31 July 2013 and the financial year ended 31 July 2012.

	Annual Financial Results 2013 (inclusive)	Annual Report 2012 (inclusive)
Income Statement	2	53
Statement of Financial Position	4	55
Auditors' report	55	105
Notes to the financial statements and accounting policies	13-54	64-104

In relation to the Base Prospectus, the following information appears on the specified pages:

Information	**Section of source document**
Risk Factors	Pages 5 to 16
Supplement to the Base Prospectus	Page 19
General Description of the Programme	Pages 20 to 23
Final Terms and Drawdown Prospectuses	Page 24
Forms of the Notes	Pages 25 to 26
Terms and Conditions of the Notes	Pages 27 to 56
Overview of Provisions Relating to the Notes While in Global Form	Pages 66 to 67
Description of the Issuer	Pages 68 to 72
Taxation	Pages 73 to 76
Subscription and Sale	Pages 77 to 79
General Information	Pages 80 to 81

The information incorporated by reference that is not included in the above cross-reference list, is considered as additional information and not required by the relevant schedules of Commission Regulation (EC) No 809/2004, as amended.

The Issuer will, at its registered office and at the specified office of the Principal Paying Agent (as defined below), provide, free of charge, upon oral or written request, a copy of this Drawdown Prospectus (and any document incorporated by reference in this Drawdown Prospectus). Written or oral requests for such documents should be directed to the specified office of the Principal Paying Agent (as defined below) or the specified office of the Luxembourg Listing Agent (as defined below). This Drawdown Prospectus and the documents incorporated by reference herein are also available for viewing at *www.bourse.lu.*

ISSUE TERMS OF THE NOTES

*The terms and conditions of the Notes shall consist of the terms and conditions set out in the Base Prospectus (the "**Base Conditions**") as completed, amended or supplemented by the terms set out below (the "**Issue Terms**"). References in the Base Conditions to Final Terms shall be deemed to refer to the Issue Terms below.*

FONTERRA CO-OPERATIVE GROUP LIMITED

Issue of CNY1,250,000,000 3.60 per cent Notes due 2019

under the U.S.$4,000,000,000

Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

Unless otherwise defined herein, terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Issue Terms, the Drawdown Prospectus and the Base Prospectus. The Base Prospectus and the Drawdown Prospectus are available for viewing on the website of the Luxembourg Stock Exchange at *www.bourse.lu* and during normal business hours at the registered office of the Issuer and copies may be obtained from the specified office of each Paying Agent and the Luxembourg Listing Agent.

1.	(i)	Series number:	13
	(ii)	Tranche number:	1
	(iii)	Date on which Notes become fungible	Not Applicable
2.	Specified Currency or Currencies:		Chinese Yuan Renminbi ("**CNY**")
3.	Aggregate Nominal Amount of Notes		
	(i) Series:		CNY1,250,000,000
	(ii) Tranche:		CNY1,250,000,000
4.	Issue Price:		100% per cent. of the Aggregate Nominal Amount
5.	(i)	Specified Denominations:	CNY1,000,000

	(ii)	Calculation Amount:	CNY1,000,000
6.	(i)	Issue Date:	29 January 2014
	(ii)	Interest Commencement Date:	Issue Date
7.	Maturity Date:		Interest Payment Date falling in or nearest to 29 January 2019
8.	Interest Basis:		3.60 per cent. Fixed Rate (further particulars specified below)
9.	Redemption/Payment Basis:		Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
10.	Put/Call Options:		Not Applicable
11.	(i)	Status of the Notes:	Senior Unsubordinated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12.	**Fixed Rate Note Provisions**		Applicable
	(i)	Rate of Interest:	3.60 per cent. per annum payable semi annually in arrear
	(ii)	Interest Payment Date(s):	29 January and 29 July in each year (adjusted in accordance with the Modified Following Business Day Convention)
	(iii)	Fixed Coupon Amount:	Not Applicable
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	Actual/365 (Fixed)
13.	**Floating Rate Note Provisions**		Not Applicable
14.	**Zero Coupon Note Provisions**		Not Applicable

PROVISIONS RELATING TO REDEMPTION

15.	**Call Option**		Not Applicable
16.	**Put Option**		Not Applicable
17.	**Final Redemption Amount**		CNY1,000,000 per Calculation Amount
18.	(i)	**Early Redemption**	CNY1,000,000 per Calculation Amount

	Amount Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	
(ii)	Notice period (for early redemption for taxation reasons)	On giving not less than 30 nor more than 60 days of notice by the Issuer to Noteholders.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

19.	Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
20.	Additional Financial Centre(s):	Hong Kong, Beijing and London
21.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
22.	**DISTRIBUTION**	
	U.S. Selling Restrictions:	Reg. S Compliance Category 2 TEFRA D
23.	**THIRD PARTY INFORMATION**	Not Applicable
24.	**OTHER ISSUE TERMS**	
	Payment of US Dollar Equivalent	The provisions relating to the payment of the US Dollar Equivalent set out in annex 1 to the Issue Terms shall apply. The words "cheque drawn" in Condition 11(a) *(Payments in respect of Notes – Principal)* shall be deleted and replaced with "by transfer to the registered account of Noteholders" and the words "or transfer to an account denominated in that currency (or, if that currency is euro, any other account to which euro may be credited or transferred) and maintained by the payee with, a

bank in the Principal Financial Centre of that currency" shall be deleted. The following words shall be inserted at the end of Condition 11(a) *(Payments in respect of Notes)*: "For this Condition 11(a), "registered account" means the CNY account maintained by or on behalf of the Noteholders with a bank in Hong Kong, details of which appear on the Register at the close of business on the fifth Business Day before due date for payment."

PART B

1. **LISTING AND ADMISSION TO TRADING**

(i)	Listing:	Application has been made by the Issuer or on its behalf for the Notes to be admitted to listing on the official list of the Luxembourg Stock Exchange
(ii)	Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 29 January 2014.
(iii)	Estimate of total expenses related to admission to trading:	€1,975

2. **RATINGS**

Ratings	The Notes to be issued are expected to be rated: Standard & Poor's (Australia) Pty Limited: A+ Fitch Australia Pty Limited: AA- Standard & Poor's (Australia) Pty Limited is not established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**") but the rating it has given to the Notes is endorsed by Standard & Poor's Credit Market Services Europe Limited, which is established in the EEA and registered under the CRA Regulation. Fitch Australia Pty Limited is not established in the EEA and is not certified under the CRA Regulation). In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the EEA and registered under the CRA Regulation unless (1) the rating is provided by a credit rating agency operating in the EEA before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration has not been refused, or (2) the rating is provided by a credit rating agency not established in the EEA but is endorsed by a credit rating agency established in

the EEA and registered under the CRA Regulation or (3) the rating is provided by a credit rating agency not established in the EEA which is certified under the CRA Regulation. The ESMA is obliged to maintain on its website, *www.esma.europa.eu/page/List-registered-and-certified-CRAs*, a list of credit rating agencies registered and certified in accordance with the CRA Regulation. The ESMA website is not incorporated by reference into, nor does it form part of, this Drawdown Prospectus. This list must be updated within five working days of ESMA's adoption of any decision to withdraw the registration of a credit rating agency under the CRA Regulation. Therefore such a list is not conclusive evidence if the status of the relevant rating agency as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for any fees, commissions or other agreed deductibles payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. **YIELD**

Indication of yield:	3.60 per cent.

5. **OPERATIONAL INFORMATION**

ISIN Code:	XS1022164070
Common Code:	102216407
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of initial Paying Agent:	Citibank, N.A. Citigroup Centre Canary Wharf London E14 5LB

		United Kingdom
Names and addresses of additional Paying Agent(s) (if any):		Not Applicable
Method of Syndication		Syndicated
(i)	If syndicated, names and addresses of Joint Lead Managers and underwriting commitments:	Citigroup Global Markets Limited Citigroup Centre, Canada Square Canary Wharf London E14 5LB United Kingdom and The Hongkong and Shanghai Banking Corporation Limited Level 17, HSBC Main Building 1 Queen's Road Central Hong Kong Underwriting commitment (jointly): CNY1,250,000,000
(ii)	Date of Subscription Agreement:	24 January 2014
Stabilising Manager(s) (if any):		The Hongkong and Shanghai Banking Corporation Limited
Name and address of Calculation Agent		Citibank, N.A. Citigroup Centre Canary Wharf London E14 5LB United Kingdom

Annex 1

Payment of US Dollar Equivalent

Notwithstanding the Conditions, if by reason of Inconvertibility, Non-transferability or Illiquidity, the Issuer is not able to satisfy payments of principal or interest (in whole or in part) in respect of Notes when due in CNY in Hong Kong, the Issuer may, on giving not less than five and not more than 30 days' irrevocable notice to the Noteholders prior to the due date for payment, settle any such payment (in whole or in part) in US Dollars on the due date at the US Dollar Equivalent of any such CNY denominated amount.

For this purpose:

"**CNY Dealer**" means an independent foreign exchange dealer of international repute active in the CNY exchange market in Hong Kong.

"**Governmental Authority**" means any *de facto* or *de jure* government (or any agency or instrumentality thereof), court, tribunal, administrative or other governmental authority or any other entity (private or public) charged with the regulation of the financial markets (including the central bank) of Hong Kong.

"**Illiquidity**" means the general CNY exchange market in Hong Kong becomes illiquid as a result of which the Issuer cannot obtain sufficient CNY in order to satisfy its obligation to pay interest and principal (in whole or in part) in respect of the Notes as determined by the Issuer in good faith and in a commercially reasonable manner following consultation with two CNY Dealers.

"**Inconvertibility**" means the occurrence of any event that makes it impossible for the Issuer to convert any amount due in respect of the Notes in the general CNY exchange market in Hong Kong, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after 20 January 2014 and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation).

"**Non-transferability**" means the occurrence of any event that makes it impossible for the Issuer to deliver CNY between accounts inside Hong Kong or from an account inside Hong Kong to an account outside Hong Kong, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after 20 January 2014 and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation).

"**Rate Calculation Business Day**" means a day (other than a Saturday or Sunday) on which commercial banks are open for general business (including dealings in foreign exchange) in Hong Kong and in New York City.

"**Rate Calculation Date**" means the day which is two Rate Calculation Business Days before the due date of the relevant amount under these Conditions.

"**Spot Rate**" means:

(a) the spot CNY/US Dollar exchange rate for the purchase of US Dollars with CNY in the over-the-counter CNY exchange market in Hong Kong for settlement in two Business Days, as determined by the Calculation Agent at or around 11 a.m. (Hong Kong time) on the Determination Date, on a deliverable basis by reference to Reuters Screen Page TRADCNY3 or if no such rate is available, on a non-deliverable basis by reference to Reuters Screen Page TRADNDF; or

(b) if neither rate is available, the Calculation Agent will determine the Spot Rate at or around 11 a.m. (Hong Kong time) on the Determination Date in good faith and in a reasonable commercial manner taking into consideration all available information which the Calculation Agent deems relevant, including the most recently available CNY/U.S. Dollar official fixing rate for settlement in two Business Days reported by The State Administration of Foreign Exchange of the PRC, which is reported on the Reuters Screen Page CNY= SAEC.

"**US Dollar Equivalent**" means the CNY amount converted into US Dollars using the Spot Rate for the relevant Rate Calculation Date.

Reference to a page on the Reuters Screen means the display page so designated on the Reuter Monitor Money Rates Service (or any successor service) or such other page as may replace that page for the purpose of displaying a comparable currency exchange rate.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this condition by the Calculation Agent, will (in the absence of wilful default, bad faith or manifest error) be binding on the Issuer, the Agents and all Noteholders.

BOARD OF DIRECTORS

Under the Companies Act and Fonterra's constitution, the business and affairs of Fonterra are required to be managed by, or be under the direction or supervision of, the Board of Directors. Fonterra's constitution provides for there to be up to 13 directors of Fonterra. Nine of the directors of Fonterra are elected by its Farmer Shareholders. These persons must either be a Farmer Shareholder or a representative of a Farmer Shareholder. One third of these directors are required to retire by rotation each year, but are eligible for re-election. The remaining four directors of Fonterra are appointed by Fonterra's Board of Directors.

The following table shows the composition of the Board of Directors of Fonterra, as at the date of this Drawdown Prospectus:

Name	Position	Principal Outside Activity
Malcolm Bailey	Director	Dairy Farmer**
Ian Farrelly	Director	Dairy Farmer**
Simon Israel*	Director	Company Director
David Jackson*	Director	Company Director
David MacLeod	Director	Dairy Farmer**
John Monaghan	Director	Dairy Farmer**
Sir Ralph Norris*	Director	Company Director
Ian Read	Director	Dairy Farmer**
Nicola Shadbolt	Director	Dairy Farmer**
Reindert Spaans	Director	Dairy Farmer**
Jim van der Poel	Director	Dairy Farmer**
John Waller*	Director	Company Director
John Wilson	Chairperson	Dairy Farmer**

* These directors are appointed by Fonterra's Board of Directors

** Shareholder Director

The business address for each of the Directors is at 9 Princes Street, Auckland, New Zealand.

In accordance with the Companies Act, the persons listed above are required to disclose relevant interests which may include potential conflicts of interest. These are recorded in the Interest Register and published in Fonterra's annual report.

SENIOR MANAGEMENT OF THE FONTERRA GROUP

The following table shows the senior management of the Fonterra Group:

Name	Position
Theo Spierings	Chief Executive Officer
Lukas Paravicini	Chief Financial Officer
Pascal De Petrini	Managing Director Asia Pacific, Middle East and Africa (APMEA)
Alex Turnbull	Managing Director Latam
Kelvin Wickham	Managing Director Greater China and India
Jacqueline Chow	Managing Director Global Brands and Nutrition

There are no potential conflicts of interest between any duties to Fonterra of the senior management team and their private interests or other duties. The senior management team are all full time employees.

The principal business address of the senior management team is at 9 Princes Street, Auckland, New Zealand.

SELLING RESTRICTIONS

Additional Selling Restrictions

In addition to the selling restrictions set out in "Subscription and Sale" in the Base Prospectus incorporated by reference herein, the following selling restrictions will apply in respect of the Notes.

Hong Kong

Each Joint Lead Manager has represented and agreed that:

(i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

(ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

People's Republic of China

Each Joint Lead Manager has represented and agreed that the Notes will not be offered or sold directly or indirectly within the PRC (for such purposes, not including Hong Kong and Macau Special Administrative Regions or Taiwan). None of the Base Prospectus, this Drawdown Prospectus or any information contained or incorporated by reference herein constitutes an offer to sell or the solicitation of an offer to buy any securities in the PRC. None of the Base Prospectus, this Drawdown Prospectus or any information contained herein or the Notes have been, and will not be, submitted to, approved by, verified by or registered with any relevant governmental authorities in the PRC and thus may not be supplied to the public in the PRC or used in connection with any offer for the subscription or sale of the Notes in the PRC.

The Notes may only be invested by the PRC investors that are authorised to engage in the investment in the Notes of the type being offered or sold. Investors are responsible for obtaining all relevant governmental approvals, verifications, licences or registrations (if any) from all relevant PRC governmental authorities, including, but not limited to, the State Administration of Foreign Exchange, the China Securities Regulatory Commission, the China Banking Regulatory Commission, and other relevant regulatory bodies, and complying with all relevant PRC regulations, including, but not limited to, any relevant foreign exchange regulations and/or overseas investment regulations.

GENERAL INFORMATION

Listing and Admission to Trading

Application has been made for the Notes to be admitted to listing on the official list and to trading on the regulated market of the Luxembourg Stock Exchange.

Authorisations

The establishment of the Programme was authorised by a resolution of the Board of Directors of the Issuer dated 2 April 2002. The update of the Programme was authorised by a resolution of the Board of Directors of the Issuer dated 27 July 2008. The Issuer has obtained all necessary consents, approvals and authorisations in connection with the issue and performance of the Notes.

Clearing of the Notes

Notes have been accepted for clearance through Euroclear (1 Boulevard du Roi Albert II, B 1210 Brussels) and Clearstream, Luxembourg (42 Avenue JF Kennedy, L-1855 Luxembourg). The common code and the International Securities Identification Number in relation to the Notes are specified in the Issue Terms of the Notes.

Use of proceeds

The net proceeds of the issue of the Notes will be applied by the Issuer to meet part of its general financing requirements.

Litigation

Neither the Issuer nor any member of its Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months preceding the date of this Drawdown Prospectus which may have or have had in the recent past significant effects on the financial position or profitability of the Issuer or its Group.

No significant change and no material adverse change

As at the date of this Drawdown Prospectus, since 31 July 2013, there has been no significant change in the financial or trading position of the Issuer or its Group and there has been no material adverse change in the prospects of the Issuer or its Group, but there is no certainty of the impact of events set out under "Recent Developments" on page 71 of the Base Prospectus incorporated by reference herein.

Auditors

PricewaterhouseCoopers, Chartered Accountants, (authorised, regulated by and members of the New Zealand Institute of Chartered Accountants) were and have been appointed auditors of Fonterra for the periods commencing 1 June 2006, 1 June 2007, 1 August 2008, 1 August 2009, 1 August 2010, 1 August 2011, 1 August 2012 and 1 August 2013. PricewaterhouseCoopers audited the consolidated financial statements of Fonterra, without

qualification, in accordance with NZ GAAP for the financial periods ended on 31 July 2008, 31 July 2009, 31 July 2010, 31 July 2011, 31 July 2012 and 31 July 2013. The audited consolidated financial statements for the periods ended on 31 July 2012 and 31 July 2013 comply with New Zealand equivalents to International Financial Reporting Standards, and other applicable Financial Reporting Standards, as appropriate for profit-oriented entities.

Documents available for inspection

For so long as any Notes shall be outstanding, copies of the following documents may be inspected during normal business hours at the registered office of the Issuer and the Specified Office of the Principal Paying Agent, and copies of the documents referred to in paragraphs (e), (f) and (g) below can be obtained free of charge, upon oral or written request, from the registered office and Specified Offices during normal business hours:

(a) the Paying Agency Agreement, as amended and restated from time to time;

(b) the Trust Deed, as amended and restated from time to time;

(c) the Dealer Agreement, as amended and restated from time to time;

(d) the constituting documents of the Issuer;

(e) the most recent publicly available audited consolidated financial statements of the Issuer for the years ended 31 July 2013 and 31 July 2012 and the corresponding audit reports;

(f) this Drawdown Prospectus and all supplements to this Drawdown Prospectus prepared by the Issuer from time to time; and

(g) the Base Prospectus for the Programme dated 30 October 2013 and all supplements to the Base Prospectus prepared by the Issuer from time to time;

(h) all reports (other than audit reports), letters and other documents, valuations and statements by any expert any part of which is extracted or referred to in the Base Prospectus (if any).

REGISTERED OFFICE OF THE ISSUER

Fonterra Co-operative Group Limited
Fonterra Centre
9 Princes Street
Auckland
New Zealand

JOINT LEAD MANAGERS

Citigroup Global Markets Limited
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

The Hongkong and Shanghai Banking Corporation Limited
Level 17, HSBC Main Building
1 Queen's Road Central
Hong Kong

TRUSTEE

Citicorp Trustee Company Limited
14th Floor
Citigroup Centre
Canada Square
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United Kingdom

PRINCIPAL PAYING AGENT

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21st Floor
Citigroup Centre
Canary Wharf
London E14 5LB
United Kingdom

LEGAL ADVISERS

To the Joint Lead Managers as to English law:
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28th Floor, Jardine House
One Connaught Place
Central
Hong Kong

To the Issuer as to New Zealand law:
Mayne Wetherell
Level 23
151 Queen Street
P.O. Box 3797
Auckland
New Zealand

AUDITORS TO THE ISSUER

PricewaterhouseCoopers
188 Quay Street
Private Bag 92162
Auckland
New Zealand

LUXEMBOURG LISTING AGENT

BNP Paribas Securities Services
Luxembourg Branch
33 rue de Gasperich
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L-2085 Luxembourg