



This announcement contains inside information for the purposes of article 7 of the Market Abuse Regulation (EU) 596/2014.

28 July 2021

TOTAL PRODUCE PLC

The board of Total Produce plc announces that it has agreed with the affiliates of Castle & Cooke, Inc. (the “C&C shareholders”) to the waiver of the Valuation Floor and Minimum Secondary conditions in the Transaction Agreement which was announced on 17 February 2021. These waivers have been granted for Dole plc to proceed with its planned initial public offering (“IPO”) on the revised price range between \$16.00 and \$17.00 per share. Additionally, it has been agreed that there will be no secondary offering by the C&C shareholders in the IPO, such that all of the IPO proceeds will be solely for the benefit of Dole plc. The aggregate ownership of Total Produce plc shareholders in Dole plc after the IPO will be reduced from 61.5% to 57.1% using the mid-point of the revised price range compared to the mid-point of the previously announced price range.

As provided by the terms and condition of the Scheme of Arrangement which was approved by the High Court on 20 July 2021, the waiver of the Valuation Floor and Minimum Secondary conditions will not necessitate any changes to Share Exchange or the Merger as described in the Scheme of Arrangement.

As previously announced, trading in Total Produce plc shares on Euronext Growth and AIM will continue to be possible until the Share Exchange, as described in the Scheme of Arrangement. Subject to the Share Exchange being implemented, it is expected that Total Produce plc shares will be suspended from trading on Euronext Growth and AIM at 7.30 am (Irish time) on 30 July 2021.

Notice

This Announcement and any statements made in connection with this Announcement shall neither constitute an offer to sell nor the solicitation of an offer to buy any securities, or the solicitation of any proxy, vote, consent or approval in any jurisdiction in connection with the proposed business combination, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdictions. This communication is not intended for distribution to, or use by any person in, any jurisdiction where such distribution or use would be contrary to local law or regulation.

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