

This Letter to Shareholders (the “**Letter**”) is issued by Del Monte Pacific Limited (the “**Company**”). If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”) or the Philippine Depository & Trust Corporation (“**PDTC**”), you need not forward this Letter with the Notice of General Meeting (“**GM**”) and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP or PDTC for a separate Letter with the Notice of GM and the attached Proxy Form to be sent to the purchaser or transferee.

Neither the Singapore Exchange Securities Trading Limited nor the Philippine Stock Exchange, Inc assumes any responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Letter.



DEL MONTE PACIFIC LIMITED

(Incorporated in the British Virgin Islands with limited liability on 27 May 1999)

LETTER TO SHAREHOLDERS

Directors:

Mr Rolando C Gapud (Executive Chairman)
Mr Benedict Kwek Gim Song (Lead Independent Director)
Mr Joselito D Campos, Jr (Managing Director and Chief Executive Officer)
Mr Edgardo M Cruz, Jr (Executive Director)
Mr Patrick L Go (Independent Director)
Dr Emil Q Javier (Independent Director)
Mr Godfrey E Scotchbrook (Independent Director)

Registered Office:

Craigmuir Chambers
PO Box 71
Road Town, Tortola
British Virgin Islands

13 August 2015

To: The Shareholders of Del Monte Pacific Limited

Dear Sir/Madam,

THE PROPOSED CHANGE OF AUDITORS FROM KPMG LLP TO ERNST & YOUNG LLP AND THE APPOINTMENT OF SYCIP GORRES VELAYO & CO. (ERNST & YOUNG PHILIPPINES) AS PHILIPPINE AUDITORS IN THE PHILIPPINES

1. INTRODUCTION

We refer to:

- (a) the Notice of General Meeting (the “**Notice**”) of Del Monte Pacific Limited (the “**Company**”) dated 13 August 2015, convening the General Meeting of the Company to be held on 28 August 2015 (the “**GM**”);
- (b) the Ordinary Resolution 5 proposed in item 5 of the Notice; and
- (c) the Ordinary Resolution 6 proposed in item 6 of the Notice.

The Directors are proposing to seek the Shareholders' approval for the proposed change of auditors of the Company and its subsidiaries (the "**Group**") from KPMG LLP ("**KPMG**") to Ernst & Young LLP ("**EY Singapore**") (the "**Proposed Change of Auditors**") and the appointment of Sycip Gorres Velayo & Co. (Ernst & Young Philippines) as the Group's Philippine Auditors at the GM. The purpose of this Appendix is to provide Shareholders with the relevant information pertaining to the aforesaid and to seek Shareholders' approval for the resolutions relating to the same at the GM.

2. THE PROPOSED CHANGE OF AUDITORS

2.1 Background

The incumbent Auditors, KPMG, have been Auditors of the Group since 28 April 2006, ie for the past nine years.

Since the Company's acquisition of Del Monte Foods, Inc in the United States of America ("**US**") in February 2014, the Company's net sales have increased more than four times and the operations have significantly expanded in scale and geographic coverage. About 80% of the Company's business is based in the US. The acquisition was very substantial and transformative.

Since the Company's audit requirements have significantly increased, the Company believes that this would be an opportune time to review the change of Auditors based on the outcome of a global request for proposal, benchmarking relevant experience and expertise, particularly in the US given its contribution to the enlarged Group, as well as relevant markets in Asia. Engaging a new audit firm would also accord the Group an opportunity to benchmark fees and realise cost efficiencies in light of significantly higher audit costs of the enlarged Group.

As a matter of new policy, the Audit and Risk Committee and the Board of Directors are of the opinion that a review of Auditors should be carried out every five years.

Accordingly, KPMG's term in office as Auditors will expire upon the conclusion of the GM. Following discussion with the incumbent Auditors, KPMG had agreed and provided the Company with their intention to retire at the forthcoming GM. The Company had also accepted their retirement.

The Directors wish to express their appreciation for the past services rendered by KPMG.

Efforts have been made by the Company to identify and appoint other suitable candidates (i.e. among the Big Four Audit Firms in Singapore¹) as new Auditors to perform the audit for the Group.

The Company invited reputable audit firms in Singapore (i.e. the Big Four Audit Firms in Singapore, including the incumbent Auditors) to submit proposals for the audit of the Group for the financial year ending 30 April 2016. The request for proposal included the invitees' network of firms, primarily in the US and the Philippines.

After reviewing the credentials, scope of services and fees proposed by the Big Four Firms in Singapore (including their ability to meet the Group's requirements), the Audit and Risk Committee, recommended to the Board the Proposed Change of Auditors.

¹ Big Four Audit Firms in Singapore refers to Deloitte & Touche LLP, Ernst & Young LLP, KPMG LLP and PricewaterhouseCoopers.

2.2 Opinion of the Directors and Audit and Risk Committee's Statement

The Directors and the Audit and Risk Committee are of the opinion, after having considered various factors (including the adequacy of the resources of EY Singapore, their experience and the audit engagement partner assigned to the Group, past working relationship with EY Singapore, EY Singapore's other audit engagements, the size and complexity of the Group, the number and experience of supervisory and professional staff assigned to the audit of the Group), that EY Singapore will be able to meet the audit requirements of the Group and that Rule 712 and Rule 715 of the Listing Manual have been complied with.

The Audit and Risk Committee has reviewed and recommends the Proposed Change of Auditors, having satisfied itself of the suitability of EY Singapore and ensuring compliance with the Listing Manual.

Subject to the Shareholders' approval, the Company will appoint EY Singapore and overseas independent member firms of Ernst & Young Global Limited ("**EY Global**") to audit its Singapore-incorporated subsidiaries and significant associated companies, and significant foreign-incorporated subsidiaries of the Group.

2.3 Confirmation from KPMG

In accordance with the requirements of Rule 1203(5) of the Listing Manual, KPMG has confirmed that they are not aware of any professional reasons why EY Singapore should not accept their appointment as Auditors.

2.4 Confirmation from the Company

In accordance with the requirements of Rule 1203(5) of the Listing Manual, the Company confirms that:

- (a) there were no disagreements with KPMG on accounting treatments within the last 16 months;
- (b) it is not aware of any circumstances connected with the change of Auditors that should be brought to the attention of the Shareholders;
- (c) the specific reasons for the change of Auditors are disclosed in Sections 2.1 and 2.2 above; and
- (d) it has complied with Rule 712 and Rule 715 of the Listing Manual.

2.5 Information on EY Singapore

EY Singapore is registered with the Accounting and Corporate Regulatory Authority and is an independent member firm of EY Global. EY Global is a network of professional accounting firms, represented by 728 independent firms in over 150 countries. EY Singapore is one of the Big Four Audit Firms.

EY Singapore has 140 partners and staff strength of over 2,300. EY Singapore offers business services, such as assurance, tax consulting, corporate advisory, corporate governance and risk management services.

More information about EY Singapore and EY Global can be found at www.ey.com/sg and www.ey.com.

Under the scope of engagement, EY Singapore will audit the Group's consolidated financial statements and audit the international companies of the Group, outside of the US and the Philippines. The US subsidiaries will be audited by EY US for the legal entity audit and by EY Singapore for Group audit purposes.

EY Singapore has a responsibility to report to the Shareholders whether in their opinion, based on their audit, the consolidated financial statements of the Group give a true and fair view of the state of affairs of the Group. EY Singapore will sign off on the Group's consolidated financial statements and the Annual Report (to be submitted to the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). For the avoidance of doubt, Sycip Gorres Velayo & Co. (Ernst & Young Philippines) will not be signing

off jointly with EY Singapore on the Group's consolidated financial statements that will be submitted to the SGX-ST.

Mr Alvin Phua Chun Yen will be the audit engagement partner assigned to the audit of the Company and its Singapore incorporated subsidiaries. He is a Fellow Certified Accountant, a practicing member of the Institute of Singapore Chartered Accountants and a Public Accountant registered with the Accounting and Corporate Regulatory Authority of Singapore.

Mr Phua has over 23 years of audit experience in Singapore with international accounting firms and has extensive experience in the audit of local, multinational companies and listed companies in diverse industries. He is currently the audit engagement partner of six (6) companies listed on the SGX-ST.

3. THE APPOINTMENT OF SYCIP GORRES VELAYO & CO. (ERNST & YOUNG PHILIPPINES) AS PHILIPPINE AUDITORS OF THE GROUP ("EY PHILIPPINES")

3.1 Background

The Company's shares have also been listed on the Main Board of the Philippine Stock Exchange, Inc ("PSE") since June 2013. As such, the Company is subject to the Securities Regulation Code of the Philippines ("SRC") and the rules of the Philippine Securities and Exchange Commission ("SEC"). SRC Rule 68, as amended, requires all publicly listed companies to appoint an auditor accredited by the SEC.

Aside from auditing the Philippine subsidiaries, EY Philippines would sign off the Group's consolidated financial statements, for the purposes of submission of the same to SEC, as required by the SEC. The SEC recognises only SEC-accredited auditing firms (ie essentially local Philippine auditing firms). Moreover, EY Philippines would be providing back office support to the audit requirements of their colleagues in the US and Singapore.

EY Philippines is affiliated with EY Singapore and EY Global, one of the Big Four Audit Firms.

3.2 Information on EY Philippines

EY Philippines is registered and accredited with the SEC, and is a member firm of EY Global. EY Global is a network of professional accounting firms, represented by 728 independent firms in over 150 countries. EY Philippines is one of the Big Four Audit Firms.

EY Philippines has 100 partners and staff strength of over 4,600. EY Philippines offers integrated solutions in assurance, tax, transaction and advisory services.

More information about EY Philippines and EY Global can be found at www.sgv.ph and www.ey.com.

Ms Catherine Lopez will be the audit engagement partner assigned to the audit of the Group. She is a member of the Philippine Institute of Certified Public Accountants (PICPA).

Ms Lopez has over 24 years of experience in the audit of local, multinational and listed companies in diverse industries.

3.3 Opinion of the Directors and Audit and Risk Committee

The Directors and the Audit and Risk Committee are of the opinion, after having considered various factors (including the adequacy of the resources of EY Philippines, their experience and the audit engagement partner assigned to the Group, past working relationship with EY Philippines, EY Philippines' other audit engagements, the size and complexity of the Group, the number and experience of supervisory and professional staff to be assigned to the audit of the Group), that EY Philippines will be able to meet the audit requirements of the Group and that SRC Rule 68, as amended, has been complied with.

The Audit and Risk Committee has reviewed the proposed appointment of EY Philippines and having satisfied itself of the suitability of EY Philippines under SRC Rule 68, as amended, duly recommended to the Board the appointment of EY Philippines as Philippine Auditors of the Group.

Subject to the Shareholders' approval, the Company will appoint EY Philippines as Philippine Auditors of the Group.

4. DIRECTORS' RECOMMENDATION

Having considered and reviewed the adequacy of the resources and experience of EY Singapore and EY Philippines, the Directors are of the opinion that the Proposed Change of Auditors and the appointment of the Group's Philippine Auditors are in the best interests of the Company, given the enlarged Group. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant Ordinary Resolution to be proposed at the GM.

5. CONSENTS

KPMG has given and has not withdrawn their consent to the issuance of this Appendix with the inclusion of, and references to, their name in the form and context in which they appear in this Appendix.

EY Singapore has given and has not withdrawn their consent to the issuance of this Appendix with the inclusion of and references to their name in the form and context in which they appear in this Appendix.

There is no requirement under the PSE or SEC for EY Philippines to issue a letter of consent.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Change of Auditors and the appointment of the Group's Philippine Auditors, and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company Secretary's office situated at 38 Beach Road, South Beach Tower, #29-11, Singapore 189767, during normal business hours on any weekday (except on public holidays) from the date of this Annual Report up to, and including, the date of the GM:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the Company's FY2015 Annual Report;
- (c) the professional clearance letter issued by KPMG to EY Singapore dated 28 July 2015; and
- (d) the letter of consent to act as Auditors dated 28 July 2015 from EY Singapore.

Yours faithfully
For and on behalf of the Board of Directors
DEL MONTE PACIFIC LIMITED

Rolando C Gapud
Executive Chairman

This page has been intentionally left blank.

