



Modern Slavery Statement 2020



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At Fonterra, people matter – in our workforce, in our supply chain, and in the communities in which we operate. We believe that everyone has value and the right to be treated with respect and dignity, regardless of background or circumstances.

Our approach to addressing Modern Slavery is part of our commitment to human rights.

We recognise our responsibility to respect human rights and our ability to contribute to positive human rights outcomes. To achieve this, we are always working to foster a culture which supports internationally recognised human rights and seeks to avoid complicity in human rights abuse. In line with the UN Guiding Principles on Business and Human Rights, Fonterra's commitments are based on the International Bill of Human Rights and the principles concerning fundamental rights set out in the International Labour Organization Declaration on Fundamental Principles and Rights at Work.

Our commitments (embodied in our internal policies and standards) include seeking to provide safe, secure and non-discriminatory working

environments, good working conditions, ensuring the right to freedom of association and collective bargaining, prohibiting forced labour and child labour (including modern slavery), and prohibiting bribery and corruption.

We also consider the potential impact of our operations on local communities, and we require our supply chain to uphold human rights in their operations through our Supplier Sustainability Code of Practice.

The following statement sets out the actions taken by Fonterra to address modern slavery and risks in our business and supply chain for the financial year ending 31 July 2020.

In this statement, Fonterra reports on its actions to assess and address modern slavery risks associated with its operations, including its employment practices and the protections

provided for workers. Furthermore, this statement also outlines how Fonterra is assessing and addressing modern slavery risks within its supply chains, including the efforts with supply partners to mitigate this risk.

This statement was approved by the Fonterra Board of Directors on 16 March 2021.

Peter McBride, Chair

Miles Hurrell, Chief Executive Officer

Fonterra Structure, Operations and Supply Chain

Fonterra is a global dairy nutrition Co-operative owned by approximately 10,000 farmers. We're a world-leading dairy exporter – shaping the industry in quality and innovation. We share the goodness of dairy nutrition with the world through our brands, farming and processing operations across four continents. We are one of the top six dairy companies in the world by turnover, the leading exporter of dairy products and are responsible for more than a third of international dairy trade.

We make high-quality dairy ingredients, foodservice and consumer dairy products, which are sold in more than 130 countries. Our range of dairy ingredients are sold under our NZMP™ brand and can be found in prominent food and nutrition brands around the world.

Under our Anchor™ Food Professionals brand we create high quality, fit-for-purpose products and solutions for foodservice professionals in over 50 countries.

We also manufacture, market and distribute our own consumer products. These products include

branded dairy products sold direct to consumers, such as milk, milk powders, yoghurt, butter and cheese. Our three global consumer brands are Anchor™, Anlene™ and Annum™.

The milk we collect from our farmers is made into the many Fonterra dairy foods that generations of Australians have grown up with and love, including Perfect Italiano, Mainland, Western Star, Australian Dairies and Bega.

These exist alongside our Farm Source brand which works to make farming easier by lowering on-farm costs through the power of collective purchasing and by providing on-farm support and advice.

We have more than 20,000 employees across 28 markets, including manufacturing operations in New Zealand, Australia, Indonesia, Malaysia, Chile and Brazil. Our operations encompass significant research, development and application expertise, customer and consumer insight and is enabled by several supporting functions including human resource, sales and marketing teams.



Reporting Entities:

This 2020 Modern Slavery Statement covers Fonterra Co-operative Group Limited and its subsidiaries, including the following Australian reporting entities:

- Fonterra Brands (Australia) Pty Limited
- Fonterra Australia Pty Limited
- New Zealand Milk (Australasia) Pty Limited

Further details of Fonterra's subsidiaries are outlined in the 2020 Annual Report which is available at [Fonterra.com](https://www.fonterra.com).



Our Supply Chain

As a global organisation our supply chain sources raw milk from over 10,000 farms primarily in New Zealand, with some raw milk collection in five other countries (Australia, Sri Lanka, Chile, Brazil and China). We also source packaging and ingredients from suppliers globally. Our global supply chain stretches from farms to our Fonterra manufacturing facilities, as well as third-party manufacturing sites across the globe enabling the delivery of products to customers and consumers in more than 130 countries.

We make a significant socio-economic contribution to the regions where we operate and from where we source. Our supply chain includes suppliers who are involved in primary production (predominantly agriculture), processing and distribution of raw materials, and these suppliers recruit and employ workers associated with undertaking these activities. We also rely on a number of other indirect goods and services in our day to day operations, for example cleaning and security services.

We want to ensure that our procurement and other spending contributes to improving livelihoods. The range of products, sourcing locations, markets and regulations associated with these purchases can present risks and we apply a systematic approach to risk assessment that helps to identify and mitigate these risks, including the risk of modern slavery.

Rest of AMENA*

REVENUE (\$ MILLION)	3,322 FY19: 3,215
EMPLOYEES (FTE):	522 FY19: 520
MANUFACTURING SITES	3
RAW MILK COLLECTED (MILLION LITRES)	0

* AMENA - Represents ingredients, foodservice and consumer businesses in Africa, Middle East, Europe, North Asia and Americas (including Latin America)

China

REVENUE (\$ MILLION)	5,198 FY19: 4,352
EMPLOYEES (FTE):	1,625 FY19: 1,727
MANUFACTURING SITES	0
RAW MILK COLLECTED (MILLION LITRES)	298 FY19: 279

Rest of Asia Pacific

REVENUE (\$ MILLION)	5,881 FY19: 5,590
EMPLOYEES (FTE):	2,066 FY19: 2,170
MANUFACTURING SITES	4
RAW MILK COLLECTED (MILLION LITRES)	11 FY19: 13

United States

REVENUE (\$ MILLION)	949 FY19: 931
EMPLOYEES (FTE):	86 FY19: 87
MANUFACTURING SITES	0
RAW MILK COLLECTED (MILLION LITRES)	0



Total

REVENUE (\$ MILLION)	20,282¹ FY19: 19,255
EMPLOYEES (FTE):	20,278 FY19: 20,685
MANUFACTURING SITES	47 FY19: 48
RAW MILK COLLECTED (MILLION LITRES)	19,130 FY19: 19,547

Australia

REVENUE (\$ MILLION)	1,670 FY19: 1,776
EMPLOYEES (FTE):	1,276 FY19: 1,381
MANUFACTURING SITES	6 FY19: 7
RAW MILK COLLECTED (MILLION LITRES)	1,383 FY19: 1,583



New Zealand

REVENUE (\$ MILLION)	1,658 FY19: 1,676
EMPLOYEES (FTE):	11,757 FY19: 11,732
MANUFACTURING SITES	29
RAW MILK COLLECTED (MILLION LITRES)	16,901 FY19: 17,162



Latin America

REVENUE (\$ MILLION)	1,604 FY19: 1,715
EMPLOYEES (FTE):	2,946 FY19: 3,068
MANUFACTURING SITES	5
RAW MILK COLLECTED (MILLION LITRES)	537 FY19: 510





Understanding our modern slavery risks



Possible forms of modern slavery identified:

- Forced/Bonded labour
- Exploitation of migrant workers
- Deceptive recruitment
- Excessive working hours
- Underpayment of wages

Fonterra has been undertaking a Human Rights Due Diligence process for several years and in 2020 expanded this assessment to better understand our more salient modern slavery risks.

We have mapped our key sources of risk against Fonterra's operational and sourcing footprint as follows:

Operational Footprint:

- Staff locations
- Property locations
- Milk collection locations
- Manufacturing and own farm sites
- Third Party Manufacturing
- Merchandising

Sourcing Footprint:

- Locations of all ingredients' vendors
- Locations of top 400 vendors globally by spend (75% of procurement spend)
- Locations of top 200 Farm Source store goods vendors by spend

These sources of risk in our operational footprint have been identified primarily from the following indicators:

- World Bank World Governance Indicators
- Global Slavery Index (Walk Free Foundation)
- US Department of Labour List of Goods Produced by Forced Labour or Child Labour
- Various academic and NGO reports (including Amnesty International, Oxfam, University of Auckland, International Labour Organisation (ILO))

In addition, we have anonymously surveyed significant portions of our employee population to garner their feedback on the likelihood of human rights risks in our value chain.



Assessment of potential modern slavery risks across Fonterra’s operational and sourcing activities



Fonterra footprint	Modern Slavery Risk or Indicators of Modern Slavery	Activities
Operational	<ul style="list-style-type: none"> Forced/Bonded labour Exploitation of migrant workers Bullying and Harassment Underpayment of wages Excessive working hours 	<ul style="list-style-type: none"> Outsourced / contingent workforces (cleaning and merchandising) On Farm labour, particularly migrant workers Third Party Manufacturing, and milk supply to Third Party Manufacturing
Sourcing	<ul style="list-style-type: none"> Forced/Bonded labour Deceptive recruitment Exploitation of migrant workers Excessive working hours Underpayment of wages 	<ul style="list-style-type: none"> Sourcing of garments Magnesium and phosphate sourcing Sourcing of ingredients / packaging / finished goods from higher risk countries (including sugar and cocoa) Palm oil and Palm Kernel Expeller (PKE) sourcing Outsourced / contingent workforces (cleaning and merchandising)

As at 31 July 2020 we have not identified any specific instances of modern slavery across our value chain to date.

Key areas of potential risk

Based on our initial assessment we have identified key areas of key areas of potential risk within our operational and sourcing footprint that we will continue to understand and report on in future statements.

On-farm workers

All workers have rights as employees, and it is a crime for employers to exploit these. In Australia and New Zealand where the majority of our milk collection occurs these rights include holidays, leave, work breaks, wages, freely chosen work and written employment agreements.

Within the area of modern slavery, some risks for on-farm workers include bullying or harassment, insufficient pay (less than minimum wage), withholding of any form of leave or information about these entitlements, and overworking.

All farmers supplying milk to Fonterra are required to comply with the Fonterra Farmers' Terms of Supply (Terms of Supply), including compliance with the law. This requirement establishes sufficient control of the conditions under which the raw milk is supplied to Fonterra. Failure to comply with the Terms of Supply has a range of proportional consequences depending on the severity of the non-compliance. These

consequences are specified in the Terms of Supply and include increased on-farm audit frequency, undertaking corrective actions, financial penalties, placement under performance management and suspension of milk collection.

Farmers who are being investigated, or subject to an enforcement action by any regulator are required to immediately report this situation to Fonterra.

Our Co-operative Difference programme encourages farm business owners to take the Dairy NZ Workplace 360 assessment. This assessment helps to identify strengths and weaknesses in a work environment, shows opportunities for improvement and helps monitor progress.

Worker exploitation in the Palm Oil industry (and PKE sourcing)

Palm products are one of the highest-profile raw materials in our supply chain. The production of palm products is often linked to unsustainable practices, including deforestation, habitat destruction and poor human rights practices. More specifically, the palm oil industry has been linked to major human rights violations including the use of forced labour. The 2020 Trafficking in Persons report ranked Indonesia and Malaysia as Tier 2 and Tier 2 watch list countries, indicating that they

failed to meet the minimum standards established by the Trafficking Victims Protection Act (TVPA) and showed some efforts to correct this behaviour. However, trafficking in Malaysia is significantly increasing without proportional actions being taken to rectify the situation.

Approximately 30% of PKE imports into New Zealand are procured and distributed by Agrifeeds, a joint venture between Fonterra and Wilmar International. Our 50% share in the Agrifeeds joint venture was sold to Wilmar International in November 2020. We have been a member of the Roundtable for Sustainable Palm Oil (RSPO) since 2010, and since 2015, all of our palm oil purchases have been certified by the RSPO. In 2016, we launched our Palm Product Standard that requires all palm product vendors within our supply chain to publicly commit to No Deforestation, No Peat, No Exploitation (NDPE) and have processes to meet these commitments. This standard is currently under review and we expect to publish the new version in 2021. All Wilmar-owned palm oil mills have achieved 100% traceability to plantation level, and approximately 15% of their third-party supplying mills are traceable to plantation level.



Impact of COVID-19 on modern slavery risks

COVID-19 has significantly disrupted global supply chains and hence increased the risks of exploitation of vulnerable workers. As a result, Fonterra has been committed to supporting our co-operative and value chain partners to address new and changing modern slavery risks linked to the pandemic.

COVID-19 has exacerbated the vulnerability of a large proportion of the global population. Employment is no longer certain, stringent measures are required to ensure the safety of staff at work and governmental regulations are constantly changing. This new environment may increase the risks of worker exploitation; therefore, we must assess these risks and prepare to mitigate them at a global level.

According to the UN, the most vulnerable groups are being hit hardest by the pandemic – these include older persons, persons with disabilities, children, women, migrants and refugees. The restrictions on global travel have affected the feasibility of site audit checks for companies. There is an increased risk that employees may be working overtime to cover capacity gaps due to colleagues taking sick leave

or undergoing self-isolation. Workers who have lost their jobs as a result of the pandemic may become increasingly desperate for work, putting themselves at heightened risk of exploitation. Supply chain shortages and reduced international freight capacity have led to rapid increases in demand for several product categories. COVID-19's impact on our human rights plan:

- Delayed deadline for Modern Slavery Statement for 2020 financial year to March 2021
- Many activities planned for February to July 2020 (the second half of our financial year) to further identify and assess modern slavery risks (such as in person audit of our international supply chain, further consultation with regional businesses, development of specific risk responses) had to be deferred.
- We focused on the wellbeing and safety of our employees, milk suppliers, and maintaining income for our vendors and supply for our customers (including providing ingredients for medical nutrition products that support COVID-19 recovery).



Actions to treat and mitigate risks

Our approach to modern slavery is Co-operative-wide. We have a robust governance structure that oversees the management of modern slavery risks across our own operations and our supply chain. Outlined below are the global policies, programmes and frameworks already in place to mitigate human rights and modern slavery risks for our people, and those who interact with the Co-operative.

Policy Framework

Respect for human rights is embedded in our “Our People” Group Policy, and expectations are articulated throughout our people standards, and our code of conduct, “The Way We Work”. The Managing Director Co-operative Affairs is responsible for the governance of human rights within our business and our sphere of influence. To ensure clarity on the issue of labour standards and to protect universally recognised human rights, there are several key policies that set out the requirements of those within the organisation and those whom we seek to do business with.

Key supporting policies are available on [Fonterra.com](https://www.fonterra.com) and include:

Policy/Code	Purpose
Fonterra Global ‘The Way We Work’ Code of Business Conduct	Sets out expected behaviours for our employees towards each other, our customers and the wider community.
Fonterra Global Ethical Behaviour Policy	Sets the ethical expectations of our employees, embedding a culture of integrity, honesty and transparency.
Fonterra Global Health, Safety and Wellbeing Policy	Articulates our ambition to achieve zero harm for our people, including contractors and visitors to our sites.”
Fonterra Supplier Sustainability Code of Practice	Sets out our expectations for suppliers to align with our values and codes of conduct, including upholding human rights, fair working conditions and specifically excluding forced labour and child labour





International Union of Food (IUF) Obligations

In 2002, Fonterra, the IUF and the NZ Dairy Workers' Union (NZDWU) signed an agreement to ensure minimum labour standards for all employees of Fonterra and its subsidiaries, in NZ and around the world.

Minimum Labour Standards (ILO Conventions):

- Freedom of Association and Protection of the Right to Organise Convention, 1948 (No. 87)
- Right to Organise and Collective Bargaining Convention, 1949 (No. 98)
- Workers' Representatives Convention, 1971 (No. 135)
- Forced Labour Convention, 1930 (No. 29)
- Abolition of Forced Labour Convention, 1957 (No. 105)
- Minimum Age Convention, 1973 (No. 138)
- Worst Forms of Child Labour Convention, 1999 (No. 182)
- Equal Remuneration Convention, 1951 (No. 100)
- Discrimination (Employment and Occupation) Convention, 1958 (No. 111)

Supplier Code of Practice

We recognise that identifying and addressing modern slavery risks in our supply chain requires collaboration with our suppliers. Our supplier Sustainability Code of Practice (the "Code")

explains our expectations of our suppliers, and every supplier who signs our standard terms of purchase must endeavour to align their behaviour and business practices (and those of their subcontractors) with the principles contained in the Code. The Code sets out a range of expectations across social, economic and environmental areas. Our suppliers must commit to complying with Code requirements, which are drawn from the International Labour Organisation (ILO) and Ethical Trading Initiative (ETI). These are minimum standards based on the principles of the United Nations Universal Declaration of Human Rights. Fonterra expects suppliers/contractors to express their preparedness and intent to comply with the Code and to ask their subsidiaries and suppliers to comply as well.

The Sustainability Code of Practice is included in all new contracts and in the standard template when contracts are up for renewal, ensuring that every supplier regardless of size is required to adhere to the Code.

The Code explicitly expects suppliers to support the following ethical standards set out in the Code of Practice related to modern slavery:

- Freely chosen employment - Suppliers shall not make use of forced or bonded labour. Labour should be freely given, and employees should be free to leave in accordance with established rules.
- Child labour - Suppliers shall not employ children in violation of conventions 138 and 182 of the International Labour Organization.

- Freedom of association - Suppliers shall respect the right of employees to be represented by trade unions and other bona fide representatives of employees and engage in constructive negotiations with such representatives with a view to reaching agreements on employment conditions.

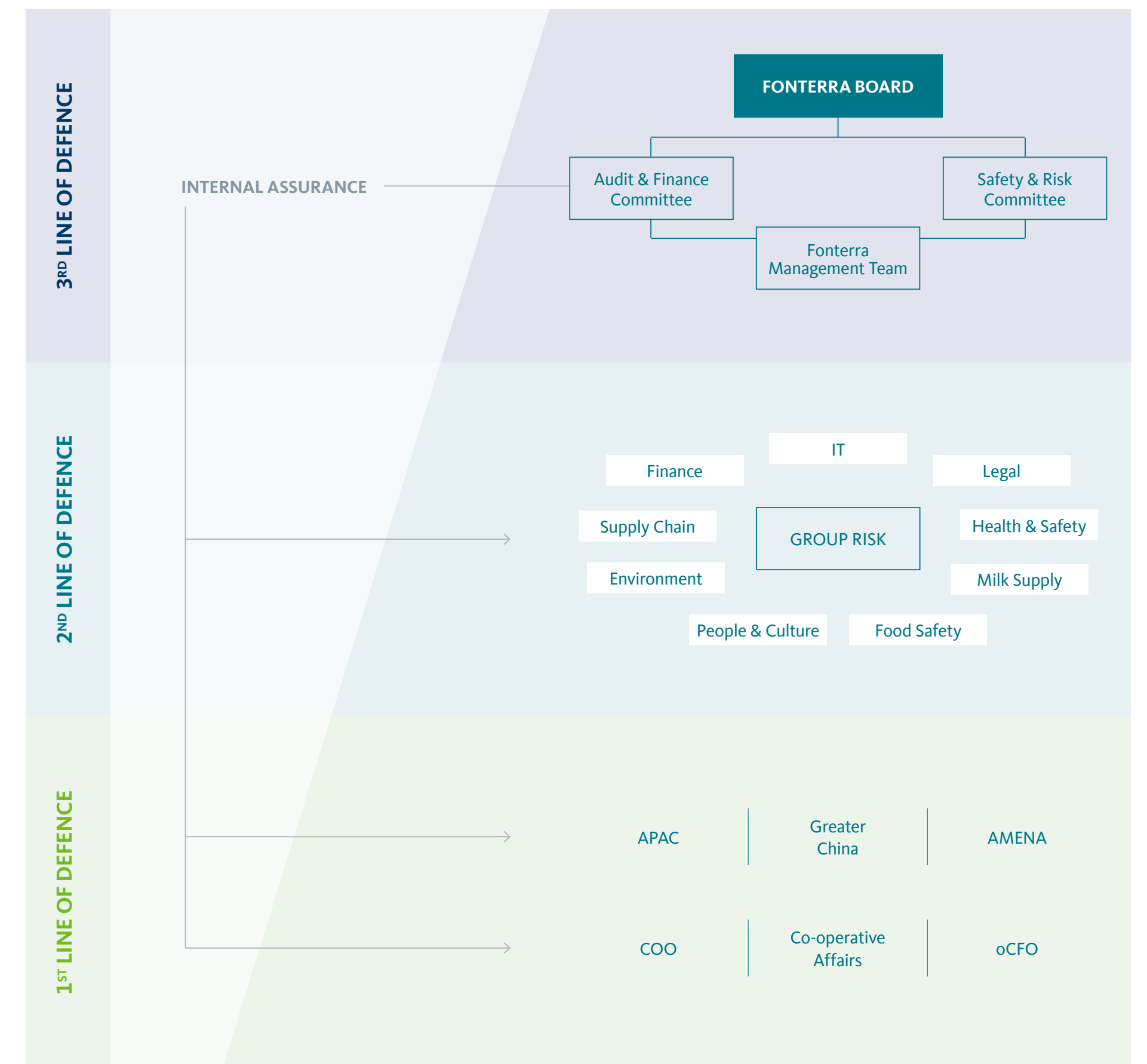
Governance and Risk Management

Fonterra's sustainability governance

The Fonterra Board has ultimate overall responsibility for Fonterra's sustainability performance, including our supplier strategy and issues relating to the risk of modern slavery in our operations and supply chain. Responsibility for the strategy and its integration into our day-to-day activities is shared across the organisation.

Fonterra's approach to Risk Management

Fonterra's Global Risk Management Policy outlines our risk principles and accountabilities, setting out the requirements for managing and reporting risk across our global business aligned to the ISO31000 Risk Management – Principles & Guidelines 2018. It is designed to embed a co-operative-wide risk management capability, establishing a consistent approach to identifying, assessing, controlling, monitoring and reporting on our key risks. These include risks that may affect our Co-operative's



ability to achieve its objectives and protect our people, shareholders, customers and reputation. Our risk management framework is based on the three lines of defence model. Fonterra’s first line of defence is our people. Managers and individual business units hold clear risk management responsibilities for business risk management, including requirements to ensure compliance with external requirements as well as Fonterra’s Global Policy standards. Our risk management and assurance processes support this via our group functions, ensuring a consistent best-practice approach to risk management across the business, aligned with our risk appetite settings. These processes are overseen by the Fonterra Management Team alongside a dedicated internal audit function, taking a risk-based approach to oversight of key business activities and reporting to the Board via the relevant Board committees.

Risk mitigation activities

1. Human Rights Due Diligence

Human Rights ‘due diligence’ is a process to identify and prioritise actual and potential human rights issues in an organisation’s direct and indirect sphere of influence. Fonterra has been undertaking a Human Rights Due Diligence process (following the guidance of the UN Guiding Principles on Business and Human Rights) for several years.

In 2017, our workforce evaluation across New Zealand, Australia, Brazil and Chile, covering approximately three-quarters of our employees, identified some concerns about bullying and harassment, long working hours and the potential for human rights risks in our non-milk supply chain. This year we have been responding to these concerns within our workforce, and in our supply chain.

We expanded our assessment approach in FY20 to consider products and geographies most at risk of modern slavery, though COVID-19 has impacted some of the more detailed regional analysis we were planning. In our non-milk supply chain, we have focused in a deeper assessment of human rights performance with our top 26 suppliers by value. Within our Australian Farm Source business, we conducted an assessment to understand the likelihood of farm work exploitation risks in Fonterra farm suppliers. The key risks were identified and response plans are being developed.

2. Independent evaluation and certification of sites

Our manufacturing sites are subject to regular internal and third-party audits. Internal audits are conducted by staff independent of the site and are used to identify areas for improvement. Third-party audits give regulatory authorities

and our customers independent assessments of our performance. Independent audits against the Sedex Member Ethical Trade Audit (SMETA) for labour practices, environment, health and safety and business practices are undertaken for the majority of our New Zealand based sites. We have also achieved a gold rating in our annual EcoVadis assessment.

3. Staff training and development

Buyers within our procurement teams play a critical role in assessing and managing the sustainability performance of our vendors. In FY19 we ran company-specific training on sustainability, including social and environmental issues faced in our supply chain with 77% of our Group Procurement team in attendance. This specifically included training on human rights risks to assist with our preparation to report on Modern Slavery.

4. Vendor assessments

Assessing and managing the risk of environmental and social issues within our supply chain is a core part of responsible procurement. We have assessed our top 400 non-milk suppliers globally (accounting for 75% of spend) and we extended the coverage of this assessment to also cover our Farm Source Retail business. For Farm Source retail, over 200 vendors were assessed for human rights and environmental risk, specifically investigating country of origin of goods and including the top 45 vendors by spend.

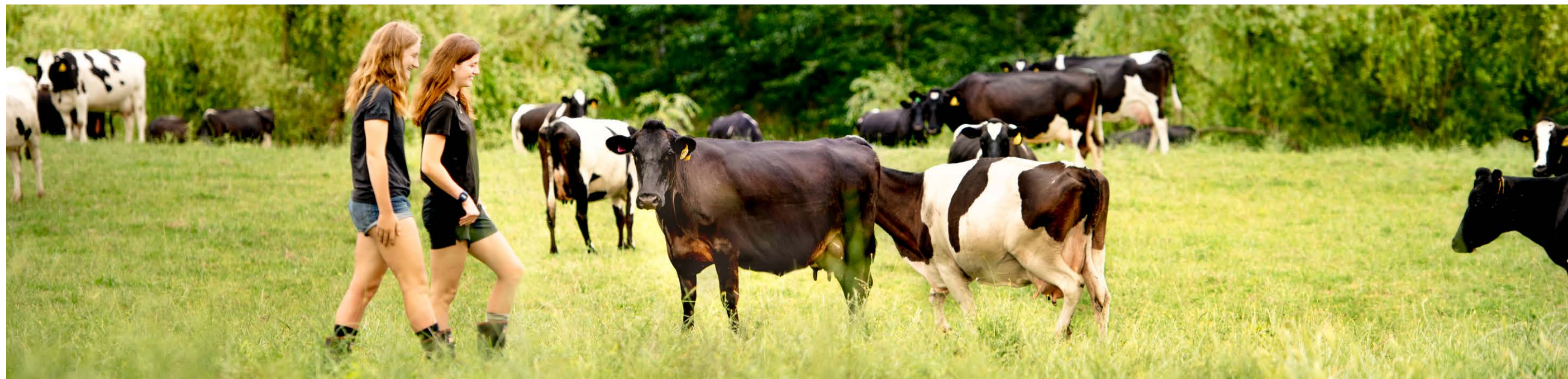
5. Social procurement

In May 2019, Fonterra signed up to be one of 12 founding “buyer members” in New Zealand’s first Social Procurement Programme. In conjunction with regional and local government, Ākina created the ‘Fwd:platform’ -a marketplace website that connects buyer members with Ākina certified social enterprises that are trading to deliver positive social and environmental impact. This year, we hosted a meeting with other like-minded organisations to support increased understanding and identification of opportunities across categories.

Reporting and monitoring of grievance mechanisms

We are committed to providing our teams access to effective remedies aligned with our commitment to the United Nations Guiding Principles on Business and Human Rights.

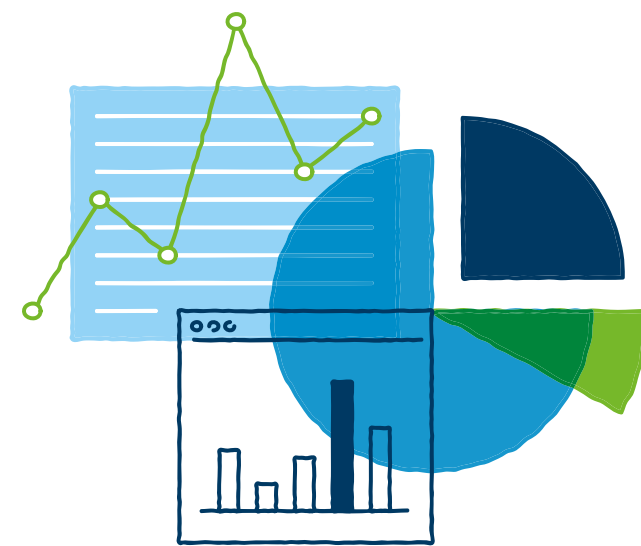
Fonterra has a ‘The Way We Work Hotline’, which is an independently administered, confidential service and has been designed specifically for reporting issues like theft, fraud, corruption, harassment, misconduct or other unethical behaviour. The Hotline is available to anyone working for or on behalf of Fonterra, and can be accessed 24/7 via telephone, website or e-mail, and different language versions are available.



Assessing the effectiveness of our actions

Fonterra does not currently have any key risk indicators specific to modern slavery as we have only just started assessing the full risk of modern slavery. We regularly review and assess the effectiveness of policies, codes and frameworks as part of our risk management framework. We will continue to develop and modify our approach as we formally identify our risks and implement mitigation measures. This will include developing metrics that enable us to track the progress and effectiveness of our actions over time, as we look to continually improve. The impacts of COVID-19 have delayed the development of metrics; however, we are looking to develop these over 2021 and 2022. Quantifiable metrics might include measuring access to collective bargaining across our supply chain, and grievance mechanisms in place and being used.

We understand that raising awareness is key in addressing the risk of modern slavery. We recognise the need to continue building capacity among our employees to identify risks of modern slavery and the actions required to respond effectively.



In 2020 we continued to be active members of several multi-stakeholder initiatives that are engaged in the protection and promotion of human rights and the elimination of forced labour. These include, the Roundtable on Sustainable Palm Oil (RSPO) and the International Union of Food (IUF). Our membership to these and other organisations allow us to assess our progress against industry best practice, work in collaboration across industries, and helps to identify areas for further improvement.





Consultation and looking ahead



All Fonterra entities operate under a common set of governance policies and programmes. This includes the programmes through which modern slavery risks in both our operations and supply chains are assessed and addressed by Fonterra. A process of consultation across Fonterra and some of our reporting entities was undertaken during the Human Rights due diligence process which contributed to the identification on salient modern slavery risks, and to help with the drafting of this statement. This included engagement with procurement, food safety and quality, third-party manufacturing and our Farm Source teams. We will look to expand this as we continue our Modern Slavery journey.

Fonterra is in the early stages of our Modern Slavery journey, and we are committed to further developing and refining our programme as we learn more about our risks and are looking to continually improve over time.

Our focus for the next few years will include:

- Deeper consultation across the business on material risks
- Development of action plans to address salient and material risks
- Implementation of an external grievance mechanism process
- Development of metrics to measure and monitor the effectiveness of actions

Appendix one

This statement was prepared to meet our Australian regulatory disclosure requirements. It complements our existing sustainability disclosure on the Fonterra website and in our sustainability and, annual and interim reports. The table to the right references where the mandatory criteria are disclosed for the Australian Modern Slavery Act 2018 and where more information is located in our Annual and Sustainability Reports.



Mandatory criteria	Location of information
Identify the reporting entity	Reporting entities (page 3) Fonterra 2020 Annual Report (page 136)
Describe the reporting entity’s structure, operations and supply chains	Fonterra structure, operations and supply chain (pages 3 – 4)
Describe the risks of modern slavery practices in the operations and supply chains of the reporting entity and any entities it owns or controls	Understanding our modern slavery risks (pages 5 – 6) Impact of COVID-19 on modern slavery risks (page 7)
Describe the actions taken by the reporting entity and any entities it owns or controls to assess and address these risks, including due diligence and remediation	Actions to treat and address risks (pages 8 – 11) Fonterra 2020 Annual Report (pages 171 – 174) Fonterra 2020 Sustainability Report (pages 54 and 68 – 69)
Describe how the reporting entity assesses the effectiveness of these actions	Assessing the effectiveness of our actions (page 11)
Describe the process of consultation with any entities the reporting entity owns or controls	Consultation and looking ahead (page 12)

