



## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

5. To approve the payment of Directors' fees of up to US\$621,000/- for the financial year ending 30 April 2026 ("FY2026") (FY2025: US\$621,000/-), to be paid quarterly in arrears, computed based on the fee structure set out below:

- Board Chairman: US\$99,000 per annum
- Directors: US\$54,000 per annum
- Audit and Risk Committee Chairman: US\$24,750 per annum
- Remuneration and Share Option Committee Chairman: US\$12,375 per annum
- Nominating and Governance Committee Chairman: US\$12,375 per annum
- Audit and Risk Committee Members: US\$13,500 per annum
- Remuneration and Share Option Committee Members: US\$6,750 per annum
- Nominating and Governance Committee Members: US\$6,750 per annum

[See Explanatory note (ii)]

[Resolution 6]

6. To authorise the Directors of the Company to fix, increase or vary the emoluments of Directors of up to US\$100,000/- with respect to services to be rendered in any capacity to the Company.

[See Explanatory note (iii)]

[Resolution 7]

7. To re-appoint Ernst & Young LLP as the Auditors of the Group and to authorise the Directors of the Company to fix their remuneration.

[Resolution 8]

8. To re-appoint SyCip Gorres Velayo & Co. (Ernst & Young Philippines) as the Philippine Auditors of the Group and to authorise the Directors of the Company to fix their remuneration.

[Resolution 9]

9. **Authority to Issue Shares**

That pursuant to Article 15(2) of the Company's Articles of Association and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including, but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions, and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings in each class) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to Shareholders of the Company shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings in each class) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings in each class) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings in each class) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

- (a) new Shares arising from the conversion or exercise of any convertible securities;

- (b) new Shares arising from the exercise of share options, which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

[Resolution 10]

#### 10. Renewal of Shareholders' Mandate for Interested Person Transactions

That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out on page 5 of the Company's information memorandum ("**Information Memorandum**") with any party who is of the class of Interested Persons described in the Information Memorandum, provided that such transactions are carried out in the normal course of business, at arm's length and on commercial terms, and in accordance with the guidelines of the Company for Interested Person Transactions, as set out in the Information Memorandum (the "**IPT Mandate**");
- (b) the IPT Mandate shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM of the Company; and
- (c) authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the IPT Mandate as they may think fit.

[See Explanatory Note (v)]

[Resolution 11]

By Order of the Board

Antonio E. S. Ungson  
Company Secretary  
20 August 2025

#### Explanatory Notes to Resolutions to be passed –

- (i) The bio data of Directors seeking re-appointment or appointment are appended for Shareholders' information:

**Mr. Joselito D. Campos, Jr.**

**Executive Director, 74**

Appointed on 20 January 2006 and last re-appointed on 26 August 2022

Mr. Joselito D. Campos, Jr. is the Managing Director and CEO of DMPL, and a Director of Del Monte Foods Holdings Limited and of Del Monte Philippines, Inc., DMPL's Philippine subsidiary. Mr. Campos is Chairman and CEO of the NutriAsia Group of Companies, a major food conglomerate in the Philippines. He is also Chairman of Fort Bonifacio Development Corp. and Chairman of Ayala Greenfield Development Corp., two major Philippines property developers. He is a Director of San Miguel Corporation, one of the largest and oldest business conglomerates in the Philippines. He was formerly Chairman and CEO of United Laboratories, Inc. and its regional subsidiaries and affiliates. Unilab is the Philippines' largest pharmaceutical company with substantial operations in the Asian region. Mr. Campos is the Consul

General in the Philippines for the Republic of Seychelles. He is also Chairman of the Metropolitan Museum of Manila, Bonifacio Arts Foundation, Inc., The Mind Museum and the Del Monte Foundation, Inc. He is a Trustee and Global Council Member of the Asia Society in the Philippines; a Trustee of the Philippines-China Business Council and the Philippines Center for Entrepreneurship; a National Advisory Council Member of the World Wildlife Fund-Philippines; and a Director of the Philippine Eagle Conservation Program Foundation, Inc. Mr. Campos holds an MBA from Cornell University.

**Ms. Lee Kia Jong Elaine (Mrs. Elaine Lim)**

**Lead Independent Director, 69**

Appointed on 6 September 2024

In line with Provision 4.4 of the Code of Corporate Governance: (a) there are no relationships or business relationships which Mrs. Elaine Lim, her immediate family member, or an organization in which she or her immediate family member is a substantial shareholder, partner (with 5% or more stake), executive officer or Director has with the Company or any of its related corporations. (b) She holds directorship in two other listed companies.

Mrs. Elaine Lim is DMPL's Chairperson of the Nominating and Governance Committee. An advocate for corporate governance (CG), Mrs. Lim had provided thought-leadership and training to advance best CG practices. She served as a member of the review panels for the first CG e-guide produced by the Singapore Institute of Directors (SID) and a board appointment guide for charities published by the Council for Board Diversity. She was an adjunct lecturer for SID's Listed Entity Director program and the Singapore Management University. With a strong track record in capital market transactions, stakeholder relations, crisis management and financial restructuring, she had served on diverse boards across the public sector, non-profit organizations and SGX-listed companies, including Singapore Land Authority, SID, the Diversity Action Committee, National Youth Council, National Council of Social Service, Community Chest of Singapore, Singapore Dance Theatre, SATA, M1 Limited, Chemical Industries (FE) Limited and HSR Global Limited. She currently serves on the boards of SGX-listed Combine Will International Holdings Limited and Sabana Industrial REIT. Mrs. Lim is a graduate of the University of Chicago Booth Graduate School of Business and a Fellow of SID.

**Mrs. Joanne de Asis Benitez**

**Independent Director, 74**

Appointed on 11 December 2024

In line with Provision 4.4 of the Code of Corporate Governance: (a) there are no relationships or business relationships which Mrs. de Asis Benitez, her immediate family member, or an organization in which she or her immediate family member is a substantial shareholder, partner (with 5% or more stake), executive officer or Director has with the Company or any of its related corporations. (b) She holds directorship in two other listed companies.

Mrs. Joanne de Asis Benitez is DMPL's Chairperson of the Audit and Risk Committee. She has almost 50 years of experience in capital markets and investment banking. She has been senior advisor for Morgan Stanley involved in global transactions with Asian focus, specializing in the Philippines. Mrs. de Asis Benitez is the Chairperson of Globe Capital Partners, a boutique advisory group whose affiliations are distinguished experts. She is active in various organizations where she sits on the board or international advisory board. Among them are: Anneberg Foundation Trust at Sunnylands, Walton Family's Crystal Bridges Museum, Brettonwoods Committee and World Economy Council, all in USA, the International Institute of Strategic Studies (UK), and the APEC Business Advisory Council (Philippines). Mrs. de Asis Benitez is also one of the advisory council members of Philippine President Marcos Jr.'s Private Sector Advisory Council Infrastructure Cluster since 2022. She is an Independent Director of Easycall Communications Philippines, Inc. and Aboitiz Equity Ventures. Mrs. de Asis Benitez was previously Managing Director of Credit Suisse First Boston New York. In 2002, Philippine President Arroyo recognized her as the Most Outstanding Overseas Filipino. She also received the Pamana Award for professional excellence in the highly competitive field of global finance for channelling investments to the Philippines. Mrs. de Asis Benitez holds an MBA from Columbia Business School where she received the Student of the Year award. She also completed an Executive Management Program at Stanford University in 2000.

**Dr. Eufemio T. Rasco, Jr.****Independent Director, 75**

Appointed on 6 September 2024

In line with Provision 4.4 of the Code of Corporate Governance: (a) there are no relationships or business relationships which Dr. Rasco, Jr., his immediate family member, or an organization in which he or his immediate family member is a substantial shareholder, partner (with 5% or more stake), executive officer or Director has with the Company or any of its related corporations, and (b) he does not hold directorship in other listed companies.

Dr. Eufemio T. Rasco, Jr. is DMPL's Chairperson of the Remuneration and Share Option Committee. He served as Executive Director of the Institute of Plant Breeding in the University of the Philippines (UP) and of the Philippine Rice Research Institute. He was the founding research director and now a member of the Board of Advisers of East West Seed Company, which has become one of the world's leading tropical vegetable seed companies from its modest beginnings in the Philippines. Dr. Rasco also worked for the International Potato Center as Coordinating Scientist for its collaborative programs across 8 Asia Pacific countries. He founded and served as the Chairperson of the Philippine Science Foundation for Rice Research and Industry until 2024, and presently sits in its Board of Trustees. Dr. Rasco provided leadership in crop biotech R&D of neglected crops at UP Mindanao where he is now a Professor Emeritus. He used to serve as Dean of its College of Science and Mathematics. At UP Los Banos and UP Mindanao, he authored 5 books and 90+ scientific papers. As Chairperson of the Agricultural Sciences Division of the National Academy of Science and Technology (NAST) for 9 years, he influenced the crafting of strategic plans for the modernization of Philippine agriculture. He was previously the Interim President of NAST. Dr. Rasco holds a PhD in Plant Breeding and International Agriculture from Cornell University in New York, USA, and an MS degree in Plant Physiology from UP Los Banos, where he also holds a BS in Agriculture Major in Animal Science, *magna cum laude*.

- (ii) The Ordinary Resolution 6 above is to approve the payment of Directors' fees for FY2026, to be paid quarterly in arrears in accordance with the proposed fee structure. The fee structure is based on guidelines recommended by the Singapore Institute of Directors and disclosed in the Corporate Governance Report in the Annual Report. The proposed Directors' fees for FY2026 are commensurate with the onerous responsibilities placed on the Directors.

The Ordinary Resolution 6 if passed, will authorise the payment of Directors' fees for FY2026, in accordance with the fee structure, amounting up to US\$621,000/- and there is no change from prior year on a per Director basis.

- (iii) The Ordinary Resolution 7 proposed above, if passed, will also authorise the Directors of the Company to fix, increase or vary the emoluments of Directors of up to US\$100,000/- with respect of services to be rendered in any capacity to the Company. This would provide flexibility for the Company to engage or procure the specialist services of Directors as appropriate and as may be required by the Company.
- (iv) The Ordinary Resolution 10 proposed above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings in each class) in the capital of the Company, of which up to 15% may be issued other than on a pro rata basis to Shareholders. For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings in each class) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings in each class) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of Shares.
- (v) The Ordinary Resolution 11 proposed above, if passed, will authorise the Interested Person Transactions as described in the Information Memorandum and will empower the Directors to do all acts necessary to give effect to the IPT Mandate. This authority will, unless previously revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM of the Company.

## Important Information

The AGM will be held by way of physical meeting in Singapore and proceedings of the AGM 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.

### Access to Documents

Printed copies of this Notice and the accompanying proxy form will be sent by post to Shareholders. DMPL's FY2025 Annual Report, Sustainability Report and Information Memorandum will be published on the Company's website at the URL <https://www.delmontepacific.com>, the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and PSE website at the URL <https://edge.pse.com.ph/announcements/form.do> on 27 August 2025. Shareholders may also request for a printed copy of the Annual Report through [jluy@delmontepacific.com](mailto:jluy@delmontepacific.com).

### Submission of Questions

1. Shareholders, including CPF and SRS investors, may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM:
  - (a) if submitted by post, be deposited at the Registered Office of the Company's Singapore Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be sent via email to [delmonteagm@boardroomlimited.com](mailto:delmonteagm@boardroomlimited.com)

When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes.

All questions must be received by **Tuesday, 2 September 2025**.

2. The Company will address all substantial and relevant questions received from members by publishing its responses to such questions on the SGX website and the Company's website at the URL <https://www.delmontepacific.com> by **Sunday, 7 September 2025**. The Company will respond to questions or follow-up questions submitted after the 2 September 2025 deadline at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

### **A. Notes for Shareholders in Singapore:**

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company.
2. If a Depositor wishes to appoint a proxy/proxies to attend the AGM, then he/she must complete and deposit the Depositor proxy form to the office of the Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 or email to [delmonteagm@boardroomlimited.com](mailto:delmonteagm@boardroomlimited.com) at least forty-eight (48) hours before the time of the AGM.
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. Only Shareholders at record date at the close of business of **Monday, 8 September 2025** are entitled to attend and vote at the AGM.
2. While electronic poll voting is not available to Shareholders in the Philippines who are unable to attend the AGM 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 AGM 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 AGM 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 Tuesday, 9 September 2025 at 10.00 a.m.** to the Company's Philippine Stock Transfer Agent, BDO Unibank, Inc. Trust and Investments Group - Securities Services (Stock Transfer), at its office address in 44<sup>th</sup> Floor BDO Corporate Center Ortigas, East Tower, 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines, for the attention of Ms. Concepcion "Jeng" Foronda and Ms. Gesan Tesiorna or email to [bdo-stocktransferteam2@bdo.com.ph](mailto:bdo-stocktransferteam2@bdo.com.ph).
4. 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.
5. Validation of proxies shall be held on **Wednesday, 10 September 2025 at 12.00 p.m.** at the office of the Company's Philippine Stock Transfer Agent, BDO Unibank Inc. Trust and Investments Group – Securities Services (Stock Transfer).

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

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