



DEL MONTE PACIFIC LIMITED

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

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting ("GM") of the Company will be held at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908, on Tuesday, 15 April 2014 at 10:30 a.m. (or immediately following the conclusion of the Annual General Meeting to be held on the same day), for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below.

Terms used in this Notice of GM which are not defined herein shall have the same meanings ascribed to them in the Circular dated 21 March 2014 to Shareholders ("Circular").

RESOLUTION 1:

AS A SPECIAL RESOLUTION

THE PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND THE PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

THAT:-

- (a) approval be and is hereby given for the Proposed Increase of Authorised Share Capital of the Company and the Proposed Amendments to the Memorandum and Articles of the Company, details of which are set out in the Circular;
- (b) the Directors be and are hereby authorised to prepare, finalise, approve and execute any instruments, filings, notices, announcements, agreements and other documents and do all acts and things which they may in their absolute discretion consider necessary desirable or expedient for the purposes of or in connection with the Proposed Increase of Authorised Share Capital of the Company and the Proposed Amendments to the Memorandum and Articles and/or to give effect to this resolution.

RESOLUTION 2:

AS AN ORDINARY RESOLUTION

THE PROPOSED SPECIFIC PREFERENCE SHARE ISSUE MANDATE UP TO A MAXIMUM SUBSCRIPTION AMOUNT OF US\$500,000,000 TO FUND THE ACQUISITION OF THE CONSUMER FOOD BUSINESS IN THE UNITED STATES

THAT:-

Subject to and contingent upon the passing of Resolution 1, and pursuant to Article 15 of the Company's Articles of Association and the Listing Manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual"), authority be and is hereby given to the Board as follows:

- (a) approval be and is hereby given for the Proposed Specific Preference Share Issue Mandate including, without limitation, for the Board to issue Preference Shares referred to in the Memorandum and Articles in one or more series pursuant to the Proposed Specific Preference Share Issue Mandate and whether by way of rights, bonus or otherwise;
- (b) the Proposed Specific Preference Share Issue Mandate be for such amount up to the authorised number of Preference Shares by resolution of directors, at such time, in such amounts, on such terms and conditions, to such persons and for such consideration as may be determined by resolution of directors from time to time without any further approval of the members including, without limitation, any approval of the members that would be required pursuant to Clause 15; provided that the issue of any Preference Shares shall be subject to such limitation thereof as may be prescribed by the Designated Stock Exchange;
- (c) to make or grant offers, agreements or options that might or would require Preference Shares referred to in sub-paragraph (a) above to be issued, not being Ordinary Shares to which any authority for a general share issue mandate previously granted by the members in general meeting relates at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Preference Shares referred to in sub-paragraph (a) above in pursuance of any offers, agreements or options made or granted by the Directors while this Resolution was in force, and (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; and/or
- (d) the Directors be and are hereby authorised to prepare, finalise, approve and execute any instruments, filings, notices, announcements, agreements and other documents and do all acts and things which they may in their absolute discretion consider necessary desirable or expedient for the purposes of or in connection with the Proposed Specific Preference Share Issue Mandate and/or to give effect to this resolution.

By Order of the Board

Yvonne Choo
Company Secretary
21 March 2014
Singapore

A. Notes for Singapore Shareholders:

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 Singapore Share Transfer Agent, 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 Philippines Shareholders:

1. As electronic poll voting is not available to Philippines Shareholders, they will not be able to vote at the GM. Shareholders wishing to attend the GM in Singapore however, would be able to participate in the electronic poll voting. To facilitate registration, please bring a valid government-issued ID.
2. Philippines Shareholders wishing to vote may only do so by appointing a proxy to attend the meeting in Singapore. He/she must complete the enclosed proxy form and submit the same on or before 11 April 2014 at 10:30 a.m. to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc., at its office address at the BDO Stock Transfer Department, 15th Floor South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City 0726, Philippines for the attention of Ms. Adora A. Yanga, Vice-President.
3. Proceedings of the GM will be made available to Philippines Shareholders via a videoconference facility at the 1st Floor, JY Campos Centre, 9th Avenue corner 30th Street, Bonifacio Global City, Taguig City, Philippines.
4. Only Shareholders at record date at the close of business on 11 April 2014 are entitled to attend and vote at the GM.
5. Philippines Shareholders 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 14 April 2014 at the office of the Philippine Stock Transfer Agent.