

NOTICE OF EXTRAORDINARY GENERAL MEETING

OF

TOTAL PRODUCE PLC

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (“EGM”) of Total Produce plc (the “Company”) will be held at 29 North Anne Street, Dublin 7, D07 PH36, Ireland on 17 June 2021 at 11.15 a.m. (or, if later, as soon thereafter as the Scheme Meeting (as defined in the document of which this Notice forms part) shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1 and 5 will be proposed as ordinary resolutions and Resolutions 2 and 3 as special resolutions (Resolutions 1 to 3 are hereinafter referred to as the “EGM Scheme Resolutions”) and Resolution 4 will be proposed as a non-binding advisory resolution. The EGM Scheme Resolutions may be voted on in such order as is determined by the Chair of the EGM. Capitalised terms used in this Notice have the meanings given to them in the document of which this Notice forms part (save as otherwise defined in this Notice).

1. Ordinary Resolution: Approval of the Transaction

That, subject to the approval of the Scheme of Arrangement at the Scheme Meeting by the requisite majorities, the Scheme of Arrangement (a copy of which has been produced to this meeting and for the purposes of identification signed by the Chair thereof) in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court be approved and the directors of the Company be authorised to take all such action as they consider necessary or appropriate for carrying the Transaction into effect as defined in the Scheme Circular containing the Notice of this resolution.

2. Special Resolution: Amendment of the Articles of Association

With effect from the passing of this Resolution, the Articles of Association of the Company be amended by the deletion of Article 14 and the insertion of the following new Articles 14 and 15 in its place and the consequent renumbering of the Articles:

“14. Share Exchange pursuant to the Scheme of Arrangement

- (a) In this Article, the “Scheme” means the scheme of arrangement between the Company and the holders of Ordinary Shares (which comprise the Ordinary Shares of €0.01 each in the capital of Company that are transferred under the Scheme pursuant to or by virtue of Chapter 1, Part 9 of the Companies Act 2014 (as amended) (“Act”)) as set out in the circular (the “Scheme Circular”) issued by the Company as required under Section 452 of the Act and dated 19 May 2021 in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court. Expressions defined in the Scheme Circular shall have the same meanings in this Article.
- (b) Notwithstanding anything else in these Articles, if the Company allots and issues any Ordinary Shares on or after the Voting Record Time, such shares shall be allotted and issued subject to the terms of the Scheme and the holder or holders of those shares shall be bound by the Scheme accordingly.
- (c) To give effect to the Share Exchange, each Holder is deemed to have consented and agreed to the following:
 - (i) the Company is irrevocably instructed to appoint any person (including any officer or employee of the Company, the Registrar, Euroclear Bank and/or EUI) as attorney or agent for the Holders to do everything necessary to complete the transfer of all of the Ordinary Shares to Dole plc (or such other nominee(s) of Dole plc as it may notify the Company in writing) and do all such other things and execute and deliver all such documents and electronic communications as may be required by Dole plc or as may, in the opinion of such attorney or agent, be necessary or desirable to vest all of the Ordinary Shares in Dole plc (or such other nominee(s) of Dole plc as it may notify the

Company in writing) and, pending such vesting, to exercise all such rights attaching to all of the Ordinary Shares as Dole plc may direct;

- (ii) the Registrar and/or the Secretary may complete the registration of the transfer of all of the Ordinary Shares as described in this Article by registering all of the Ordinary Shares in the name of Dole plc (or such other nominee(s) of Dole plc as it may notify the Company in writing) without having to furnish the former Holders of all of the Ordinary Shares with any evidence of transfer or receipt;
- (iii) the Registrar, the Secretary, Euroclear Bank and/or EUI releasing such personal data of the Holders of all of the Ordinary Shares to the extent required by DTC and Cede & Co and/or EUI to effect the Share Exchange and the issue of the Consideration Shares as contemplated by the Scheme;
- (iv) the Registrar and/or the attorney or agent appointed pursuant to this Article is empowered:
 - (A) to give such instructions to Euroclear Bank, EUI or otherwise as are necessary or desirable to give effect to the Share Exchange;
 - (B) withdraw any Ordinary Shares from the Euroclear System and from CREST and instruct the Registrar, the Secretary and/or EUI to do all that is necessary so that the register of members shall record such Ordinary Share as in the name of Dole plc or such other nominee(s) of Dole plc as it may notify the Company in writing;
 - (C) execute and deliver a form or forms of transfer or other instrument(s) or instruction(s) of transfer on behalf of the Holders of all of the Ordinary Shares in favour of Dole plc or such other nominee(s) of Dole plc as it may notify the Company in writing; and
 - (D) execute and deliver such agreements or other documentation, electronic communications and instructions as may be required in connection with the issue of the Consideration Shares to Cede & Co.

15. Central Securities Depository

- (a) Notwithstanding anything in these Articles to the contrary and subject to the rules of the applicable Central Securities Depository, the Directors may permit any class of shares to be held, and trades in those shares to be settled, through a Securities Settlement System operated by a Central Securities Depository. Without prejudice to the generality and effectiveness of the foregoing:
 - (i) the Directors may make such arrangements or regulations (if any) as they may from time to time in their absolute discretion think fit for the purpose of implementing and/or supplementing the provisions of this Article and the Share Exchange and the facilities and requirements of the Securities Settlement System and such arrangements and regulations (as the case may be) shall have the same effect as if set out in this Article;
 - (ii) the Directors may utilise the Securities Settlement System to the fullest extent available from time to time in the exercise of the Company's powers or functions under the Acts or these Articles or otherwise in effecting any actions;
 - (iii) for the purposes of Article 116, any payment in the case of shares held through a Securities Settlement System may be made by means of the Securities Settlement System (subject always to the facilities and requirements of the Securities Settlement System) and without prejudice to the generality of the foregoing, the making of a payment in accordance with the facilities and requirements of the Securities Settlement System concerned shall be a good discharge to the Company;

- (iv) where any class of shares in the capital of the Company is held through a Securities Settlement System and the Company is entitled under any provisions of the Acts, or the rules made and practices instituted by the Central Securities Depository or under these Articles, to dispose of, forfeit, enforce a lien or sell or otherwise procure the sale of any such shares, such entitlement (to the extent permitted by the Acts and the rules made and practices instituted by the Central Securities Depository):
- (A) shall include the right to require the Central Securities Depository of such Securities Settlement System to take such steps as may be necessary to sell or transfer such shares and/or to appoint any person to take such other steps in the name of the central securities depository (or its nominee(s)) as may be required to effect a transfer of such shares and such steps shall be as effective as if they had been taken by the Central Securities Depository (or its nominee(s)); and
- (B) shall be treated as applying only to such shares held by the Central Securities Depository or its nominee(s) and not to any other shares held by the Central Securities Depository or its nominee(s).”

3. Special Resolution: Cancellation of Euronext Growth and AIM Listings

That the listing of the Company’s share on Euronext Growth and AIM be cancelled with effect from the completion of the Transaction as defined in the Scheme Circular containing the Notice of this resolution.

4. Non-Binding Advisory Resolution: Creation of Distributable Reserves in Dole plc

That the reduction of all of the share premium of Dole plc resulting from the issuance of Consideration Shares (as defined in the Scheme Circular containing the Notice of this resolution) pursuant to the mandatory share exchange arrangement (adopted as part of the Scheme of Arrangement) and the issuance of Ordinary Shares to the C&C Parties pursuant to the Merger (as defined in the Scheme Circular containing the Notice of this resolution), in order to create distributable reserves of Dole plc be approved.

5. Ordinary Resolution: Section 238 Approval of the Option Cash Settlement Facility

That the Option Cash Settlement Facility (as defined in the Scheme Circular in which the Notice of this meeting is contained) be approved for the purpose of Section 238 Companies Act 2014 so that it may apply to all Total Produce Options (as defined in the Scheme Circular in which the Notice of this meeting is contained).

By order of the Board

Jacinta Devine
Company Secretary
Total Produce plc
29 North Anne Street
Dublin 7
D07 PH36
Ireland
Dated: 19 May 2021