

NOTICE OF SCHEME MEETING

HIGH COURT

IN THE MATTER OF TOTAL PRODUCE PLC

- and -

IN THE MATTER OF THE COMPANIES ACT 2014

NOTICE IS HEREBY GIVEN that by an Order made in the above matters, the High Court has, in accordance with section 450 of the Companies Act 2014, (the “Act”) directed that a meeting (the “**Scheme Meeting**”) be convened of the holders of all shares (“**Total Produce Shares**”) in the capital of Total Produce plc (the “**Company**”) for the purpose of considering and, if thought fit, approving a resolution to approve (with or without modification) a scheme of arrangement pursuant to Chapter 1 of Part 9 of the Act proposed to be made between the Company and the holders of all Total Produce Shares (the “**Scheme**”) and any motion by the Chair to adjourn the Scheme Meeting, or any adjournments thereof, to another time and place if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the Scheme Meeting to approve the Scheme and otherwise (together the “**Scheme Meeting Proposals**”) and that such Scheme Meeting be held at 29 North Anne Street, Dublin 7, D07 PH36, Ireland on 17 June 2021 at 11.00 a.m., at which place and time all holders of all Total Produce Shares are invited to attend and vote; such resolution being in the following terms:

“That the Scheme in its original form or with or subject to any modification(s), addition(s) or condition(s) approved or imposed by the High Court be agreed to.”

As required by section 449(1) of the Act (as amended by section 1087D of the Withdrawal of the United Kingdom from the European Union (Consequential Provisions) Act 2020) the resolution to approve the Scheme must be approved by a majority representing at least 75 per cent in value of the members present and voting either in person or by proxy at the Scheme Meeting. The quorum for the Scheme Meeting shall be at least two persons holding or representing by proxy at least one-third in nominal value of the issued shares in the Company. The Scheme Meeting Proposals may be voted on in such order as is determined by the Chair of the Scheme Meeting.

A copy of the Scheme and a copy of the Scheme Circular required to be furnished pursuant to Section 452 of the Act are incorporated in the document of which this Notice forms part. 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).

By the said Court Order, the High Court has designated Mr Carl McCann, or, failing him, any other director of the Company as the board of directors of the Company may determine to act as Chair of the Scheme Meeting and has directed the Chair to report the result thereof to the High Court.

Subject to the approval of the resolution to approve the Scheme proposed at the meeting convened by this Notice and the approval of the EGM Scheme Resolutions to be proposed at the extraordinary general meeting of the Company, in each case convened for 17 June 2021, the Company will (subject to availability of the High Court) apply to the High Court to sanction the Scheme and anticipates that the said application will be heard in July 2021.

The Scheme will be subject to the subsequent sanction of the High Court.

Dated: 19 May 2021

Arthur Cox LLP
Ten Earlsfort Terrace
Dublin 2
D02 T380
Ireland

Solicitors for the Company

Statement of Procedures

Availability of documents and information in connection with the Scheme Meeting on Total Produce's Website

1. Information regarding the Scheme Meeting, including the full, unabridged text of the documents and resolution to be submitted to the Scheme Meeting, will be available at <https://www.totalproduce.com>.

COVID-19 Restrictions

2. The Total Produce Board notes the measures currently in force in Ireland due to the ongoing COVID-19 pandemic. At the time of publication of this Scheme Circular, the Irish Government has prohibited public gatherings, save in certain limited circumstances. In light of these measures, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the Irish Government, and in order to protect the health and safety of the Company's shareholders and directors, we hope that shareholders will understand that Total Produce Shareholders and other attendees may not be permitted to attend the Scheme Meeting in person, save for the Chair, Total Produce's legal advisers and any Total Produce Directors that may be nominated by the Chair.
3. Having regard to the current Covid-19 regulations, all shareholders are advised to complete, sign and return a Form of Proxy as soon as possible but, in any event, so as to reach the Company's Registrar by 11.00 a.m. on 15 June 2021, or by close of business on 11 June 2021 in the case of voting instructions to be given to Broadridge by CDI holders, or by 10.00 a.m. on 15 June 2021 in the case of voting instructions to be given to Euroclear Bank by EB Participants. In the exceptional circumstances of the current Covid-19 pandemic, the Board strongly encourages shareholders to appoint the Chair of the meeting as their proxy, however, a shareholder may appoint another person, who need not be a member(s) of the Company, as a proxy, by electronic means or in writing, to vote some or all of their shares. If a shareholder appoints someone other than the Chair of the meeting to be their proxy, that person is unlikely to be able to attend in person if the prevailing Covid-19 measures require the Company to conduct the Scheme Meeting as a closed meeting.
4. The Company will take all appropriate safety measures as the Directors may in their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the Scheme Meeting to ensure the safety of any attendees and others involved with it. Such measures may include, without limitation, the restriction of the number of attendees, and health and/or compliance related checks and requirements.

Instructions for accessing the Virtual Meeting Platform

5. Total Produce Shareholders will be given the opportunity to remotely attend, speak, ask questions and vote at the Scheme Meeting via a virtual meeting platform provided by Lumi AGM UK Limited (the "Virtual Meeting Platform") and related teleconference facility.
6. In order to listen to the proceedings of the Scheme Meeting and ask questions at the Scheme Meeting, remote participation will be available by an audio broadcast and also the option of a telephone conference. In order to ask questions, listen to and vote at the Scheme Meeting and the EGM via the Lumi platform, holders of certificated shares or any person acting as a proxy will need to connect to the following site <https://web.lumiagm.com>. Lumi is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer V10 and lower are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device. Once shareholders have accessed <https://web.lumiagm.com> from a web browser on a tablet or computer, they will be asked to enter the Lumi Meeting ID which is **100-861-321**. Shareholders will then be prompted to enter a Shareholder Reference Number (SRN) and a PIN. The Shareholder Reference Number (SRN) and PIN can be found on the top of the Form of Proxy. Access to the Lumi platform for the purpose of the Scheme Meeting and the EGM will be available from 60 minutes before meeting start time. During the Scheme Meeting and the EGM, you must ensure you are connected to the internet at all times in order to listen to the Chair and ask questions. Therefore, it is your responsibility to ensure connection to the internet for the duration of the Scheme Meeting and the EGM. A user guide to the audio webcast is available on our website at: www.totalproduce.com. A duly appointed proxy or corporate representative should contact their nominee in order to access the Lumi platform. CDI holders or EB Participants (or underlying beneficial holders)

wishing to access the Lumi platform must arrange to have themselves appointed as their own proxy as explained above.

7. Access to the Scheme Meeting will be available from 10.00 a.m. on 17 June 2021, although the voting functionality will not be enabled until the Chair of the relevant Meeting declares the poll open.
8. Once the Chair of the meeting has formally opened the Scheme Meeting, he/she will explain that voting will take place by poll and outline the voting procedure. Voting will be enabled on the Scheme Meeting resolution on the Chair's instruction. This means that attendees may, at any time while the poll is open, vote electronically on the Scheme Meeting resolution.
9. Once the Scheme Meeting resolution has been proposed, it will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the Scheme Meeting.
10. During the Scheme Meeting, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling. Therefore, it is your responsibility to ensure connectivity for the duration of the Scheme Meeting via your wireless or other internet connection. The Virtual Meeting Guide contains further information on remotely accessing and participating in the Scheme Meeting via the Virtual Meeting Platform and related teleconference facility and is available on Total Produce's website at www.totalproduce.com.
11. The COVID-19 situation is constantly evolving, and the Irish Government may change current restrictions or implement further measures relating to the holding of shareholder meetings during the affected period. Any changes to the arrangements for the Scheme Meeting will be communicated to Total Produce Shareholders before the Scheme Meeting, including through our website www.totalproduce.com and by announcement through a Regulatory Information Service.

Appointment of Proxies

12. Total Produce Shareholders are strongly encouraged to submit proxy appointments and instructions for the Scheme Meeting as soon as possible, using any of the methods (by post, online or electronically) set out below. Total Produce Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. If any other person is appointed as proxy, he or she may not be permitted by the prevailing COVID-19 restrictions to attend the Scheme Meeting in person, but will be able to attend, speak, ask questions and vote at the Scheme Meeting remotely via the Virtual Meeting Platform and teleconference call as described above. If you intend to appoint a proxy other than the Chair of the Scheme Meeting, we would ask that, as a contingency measure, you would additionally appoint the Chair of the Scheme Meeting as an alternative in the event the initially intended proxy is unable to attend for any reason. This will facilitate your vote being included in a wider range of contingent scenarios.
13. It is required that forms appointing proxies be lodged with the Company's Registrars, Computershare Investor Services (Ireland) Limited, at PO Box 13030, Dublin 24, Ireland (if delivered by post) or at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand) not less than 48 hours before the time appointed for the said meeting. However, if not so returned, this Form of Proxy (together with such authority, if applicable) may be handed to the Chairman of the Scheme Meeting or Computershare, on behalf of the Chairman of the Scheme Meeting before the start of the Scheme Meeting. Alternatively, you may submit your Forms of Proxy via the internet by accessing the Company's Registrars' website www.eproxyappointment.com. To appoint a proxy on this website shareholders need to enter a Control Number, a Shareholder Reference Number (SRN), and PIN and agree to the terms and conditions specified by the Company's Registrar. The Control Number, the Shareholder Reference Number (SRN) and PIN can be found on the top of the Form of Proxy.
14. In the case of voting instructions to be given to Broadridge by CDI holders, such instructions must be lodged with Broadridge by the appropriate deadline which is expected to be close of business on 11 June 2021.

15. In the case of voting instructions to be given to Euroclear Bank by EB Participants, such instructions must be lodged with EB by the appropriate deadline which is expected to be 10.00 a.m. on 15 June 2021.
16. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
17. If the Form of Proxy is properly executed and returned, it will be voted in the manner directed by the shareholder executing it, or if no directions are given, will be voted at the discretion of the Chair of the Scheme Meeting or any other person duly appointed as proxy by the shareholder. A proxy shall be bound by the Total Produce Articles.
18. In the case of a corporation, the Form of Proxy must be either under its Common Seal or under the hand of an officer or attorney, duly authorised.
19. By the said Order, the High Court has appointed Carl McCann, Chair of Total Produce, or, failing him, such other director or officer of Total Produce as the board of directors of Total Produce may determine, to act as Chair of the said meeting and has directed the Chair to report the result thereof to the High Court.

Voting Record Time

20. Entitlement to attend and vote at the meeting, or any adjournment thereof, and the number of votes which may be cast thereat, will be determined by reference to the Register of Members of the Company at the close of business on 13 June 2021 or, in the event that this meeting is adjourned, at the close of business on the day that is four days before the time of any adjourned meeting. In each case, changes to the Register of Members of the Company after such time shall be disregarded.
21. The said scheme of arrangement will be subject to the subsequent sanction of the High Court.

Questions

22. Before the meeting, in the likely event of a closed meeting, a Shareholder may also submit a question in writing, to be received at least two business days before the meeting (i.e. by 11.15 a.m. on 15 June 2020) by post to the Company Secretary at Total Produce plc, 29 North Anne Street, Dublin 7, D07 PH36, Ireland or by email to jdevine@totalproduce.com. All correspondence should include sufficient information to identify a Shareholder on the Register of Member.