



DEL MONTE PACIFIC LIMITED
(incorporated in the British Virgin Islands with limited liability on 27 May 1999)
(the “Company”)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting (“GM”) of the Company will be held on Friday, 1 June 2018 at 10:00 a.m., in the Banquet Suite, Level 10 of M Hotel, 81 Anson Road, Singapore 079908, for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below.

All capitalised terms used in this Notice of GM which are not defined herein shall, unless otherwise defined herein, have the same meanings ascribed to them in the Circular dated 10 May 2018 (“Circular”).

AS AN ORDINARY RESOLUTION

THE PROPOSED PUBLIC OFFERING AND LISTING OF THE ORDINARY SHARES OF DEL MONTE PHILIPPINES, INC ON THE PHILIPPINE STOCK EXCHANGE RESULTING IN A REDUCTION OF DEL MONTE PACIFIC LIMITED’S INTEREST IN DEL MONTE PHILIPPINES, INC, WHICH IS ALSO A MAJOR TRANSACTION

RESOLVED THAT:—

- (a) approval be and is hereby given for (i) the sale of such number of the existing ordinary shares of Del Monte Philippines, Inc (“DMPI”) and/or the issuance of such number of new DMPI ordinary shares (collectively, the “**DMPI Sale Shares**”) to the public in the Philippines and up to such percentage of the DMPI Sale Shares to persons outside the United States of America in reliance of the applicable regulations in the United States of America; and (ii) the listing of all the issued ordinary shares of DMPI on The Philippine Stock Exchange, Inc in the Philippines on such terms as may be determined by the board of directors of the Company (collectively, the “**Proposed Public Offering**”);
- (b) the Directors and each of them be and are hereby authorised to from time to time cause the amendment, modification and/or supplementation of the terms of the Proposed Public Offering as the Directors or each of them may deem appropriate in the interests of the Company; and
- (c) the Directors and each of them be, and is hereby, authorised from time to time to cause the completion and the performance of all acts and things as the Directors or each of them may consider necessary, desirable or expedient to give effect to the matters referred to in paragraphs (a) and (b) above and/or to give effect to this resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any instruments, filings, notices, announcements, agreements and any other document(s) (if required) as the Directors or each of them shall think fit and in the interests of the Company.

By Order of the Board
Antonio E S Ungson
Company Secretary
10 May 2018

Explanatory Notes to Resolution to be passed –

The Ordinary Resolution proposed above, if passed, will allow DMPI to proceed with the Proposed Public Offering, subject to receipt of regulatory approvals and market conditions, which will then result in the reduction of DMPL’s interest in DMPI.

A. Notes for Shareholders (in Singapore):

1. A Shareholder entitled to attend and vote at the GM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If a Depositor wishes to appoint a proxy/proxies to attend the GM, then he/she must complete and deposit the Depositor proxy form at the office of the Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, at least forty-eight (48) hours before the time of the GM.
3. If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

B. Notes for Shareholders (in the Philippines):

1. Proceedings of the GM in Singapore will be made available to Shareholders in the Philippines via a videoconference facility at the 1st Floor, JY Campos Centre, 9th Avenue corner 30th Street, Bonifacio Global City, Taguig City, Metro Manila Philippines.
2. While electronic poll voting is not available to Shareholders in the Philippines who are unable to attend the GM in Singapore, they will still be able to vote by manual poll voting in Manila. However, Shareholders in the Philippines who wish to attend the GM in Singapore will be able to participate in the electronic poll voting. To facilitate registration, please bring a valid government-issued ID.
3. Shareholders in the Philippines who wish to vote but cannot attend either the GM in Singapore or the videoconference in the Philippines may still do so by appointing a proxy to attend the meeting in Singapore or in Manila. He/she must complete the enclosed proxy form and submit the same on or before 30 May 2018 at 5:00 p.m. to the Company’s Philippine Stock Transfer Agent, BDO Unibank Inc — Trust and Investments Group, at its office address at the Securities Services and Corporate Agencies Department, 15th Floor South Tower, BDO Corporate Centre, 7899 Makati Avenue, Makati City, 0726 Philippines, for the attention of Ms Carla B Salonga.
4. Only Shareholders at record date at the close of business on 30 May 2018 are entitled to attend and vote at the GM.
5. Shareholders in the Philippines may also be entitled to appoint not more than two (2) proxies to attend in his/her stead. A proxy need not be a Member or Shareholder of the Company.
6. Validation of proxies shall be held on 31 May 2018 at 12.00 p.m. at the office of the Company’s Philippine Stock Transfer Agent, BDO Unibank Inc — Trust and Investments Group.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the GM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the GM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the GM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.