

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 29 , 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to            .

Commission file number 333-07708

**FRESH DEL MONTE PRODUCE INC .**  
(Exact Name of Registrant as Specified in Its Charter)

<p style="text-align: center;">Cayman Islands (State or Other Jurisdiction of Incorporation or Organization)</p> <p style="text-align: center;">c/o H&amp;C Corporate Services Limited P.O. Box 698, 4<sup>th</sup> Floor, Apollo House, 87 Mary Street George Town,            Grand Cayman,            KY1-1107 Cayman Islands (Address of Registrant's Principal Executive Offices)</p>	<p style="text-align: center;">N/A (I.R.S Employer Identification No.)</p> <p style="text-align: center;">N/A (Zip Code)</p>
<p>( 305 ) 520-8400 (Registrant's telephone number including area code)</p>	

Please send copies of notices and communications from the Securities and Exchange Commission to:

c/o Del Monte Fresh Produce Company  
241 Sevilla Avenue  
Coral Gables, Florida 33134  
(Address of Registrant's U.S. Executive Offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Ordinary Shares, Par Value \$0.01 Per Share	FDP	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.    Yes ☒    No ☐

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.    Yes ☐    No ☒

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.    Yes ☒    No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	Emerging growth company
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes ☒ No ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

The aggregate market value of Ordinary Shares held by non-affiliates at June 30, 2023, the last business day of the registrant's most recently completed second quarter, was \$ 886,841,685 based on the number of shares held by non-affiliates of the registrant and the reported closing price of Ordinary Shares on June 30, 2023 of \$ 25.71 .

As of February 16, 2024, there were 47,629,018 ordinary shares of Fresh Del Monte Produce Inc. issued and outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement for the 2024 Annual General Meeting of Shareholders to be filed with the Securities and Exchange Commission within 120 days after the end of the registrant's fiscal year are incorporated by reference in Part III of this report.

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PART I

Item 1. Business

Business Overview



Fresh Del Monte Produce Inc. (the “Company,” “we” or “us”) is one of the world’s leading vertically integrated producers, marketers and distributors of high-quality fresh and fresh-cut fruit and vegetables, as well as a leading producer and distributor of prepared fruit and vegetables, juices, beverages and snacks in Europe, Africa and the Middle East. We market our products worldwide primarily under the *Del Monte®* brand, a symbol of product innovation, quality, freshness and reliability since 1892. Our global sourcing and logistics network allows us to provide consistent delivery of high-quality products and value-added services to our customers.

We have leading market positions in the following product categories and we believe we are:

- the largest marketer of *fresh pineapples* in the United States, and a leading marketer in other markets worldwide;
- the third-largest marketer of *bananas* in the United States, and a leading marketer in other markets worldwide; and
- a leading marketer of:
  - *fresh-cut fruit* in the United States, Canada, Japan, South Korea, and the United Kingdom;
  - *fresh-cut vegetables* in North America, South Korea, Kuwait, United Arab Emirates, Japan, and Saudi Arabia;
  - *avocados* in the United States; and
  - *canned fruit* in Europe, Africa, and the Middle East.

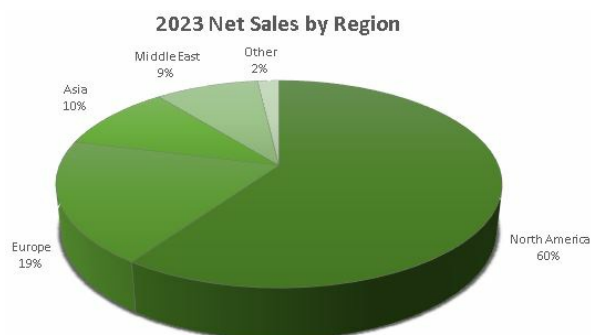
Our vision is to inspire healthy lifestyles through wholesome and convenient products. Our strategy is founded on six goals:



Our business is comprised of three reportable segments, two of which represent our primary businesses of fresh and value-added products and banana, and one that represents our other ancillary businesses.

- *Fresh and value-added products* - includes pineapples, fresh-cut fruit, fresh-cut vegetables (which includes fresh-cut salads), melons, vegetables, non-tropical fruit (which includes grapes, apples, citrus, blueberries, strawberries, pears, peaches, plums, nectarines, cherries and kiwis), other fruit and vegetables, avocados, and prepared foods (which includes prepared fruit and vegetables, juices, other beverages, and meals and snacks).
- *Banana*
- *Other products and services* - includes our third-party freight and logistic services business and our Jordanian poultry and meats business.

We market and distribute our products to retail stores, club stores, convenience stores, wholesalers, distributors and foodservice operators in more than 80 countries around the world. North America is our largest market, accounting for 60 % of our net sales in 2023. Our other major markets are Europe, the Middle East (which includes North Africa) and Asia. Our net sales by region for the year 2023 are depicted in the chart below.

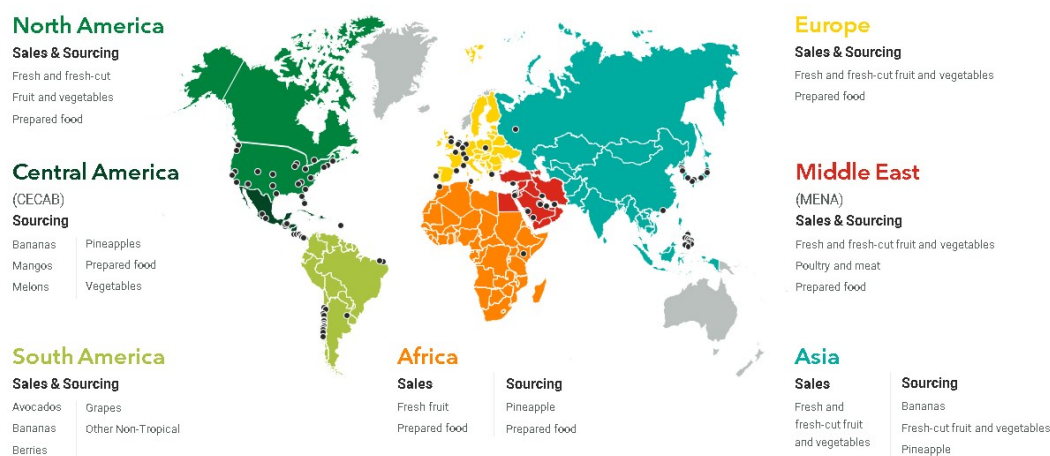


We produce, source, distribute and market a broad array of fresh produce, primarily under the *Del Monte®* brand, as well as under other proprietary brands, such as *UTC®* and *Rosy®*. We also produce, distribute and market prepared fruits and vegetables, juices, beverages and snacks under the *Del Monte®* brand, as well as other proprietary brands, such as *Just Juice®*, *Fruitini®*, *Pinkglow®*, *Del Monte Zero™*, *Honeyglow®*, *Rubyglow®*, *Honey Miniglow®*, *Bananinis®*, and other regional trademarks in Europe, Africa and the Middle East. We also distribute under the Mann Packing family of brands in North America including *Mann™*, *Mann's Logo®*, *Arcadian Harvest®*, *Nourish Bowls®*, *Broccolini®*, *Caulilini®*, *Better Burger Leaf®* and *Romaleaf®*.

Our distribution centers and fresh-cut facilities address the growing demand from supermarket chains, club stores, convenience stores, foodservice providers, mass merchandisers and independent grocers to provide value-added services, including the preparation of fresh-cut produce, ripening, customized sorting and packing, just-in-time and direct-store-delivery and in-store merchandising and promotional support. Large national and global chains are increasingly choosing fewer suppliers who can serve all of their needs on a national basis. We believe that there is a significant opportunity for a company like ours with a full fresh and fresh-cut produce line, well-recognized brands, a consistent supply of quality produce and a global distribution network to become the preferred supplier to these large retail, convenience store, and foodservice customers. We strive to expand this status by increasing our leading position in fresh-cut produce, expanding our fresh fruit and vegetable business, continuing to grow these value-added products and diversifying our other fresh produce selections.

## Sourcing and Production

A graphic depicting our geographic sales and sourcing operations as of the end of 2023 is shown below.



We source our fresh produce products primarily from Central and South America, North America, and the Philippines, and our prepared food products from Africa, Europe, and the Middle East. We also produce, market and distribute certain prepared food products in North America based on our agreement with Del Monte Pacific Limited and its subsidiary Del Monte Foods, Inc.

Our products are sourced from company-controlled operations and through supply contracts with independent producers. In 2023, 49% of the fresh produce we sold was grown on company-controlled farms and the remaining 51% was acquired primarily through supply contracts with independent growers. Costa Rica is our most significant sourcing location representing approximately 36% of our total sales volume of fresh produce products and where 36 % of our property, plant and equipment was located in 2023.

### Fresh and value-added products

Our fresh and value-added products segment includes sales of the following product categories:

#### *Fresh-cut produce (fresh-cut fruit and fresh-cut vegetables)*

Our fresh-cut produce sales in 2023 represented 20% of our total net sales. Our largest selling market for our fresh-cut products was North America which accounted for 71% of our fresh-cut fruit sales and 83% of our fresh-cut vegetable sales in 2023. We also sold fresh-cut produce in Europe, Asia, and the Middle East.

We believe that the fresh-cut produce market continues to be one of the fastest-growing categories in the fresh produce industry, largely due to consumer trends favoring healthy, fresh and conveniently packaged ready-to-eat foods. While packaged salads continue to lead the category of fresh-cut produce sales, the category has expanded significantly to include pineapples, melons, mangoes, grapes, citrus and assorted vegetable produce items that are washed, cut and packaged in a ready-to-use form. Within this market, we believe that there is differentiation between companies active primarily in the packaged salad market and other companies, like us, that can offer a wide variety of value-added conventional and organic fresh-cut fruit and vegetable items.

Our fresh-cut fruit products include pineapples, melons, grapes, citrus, apples, mangoes, kiwis and other fruit items. We believe that our experience in this market coupled with our sourcing and logistics capabilities and the *Del Monte*® brand have enabled us to become a leading supplier of fresh-cut fruit to the supermarket, convenience and club store channels in the United States.

Our offerings in North America also include a broad variety of fresh and fresh-cut vegetable products since our acquisition of Mann Packing in 2018. During 2022, we completed our integration of Mann Packing, providing the business with full access to

our North America resources and logistics network. We believe the completed integration will allow us to leverage our existing distribution network and infrastructure to expand the market reach of our Mann Packing family of products, while enhancing our ability to better serve our integrated customers and address consumers' needs for healthier foods.

The majority of fresh-cut produce is sold to consumers through retail and club store settings, as well as non-conventional settings such as e-commerce, convenience stores, and airports. We believe that outsourcing by food retailers will increase, particularly as food safety regulations become more stringent and retailers demand more value-added services. We believe that this trend should benefit large branded suppliers like us, who are better positioned to invest in state-of-the-art fresh-cut facilities, food safety systems and to service regional, national and global chains and foodservice operators, as well as supercenters, mass merchandisers, club stores and convenience stores. We also believe that large branded suppliers benefit from merchandising, branding and other marketing strategies for fresh-cut products, similar to those used for branded processed food products, which depend substantially on product differentiation.

The fruit we use in our fresh-cut operations are sourced within our integrated system of company-controlled farms and from GAP-certified (good agricultural practices) independent growers. We purchase our vegetables from independent growers principally in the United States and Mexico. Our purchase contracts for both fruit and vegetables are typically short-term and vary by produce item.

#### *Pineapples*

We believe that we are the leading marketer of fresh pineapples in the United States and a leading marketer worldwide based on internally generated data. Our pineapple net sales in 2023 represented 14 % of our total net sales, and were primarily concentrated in North America (accounting for 61% of our total pineapple sales), followed by Europe (22%), Asia (11%), and the Middle East (6%).

Our *Del Monte Gold*® Extra Sweet pineapple, which was launched in 1996 as a then-new variety, has an enhanced taste, golden shell color, and bright yellow flesh and has replaced other traditional pineapple varieties in popularity and demand. The production and sale of premium pineapples in the market has also led to increased competition. In recent years, we have continued our efforts to innovate our product lines, including with the launch of our proprietary *Pinkglow*® pineapple in 2020 and with the relaunch of our *Honeyglow*® pineapple in 2021. In 2022, as a further showcase of our diverse product line in the pineapple space, we announced the launch of our *Del Monte Zero*™ carbon neutral pineapple, which provides consumers with a unique opportunity to support climate-conscious produce. This new pineapple product line extension, which launched in North America and select European markets in 2023, is grown in Costa Rica and has been certified as sustainably grown by a third-party certification body. In January 2024, we launched our *Rubyglow*® pineapple, debuting exclusively in China, which features a red exterior and bright yellow flesh as part of our expansion into the market.

Pineapples are grown in tropical and sub-tropical locations. The principal production and procurement areas for our pineapples are Costa Rica, the Philippines, and Kenya.

Pineapples have a long growing cycle of 18 months and require re-cultivation after one to two harvests. Growing pineapple requires a higher level of capital investment, as well as greater agricultural expertise as compared to bananas. Given the complexity of pineapple cultivation relative to our bananas, a higher percentage of the fresh pineapples we sell (74% by volume in 2023) is produced on company-controlled farms.

#### *Avocados*

Avocado net sales represented 6 % of our total net sales during 2023. Avocados are one of the fastest growing produce items in the United States. According to a USDA report, the quantity of avocados available per person, a proxy for consumption, has tripled over the past two decades. Additionally, publications by The Packer over the most recent three years indicate that an average of approximately 39% of consumers in the U.S. purchased avocados over the same time period.

In 2021, we announced the arrival of our *Goodvocado* avocados, a pack of various sized avocados that naturally range from small to large, and that allow consumers to customize their use of avocados and discover new ways to incorporate them into their everyday cuisine. During 2022 and 2023, we continued our efforts in the area of avocado predictability, combining the use of artificial intelligence and our data library to develop technology that can help forecast avocado pricing.

Our avocados are sourced principally from Mexico where we have our own sourcing operations and sorting and packing facility, ensuring a consistent supply of high-quality avocados year-round. We also obtain our supply of avocados from independent growers in the United States and Peru.

## *Prepared Foods*

We have a royalty-free, perpetual license to use the *Del Monte*® trademark in connection with the production, manufacture, sale and distribution of prepared food, including beverages, in over 100 countries throughout Europe, Africa, the Middle East and certain Central Asian countries. We can also produce, market and distribute certain prepared food products in North America based on our agreement with Del Monte Pacific Limited. The *Del Monte*® brand has a reputation with both consumers and retailers for value, quality and reliability and is considered a premier brand in many Western European markets. In addition to under the *Del Monte*® label, our prepared food products are also sold under the buyers' own private label for major retailers.

Our prepared food products include prepared pineapple, peaches, fruit cocktail, pears, tomatoes, and other fruits and vegetables, as well as fruit juices, various meals and snacks, and industrial products such as fruit in the form of purees, pulps and concentrates for further processing. In North America, we also produce and market an array of prepared vegetable offerings such as vegetable trays with dip, salad kits, *Nourish Bowls*®, and ready-to-use veggie kits created for air fryers.

Our prepared pineapple products are primarily sourced from our facility in Kenya while our prepared deciduous and tomato products are primarily sourced from our facility in Greece and from independent producers. We expect to continue investing in new product development to increase revenue and maintain market leadership in our prepared foods category.

## **Banana**

Bananas are the leading internationally traded fresh fruit in terms of volume and dollar sales and one of the best-selling fresh fruits in the United States. According to a 2023 publication by The Packer, bananas were the most popular item in the produce department, purchased by 63% of consumers in the U.S. over the past twelve months.

We believe that we are the third-largest marketer of bananas in the United States and a leading marketer in other markets worldwide, based on internally generated data. Our banana net sales in 2023 represented 38 % of our total net sales, and were primarily concentrated in North America (accounting for 49% of our total banana sales), followed by Europe (23%), Asia (18%), and the Middle East (8%). Our ability to provide our customers with a year-round supply of high-quality *Del Monte*® bananas is important to maintaining our existing customer relationships and attracting new customers. Our position as a volume shipper of bananas has also allowed us to make regular shipments of a wide array of other fresh produce, such as pineapples, melons and plantains, and has enabled us to expand our third-party ocean freight services, thereby reducing our average per-box logistics costs and maintaining higher quality produce with a longer shelf life.

Bananas have a relatively short growing cycle and are grown in tropical locations with humid climates and heavy rainfall, such as Central and South America, the Caribbean, Asia and Africa. Bananas are grown throughout the year in these locations, although demand and prices fluctuate based on the relative supply of bananas and the availability of seasonal and alternative fruit.

We produce bananas on company-controlled farms in Costa Rica, Guatemala, the Philippines, Panama and Brazil, and we purchase bananas from independent growers in Guatemala, the Philippines, Ecuador, and Colombia. In 2023, we produced approximately 47% of the banana volume we sold on company-controlled farms, and we purchased the remainder from independent growers. Although our supply contracts are primarily long-term, we also make purchases in the spot market, primarily in Ecuador. In Ecuador and Costa Rica, there are minimum export prices for the sale of bananas, which are established and reviewed on a periodic basis by the respective governments.

In the Philippines, we purchase the majority of our bananas through long-term contracts with independent growers. Approximately 84% of our Philippine-sourced bananas are supplied by one grower, representing 12% of the Philippines banana industry volume in 2023. In the Philippines, we have leased approximately 4,000 hectares of land where we have planted approximately 3,055 hectares of bananas for the Asia and the Middle East markets.

Additionally, in early 2023 we announced a multi-year collaboration agreement with a United Arab Emirates-based ("UAE") firm to supply our Middle East and North Africa markets with bananas grown in Somalia, which is expected to begin in 2025. During the late 1980s and early 1990s, Somalia was a main hub for banana exports to these regions.

## **Other Products and Services**

Included in our other products and services segment is our third-party freight and logistic services business and our Jordanian poultry and meats business.



Our third-party freight and logistic services business leverages our supply chain assets, including our shipping vessels, warehouses and cold storage infrastructure as part of our efforts to expand our portfolio of services. Our third-party ocean freight services business, which we rebranded as “Network Shipping” during 2022, operates as a hybrid shipping line/cargo owner and seeks to offer customers flexible and dependable access to routes between Costa Rica, Ecuador, Guatemala, Peru and the U.S. Our six refrigerated container vessels, which were delivered in 2020 and 2021, have allowed us to continue expanding this ancillary business, and provide meaningful contribution to our profitability in 2022 and 2023 which we expect to continue in future periods. The business began by allowing us to optimize the excess capacity on our ships’ outbound and return voyages to and from our product sourcing locations as a way to generate incremental revenue and reduce our overall shipping costs. We have opened agencies in the U.S., Guatemala, Costa Rica, Ecuador and Peru to support the expansion of this business and better serve our customers, including by enabling better end-to-end solutions such as cold storage services at port locations and cross-docking services in addition to our ocean freight services.

In addition, during 2022 we announced a range of new logistic services in North America, including inland freight, cross-docking, cold storage and warehousing services in an effort to further leverage our supply chain network within the region and optimize the productivity of our assets.

Our Jordanian poultry and meats business includes a vertically integrated poultry business, including poultry farms, hatcheries, a feed mill, a slaughterhouse and a meat processing plant.

### ***Logistics Operations***

We conduct complex logistics operations on a global basis, transporting our products from the countries in which they are grown to the many markets in which they are sold worldwide. Maintaining fresh produce at the appropriate temperature is an important factor in preventing premature ripening and optimizing product quality and freshness. Consistent with our reputation for high-quality fresh produce, we must preserve our fresh produce in a continuous temperature-controlled environment, from the harvest through to distribution.

We have an integrated logistics network, which includes land and sea transportation through a broad range of refrigerated environments on ships, port facilities, containers, trucks and warehouses. Our logistics system is supported by various information systems. Our objective is to maximize use of our logistics network to lower our average per-box logistics cost, while remaining sufficiently flexible to redeploy capacity or shipments to meet fluctuations in demand in our key markets. Because logistics costs are also our largest expense other than our cost of products, we devote substantial resources to optimizing our logistics network.

As of the year ended 2023, we transported our fresh produce to markets using our fleet of two chartered and ten owned ships, and four port facilities in the United States. We operated 38 distribution centers globally, generally with cold storage and banana ripening facilities in our key markets worldwide, including the United States, Canada, South Korea, the United Arab Emirates, Saudi Arabia and Hong Kong. We also operated 25 fresh-cut facilities in the United States, the United Kingdom, Japan, South Korea, the United Arab Emirates, Kuwait, and Saudi Arabia, some of which are located within our distribution centers. In addition, we own or lease other related equipment, including approximately 355 trucks and refrigerated trailers used to transport our fresh produce in the United States. In the Middle East, we own or lease approximately 94 trucks used to deliver fresh produce and prepared food products to customers.

We transport our fresh produce using our fleet of two chartered refrigerated ships and ten owned ships and also transport our products to destinations around the world using third-party container lines that cover destinations that we do not service directly with our own fleet. Included in our ten owned ships are six refrigerated container ships that we received in 2020 and 2021. These fuel-efficient vessels have allowed us to continue generating logistics cost savings, expanding our third-party ocean freight business, and ensuring the freshness and quality of our products. We also operate a fleet of approximately 11,000 refrigerated containers.

We believe that our control of the logistics process is a competitive advantage, including from a sales and marketing perspective. For example, because we are able to maintain the quality of our fresh produce in a continuous temperature-controlled environment, we are under less pressure to fully sell a shipment prior to its arrival at port. This allows us to manage the timing of our sales to optimize our margins. Our ability to off-load shipments for cold storage and distribution throughout our network also improves ship utilization by minimizing in-port docking time. In addition, our logistics network enables us to continuously monitor and maintain the quality of our produce, ensure timely and regular distribution to customers on a year-round basis, and manage our inventory among distribution centers, as needed, to effectively respond to changes in market demand.

## ***Sales and Marketing***

The *Del Monte*® brand has been used to identify premium produce products for over 125 years and is recognized by consumers worldwide for quality, freshness and reliability. We employ a variety of marketing tools, including advertising, public relations and promotions to reinforce our brand equity with consumers and the trade. Depending on the product and market, we also provide technical, logistical and merchandising support aimed at safeguarding the superior quality of our products to the ultimate consumer. Our sales and marketing activities are conducted by our sales force located at our sales offices worldwide and at each of our distribution centers. Our commercial efforts are supported by marketing professionals located in key markets and regional offices. A key element of our sales and marketing strategy is to use our distribution centers and fresh-cut facilities to provide value-added services to our customers. We actively support our customers through technical training in the handling of fresh produce, category management, in-store merchandising support, joint promotional activities, market research, inventory and other logistical support.

The level of marketing investment necessary to support the prepared foods business is significantly higher than that required for the fresh produce and fresh-cut fruit and vegetable business. We use a variety of promotional tools to build the *Del Monte*® brand and engage consumers in key markets in Europe, Africa and the Middle East. In certain European markets, we use distributors to perform product distribution, sales and marketing activities for the prepared foods business. Under these distribution agreements, the sales, warehousing, logistics, marketing and promotion functions are all performed by the distributor. This strategy of utilizing independent distributors enables us to reduce distribution, sales and marketing expenses while allowing us to penetrate additional markets.

During 2023, one customer, Walmart, Inc. (including its affiliates), accounted for approximately 9 % of our total net sales. These sales are reported in our banana and fresh and value-added products segments. No customer accounted for 10% or more of our net sales in 2023. In 2023, our top 10 customers accounted for approximately 31 % of our net sales.

### *North America*

In 2023, 60 % of our net sales were in North America where we have established a highly integrated sales and marketing network that builds on our ability to control transportation and distribution throughout our extensive logistics network. We operate a total of 27 distribution centers and fresh-cut facilities within North America. Our distribution centers have ripening capabilities and/or other value-added services. Within North America we also operate four port facilities, which include cold storage capabilities, and own an avocado packing facility in Uruapan, Mexico.

We have sales professionals in locations throughout the United States and Canada. We sell to leading grocery stores and other retail chains, wholesalers, mass merchandisers, supercenters, foodservice operators, club stores, convenience stores and distributors in North America. These large customers typically take delivery of our products at the port facilities, which we refer to as FOB delivery. We also service these customers, as well as an increasing number of smaller regional chains and independent grocers, through our distribution centers.

### *Europe*

In 2023, 19% of our net sales were in Europe where we distribute our fresh produce and prepared food products. Our fresh produce products are distributed to leading retail chains, smaller regional customers as well as to wholesalers and distributors through direct sales and distribution centers. In the United Kingdom, we have a sales office in Staines, England and operate a fresh-cut facility in Wisbech, England. In France, since late 2021, we have outsourced our fresh-cut production and banana ripening activities to third-parties, while our sales and marketing function is performed internally. Similarly, in Germany, our sales and marketing function is performed internally and our ripening operations were outsourced to a service provider beginning in 2022. In the Netherlands, Spain, Portugal, Italy and Poland, we have sales and marketing entities that perform direct sales of our fresh produce products.

Our prepared food products are distributed through independent distributors throughout most of Europe. In the United Kingdom, our prepared food products are distributed using a combination of both independent distributors and our own marketing entity. Our prepared foods activity in Germany and France has been performed via direct sales to the retail channel through our own sales and marketing entity.

### *Middle East and North Africa*

In 2023, 9% of our net sales were in the Middle East and North Africa. In this region, we distribute our products through independent distributors and company-operated distribution facilities.

Our leased distribution and manufacturing center in Dubai, UAE has just-in-time delivery capabilities and includes fresh-cut fruit and vegetable operations, an ultra-fresh juice manufacturing operation and prepared foods distribution. In Saudi Arabia, through our 60%-owned joint venture, we lease two distribution centers with fresh-cut fruit, vegetable and salad operations, and prepared foods manufacturing of frozen potatoes, ultra-fresh juices, and freshly prepared sandwiches. One of the distribution centers is located in Riyadh, the capital city of Saudi Arabia, and the other distribution center is located in Jeddah, the second largest city in Saudi Arabia.

In the UAE and in Saudi Arabia, we also distribute our products using our own innovative retail concept through our Food and Beverage (F&B) stores. These F&B stores are small retail kiosks selling our fresh-cut produce, juice and other prepared food products and are strategically located in airports, schools, hospitals and inside hyper-markets.

In Jordan, we own a vertically integrated poultry business including poultry farms, hatcheries, a feed mill, a slaughterhouse and a meat processing plant. As part of our vertical integration and expansion strategy in this region, we developed a 10-hectare ultra-modern hydroponic greenhouse in Jordan to supply lettuce to our fresh-cut facilities, and where we also have a fresh-cut processing center for supplying lettuce to the Jordan market. We have one F&B store in Jordan.

In Qatar, we have a sales and marketing office to serve the expanding brand presence in the country and an F&B store located at the Doha airport. In Turkey, our sales office located in Mersin is responsible for sourcing various types of fruit serving our units across the region in addition to selling and distributing a range of prepared food products to distributors. We have an F&B store in Kuwait in addition to a leased facility to service the Kuwaiti market with our fresh produce products and fresh-cut fruit, fresh-cut vegetables and salads. In Tunisia, we have an office giving us presence in the North Africa region, which imports fresh produce products to sell in the local market. We also have an office in Morocco, which distributes our products locally and exports locally-sourced fresh produce, allowing us to further expand our coverage in the North Africa Region. We believe that the Middle East, North Africa and Central Asian countries represent an area for sales growth and development of our fresh and prepared food products. Utilizing our extensive knowledge of this region, we plan to continue capitalizing on this opportunity with increased focus in these markets.

### *Asia*

In 2023, 10% of our net sales were in Asia. We distribute our products in Asia through direct marketing and large distributors. Our principal markets in this region are Japan, South Korea, mainland China and Hong Kong.

- In Japan, we distributed 100% of the products we sold in 2023 through our own direct sales and marketing organization and we operate three fresh-cut facilities. Our products are distributed from four distribution centers located at strategic ports in Japan, which include cold storage.
- In South Korea and Hong Kong, we engage in direct sales and marketing activities. In South Korea, we have three distribution centers that utilize advanced ripening technology and which increase our ability to offer value-added services to our customers. In South Korea, we also operate a fresh-cut fruit and vegetable facility from which we supply major foodservice customers. In Hong Kong, we have one distribution and banana ripening center.
- In other Asian markets, including mainland China, we sell to local distributors.

### **Quality Assurance**

To ensure the consistent high quality of our products, we have quality assurance operations placed throughout our global operations under the direction of our corporate quality assurance team. This quality assurance team maintains and enforces detailed quality specifications for all our products so that they meet or exceed our high-quality standards and any applicable regulatory requirements. Our specifications require extensive sampling of our fresh produce at each stage of the production and distribution process using external appearance, internal quality, size, color, porosity, translucency, sweetness and other criteria. Our goal is that only fresh produce meeting our stringent quality specifications is sold under the *Del Monte®* and *Mann™* brands.

We are able to maintain the high quality of our products by growing a substantial portion of our own produce and working closely with our independent growers. We insist that all produce supplied by our independent growers meet the same stringent quality requirements as the produce grown on our farms. Accordingly, we monitor our independent growers to ensure that their produce will meet our agricultural and quality control standards, offer technical assistance on certain aspects of production and packing and, in some cases, manage the farms. The quality assurance process begins on the farms and continues as harvested

products enter our packing facilities. Where appropriate, we cool the fresh produce at our packing facilities to maximize quality and optimize shelf life.

As an indication of our worldwide commitment to quality, food safety, and sustainability, many of our operations are third party certified in globally recognized standards developed for the safe and sustainable production and distribution of quality foods. These standards include the International Organization for Standardization's ISO 22000 (FSSC 22000) and the Global Food Safety (GFS) Initiative benchmarked standards of Primus GFS, Global G.A.P, and we are in compliance with all components of the Food and Drug Administration's (FDA) Food Safety Modernization Act. All of our operations that produce or handle high risk foods (tomatoes, melons or leafy greens) apply Hazard Analysis & Critical Control Points ("HACCP") principles. HACCP is a management system in which food safety is addressed through the analysis and control of biological, chemical and physical hazard from raw material production, procurement and handling, to manufacturing, distribution and consumption of the finished product. Our certification also includes SCS Global Services' Sustainably Grown Certified and the Sustainable Agriculture Network's Rain Forest Alliance for sustainable agriculture and food production. Additionally, our Costa Rica banana operation has been certified as Carbon Neutral by SCS Global Services since 2015, and our Costa Rica pineapple operation was recently certified as well. Taken together, these certifications reflect our commitment to quality and the strictest standards of food safety.

## **Competition**

The global fresh produce industry is a highly competitive business, and the effect of competition is intensified because of the perishable nature of the products. We compete based on a variety of factors, including price, overall product quality, brand recognition and customer loyalty, reliability and consistency, effectiveness of marketing and promotional activity, and the ability to identify and satisfy evolving consumer preferences. Our sales are also affected by the availability of seasonal and alternative produce. While historically our main competitors have been multinational banana and pineapple producers, our diversified range of product offerings has resulted in additional competition from a variety of companies. These companies include local and regional producers and distributors in each of our fresh produce and fresh-cut product categories.

The extent of competition varies by product. In the banana market, we continue to face competition from a limited number of large multinational companies. At times, particularly when demand is greater than supply, we also face competition from a large number of relatively small banana producers. Unlike the pineapple market, there are few barriers to entry into the banana market. Supplies of bananas can be increased relatively quickly due to bananas having a short growing cycle and the limited capital investment required for banana growing. As a result of changes in supply and demand, plus seasonal factors, banana prices fluctuate significantly.

In the pineapple category, we believe that the high degree of capital investment and cultivation expertise required, as well as the longer length of the growing cycle, makes it relatively difficult to enter the market. Our primary competitors in this category are large multinational producers, as well as smaller exporters and importers. Our profitability has depended significantly on the sale of our *Del Monte Gold*® Extra Sweet pineapples.

The fresh-cut produce market is highly fragmented, and we compete with a wide variety of local and regional distributors of branded and unbranded fresh-cut produce and, in the case of certain fresh-cut vegetables, a small number of large, branded producers and distributors. However, we believe that our principal competitive opportunity is to capitalize on the growing trend of retail chains and independent grocers to outsource their own on-premises fresh-cut operations. We believe that our sales strategy, which emphasizes not only our existing sources of fresh produce, but also a full range of value-added services, strict compliance with food safety standards and our national distribution capability, positions us to increase our share of this market.

The prepared food products market is mature and characterized by high levels of competition and consumer awareness. Consumer choices are driven by price and/or quality. Large retailers with their "buyers own label" ("BOL") products appeal to price-conscious consumers, while brand names are the key differentiator for quality-focused consumers. In the prepared foods markets in Europe, Africa, North America, and the Middle East, we compete with various local producers, large retailers with their BOL products, and large international branded companies. We believe we hold a leading market position in the branded section of our prepared food products, specifically canned fruit and pineapple, in many European countries. The mature state of the market in Western Europe, together with the strength and sophistication of the large retailers there, account in part for the increasing presence of BOL products in many food and beverage categories. In order to reduce our costs and increase our competitiveness in the prepared foods market, particularly in Europe, we use distributors in certain key European markets to perform product distribution and sales and marketing activities. Under these arrangements, the sales, warehousing, logistics, marketing and promotion functions are all performed by the distributor.

### **Government Regulation**

As a producer and distributor of food products, we are subject to extensive government laws and regulations in the jurisdictions where our produce is grown, where our facilities are located and where our products are distributed. We have internal policies and procedures to comply with the most stringent regulations applicable to our products, as well as a technical staff to monitor pesticide usage and compliance with applicable laws and regulations. We believe we are in material compliance with these laws and regulations.

The countries in which we market a material amount of our products are the United States, the countries of the European Union (EU), the United Kingdom, Japan, South Korea, and Saudi Arabia. The government regulations we are subject to include:

- sanitary regulations, particularly in the United States and the EU;
- regulations governing pesticide use in all source countries and residue standards in all market countries, particularly in the United States, Germany, Japan and South Korea;
- ongoing Endocrine Disruptor Assessment programs in the EU and United States which may potentially impact availability, use and residue tolerance of some pesticides; and
- regulations governing safety, traceability, packaging, and labeling, particularly in the United States where we are subject to the Federal Food, Drug, and Cosmetic Act and the Food Safety Modernization Act, and in the EU, where food safety policy is governed by the Farm to Fork Strategy which regulates food safety at all stages of the production and distribution process for all food products marketed within the EU, whether produced within the EU or imported from other countries. For further information about these regulations, please refer to the discussion in Item 1A. *Risk Factors*, “We are subject to regulations concerning food safety and protection of health and the environment.”

We believe there has been an increasing emphasis on food safety issues on the part of consumers, as well as retailers, wholesalers, distributors and foodservice operators, which could result in our business and operations being subject to increasingly stringent food safety regulations or guidelines.

### **Environmental Regulations**

The management, use and disposal of some chemicals and pesticides are inherent aspects of our production operations. These activities and other aspects of production are subject to various environmental laws and regulations, depending upon the country of operation. In addition, in some countries of operation, environmental laws can require the investigation and, if necessary, remediation of contamination related to past or current operations. We are not a party to any dispute or legal proceeding relating to environmental matters where we believe that the risk associated with the dispute or legal proceeding would be material, except as described in Note 16, “*Commitments and Contingencies*” to the Consolidated Financial Statements included in Item 8. *Financial Statements and Supplementary Data*.

### **Research and Development and Intellectual Property**

Our research and development programs have led to improvements in agricultural and growing practices, as well as product packaging and technology. These programs are directed mainly at reducing the cost and risk of pesticides by fostering the use of natural biological agents to control pests and diseases, testing new varieties of our principal fruit varieties for improved crop yield and resistance to diseases, and improving post-harvest handling. We have been seeking to increase the productivity of low-grade soils for improved banana growth and experimenting with various other types of fresh produce. Our research and development efforts are conducted by our staff of professionals and include studies conducted in laboratories, as well as on-site field analysis and experiments. We have research teams directing or actively involved in the development of new fruit varieties in the United States, Costa Rica, and Brazil.

Some of the research and development projects include:

- the development of the *Del Monte Gold®* Extra Sweet pineapple and other pineapple and melon varieties, including our proprietary *Pinkglow®* pineapple and *Rubyglow®* pineapple (patented as *Vintage Ruby™*); and
- improved irrigation methods and soil preparation for melon planting

In addition, during fiscal 2021, we announced a partnership with Queensland University of Technology, located in Brisbane, Australia, to lead innovation toward the development of disease-resistant bananas. The partnership will help to develop bananas that are resistant to Tropical Race 4 (TR4), a serious vascular crop disease that affects one of our principal products, the Cavendish variety of bananas.

We have the exclusive right to use the *Del Monte*® brand for fresh fruit, fresh vegetables and other fresh and fresh-cut produce and certain other specified products on a royalty-free basis under a worldwide, perpetual license from Del Monte Corporation, an unaffiliated company that owns the *Del Monte*® trademark. Del Monte Corporation and several other unaffiliated companies manufacture, distribute and sell under the *Del Monte*® brand canned or processed fruit, vegetables and other produce, as well as dried fruit, snacks and other products. Our licenses allow us to use the trademark “*Del Monte*®” and the words “*Del Monte*®” in association with any design or logotype associated with the brand. The licenses also give us certain other trademarks and trademark rights, on or in connection with the production, manufacture, sale and distribution of fresh fruit, fresh vegetables, other fresh produce and certain other specified products. In addition, the licenses allow us to use certain patents and trade secrets in connection with the production, manufacture, sale and distribution of our fresh fruit, fresh vegetables, other fresh produce and certain other specified products.

We have a royalty-free perpetual license to use the *Del Monte*® trademark in connection with the production, manufacture, sale and distribution of all food and beverage products in Europe, Africa, and the Middle East and certain Central Asian countries. We can also produce, market and distribute certain prepared food products in North America based on an agreement with Del Monte Pacific utilizing the *Del Monte*® brand.

We sell produce under several other brands for which we have obtained registered trademarks, including *UTC*®, *Rosy*®, *Just Juice*®, *Fruitini*® and other regional brands.

We also sell products under the Mann Packing family of brands including *Mann*™, *Mann's Logo*™, *Arcadian Harvest*®, *Nourish Bowls*®, *Broccolini*®, *Caulilini*®, *Better Burger Leaf*® and *Romaleaf*®.

### **Seasonality**

Due to seasonal sales price fluctuations, we have historically realized a greater portion of our net sales and of our gross profit during the first two calendar quarters of the year. The sales price of any fresh produce item fluctuates throughout the year due to the supply of and demand for that particular item, as well as the pricing and availability of other fresh produce items, many of which are seasonal in nature. For example, the production of bananas is continuous throughout the year and production is usually higher in the second half of the year, when the demand for bananas varies because of the availability of other fruit. As a result, demand for bananas is seasonal and generally results in higher sales prices during the first six months of the calendar year. We make most of our sales of non-tropical fruit from October to May.

These seasonal fluctuations are illustrated in the table below, which presents certain unaudited quarterly financial information for the periods indicated. The impact of seasonality on our financial results was atypical during fiscal year 2022, particularly in our banana segment, where market conditions led to a more significant portion of our gross profit being generated in the second half of the year when compared with historical results. Specifically, banana gross profit in the third and fourth quarters of 2022 was positively impacted by higher per unit sales prices when compared to those typically realized during those quarters. The higher per unit sales prices were driven by a combination of factors including inflation-justified price increases, fuel and freight surcharges within certain of our contracts, strategic sourcing decisions in response to market conditions which reduced excess volume, and atypical seasonally low industry supply in certain markets. Our results in 2023 were consistent with historical trends.

	Year ended	
	December 29, 2023	December 30, 2022
<b>Net sales:</b>		
First quarter	\$ 1,128.5	\$ 1,136.9
Second quarter	1,180.5	1,211.9
Third quarter	1,003.1	1,053.5
Fourth quarter	1,008.6	1,040.0
Total	\$ 4,320.7	\$ 4,442.3
<b>Gross profit:</b>		
First quarter	\$ 97.0	\$ 89.8
Second quarter	116.8	80.7
Third quarter	74.4	88.0
Fourth quarter	62.5	81.7
Total*	\$ 350.7	\$ 340.2

\*Due to rounding, the sum of the quarterly amounts may not equal the reported amounts for the full year.

### Human Capital Management

We believe in nurturing people, from consumers eating our products to our employees, suppliers, customers and the communities in which we live and work.

#### Employees

Our employees are our greatest asset and are directly responsible for our success in delivering fresh, quality products to consumers. Our current workforce is comprised of approximately 6,402 full-time, salaried employees and 25,485 full-time, hourly employees. Additionally, as of December 29, 2023, we employed over 7,000 seasonal, hourly employees, who enable us to pack our in-season fruits and vegetables. Approximately 81% of our workforce is employed in production locations. We provide our employees with competitive fixed and/or variable pay, and for eligible employees, we currently provide access to health and retirement benefits. In each of our regions, we work with local officials to calculate fair wages for our team members. We are competitive with local practices, and on average, we pay above minimum wage at our farms in Central America, Kenya, and the Philippines.

#### Diversity and Inclusion

We strive to foster a culture of diversity and inclusion ("D&I") so all employees feel respected and no employee feels discriminated against. We are proud of the diversity throughout our organization and especially in our leadership team, of which 62% identify as Hispanic, 31% identify as Middle Eastern, and 8% identify as Caucasian. We embrace diversity throughout our company as we have employees across multiple generations and many different backgrounds. In 2019, we launched an internal diversity audit to better understand diversity, equity and inclusion within our organization. As a result of feedback from our 2020 diversity survey, in 2021, we added two new female members to our board of directors. During 2021, a formal council comprised of senior leadership worked to connect our D&I efforts with our overall business strategy to communicate our goals, develop mechanisms to achieve those goals and track our progress. We believe a diverse workforce fosters innovation and cultivates an environment of unique perspectives. As a result, D&I helps us meet the needs of our customers around the world.

#### Engagement and Opportunities

Evolving our culture to increase employee engagement and productivity is a primary focus of our strategic plan as we believe an engaged workforce leads to a more innovative, productive and profitable company. Our employees are supported with training and development opportunities to pursue their careers and support compliance with our policies. We also utilize a centralized employee intranet to reach out to employees and allow them to stay connected, remain informed and communicate their thoughts and values.

### *Health*

We support the health and well-being of our employees by offering health care benefits. While these benefits vary across our different regions, we are competitive with local practices. We take a proactive approach to the health and well-being of our communities by contributing to the development of health services and infrastructure. We also support many local organizations and initiatives that promote healthy and active lifestyles, and sponsor local sports teams and organizations throughout our regions.

### *Safety*

We are committed to building a culture of safety with the goal of zero incidents. We enforce our Supplier Code of Conduct so that our suppliers uphold these standards and eliminate labor violations in our supply chain. We require that our key third-party suppliers are certified against Global Food and Safety Initiative benchmarked standards or other standards needed to support the safety of their products and people. We are also supporting innovations to enhance soils, crop yields and resiliency to strengthen our farmers' livelihoods.

### *Community Outreach*

In our communities around the world, we create more than just jobs; we help to increase access to healthcare and education, help develop infrastructure, contribute to reducing food insecurity and support resiliency and recovery when natural disasters occur. We recognize that each community has unique needs, challenges and cultures, so we work with these communities individually through local organizations and governments, to help develop initiatives that address some of their biggest challenges. Our goal for these programs is to support and foster lasting change. Although we prioritize a "bottom-up" approach that gives our operating regions the responsibility for responding to the specific issues of local concern, our Community Fresh Team steers our community outreach strategy with a focus on five key pillars: (1) access to healthcare, (2) education, (3) clean water and related infrastructure, (4) disaster relief, and (5) ending hunger and providing access to healthy foods.

Globally, we launch and support a variety of projects each year, from providing clean water, to funding schools, to planting trees. We work together with our team members and communities to tackle the issues they face in each of the regions we are proud to call home and are committed to doing all that we can to preserve, protect and grow programs and infrastructure that help them thrive. Our efforts, to date, include:

- Planting and donating more than 1.6 million trees in our operations and our communities;
- Supporting 35,000 students and adult learners with educational opportunities since 2018;
- Aiding in sanitation and health efforts across the globe, including recently supporting COVID-19 vaccination efforts in Kenya, Guatemala, and Costa Rica; and
- Donating resources to install electrical meters in Kenya which provided daytime electricity access to more than 1,800 housing units in the community.

### *Workforce Governance*

Our Board of Directors currently oversees all human capital resources. Our Governance Committee currently oversees our policies and programs related to sustainability, risk management, cybersecurity oversight, corporate social responsibility and the environment. Additionally, our Compensation Committee is dedicated to carrying out incentive programs and working with our employees to strategically align talent within the Company. Within our Compensation Committee, our Chief Human Resources Officer is responsible for advising and providing insight to best practices regarding human resource issues.

### ***Availability of Reports and Additional Information***

Our legal name is Fresh Del Monte Produce Inc., and we use the commercial name Del Monte Fresh Produce. We are an exempted holding company, incorporated under the laws of the Cayman Islands on August 29, 1996. At December 29, 2023, the close of our most recent fiscal year, members of the Abu-Ghazaleh family directly owned approximately 28.6% of our outstanding Ordinary Shares.

Our principal executive office is located at P.O. Box 698, 4th Floor, Apollo House, 87 Mary Street, George Town, Grand Cayman, KY1-1107, Cayman Islands. The address of our U.S. executive office is c/o Del Monte Fresh Produce Company, 241 Sevilla Avenue, Coral Gables, Florida 33134. Our telephone number at our U.S. executive office is (305) 520-8400. Our Internet address is [www.freshdelmonte.com](http://www.freshdelmonte.com). We make available, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements on Schedule 14A and amendments to those materials



filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), on our website under "Investor Relations - SEC Filings," as soon as reasonably practicable after we file electronically such material with, or furnish it to, the United States Securities and Exchange Commission (the "Commission"). Information on our website is not a part of this Report on Form 10-K. Copies of our annual report may be obtained, free of charge, upon written request to Attention: Investor Relations, c/o Del Monte Fresh Produce Company, 241 Sevilla Avenue, Coral Gables, Florida 33134.

The volume data included in this Annual Report on Form 10-K has been obtained from our records. Except for volume data for Fresh Del Monte, the market share, volume and consumption data contained in this annual report have been compiled by us based upon data and other information obtained from third-party sources and from our surveys of customers and other company-compiled data. Except as otherwise indicated, volume data contained in this Annual Report on Form 10-K is shown in millions of 40-pound equivalent boxes.

## Item 1A. Risk Factors

We are subject to many risks and uncertainties that may affect our future financial performance and our stock price. Some of the risks and uncertainties that may cause our financial performance to vary or that may materially or adversely affect our financial performance or stock price are discussed below.

### Risks Related to Global Market Conditions

***We may not be able to increase prices to fully offset continued inflationary pressures on various commodities, raw materials and other costs, which may impact our financial condition or results of operations.***

As a producer, marketer and distributor of produce, we rely on raw materials, packaging materials, labor, distribution resources and transportation capacity. During recent years we have experienced elevated commodity and supply chain costs, including the costs of raw materials, packaging materials, labor, energy, fuel, transportation and other inputs necessary for the production and distribution of our products, and we expect continued inflationary pressure on these costs in 2024. In addition, many of these types of materials and costs are subject to price fluctuations related to a number of factors, other than inflation, such as market conditions, weather, energy costs, currency fluctuations, supplier capacities, regulatory changes, governmental actions, import and export requirements (including tariffs), regulatory changes and acts of war or international conflict (such as the ongoing conflict between Russia and Ukraine and shipping disruptions in the Red Sea). The price and availability of various commodities can significantly affect our costs. For example, the price of fuel used in our shipping operations, including fuel used in ships that we own or charter, is an important variable component of transportation costs.

Our attempts to offset these cost pressures, such as through increases in the selling prices of some of our products, may not be successful. If we are unable to increase prices on products to offset elevated costs, our profitability will suffer. Increased product prices may result in reductions in sales volume if consumers are less willing to pay a price differential for our branded products and instead elect to purchase lower-priced offerings or forgo some purchases altogether, during an economic downturn. To the extent that price increases are not sufficient to offset these increased costs adequately or in a timely manner or if they result in significant decreases in sales volume, our business, financial condition or operating results may be adversely affected. Furthermore, we may not be able to offset any cost increases through productivity initiatives or through our commodity hedging activity.

***Our profit margins for many of our products, including bananas, pineapples, avocados and other fresh produce, are volatile and we may not be able to increase prices to address cost increases.***

Our profitability depends on the profit margins and sale volumes of bananas, pineapples, avocados and other fresh produce. Market prices of bananas, pineapples, avocados and other fresh produce are volatile and difficult to predict because they are affected by various factors, including their availability and quality in the marketplace, imbalances of supply and demand and import regulations. In addition, a significant portion of our cost of goods for these products is production and logistics costs which are based on, amongst others, the prices of fuel, labor, fertilizers, inland freight and packing materials, which are out of our control. Consequently, increases in these costs materially and adversely affect our margins for these products, including increases due to the inflationary pressures discussed above. If we are unable to increase our pricing to reflect these increased costs our profit margins will be adversely affected.

We have increased certain retail prices as a result of these increased costs. However, retail price increases may not sufficiently reverse the reduced profit margins and could result in loss of sales if our competitors do not also increase their prices. These cost pressures will likely continue to negatively impact our profitability in the future, and we cannot predict their extent or duration.

***Our industry is highly competitive, which could adversely affect our profitability.***

The bananas, pineapples, and other fresh produce and value-added products markets are highly competitive, and the effect of competition is intensified because most of our products are perishable. Although the perishability of fresh produce varies to a certain degree by item, fresh produce is, as a general matter, highly perishable and must be brought to market and sold soon after harvest. To compete successfully, we must strategically source fresh produce and value-added products of uniformly high quality and sell and distribute them on a timely and regular basis. The extent of competition generally varies by product and is influenced by various factors including price, product quality, brand recognition and customer loyalty, effectiveness of marketing and promotional activity, and the ability to identify and satisfy evolving consumer preferences.

In the banana and pineapple markets, we primarily compete with a limited number of multinational and large regional producers. For other fresh fruit and vegetable products, we compete with several small producers and regional competitors. The fresh-cut produce market is highly fragmented, and we compete with multiple local and regional distributors of branded and unbranded fresh-cut produce and, for certain fresh-cut vegetables, a small number of large, branded producers and distributors. The prepared foods markets are mature markets characterized by high levels of competition and consumer awareness. In addition, our profitability has depended significantly on the sale of our *Del Monte Gold®* Extra Sweet pineapples. Increased competition in the production and sale of *Del Monte Gold®* Extra Sweet pineapples or our other product categories could adversely affect our results.

Some of our competitors are also engaged in the development of new plant varieties and other food products and frequently introduce new products into the market. Existing products or products under development by our competitors could be more effective, more resistant to disease or less costly than our products, which could have an adverse effect on the competitiveness of our products and adversely affect our business, financial condition and results of operations. We expect these competitive pressures to continue. There is no assurance that we will continue to compete effectively with our present and future competitors.

***Consolidation of retailers, wholesalers and distributors in the food industry may result in downward pressure on sales prices.***

The food industry in the United States and in many international markets has significantly consolidated in the past twenty years and continues to consolidate. For example, in October 2022, Kroger and Albertsons entered into an agreement to merge and in August 2023 Aldi announced its agreement to acquire Winn-Dixie and Harveys Supermarket. Based on their increased size and buying leverage as a result of consolidation, these entities (i) can exert significant downward pricing pressure on marketers and/or distributors, such as us, which inhibits our ability to adequately respond to inflationary changes, (ii) can impose additional costs on us that are the type typically borne by the retailer, wholesaler or distributor and (iii) have the ability to launch private label food products that compete with us. If we are unable to successfully manage these relationships, our financial results may be materially and adversely affected.

***We are subject to material currency exchange risks because our operations involve transactions denominated in various currencies, which could negatively affect our operating results.***

We conduct business around the world and regularly transact in foreign currencies. Consequently, our results of operations, as expressed in U.S. dollars, may vary significantly because of fluctuations in currency exchange rates. Such disparities are particularly crucial to our business because we incur a significant portion of our costs and our net sales in foreign currencies (nearly 34% of our sales in fiscal 2023). We are generally unable to adjust our sales prices locally to compensate for fluctuations in the exchange rate of the U.S. dollar and a given foreign currency. There is also a time lag between the moment we incur costs and the moment we collect payments for our products. We periodically utilize forward contracts to hedge against a portion of our exposure to currency fluctuations, but we may at times be unable to agree to favorable terms or agree to terms that do not adequately offset currency fluctuations. Accordingly, if the U.S. dollar appreciates relative to the foreign currencies in which we receive sales proceeds, our operating results may be negatively affected. Our costs are also affected by fluctuations in the value, relative to U.S. dollar, of the currencies of the countries in which we have significant production operations. A weaker U.S. dollar may result in increased costs of production abroad.

**Risks Related to Our Business and Operations**

***The loss of one or more of our largest customers, or a reduction in the level of purchases made by these customers, could negatively impact our sales and profits.***

Sales to Walmart, Inc., our largest customer, amounted to approximately 9% of our total net sales in fiscal 2023, and our top 10 customers collectively accounted for approximately 31% of our total net sales. We expect that a significant portion of our revenues will continue to be derived from a small number of customers. We believe these customers make purchasing decisions based on a combination of price, product quality, consumer demand, customer service performance, desired inventory levels and other factors that may be important to them. Changes in our customers' strategies or purchasing patterns, including a reduction in the number of brands they carry, may adversely affect our sales. Customers may also reduce their purchases from us because of price increases. Additionally, our customers may face financial difficulties, including bankruptcy, or disruptions to their operations which may cause them to reduce their level of purchases from us or render them unable to satisfy their outstanding credit balances on a timely basis. If sales of our products to one or more of our largest customers are reduced or we are unable to collect payment, our business, financial condition and results of operations may be adversely affected.

***Shortages of qualified labor, increases in wage and benefit costs, changes in laws and other labor regulations, and labor disruptions could impact our financial results and decrease our profitability.***

The future success of our operations, including the achievement of our strategic objectives, depends on our ability, and the ability of third parties on which we rely to supply and to deliver our products, to identify, recruit, develop and retain qualified and talented individuals. As a result, any shortage of qualified labor could significantly adversely affect our business. In the current operating environment, we are experiencing a shortage of qualified labor in certain geographies which is resulting in increased costs. A continuation of such shortages for a prolonged period could have a material adverse effect on our profitability and our ability to grow.

We have significant labor-related expenses, including employee health benefits. Our ability to control our employee and related labor costs is generally subject to numerous external factors, including shortages of qualified labor, prevailing wage rates and new or revised employment and labor regulations including changes in immigration laws in the U.S. and other key production countries. Our operations are also subject to foreign, federal, state and local labor and immigration laws, including applicable equal pay and minimum wage requirements, classification of employees, working and safety conditions and work authorization requirements. Unfavorable changes in such employee and related labor costs could impact our business, results of operations and financial condition.

In addition, a material portion of our employees work under various syndicates, work councils, collective bargaining agreements or other agreements with similar types of entities. Our inability to maintain favorable relationships with these entities could result in labor disputes, including work stoppages, which could have a material adverse effect on the portion of our business affected by the dispute, our financial position, and our results of operations.

***We are dependent on our relationships with key suppliers to obtain a number of our products.***

We depend on independent growers and key suppliers to obtain products and raw materials. In the Philippines, we purchase most of our bananas through long-term contracts with independent growers. Approximately 13% of our banana net sales in 2023 were supplied by one grower in the Philippines. Termination of our relationships with our key suppliers could adversely affect our business. Additionally, we may enter into seasonal purchase agreements committing us to purchase fixed quantities of produce at fixed prices. We may suffer losses if we fail to sell such fixed quantities of produce. Any of these factors could materially and adversely affect our business, financial condition and results of operations.

***Disruption of our supply chain could adversely affect our business.***

Damage or disruption to raw material supplies or our manufacturing or distribution capabilities due to weather, climate change, natural disaster, fire, cyber-attacks, pandemics (such as the COVID-19 pandemic), regulatory changes, governmental restrictions, strikes, import/export restrictions, regulatory changes, civil unrest, war, international conflict or other factors could impair our ability to produce and sell our products. Our suppliers' policies and practices can damage our reputation and the quality and safety of our products. Disputes with significant suppliers, including disputes regarding pricing or performance, could adversely affect our ability to supply products to our customers and could materially and adversely affect our sales, financial condition and results of operations. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, particularly when a product is manufactured from a single location, could adversely affect our business and results of operations, as well as require additional resources to restore our supply chain.

Moreover, short-term or sustained increases in consumer demand may exceed our production capacity or otherwise strain our supply chain. Our failure to meet the demand for our products could adversely affect our business and the results of operations.

***Our strategy of diversifying our product lines, expanding into new geographic markets and increasing the value-added services that we provide to our customers may not be successful.***

We are diversifying our product lines through expansion of our service offerings to include a higher proportion of value-added products and services, such as the preparation of fresh-cut produce, ripening, customized sorting and packing, direct-to-store delivery and in-store merchandising and promotional support. For instance, in January 2024, we announced the offering of our *Rubyglow*<sup>®</sup> pineapple, a red-shelled pineapple, which is first being launched in China.

In addition, we have made significant investments in distribution centers, growing operations and prepared foods facilities through capital expenditures, and have expanded our business into new geographic markets. We may not be successful in

anticipating the demand for these value-added products and services, in establishing the requisite infrastructure to meet customer demand or the provision of these value-added services. If we are unable to successfully develop and integrate the diversified product lines in our fresh-cut and value-added vegetable categories or if demand for these products does not meet expectations, we may not realize all the anticipated synergies and benefits of our Mann Packing investments which could have an adverse effect on our growth and our results of operations.

***Some of our products contain genetically modified organisms (“GMOs”) or are gene-edited and we may in the future need to develop and market such products based on adverse market conditions.***

As we continue to diversify our product lines, we may increasingly incorporate products that may contain genetically modified organisms (“GMOs”) or be gene-edited in varying proportions. For example, in 2020 we launched our proprietary *Pinkglow*® pineapple, which is sourced from genetically modified pineapple plants. The success of these products will in large part depend on the market acceptance of these products in the areas that we operate. In the future, we may be forced to utilize GMO or gene-edited products in response to adverse market conditions, including disease, climate change or rising costs, if such products are the only viable alternatives. For example, as a result of TR4 spreading into new growing regions, we may need to deploy GMO or gene-edited bananas resistant to the disease to maintain a viable supply of bananas to our key markets. If adverse public opinion about GMO or gene-edited products predominates, we may be unable to sell such products in certain key markets, adversely affecting our business, financial condition and results of operations. For more information about TR4, see “*Risk Factors - Our agricultural plantings are potentially subject to damage from crop disease or insect infestations, which could adversely impact our operating results and financial condition.*”

In recent years, the food industry has been subject to negative publicity about the health implications of GMOs, added sugars, trans fat, salt, artificial growth hormones and ingredients sourced from foreign suppliers. Consumers may decide to purchase fewer GMO produce products or require us to meet stricter standards than are required by applicable agencies, thereby increasing the cost of production. Global regulatory agencies may also impose new restrictions on the use of GMOs. If adverse public opinion about GMO or gene-edited products predominates, we may be unable to sell such innovative products in certain of our key markets, adversely affecting our ability to diversify our business.

***Demand for our products is subject to changing consumer preferences, and a reduction in demand for any one or more of our products could negatively impact our sales and profits.***

Consumer preferences for food products evolve over time. Shifts in consumer preferences that impact demand for our products can result from several factors, including dietary trends, attention to nutritional aspects and concerns about the health effects of and the sourcing of ingredients. Our ability to market and sell our products successfully in part depends on how we identify and respond to such changes by offering products that appeal broadly to consumers considering current demands. Our competitors may have a greater operating flexibility, which may permit them to better adapt to changes or to introduce new products and packaging quicker and with greater marketing support. The demand for our products may also be impacted by public commentaries about our products or similar products, as well as by changes in the level of advertising or promotional support that we employ or that are employed by relevant industry groups or third parties that provide competing products. If consumer preferences trend negatively with respect to any one or more of our products, our sales volumes may decline as a result.

***Adverse perception, events or rumors relating to our Del Monte® brand could have a material adverse effect on our business.***

We depend on the *Del Monte*® brand and other proprietary brands in marketing our products. Any events or rumors that cause consumers and/or institutions to no longer associate these brands with high-quality and safe food products may materially adversely affect the value of our brand names and demand for our products. Allegations involving the safety or security of our facilities, employees, or other members of the public, even if untrue, that we are not respecting the human rights found in our Human Rights Policy, which adheres to the United Nations Universal Declaration of Human Rights; actual or perceived failure by our suppliers or other business partners to comply with applicable labor and workplace rights laws, including child labor laws and equal pay laws, or their actual or perceived abuse or misuse of migrant workers or the like could negatively affect our Company's overall reputation and brand image, which in turn could have a negative impact on our products' acceptance by consumers or customers. For example, allegations regarding human rights violations have been made regarding our Kenya subsidiary. Any media coverage resulting therefrom, could create a negative public perception of our business, which in turn could have a negative impact on our products' acceptance by consumers or customers.

Adverse information about our brand, whether or not true, may be instantly and easily posted on social media platforms at any time. The harm may be immediate without affording us an opportunity for redress or correction. We also share the *Del Monte*®

brand with unaffiliated companies that manufacture, distribute and sell canned or processed fruit and vegetables, dried fruit, snacks and other products. Acts or omissions by these companies, including an instance of food-borne contamination or disease, may adversely affect the value of the *Del Monte*® brand. As a result, our reputation and the value of the *Del Monte*® brand may be adversely affected by negative consumer perception.

***We rely on protection of our intellectual property and proprietary rights.***

Our success also depends on our ability to protect our intellectual property rights. We rely primarily on patent, copyright, trademark and trade secret laws to protect our proprietary technologies. We protect our technology by, among other things, filing patent applications for technology relating to the development of our business in the U.S., the EU and selected foreign jurisdictions. Our trademarks and brand names are registered in jurisdictions throughout the world. We intend to keep these filings current and seek protection for new trademarks to the extent consistent with business needs. We also rely on trade secrets and proprietary know-how and confidentiality agreements to protect our technologies and processes. The failure of any patents, trademarks, trade secrets or other intellectual property rights to provide protection to our technologies would make it easier for our competitors to offer similar products, which could adversely affect our business, financial conditions and results of operations.

***We may not be able to successfully consummate and manage ongoing acquisition, joint venture and business partnership activities, which could have an adverse impact on our results.***

Our growth strategy includes acquisitions and expansion. Accordingly, we may acquire other businesses or enter into joint ventures or other business partnerships from time to time. These types of transactions involve certain risks, including risks related to:

- identifying appropriate acquisition candidates or business partners;
- potential difficulties in successfully integrating acquired operations;
- the quality of products of an acquired businesses or business partners compared to the products we provide;
- any loss of key employees of acquired operations or any inability to hire or retain key employees necessary to integrate an acquired business or otherwise implement our growth strategy;
- potential diversion of our capital and management attention away from other important business matters;
- reputational and financial risks, such as potential unknown liabilities of any acquired business;
- potential issues with the financial disclosures, accounting practices or internal control systems of any acquired business, joint venture or business partner; and
- in the case of joint ventures and business partnerships, increased potential risks associated with the lesser degree of control that we may be able to exert due to the arrangements with our business partners.

We may incur additional costs and certain redundant expenses in connection with our acquisitions, which may have an adverse impact on our financial results. Future acquisitions may result in dilutive issuances of equity securities, the incurrence of additional debt, use of significant portions of our cash reserves, asset impairments (including charges related to goodwill and other intangible assets) and restructuring and other charges. The incurrence of debt in connection with any future acquisitions also could restrict our ability to obtain working capital or other financing necessary to operate our business. Our future acquisitions or investments may not be successful, and if we fail to realize the anticipated benefits of these acquisitions or investments, our business, operating results and financial position could be harmed.

During 2023 and 2022, we made investments in unconsolidated companies within the food, nutrition, and agricultural technology sectors, as well as in other minority investments. In the future, we may continue investing in similar companies that align with our long-term strategy and vision. There can be no assurance that we will achieve returns or benefits from these current or future investments. Under certain circumstances, significant declines in the fair values of these investments may require the recognition of other-than-temporary impairment losses. We may lose all or part of our investment relating to such companies if their value decreases as a result of their financial performance or for any other reason.

***A sustained lack of profitability could cause us to incur impairment charges of our intangible and long-lived assets and/or record valuation allowances against our deferred tax assets.***

If we incur operating losses for a sustained period of time, the carrying value of our goodwill, other intangible assets and long-lived assets could be impaired. We review for impairment annually or if indicators of impairment manifest. In particular, the goodwill associated with our banana reporting unit and the goodwill, trade names, and trademarks associated with our prepared foods reporting unit are highly sensitive to differences between estimated and actual cash flows and changes in the discount rates used to evaluate their fair value. If these reporting units do not perform as expected, the goodwill and other intangible assets associated with these reporting units may be at risk of impairment in the future. Additionally, we record impairments on

long-lived assets, including definite-lived intangible assets, when indicators of impairment are present and the estimated undiscounted cash flows of those assets are less than the assets' carrying amount. Certain definite-lived intangible assets related to our fresh and value-added products segment are sensitive to changes in estimated cash flows. If future developments result in estimated cash flows that are less than currently estimated levels, these assets could be impaired. If incurred, future impairment of our intangible and/or long-lived assets could have a material adverse effect on our results of operations. During 2023, we incurred impairment charges in our fresh and value-added products assets and prepared foods reporting unit of \$109.6 million and \$21.6 million, respectively, as a result of a decline in actual and projected performance and cash flows.

We record valuation allowances on our deferred tax assets if, based on available evidence, it is more-likely-than-not that all or some portion of the assets will not be realized. The determination of whether our deferred tax assets are realizable requires us to identify and weigh all available positive and negative evidence, including recent financial performance and projected future income. If we are unable to generate sufficient income in jurisdictions where we have significant deferred tax assets, we may be required to record valuation allowances which would adversely affect our results of operations.

***Any failure to adequately store, maintain and deliver quality perishable foods could materially adversely affect our business, financial condition and operating results.***

Our ability to adequately store, maintain and deliver quality perishable foods is critical. We store highly perishable food products in refrigerated fulfillment centers and ship them to our customers while maintaining appropriate temperatures in transit. We use refrigerated delivery trucks to support temperature control for shipments to certain locations. However, delays in our ability to ship or disruption in the distribution of our products could have a material adverse effect on our business, financial condition and results of operations.

Keeping our food products at specific temperatures maintains freshness and enhances food safety. In the event of extended power outages, natural disasters or other catastrophic occurrences, failures of the refrigeration systems in our fulfillment centers or third-party delivery trucks, failure to use adequate packaging to maintain appropriate temperatures, or other circumstances both within and beyond our control, our inability to store perishable inventory at specific temperatures could result in significant inventory losses as well as increased risk of food safety. We also contract with third parties to conduct certain fulfillment processes and operations on our behalf or to sell our product in a retail environment. Any failure by such third party to adequately store, maintain or transport perishable foods could negatively impact the safety, quality and merchantability of our products and the experience of our customers. The occurrence of any of these risks could materially adversely affect our business, financial condition and operating results.

#### **Regulatory Risks**

***We are subject to the risk of product contamination and product liability claims which could materially and adversely affect our results and financial condition.***

The sale of food products for human consumption involves the risk of injury to consumers. Such injuries may result from tampering by unauthorized personnel or quality issues such as product contamination or spoilage, including the presence of foreign objects, substances, chemicals or residues introduced during the growing, packing, storage, handling or transportation phases. The occurrence of any illnesses or injuries could have serious consequences on sales of our products, our brands and/or our reputation, any of which could harm our business. We cannot be sure that consumption of our products will not cause a health-related illness in the future, that we will not be subject to claims or lawsuits relating to such matters or that we will not need to initiate recalls of our products in response to the foregoing. Even if a product liability claim is unsuccessful, the negative publicity surrounding any assertion that our products caused illness or injury could adversely affect our reputation with existing and potential customers and our brand image. In addition, claims or liabilities of this sort might not be covered by our insurance or by any rights of indemnity or contribution that we may have against third parties, including our customers and suppliers. We cannot be sure that we will not incur claims or liabilities for which we are not insured or that exceed the amount of our insurance coverage, resulting in significant cash outlays that would materially and adversely affect our results and financial condition. We also are subject to the risk of recall events of our competitors which could result in industry-wide reputational loss or consumer avoidance of certain products.

***We are subject to regulations concerning food safety and protection of health and the environment.***

Our business is regulated by foreign, federal, state and local environmental, health and safety laws and regulations, which involve compliance costs. These regulations affect daily operations and, to comply with all applicable laws and regulations, we have been and may be required in the future to modify our operations, purchase new equipment or make capital improvements. Changes to our processes and procedures could impose unanticipated costs and/or materially impact our business. Violations of

these laws and regulations can result in substantial fines or penalties. There is no assurance that these modifications and improvements and any fines or penalties would not have an adverse effect on our business, financial condition and results of operations.

We are also subject to the laws and regulations in the jurisdictions where our facilities are located and where our products are distributed, including, but not limited to, the following:

- Rules and regulations implemented by the FDA, pursuant to the Federal Food, Drug and Cosmetic Act, as amended by the Food Safety Modernization Act ("FSMA"), which has been active in implementing regulations to reduce the risk of contamination in food manufacturing, such as the Foreign Supplier Verification program, and enforcing such regulations. For example, the FDA issued a final rule on additional traceability recordkeeping requirements, which will be effective January 20, 2026, designed to facilitate faster identification and rapid removal of potentially contaminated food from the market;
- Regulations on imports and exports by the United States Department of Agriculture (the "USDA");
- Food and safety laws issued by member states of the European Union (the "EU"), pursuant to the General Food Law Regulation (EC No. 178/2002);
- Laws and regulations associated with the European Green Deal and EU's General Food Law Regulation effort to create sustainable food systems, which could result in increased costs for our business associated with compliance with new laws and regulations; and
- Laws and regulations implemented by the Canadian Food Inspection Agency and other Canadian governmental departments, which could disrupt our Canadian business, including, for example, requirements relating to import licenses, traceability and food testing.

Our failure to comply with these laws and regulations, or to obtain required approvals, could result in fines, as well as a ban or temporary suspension on the production of our products or limit or bar their distribution, and affect our development of new products, and thus materially adversely affect our business and operating results.

***We are subject to legal and environmental risks arising from the transportation of our products and our commercial shipping and logistics business that could result in significant cash outlays.***

Our business and employment practices are also subject to regulation by the U.S. Department of Transportation, as well as its agencies, the Surface Transportation Board, the Federal Highway Administration, the Federal Motor Carrier Safety Administration, and the National Highway Traffic Safety Administration, which collectively regulate our trucking business through the regulation of operations, safety, insurance and hazardous materials. We must comply with the safety and fitness regulations promulgated by the Federal Motor Carrier Safety Administration, including those relating to drug and alcohol testing and hours of service. Such matters as weight and dimension of equipment also fall under federal and state regulations.

In addition, as an ocean logistics operator, we are subject to numerous federal, state and local laws and regulations in the U.S., as well as laws and regulations internationally, relating to safety, cabotage, and equipment standards that are costly to comply with and expose us to liability. We are also subject to environmental laws and regulations, including those relating to air quality initiatives at port locations; air emissions; wastewater discharges; the transportation, handling and disposal of solid and hazardous materials, oil and oil-related products, hazardous substances and wastes; the investigation and remediation of contamination; and health, safety and the protection of the environment and natural resources. These laws and regulations provide for substantial fines, as well as criminal and civil penalties, in the event of any violations of, or non-compliance with, their requirements. We have in the past and in 2021 received notices from the California Air Resource Board alleging violations of certain California anti-air pollution regulations by ships that were subject to a time charter by us from an unrelated non-U.S. third party. While in the past we were able to settle matters for an immaterial amount, mitigation strategies or contingency plans to remain in compliance with such laws and regulations in the future may be unsuccessful or may result in additional costs which could adversely affect our business. Further, any changes in applicable laws and regulations, including their enforcement, interpretation or implementation that result in more stringent requirements than currently anticipated, as well as any new laws and regulations that are adopted could impose significant additional costs and limitations on our ability to operate.

***Environmental, social and governance matters and any related reporting obligations may impact our businesses.***

U.S. and international regulators, investors and other stakeholders are increasingly focused on environmental, social and governance matters. For example, new domestic and international laws and regulations relating to environmental, social and governance matters, including environmental sustainability and climate change, human capital management and cybersecurity, are under consideration or being adopted, which may include specific, target-driven disclosure requirements or obligations. Our



response will require increased costs to comply, the implementation of new reporting processes, entailing additional compliance risk, a skilled workforce and other incremental investments.

In addition, we have undertaken or announced a number of sustainability related goals and initiatives, such as investing in traceability technology, which will require changes to operations and ongoing investments. There is no assurance that our initiatives will achieve their intended outcomes or that we will achieve any of these goals. Our reputation could be impacted by stakeholders' perceptions of our sustainability initiatives. Should we not meet stakeholders' expectations or communicate our efforts sufficiently, our reputation may be negatively impacted. In addition, our ability to implement some initiatives or achieve some goals is dependent on external factors. For example, our ability to meet certain environmental sustainability goals or initiatives will depend in part on third-party collaboration, the availability of suppliers that can satisfy new requirements, mitigation innovations and/or the availability of economically feasible solutions at scale.

***We are exposed to political, economic and other risks from operating a multinational business, which could have a material adverse effect on our results and financial condition.***

Our business is multinational and subject to the political, economic and other risks that are inherent in operating in numerous countries, including:

- a change in laws and regulations or imposition of currency restrictions and other restraints;
- the imposition of import and export duties and quotas;
- the risk that the government may expropriate assets;
- the imposition of burdensome tariffs and quotas;
- political changes and economic crises that may lead to changes in the business environment where we operate;
- international conflicts and terrorist acts, which could impact our business, financial condition and results of operations;
- potential criminal activities targeting our employees, property or business activities, such as theft, vandalism, or physical attacks;
- public health epidemics, such as COVID-19, which could impact employees and the global economy;
- economic sanctions, which could disrupt our products, even if we do not sell directly into a sanctioned country;
- potential violations or alleged violations of laws, regulations, safety codes, employment practices, human rights standards, anti-corruptions laws and other obligations, norms and ethical standards associated with our operations that may result in litigation costs and damage to our reputation, even if we are ultimately not found responsible;
- changes in governmental agricultural policies such as price supports and acreage set aside programs in the jurisdictions where we conduct our significant growing operations; and
- economic downturns, political instability, boycotts and war or civil disturbances that may disrupt our, our third-party suppliers' and our customers' production and distribution logistics or limit sales in individual markets.

Concerning the regulatory environment, banana import regulations have previously restricted our access and increased the cost of doing business. Costa Rica and Ecuador have established "minimum" export prices for bananas that are used as the reference point in banana purchase contracts from independent producers, thus limiting our ability to negotiate lower purchase prices. These minimum export price requirements could increase the cost of sourcing bananas in countries that have established such requirements.

We are also subject to a variety of sanitary regulations, regulations governing pesticide use and residue levels, and regulations governing food safety, traceability, packaging and labeling in countries where we source and market our products. If we fail to comply with applicable regulations, we could be restricted from selling or shipping some or all our products for a given period. Such a development could result in significant losses and could weaken our financial condition.

***The enforcement of regulations concerning the marketing and labeling of food products could adversely affect our reputation.***

The marketing and labeling of food products have brought increased risk of consumer class action lawsuits, and risk that the Federal Trade Commission ("FTC") and/or state attorneys general will bring legal action about the truth and accuracy of the marketing and labeling of the product. Such consumer class actions include fraud, unfair trade practices and breach of state consumer protection statutes, such as Proposition 65 in California. The FTC and state attorneys general may bring legal actions that seek removal of a product from the marketplace and impose fines and penalties. Even when not merited, these class action claims and legal actions can be expensive to defend and could adversely affect our reputation, brand image, business and operating results.

The packaging and labeling of our products, and their distribution and marketing, are also subject to regulation by governmental authorities in each jurisdiction where our products are marketed. A failure to comply with labeling requirements in any of the jurisdictions in which we do business could result in enforcement proceedings, an order barring the sale of part or all of a particular shipment of our products or, possibly, the sale of any of our products for a specified period. Such a development could result in significant losses and could weaken our financial condition.

***Changes in tax laws in any of the jurisdictions in which we operate or in which we establish holding companies, or adverse outcomes from tax audits could cause fluctuations in our overall tax rate and adversely impact our operating results.***

Our income taxes consist of the consolidation of tax provisions computed on a separate entity basis, for each country in which we have operations. Changes in the sources of income, agreements we have with taxing authorities or our tax filing positions in various jurisdictions could cause our overall tax rate to fluctuate significantly. In addition, changes in rules related to the accounting for income taxes or changes in applicable tax laws and regulations, including tax laws that impact our current company structure, could adversely affect our tax expense, profitability and cash flows. In the U.S., the current administration may implement substantial changes and reforms to fiscal and tax policies. We cannot predict the impact, if any, of these potential changes, or any future changes in any of the countries in which we operate, to our business. However, such changes could adversely affect our business, financial position and results of operations.

We must comply with complex and evolving tax regulations in the various jurisdictions in which we operate, which subjects us to international tax compliance risks. Some tax jurisdictions have complex and subjective rules about income tax, value-added tax, sales or excise tax, tariffs, duties and transfer tax. From time to time, our subsidiaries are subject to tax audits and may be required to pay additional taxes, interest or penalties if a taxing authority asserts different interpretations, allocations or valuations, which could be material and reduce our income and cash flow from our international operations. The imposition of any penalties and costs of litigation, regardless of an eventual favorable ruling, in connection with current or future tax disputes related to our international operations could materially adversely affect our business, financial condition and operating results.

Additionally, the European Union (EU) Member States formally adopted the EU's Pillar Two Directive, which generally provides for a minimum effective tax rate of 15%, as established by the Organization for Economic Co-operation and Development (OECD) Pillar Two Framework. Pursuant to the implementation dates prescribed in the Directive, it is expected the rules will be effective for the Company for the 2025 fiscal year. A significant number of other countries are expected to also implement similar legislation with varying effective dates in the future. The Company is continuing to evaluate the potential impact on future periods of the Pillar Two Framework, pending legislative adoption by additional individual countries. The Company may not be able to completely mitigate the impact of the legislation, which could have an adverse material effect on our financial condition, results of operations and cash flows.

In addition, adverse outcomes from tax audits in any of our major tax or operating jurisdictions, such as the U.S., Luxembourg, Switzerland, Costa Rica, Guatemala, Kenya or Japan, could materially adversely impact our operating results. For example, in connection with a current examination of the tax returns in two of these foreign jurisdictions, the taxing authorities have issued income tax deficiencies related to transfer pricing aggregating approximately \$165.4 million (including interest and penalties) for tax years 2012 through 2016. We strongly disagree with the proposed adjustments and we expect to exhaust all administrative and judicial remedies necessary to resolve the matters. However, these matters may not be resolved in our favor, and an adverse outcome of either matter, or any future tax examinations involving similar assertions, could have a material effect on our financial condition, results of operations and cash flows.

#### **Risks Related to Environmental Concerns/Agricultural Operations**

***Our agricultural plantings are potentially subject to damage from crop disease or insect infestations, which could adversely impact our operating results and financial condition.***

Fresh produce is vulnerable to crop disease and insect infestations, which vary in severity and effect based on the stage of production, the type of treatment applied and climatic conditions. Such diseases or infestations may adversely affect our supply of fresh produce items, reduce our sales volumes, increase our production costs or impair our ability to ship products as planned. In 2019, we detected Banana Fusarium Wilt Tropical Race 4 ("TR4"), a serious vascular crop disease, infecting one of our principal products, the Cavendish variety of bananas, in some areas of Southeast Asia where we source our products. TR4 and other vascular crop diseases cause low-yielding banana crops, which has and may in the future result in impairment charges. We remain concerned that these crop diseases could affect Southeast Asia and other growing regions like Latin America, which could lead to the destruction of all or a portion of the banana crops.

We are working with agricultural experts and qualified agencies to monitor and prevent the spread of TR4 and develop contingency plans. We have and will continue to incur costs to improve our prevention strategies and to identify solutions to the spread of the disease, which may adversely impact our operating profit. In our farming operations in Central America and Asia, we have and continue to incur costs to prevent and control the spread of TR4. In addition, we are seeking to develop a replacement to the Cavendish variety of banana that appeals broadly to consumers and is resistant to these diseases through our partnership with Queensland University of Technology. We have and will continue to incur research costs, which will depend on the success of our initiatives and the extent of any continued spread of the disease, neither of which can be predicted. Despite our efforts, we may be unable to prevent the spread of TR4. A long-term reduction in the supply of bananas could lead to increased costs, decreased revenue, and charges to earnings that may adversely affect our business, financial condition and results of operations.

***Adverse weather, natural disasters and other conditions affecting the environment, including the effects of climate change, could result in substantial losses and weaken our financial condition.***

Fresh produce is vulnerable to adverse weather conditions, which are common but difficult to predict. The effects of natural disasters may be intensified by the ongoing global climate change. Severe weather conditions have and are expected to continue to adversely affect our supply of one or more fresh produce items, reduce our sales volumes, increase our unit production costs or prevent or impair our ability to ship products as planned. In the past four years, we have been impacted by severe weather conditions such as hurricanes, severe rainstorms and flooding that have resulted in inventory write-offs and asset impairment changes ranging from \$1.4 million to \$3.4 million, and we could incur similar or greater costs in the future due to such events. When severe weather, natural disasters, and other adverse environmental conditions (i) destroy crops planted on our farms or our suppliers' farms or (ii) prevent us from exporting these crops on a timely basis, we may lose our investment in those crops and/or our costs of purchased fruit may increase. These risks can be exacerbated when a substantial portion of our production of a specific product is grown in one region, provided by a limited number of suppliers, or when it endangers one of our primary products.

Adverse weather may also impact our supply chains, preventing us from procuring necessary supplies and delivering our products to our customers. We own or lease, manage and operate manufacturing, processing, storage and office facilities, some of which are located in areas that are susceptible to harsh weather. We could be unable to accept and fulfill customer orders due to severe weather and natural disasters. Although we have business continuity plans, we cannot provide assurance that our business continuity plans will address all the issues we may encounter in the event of a disaster, or will not lead to increased costs affecting our profitability or other unanticipated issues. Such severe weather events that could materially disrupt our operations may occur with higher frequency because of climate change.

***Regulations concerning the use of pesticides, fertilizers and other agricultural products could adversely impact us by increasing our production costs or restricting our ability to import certain products into our selling markets.***

Our business depends on the use of fertilizers, pesticides and other agricultural products. The use and disposal of these products are often regulated by various agencies. A decision by a regulatory agency to significantly restrict the use of such products that have traditionally been used in the cultivation of one of our principal products could have an adverse impact on us. For example, the EPA took a series of regulatory actions pursuant to the Federal Insecticide, Fungicide and Rodenticide Act, the Federal Food, Drug and Cosmetic Act and the Food Quality Protection Act of 1996, relating to the evaluation and use of pesticides in the food industry. Similarly, in the EU, regulation (EC) No. 1107/2009, which became effective in 2011 fundamentally changed the pesticide approval process from the previous risk assessment model to the hazard criteria model linked to the intrinsic properties of the substance. In January 2021, the EU did not renew the approval for mancozeb, a fungicide currently used in our operations, to be used within the EU member states. However, tolerances of mancozeb for products imported into the EU are still accepted and the EU is currently assessing whether these tolerances should be maintained, reduced, or eliminated. In August 2021, the EPA released a final rule revoking all tolerances for chlorpyrifos, a pesticide that has been used since 1965 in both agricultural and non-agricultural areas. In connection with the EPA's ban, we ceased the use of chlorpyrifos in the U.S. and all other jurisdictions where it is banned; however, we continue to use it in limited applications on non-fruit bearing crops in a country where chlorpyrifos use is allowed. Future actions regarding the availability and use of pesticides could have an adverse effect on us by increasing our production costs, restricting our ability to import certain products, or imposing substantial penalties or bans due to noncompliance.

***We may be subject to liability and/or increased costs for environmental damage from the use of herbicides, pesticides and other substances or environmental contamination of our owned or leased property.***

We use herbicides, pesticides and other potentially hazardous substances in the operation of our business. We may have to pay for the costs or damages associated with any improper application, accidental release or the use or misuse of such substances. Our insurance may not be adequate to cover such costs or damages or may not continue to be available at a price or under terms that are satisfactory to us. In such cases, payment of such costs or damages could have an adverse effect on our business, financial condition or results of operations. Certain environmental laws, including the Comprehensive Environmental Response, Compensation and Liability Act in the U.S., impose strict and, in many cases, joint and several, liability for the cost of remediating contamination, on current and former owners of property or on persons responsible for causing such contamination, which could have an adverse effect on our business, financial condition and results of operations.

***Water scarcity in our growing regions could adversely affect our agricultural operations, financial condition, results of operations and cash flows.***

Water is vital to grow the fresh produce that our business relies on. In recent years, water deficits in certain regions have become more evident. In Brazil, water shortages have previously negatively impacted our banana production, and our pineapple farms in Kenya were affected by a drought linked to El Nino during 2016, 2017, and 2019. To mitigate water risks, we have invested heavily to upgrade existing infrastructure to more efficient irrigation systems like drip or low pressure/low volume sprinkler systems in Kenya and Guatemala. The viability of agricultural land is also impacted by water-related issues. We analyze these issues in the river basin where new development might be planned. Such analysis is a part of our due diligence before investing in agricultural operations, which increases our costs. In the event of water scarcity or deterioration, we may incur increased production costs or face production constraints that may materially and adversely affect our financial condition, results of operations and cash flows.

***The effects of climate change and climate change laws could have a material adverse impact on our financial condition and results of operations.***

Concerns about the environmental impacts of climate change and greenhouse gas emissions may result in environmental taxes, charges, assessments or penalties which could restrict or negatively impact our operations, as well as those of our suppliers who would likely pass all or a portion of their costs along to us. Furthermore, risks related to natural ecosystems degradation, decreased agricultural productivity in certain regions of the world, biodiversity loss, water resource depletion and deforestation, which are partially driven or exacerbated by climate change, may disrupt our business operations or those of our suppliers.

Legislative and regulatory authorities in the U.S., the EU, Canada and other international jurisdictions will likely continue to consider measures related to climate change and greenhouse gas emissions. To produce, manufacture and distribute our products, we and our suppliers use fuels, electricity and various other inputs, generate waste and undergo agricultural management activities that result in the release of greenhouse gas emissions.

We may not be able to pass any resulting cost increases to our customers or customer buying patterns could change to reflect a greater reliance on local production rather than imports. Furthermore, we may be required to make additional investments of capital to maintain compliance with new laws and regulations. Any enactment of laws or passage of regulations regarding greenhouse gas emissions or other climate change laws in the jurisdictions where we conduct business could materially and adversely affect our business, financial condition and results of operations.

**Risks Related to Our Information Systems**

***We rely on information systems in managing our operations and any breaches of our information system security measures, or those third parties upon which we rely, could disrupt our internal operations and may have an adverse effect on our business.***

Our businesses rely on sophisticated systems to obtain, rapidly process, analyze and manage data. We rely on these systems to, among other things, facilitate communications with our growers, distributors and customers; receive, process and ship orders on a timely basis, and to maintain accurate and up-to-date operating and financial data for the compilation of management information. The cyber threat landscape is growing increasingly complex and rapidly evolving, particularly in light of growing geopolitical tensions. Any damage by unforeseen events or system failure which causes interruptions to the input, retrieval and transmission of data or increase in the service time, whether caused by human error, natural disasters, power loss, computer viruses, intentional acts of vandalism, various forms of cybercrimes including and not limited to hacking, ransomware,

intrusions and malware or otherwise, could disrupt our normal operations. We also hold the sensitive personal data of our current and former employees, as well as proprietary information of our business, including strategic plans and intellectual property.

We have in the past experienced, and may in the future face, hackers, cybercriminals or others gaining unauthorized access to, or otherwise misusing, our systems to misappropriate our proprietary information and technology, interrupt our business, or gain unauthorized access to confidential information. For example, in early 2023, we experienced a cybersecurity incident which impacted certain of our operational and information technology systems. Promptly upon our detection of the attack, we launched an investigation, notified law enforcement and engaged the services of specialized legal counsel and other incident response advisors. We were able to recover our critical operational data and business systems promptly and do not expect the incident to have a material impact on our financial results. However, there is no guarantee that we will have similar success with an attack in the future should one occur. Any such future attack could lead to the public disclosure of customer data, our trade secrets or other intellectual property, personal information of our employees, or material financial and other information related to our business. The release of any of this information could have a material adverse effect on our business, reputation, financial condition and results of operations.

Cybersecurity attacks may also result in the unauthorized access to or release of intellectual property, trade secrets and confidential business or otherwise protected information and corruption of our data. Such information could be leaked to competitors or the public which may result in loss of competitive position and market share. We also have personal confidential information stored in our systems which, if stolen or leaked, could result in significant financial and legal risk, including the risk of litigation or regulatory penalties under data protection legislation in the territories in which we operate, such as the General Data Protection Regulation (EU) 2016/679 (the “GDPR”) or the California Consumer Privacy Act in the U.S. (“CCPA”). A cybersecurity incident that resulted in the disclosure of personal confidential information could lead to state or federal enforcement actions or private causes of action which could result in fines, penalties, judgments or other liabilities. Although we strive to comply with all applicable privacy laws, it is possible we could be subject to enforcement actions and litigation alleging non-compliance. In such cases, the cost to remediate any damages to our information technology systems that we may suffer in connection with a cyber attack could be significant.

In addition, we rely on relationships with third parties, including suppliers, customers, contractors, cloud data storage and other information technology service providers and external business partners, for services in support of our operations, and we may share data or provide access to our networks with such third parties who are subject to similar risks as we are relating to cybersecurity and privacy issues. While we have procedures in place for selecting and managing our relationships with third-party service providers and other business partners, we do not have control over their business operations or governance and compliance systems, practices and procedures, which increases our financial, legal, reputational and operational risk. These third parties may experience cybersecurity incidents that could pose a threat to our network or that may involve data we share with them or rely on them to provide to us, which may result in a significant business interruption that could have an adverse impact on our business.

Although we have implemented processes and technologies to help identify, protect, detect, respond and recover from the above cybersecurity and privacy risks, these measures may not succeed in preventing or limiting the impact of such risks. Moreover, actual or anticipated attacks may require us to incur incremental costs to hire additional personnel, purchase additional protection technologies, maintain cyber incident insurance, replace existing software and hardware, train employees and engage third-party experts and consultants, which could negatively impact our operating income. We may also become exposed to potential liabilities with respect to the data that we collect, manage and process, and future investigations, lawsuits or adverse publicity relating to our methods of handling data could adversely affect our business due to the costs and negative market reaction relating to such developments.

We have invested in industry appropriate protections and monitoring practices of our data and information technology to reduce these risks and continue to monitor our systems on an ongoing basis for any current or potential threats. There can be no assurance, however, that our efforts will prevent breakdowns or breaches to our information technologies or the third party providers’ databases or systems that could adversely affect our business.

***Our operations and reputation may be impaired if our information technology systems fail to perform adequately.***

Our information technology systems are critical to our business. We rely on our information technology systems, some of which are or may be managed, hosted by or outsourced to third party service providers, to manage our business data, communications, supply chain, order entry and fulfillment and other business processes. For example, we partnered with a third party software provider to improve our third party freight and logistic services. If we do not allocate and effectively manage the resources necessary to build, sustain and protect appropriate information technology systems and infrastructure, or we do not

effectively implement system upgrades or oversee third-party service providers, our business or financial results could be negatively impacted. In such cases, we may have to operate manually, which may result in considerable delays in the delivery of our products to our customers, damage to our perishable products or interruption to other key business processes. Additionally, our customers could refuse to continue to do business with us and prematurely terminate or seek to reduce or modify our existing contracts resulting in a significant adverse effect on our business. Cybersecurity attacks may cause reputational damage, which could cause a significant decline in consumer preference for our products in certain geographic regions or globally and could potentially reduce our market share. If our information technology systems fail to perform as we anticipate, we may experience transaction or reporting errors, processing inefficiencies and the loss of sales and customers, causing our business and results of operations to suffer.

#### **Risks Related to Our Financing**

##### ***Our indebtedness could limit our financial and operating flexibility and subject us to other risks.***

Our ability to obtain additional debt financing or refinance our debt on acceptable terms, if at all, in the future for working capital, capital expenditures or acquisitions may be limited by financial considerations or due to covenants in existing debt agreements. Our current credit facility imposes certain operating and financial restrictions on us. Our failure to comply with the obligations under this facility, including maintenance of financial ratios, could result in an event of default, which, if not cured or waived, would permit the lender to accelerate the indebtedness due under the facility.

As a holding company, our ability to meet our financial obligations depends on receiving sufficient funds from our subsidiaries. The payment of dividends or other distributions to us by our subsidiaries may be limited by the provisions of our credit agreements and other contractual requirements and by applicable legal restrictions on payment of dividends and other distributions.

If we were unable to meet our financial obligations, we would be forced to pursue one or more alternative strategies, such as selling assets, restructuring or refinancing our indebtedness or seeking additional equity capital, strategies which could be unsuccessful. Additional sales of our equity capital could substantially dilute the ownership interest of existing shareholders.

##### ***Increases in interest rates could increase the cost of servicing our indebtedness and have an adverse effect on our results of operations and cash flows.***

Our current credit facility bears interest at a variable rate, which will generally change as interest rates change. We also have various leases, and may enter into future equipment leases, with costs that increase as interest rates increase. Interest rates rose significantly in 2022 and 2023 in response to inflationary pressures in the U.S. and world economies. We utilize interest rate swaps to hedge against our exposure to interest rate fluctuations, but we may at times be unable to agree to favorable terms or agree to terms that do not adequately offset interest rate fluctuations. Accordingly, we bear the risk that the rates we are charged by our lenders and lessors will increase faster than the earnings and cash flow of our business, which could reduce profitability and adversely affect our ability to service our debt, or cause us to breach covenants contained in our credit agreement or leases, which could materially adversely affect our business, financial condition and results of operations.

#### **Risks Related to Our Corporate Structure**

##### ***Our principal shareholders are able to significantly influence all matters requiring shareholder approval.***

Members of the Abu-Ghazaleh family, including our Chairman and Chief Executive Officer and one of our directors, are our principal shareholders. As of February 16, 2024, they together directly owned 28.6% of our outstanding Ordinary Shares, and our Chairman and Chief Executive Officer holds, and is expected to continue to hold, an irrevocable proxy to vote all of these shares. We expect our principal shareholders to continue to use their interest in our Ordinary Shares to influence the direction of our management, the election of our directors and to determine substantially all other matters requiring shareholder approval. The concentration of our beneficial ownership may delay, deter, or prevent a change in control, may discourage bids for the Ordinary Shares at a premium over their market price and may otherwise adversely affect the market price of the Ordinary Shares.

##### ***Our organizational documents contain certain anti-takeover provisions that could delay, deter or prevent a change in control.***

Various provisions of our organizational documents and Cayman Islands law may delay, deter or prevent a change in control of us that is not approved by our board of directors. These provisions include:

- a classified board of directors;
- a prohibition on shareholder action through written consents;
- a requirement that general meetings of shareholders be called only by a majority of the Board or by the Chairman of the Board;
- advance notice requirements for shareholder proposals and nominations;
- limitations on the ability of shareholders to amend, alter or repeal our organizational documents; and
- the authority of the Board to issue preferred shares on such terms that are determined by the Board itself.

***Our shareholders have limited rights under Cayman Islands law.***

We are incorporated under the laws of the Cayman Islands, and our corporate affairs are governed by our Second Amended and Restated Memorandum and Articles of Association and by the Companies Law of the Cayman Islands. Legal principles related to the validity of corporate procedures, the fiduciary duties of our management, directors and controlling shareholders and the rights of our shareholders differ from those that would apply if we were incorporated in the U.S. Further, the rights of shareholders under Cayman Islands law are not as clearly established as the rights of shareholders under legislation or judicial precedent applicable in most U.S. jurisdictions. As a result, our public shareholders may have more difficulty in protecting their interests in the face of actions by the management, directors or controlling shareholders than they might have as shareholders of a U.S. corporation. In addition, it is unclear whether the courts of the Cayman Islands would enforce, either in an original action or in an action for enforcement of judgments of U.S. courts, liabilities that are predicated upon U.S. federal securities laws.

**General Risks**

***Our success depends on the services of our senior executives, the loss of any one of which could disrupt our operations.***

Our ability to maintain our competitive position is dependent to a large degree on the services of our senior management team and other key employees. Our future success depends upon our ability to attract and retain executive officers and other senior management, especially to support our current operations and business strategy. Our business may be negatively affected if we are unable to retain our existing senior management personnel or attract additional qualified senior management personnel. Competition for these individuals is intense and our business may be adversely affected if we are not effective in filling critical leadership positions or in assimilating new executive talent into our organization.

**Item 1B. Unresolved Staff Comments**

None.

**Item 1C. Cybersecurity**

***Cybersecurity risk management and strategy***

Our Board recognizes the increasing significance that cybersecurity has on our operations and business and is responsible for overseeing our cybersecurity plan and risks to the Company from cybersecurity threat actors. From farm to table our operations rely on various information systems and technologies, including those provided by third party suppliers. These systems collect, process, transmit and retain information that may require both mandatory and voluntary data protection regimens.

Our cybersecurity policies, standards, processes, and practices are designed to provide reasonable information security given the integrated nature of our organization, our third-party relationships, and the geographic regions we operate in. With this multi-layered approach, we aim to mitigate cybersecurity vulnerabilities across all aspects of our operations. Our approach to cybersecurity is grounded in the NIST Cybersecurity Framework v1.1, a nationally recognized and adaptable model that aligns with our goals, and addresses the following key areas:

- **Cross-Functional Approach:** We have implemented a cross-functional approach to identifying, preventing and mitigating cybersecurity threats and incidents, while also implementing controls and procedures that provide for the prompt escalation of cybersecurity incidents so that decisions regarding the disclosure and reporting of such material incidents may be made by management in a timely manner.
- **Identify, Protect and Detect:** We have designed and implemented an industry standard security architecture, policies and procedures applying least privilege, and third-party monitoring of security controls of our core enterprise systems.

- **Response and Recovery:** Working with our third-party security operations center, we maintain an incident response plan to timely, consistently and compliantly address any cyber event that may occur and have a designated Incident Response Team consisting of representatives from select business functions which is led by our Vice President of Information Technology ("CISO"). We regularly test our incident response plan, conduct compliance audits, periodic tabletop exercises, vulnerability assessments, and where necessary engage third parties to assist with these audits and assessments, as well as mitigation and remediation options and plans.
- **Third-Party Risk Management:** We rely on the representations and certifications of key partnerships with suppliers recognizing these third-party relationships introduce additional cybersecurity risks. To address these third-party risks, we have established strict criteria for supplier selection and conduct security risk assessments to mitigate potential impacts on our business.
- **Education and Awareness:** We provide regular, mandatory training for personnel regarding cybersecurity threats to educate and empower our workforce to be vigilant against threat actors and actively participate in cybersecurity efforts.

## **Cybersecurity governance**

### *Board Oversight*

Our Board believes a strong cybersecurity strategy is vital to protect our business operations, sustain our control environment and honor our data protection obligations. The Board has delegated to its Governance Committee the responsibility for monitoring the effectiveness of the Company's internal cybersecurity program and coordinates its finding with the company Audit Committee. The CISO and various members of the Incident Response Team report on cybersecurity threats, incidents, plans and responses to the Governance Committee and/or the entire Board on at least a quarterly basis, and more often as needed.

### *Management Oversight*

Our COO, CISO, Chief Global Privacy Officer ("CPO"), our General Counsel ("GC") and various members of the Incident Response Team play an important role in managing the Company's cybersecurity-related risks and maintaining an ongoing dialogue with the Board, the Governance Committee and the Company's Disclosure Committee. Potential cybersecurity incidents come to the attention of the Incident Response Team, which then responds to such incidents in accordance with our incident response plan. When appropriate, cybersecurity incidents are reported to the Company's Management Disclosure Committee to review and assess the materiality of the cybersecurity incident. The members of the Disclosure Committee, which is responsible for addressing the Company's public disclosures and internal controls, include the GC, CISO, CPO, our Chief Operating Officer, certain members of the Incident Response Team, and other members of senior management from legal, finance, risk management, internal audit and communications.

While we have not experienced any cybersecurity incidents that have had, either individually or in the aggregate, a material adverse effect on our business, financial condition or results of operations, we did experience and incur costs related to a cybersecurity incident in 2023. Future incidents may interrupt our operations, cause reputational harm, subject us to increased operating costs or expose us to litigation. For additional discussion of the risks posed by cybersecurity threats, see Part I, Item 1A. Risk Factors – Risks Related to our Information Systems of this Annual Report on Form 10-K.



## Item 2. Properties

The following table summarizes the approximate plantation acreage under production that are owned or leased by us and the principal products grown on such plantations by location as of the end of 2023:

Location	Acres Under Production		Products
	Acres Owned	Acres Leased	
Costa Rica	45,996	5,007	Bananas, Pineapples, Melons
Philippines	—	17,622	Bananas, Pineapples
Guatemala	8,446	5,805	Bananas, Melons
Kenya	—	11,362	Pineapples
Chile	2,073	1,366	Non-Tropical Fruit
Panama	—	1,025	Bananas
Brazil	2,282	2,083	Bananas, Other Crops
United States	600	—	Melons

Our significant properties include the following, which all relate to our fresh and value-added products or banana segments unless otherwise noted:

### North America

We operate a total of 27 distribution centers in the United States and Canada, of which 15 are also fresh-cut facilities. We own 12 of our distribution centers including our distribution center in Houston, Texas, a 200,000 square foot distribution center in Dallas, Texas, distribution centers in Plant City, Florida; Goodyear, Arizona; Kankakee, Illinois; Portland, Oregon, and a repack facility in Winder, Georgia. In Yuma, Arizona, we also have a manufacturing facility and a cooling facility while in California, we own production facilities in Gonzales as well as in the Salinas valley. We also operate a distribution center with a fresh-cut facility in Ontario, Canada on owned land. The remaining 15 distribution centers are leased from third parties. All of our distribution centers have ripening capabilities and/or other value-added services. We own an avocado packing facility in Uruapan, Mexico. We also lease five port facilities that include cold storage capabilities.

### Europe

We own and operate a fresh-cut fruit facility in Wisbech, England. In Larissa, Greece, we own and operate a production facility for prepared fruit, tomato products and snacks. In Frankfurt, Germany, we own a distribution center which is currently leased to a third party.

### Asia

Our products are distributed from four leased distribution centers located at strategic ports in Japan with cold storage. In Japan, we also operate three fresh-cut fruit facilities. One is owned and the other two are leased. In Hong Kong, we lease a distribution center. In addition, we lease two distribution centers in South Korea and own one facility that includes a fresh-cut fruit and vegetable operation. Our distribution centers include ripening technology and other value-added services.

### Central America

In Costa Rica, we own a juice processing plant, an IQF (individually quick frozen) fruit processing plant, and greenhouses where we produce tomatoes and other vegetables for sale in the local market. We also own greenhouses in Guatemala. In Panama, we have a banana operation on leased land; approximately 2,500 acres of this leased land were under production at the end of 2023.

### **South America**

In Brazil, we own approximately 27,000 acres of land of which 2,200 acres are under production. In Uruguay, we own approximately 6,400 acres which is leased to a third party. In Chile, we own approximately 6,400 acres of land, of which approximately 2,000 acres are primarily used for production of non-tropical fruits. We also lease approximately 1,300 acres in Chile for non-tropical fruit production.

### **Africa**

In Thika, Kenya, we own and operate a warehouse, a pineapple cannery, a fresh pineapple packing facility, and a juice production facility.

### **Middle East**

In Jordan, we own an integrated poultry business including poultry farms, hatcheries, a feed mill, a poultry slaughterhouse and a meat processing plant which relate to our other products and services segment. In Jordan, we also own a 25 acre hydroponic greenhouse on leased land where we have a fresh-cut processing center. In the UAE, we lease a combined distribution and manufacturing center in Dubai. This facility includes fresh-cut fruit and vegetable operations, an ultra fresh juice manufacturing operation and prepared foods manufacturing. In Saudi Arabia, we own 60% of a joint venture that leases two strategically located distribution centers in Jeddah and Riyadh as of year end 2023. In Kuwait, we have an F&B store and we lease a facility for manufacturing and/or distribution of fresh-cut and fresh produce, and ultra-fresh juices.

### **Other Properties**

We own our U.S. executive headquarters building in Coral Gables, Florida, our Central America regional headquarters building in San Jose, Costa Rica and our South America regional headquarters building in Santiago, Chile. We own our office space in Guatemala City, Guatemala and Amman, Jordan. Our remaining office space in North America, Europe, Asia, Central and South America and the Middle East is leased from third parties.

## **Item 3. Legal Proceedings**

### **Tax related matters**

In connection with the examination of the tax returns in two foreign jurisdictions, the taxing authorities have issued income tax deficiencies related to transfer pricing aggregating approximately \$165.4 million (including interest and penalties) for tax years 2012 through 2016. We strongly disagree with the proposed adjustments and have filed a protest with each of the taxing authorities.

In one of the foreign jurisdictions, we are currently contesting tax assessments related to the 2012-2015 audit years and the 2016 audit year in both the administrative court and the judicial court. During 2019 and 2020, we filed actions contesting the tax assessment in the administrative office. Our initial challenge to each of these tax assessments was rejected, and we subsequently lost our appeals at the administrative court. We have subsequently filed actions to contest each of these tax assessments in the country's judicial courts. In addition, we have filed a request for an injunction to the judicial court to stay the tax authorities' collection efforts for these two tax assessments, pending final judicial decisions. The court granted our injunction with respect to the 2016 audit year, however denied our injunction with respect to the 2012-2015 audit years. We timely appealed the denial of the injunction, and on August 10, 2022 the appellate court overturned the denial and granted our injunction for the 2012-2015 audit years. Pursuant to local law, we registered real estate collateral with an approximate fair market value of \$7.0 million in connection with the grant of the 2016 audit year injunction. This real estate collateral has a net book value of \$3.8 million as of the year ended December 29, 2023. In addition, in connection with the grant of the 2012-2015 audit year injunction, we registered real estate collateral with an approximate fair market value of \$28.5 million, and a net book value of \$4.6 million as of the year ended December 29, 2023. The registration of this real estate collateral does not affect our operations in the country.

In the other foreign jurisdiction, the administrative court denied our appeal, and on March 4, 2020 we filed an action in the judicial court to contest the administrative court's decision. The case is still pending.

We will continue to vigorously contest the adjustments and to exhaust all administrative and judicial remedies necessary in both jurisdictions to resolve the matters, which could be a lengthy process.

**Item 4. Mine Safety Disclosures**

Not applicable.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*****Market for our Ordinary Shares***

Our Ordinary Shares are traded solely on the New York Stock Exchange, under the symbol "FDP", and commenced trading on October 24, 1997, the date of our initial public offering.

As of February 16, 2024, we had 381 shareholders of record, which excludes shareholders whose shares were held by brokerage firms, depositories and other institutional firms.

***Dividends***

Holders of our Ordinary Shares are entitled to receive dividends when and if they are declared by our Board of Directors. Our Board of Directors declared and paid a cash dividend of \$0.15 per share during the first quarter of 2023 and a cash dividend of \$0.20 per share during the second, third, and fourth quarters of 2023. In addition, on February 23, 2024, our Board of Directors declared a cash dividend of \$0.25 per share, payable on March 29, 2024 to shareholders of record on March 7, 2024. The declaration, amount and payment of future dividends, if any, will be at the discretion of our Board of Directors and will depend upon many factors, including our results of operations, financial condition, capital requirements, restrictions in our debt agreements and other factors that our Board of Directors deem relevant.

***Issuer Purchases of Equity Securities***

Our share repurchase activity in the three months ended December 29, 2023 was:

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
September 30, 2023 to October 27, 2023	—	\$ —	—	
October 28, 2023 to November 24, 2023	500,000	\$ 23.66	500,000	
November 25, 2023 to December 29, 2023	—	\$ —	—	
Total	500,000			\$ —

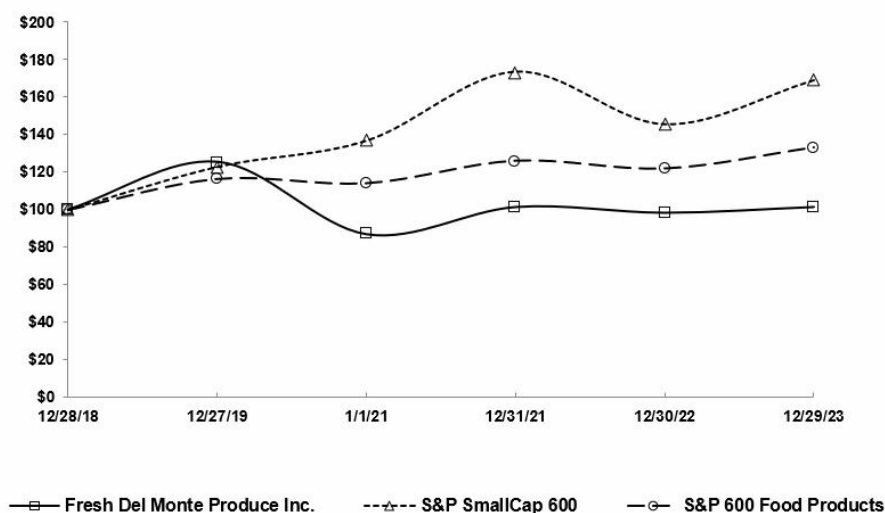
<sup>(1)</sup> On November 2, 2023, our Board of Directors approved a share repurchase plan (the "Share Repurchase Plan") pursuant to which we may purchase up to 500,000 of our Ordinary Shares. During the fourth quarter of 2023, the Company completed the purchase of the 500,000 Ordinary Shares authorized under the Share Repurchase Plan for \$11.8 million.

## Performance Graph

The following graph compares the cumulative five-year total return of holders of FDP ordinary shares with the cumulative total returns of the S&P Smallcap 600 and S&P 600 Food Products indexes. The graph tracks the performance of a \$100 investment in our common stock and in each of the indexes (with the reinvestment of all dividends) from December 28, 2018 to December 29, 2023.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Fresh Del Monte Produce Inc., the S&P Smallcap 600 Index, and S&P 600 Food Products



\*\$100 invested on 12/28/18 in stock or index, including reinvestment of dividends. Fisindexes calculated on month-end basis.

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	12/28/2018	12/27/2019	1/1/2021	12/31/2021	12/30/2022	12/29/2023
<b>Fresh Del Monte Produce Inc.</b>	<b>100.00</b>	<b>125.18</b>	<b>86.88</b>	<b>101.24</b>	<b>98.22</b>	<b>101.25</b>
<b>S&amp;P Smallcap 600</b>	<b>100.00</b>	<b>122.78</b>	<b>136.64</b>	<b>173.29</b>	<b>145.39</b>	<b>168.73</b>
<b>S&amp;P 600 Food Products</b>	<b>100.00</b>	<b>116.36</b>	<b>114.12</b>	<b>126.04</b>	<b>121.94</b>	<b>133.07</b>

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

**Item 6. Reserved**

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion of our financial condition and results of operations should be read in conjunction with the information contained in our consolidated financial statements and the notes thereto. The following discussion includes forward-looking statements that involve certain risks and uncertainties, including, but not limited to, those described in Part I, Item 1A. Risk Factors of this Annual Report on Form 10-K. Our actual results may differ materially from those discussed below. See "Special Note Regarding Forward-Looking Statements" below and Part I, Item 1A. Risk Factors, of this Annual Report on Form 10-K.*

**Overview**

We are one of the world's leading vertically integrated producers, marketers and distributors of high-quality fresh and fresh-cut fruit and vegetables, as well as a leading producer and marketer of prepared fruit and vegetables, juices, beverages and snacks in Europe, Africa and the Middle East. We market our products worldwide under the *Del Monte*® brand, a symbol of product innovation, quality, freshness and reliability since 1892. Our major sales markets are organized as follows: North America, Europe, the Middle East (which includes North Africa) and Asia. Our global sourcing and logistics system allows us to provide regular delivery of consistently high-quality produce and value-added services to our customers. Our major producing operations are located in North, Central and South America, Asia and Africa.

Our business is comprised of three reportable segments, two of which represent our primary businesses of fresh and value-added products and banana, and one that represents our other ancillary businesses.

- *Fresh and value-added products* - includes pineapples, fresh-cut fruit, fresh-cut vegetables (which includes fresh-cut salads), melons, vegetables, non-tropical fruit (which includes grapes, apples, citrus, blueberries, strawberries, pears, peaches, plums, nectarines, cherries and kiwis), other fruit and vegetables, avocados, and prepared foods (which includes prepared fruit and vegetables, juices, other beverages, and meals and snacks).
- *Banana*
- *Other products and services* - includes our third-party freight and logistic services business and our Jordanian poultry and meats business.

**Fiscal Year**

Our fiscal year end is the last Friday of the calendar year or the first Friday subsequent to the end of the calendar year, whichever is closest to the end of the calendar year. Fiscal year 2023 had 52 weeks and ended on December 29, 2023. Fiscal year 2022 had 52 weeks and ended on December 30, 2022. Fiscal year 2021 had 52 weeks and ended on December 31, 2021.

**Current Macroeconomic Environment and Inflation Impact**

Starting in fiscal year 2021, we began experiencing inflationary and cost pressures due to volatility and disruption in the global economy. These conditions, which increased our production and distribution costs, were driven by a multitude of external factors including rising interest rates, restrictions and economic impacts related to the COVID-19 pandemic, currency fluctuations, supply chain disruptions and geopolitical conflicts. Specifically, costs of packaging materials, fertilizers, labor, fuel, and ocean and inland freight were significantly impacted, and continued to adversely affect our profitability and operating cash flows during 2022 and to a lesser extent during 2023.

In response to these persisting inflationary and cost pressures, we instituted price increases on the majority of our products starting in the latter part of 2021. Additionally, certain of our contracts for key products include contractually indexed fuel and freight surcharges that vary depending on commodity pricing. We expect that these inflation-justified price increases and surcharges will continue to help mitigate our increased costs.

In addition, in early 2022, the invasion of Ukraine by Russia led to further economic disruption. While we do not operate in Ukraine and our operations in Russia are de minimis, the conflict has exacerbated inflationary costs, supply chain and logistical pressures which have negatively impacted our business. Similarly, recent shipping disruptions in the Red Sea and surrounding waterways have created logistical pressures which have negatively impacted our business.

Based on the stabilization of inflation in certain key markets during the latter part of 2023, we do not anticipate further inflation-justified price increases and surcharges. We are actively monitoring region-specific macroeconomic factors to mitigate increases in our costs, if necessary.

Refer to the “*Results of Operations*” section below, as well as Part I. Item 1A, *Risk Factors* of this Annual Report on Form 10-K for further discussion.

### ***Optimization Program***

During fiscal 2020, we performed a comprehensive review of our asset portfolio aimed at identifying non-strategic and underutilized assets to dispose of while reducing costs and driving further efficiencies in our operations (which we refer to as the “2020 Optimization Program”). As a result of this review, we identified assets across all of our regions, primarily consisting of underutilized facilities and land, for which we made a strategic decision to sell for total anticipated cash proceeds of approximately \$100.0 million. During the year ended December 29, 2023, our 60% owned joint venture in Saudi Arabia entered into a sale and purchase agreement to sell two distribution centers and related assets for a total purchase price of \$67.6 million. Contemporaneously with the execution of the sale and purchase agreement, we entered into an operating lease agreement in which we leased back a portion of the facilities for a term of five years. As of the year ended December 29, 2023, we had received cash proceeds of \$156.0 million in connection with asset sales under the 2020 Optimization Program (approximately \$65.7 million of which was received during fiscal years 2020, 2021, and 2022). Upon the closing of the sale of the Saudi Arabian assets in the first quarter of 2023, we completed the 2020 Optimization Program.

### ***Net Sales***

Our net sales are affected by numerous factors, including mainly the balance between the supply of and demand for our products and competition from other fresh produce companies. Our net sales are also dependent on our ability to supply a consistent volume and quality of fresh produce to the markets we serve. As a result of seasonal sales price fluctuations, we have historically realized a greater portion of our net sales and gross profit during the first two calendar quarters of the year. For example, seasonal variations in demand for bananas as a result of increased supply and competition from other fruit are reflected in the seasonal fluctuations of banana prices, with the first six months of each year generally exhibiting stronger demand and higher prices, except in those years where an excess supply exists. In our fresh and value-added products segment, there are seasonal variations in sales of our non-tropical fruit products which reach peak sales season from October to May. The impact of seasonality on our financial results was atypical during fiscal year 2022, particularly in our banana segment, where market conditions led to a more significant portion of our gross profit being generated in the second half of the year when compared with historical results and the results of our fiscal year 2023.

Our strategy for net sales growth is focused on protecting and growing our core business as well as driving innovation and expansion of our value-added categories, including through the development of new products and by targeting the convenience store and foodservice trade in our major global markets.

Since our financial reporting currency is the U.S. dollar, our net sales are significantly affected by fluctuations in the value of the currency in which we conduct our sales versus the dollar, with a weaker dollar versus such currencies resulting in increased net sales in dollar terms. Including the effect of our foreign currency hedges, net sales in 2023 were negatively impacted by \$39.9 million primarily due to fluctuations in exchange rates versus the euro, Japanese yen, Korean won, Kenyan shilling and British pound.

### ***Cost of Products Sold***

Cost of products sold is primarily composed of two elements:

*Product costs* - primarily composed of cultivation (the cost of growing crops), harvesting, packaging, labor, depreciation and farm administration. Product cost for produce obtained from independent growers is composed of procurement and packaging costs.

*Logistics costs* - includes land and sea transportation and expenses related to port facilities and distribution centers. Sea transportation cost is the most significant component of logistics costs and is comprised of:

- Ship operating expenses - includes operations, maintenance, depreciation, insurance, fuel (the cost of which is subject to commodity price fluctuations), and port charges.

- Chartered ship costs - includes the cost of chartering the ships, fuel and port charges.
- Container equipment-related costs - includes leasing expense and in the case of owned equipment, also depreciation expense.
- Third-party containerized shipping costs - includes the cost of using third-party shipping in our logistics operations.

In general, changes in our volume of products sold can have a disproportionate effect on our gross profit. Within any particular year, a significant portion of our cost of products sold is fixed, both with respect to our operations and with respect to the cost of produce purchased from independent growers from whom we have agreed to purchase all the products they produce. Accordingly, higher volumes produced on company-controlled farms directly reduce the average per-box cost, while lower volumes directly increase the average per-box cost. In addition, because the volume that will actually be produced on our farms and by independent growers in any given year depends on a variety of factors, including weather, that are beyond our control or the control of our independent growers, it is difficult to predict volumes and per-box costs.

Variations in containerboard prices, which affect the cost of boxes and other packaging materials, and fuel prices can have a significant impact on our product costs and our gross profit. Containerboard, plastic, resin and fuel prices have historically been volatile. Our expenses relating to employee labor are also significant to our product costs and our gross profit, and our ability to control these costs is generally subject to numerous external factors. Also, variations in the production yields, fertilizers and other input costs and the cost to procure products from independent growers can have a significant impact on our costs. Refer to the "*Current Macroeconomic Environment and Inflation Impact*" section above for further discussion regarding the impact of inflationary cost pressures on our fiscal years 2022 and 2023 financial results.

Since our financial reporting currency is the U.S. dollar, our costs are affected by fluctuations in the value of the currency in which we have significant operations versus the dollar, with lower cost resulting from a stronger U.S. dollar. During 2023, cost of products sold was negatively impacted by approximately \$40.0 million, primarily driven by fluctuations in exchange rates versus the Costa Rican colon, Mexican peso, euro and British pound.

### **Income Taxes**

The provision for income taxes in 2023 was \$18.1 million. Income taxes consist of the consolidation of the tax provisions, computed on a separate entity basis, in each country in which we have operations. Since we are a non-U.S. company with substantial operations outside the United States, a substantial portion of our results of operations is not subject to U.S. taxation. Several of the countries in which we operate have lower tax rates than the United States. We are subject to U.S. taxation on our operations in the United States. From time to time, tax authorities in various jurisdictions in which we operate audit our tax returns and review our tax positions. There are audits presently pending in various countries. There can be no assurance that any tax audits, or changes in existing tax laws or interpretations in countries in which we operate will not result in an increased effective tax rate for us.

In connection with the examination of the tax returns in two foreign jurisdictions, the taxing authorities have issued income tax deficiencies related to transfer pricing aggregating approximately \$165.4 million (including interest and penalties) for tax years 2012 through 2016. We strongly disagree with the proposed adjustments and have filed a protest with each of the taxing authorities.

We regularly assess the likelihood of adverse outcomes resulting from examinations such as these to determine the adequacy of our tax reserves. Accordingly, we have not accrued any additional amounts based upon the proposed adjustments. There can be no assurance that these matters will be resolved in our favor, and an adverse outcome of either matter, or any future tax examinations involving similar assertions, could have a material effect on our financial condition, results of operations and cash flows. See Part I, Item 3. *Legal Proceedings*, of this Annual Report on Form 10-K for more information regarding these matters.

## RESULTS OF OPERATIONS

### Consolidated Financial Results For the Year Ended December 29, 2023, Compared to the Year Ended December 30, 2022

The following summarizes the more significant factors impacting our operating results for the fiscal year ended December 29, 2023 as compared with the fiscal year ended December 30, 2022.

	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
Net sales	\$ 4,320.7	\$ 4,442.3	\$ 4,252.0
Gross profit	350.7	340.2	303.8
Selling, general and administrative expenses	186.7	186.8	192.9
Operating income	58.5	156.3	111.0

**Net sales** - Net sales for 2023 were \$4,320.7 million compared with \$4,442.3 million in 2022. Net sales were primarily impacted by lower sales volumes and the negative impact of exchange rate fluctuations, primarily versus the Japanese yen, Korean won, and British pound compared with the prior-year periods. The negative impact of fluctuations in exchange rates was partially mitigated by our foreign currency hedges. These were partially offset by higher per unit selling prices of banana and fresh and value-added products segments.

**Gross profit** - Gross profit for 2023 increased by 3% to \$350.7 million from \$340.2 million in 2022. The increase in gross profit was driven by higher selling prices in our fresh and value-added products segments and lower distribution cost, partially offset by higher per unit production cost driven by the negative impact of fluctuations in exchange rates, principally versus a stronger Costa Rican colon, which were partially mitigated due to improved cost management.

Gross profit for 2023 included \$3.8 million of other product-related charges primarily related to \$1.5 million of inventory write-off due to the sale of two distribution centers in Saudi Arabia and \$1.4 million of inventory write-off and clean-up cost, net of insurance recoveries, tied to the flooding of a seasonal production facility in Greece. There were no other product-related charges in 2022.

**Selling, general and administrative expenses** - Selling, general and administrative expenses decreased by \$0.1 million when compared against the prior-year period.

**Gain (loss) on disposal of property, plant and equipment, net and subsidiary** - The gain on disposal of property, plant and equipment, net and subsidiary of \$37.9 million during 2023 primarily related to the sales of two distribution centers and related assets in Saudi Arabia, an idle facility in North America, our plastics business subsidiary in South America, and two carrier vessels. The loss on disposal of property, plant and equipment, net and subsidiary of \$(1.9) million during 2022 primarily related to the disposal of low-yielding banana crops in Central America, partially offset by gains on the sale of vacant land in Mexico and sales of vehicles in the Middle East.

**Asset impairment and other charges (credits), net** - Asset impairment and other charges (credits), net of \$143.4 million in 2023 primarily consisted of (1) \$109.6 million impairment charges related to customer list and trade name intangible assets and building, land, and land improvements assets in North America related to our fresh and value added segment (2) a \$21.6 million impairment charge related to goodwill in our prepared foods reporting unit, (3) a \$3.7 million impairment charge related to low-yielding banana farms in the Philippines, (4) \$2.6 million impairment charge related to low-yielding deciduous farms in Chile, (5) \$1.8 million impairment charges due to low productivity grape vines in South America, and (6) \$1.3 million of expenses, net of insurance reimbursements, incurred in connection with a cybersecurity incident. Asset impairment and other (credits) charges, net of \$(4.8) million in 2022 primarily related to (1) a \$(9.9) million reduction to our environmental liability for the Kunia Well Site clean-up in Hawaii, partially offset by (2) a \$2.7 million impairment of banana-related fixed assets in the Philippines due to flooding as a result of heavy rainfall and (3) severance expenses in connection with the departure of our former President and Chief Operating Officer.

**Operating income** - Operating income decreased by \$97.8 million in 2023 when compared against 2022, mainly due to higher asset impairment and other charges (credits), partially offset by higher gross profit and larger gains on the disposal of property, plant and equipment when compared to a loss on disposal of property, plant and equipment in 2022.



**Interest expense** - Interest expense decreased by \$0.3 million in 2023 when compared against 2022, due to higher interest rates, partially offset by lower average debt balances.

**Other expense, net** - Other expense, net, was \$19.3 million in 2023 compared with \$14.8 million in 2022. The increase in expense of \$4.5 million was mainly driven by higher foreign currency related losses.

**Income tax provision** - Income tax provision was \$18.1 million in 2023 compared with \$20.1 million in 2022. The decrease in the income tax provision of \$2.0 million is primarily due to decreased earnings in certain higher tax jurisdictions offset by the tax effect related to the sale of our plastics business subsidiary in the second quarter of the year, and asset sales in Saudi Arabia and North America during the first quarter of the year.

### Financial Results by Segment

The following table presents net sales and gross profit by segment (U.S. dollars in millions) and gross margin percentage:

Segments	Year ended								
	December 29, 2023			December 30, 2022			December 31, 2021		
	Net Sales	Gross Profit	Gross Margin	Net Sales	Gross Profit	Gross Margin	Net Sales	Gross Profit	Gross Margin
Fresh and value-added products	\$ 2,477.8	\$ 167.3	6.8 %	\$ 2,581.8	\$ 183.0	7.1 %	\$ 2,504.8	\$ 180.2	7.2 %
Banana	1,638.2	163.3	10.0 %	1,619.8	120.7	7.5 %	1,581.1	110.9	7.0 %
Other products and services	204.7	20.1	9.8 %	240.7	36.5	15.2 %	166.1	12.7	7.6 %
	<u>\$ 4,320.7</u>	<u>\$ 350.7</u>	8.1 %	<u>\$ 4,442.3</u>	<u>\$ 340.2</u>	7.7 %	<u>\$ 4,252.0</u>	<u>\$ 303.8</u>	7.1 %

#### Fresh and value-added products

**Net sales** for 2023 were \$2,477.8 million compared with \$2,581.8 million in 2022. The impact to net sales was driven by lower sales volume across most product categories, excluding pineapples and avocados which had higher volumes, lower avocado pricing due to prior-year pricing volatility, and the negative impact of fluctuations in exchange rates mainly in Asia and Europe, partially offset by higher per unit selling prices across most product categories.

**Gross profit** for 2023 was \$167.3 million compared with \$183.0 million in 2022. Gross profit was negatively impacted by lower net sales and the negative fluctuations of exchange rates versus the Costa Rican colon and Mexican peso, partially offset by lower distribution, fuel, and ocean and inland freight costs. Gross margin slightly decreased to 6.8% compared with 7.1% in the prior-year period.

Gross profit in the fresh and value-added products segment included \$3.7 million of other product-related charges in 2023 primarily related to \$1.5 million of inventory write-off due to the sale of two distribution centers in Saudi Arabia and \$1.4 million of inventory write-off and clean-up cost, net of insurance recoveries, tied to the flooding of a seasonal production facility in Greece. There were no other product-related charges in 2022.

#### Banana

**Net sales** for 2023 were \$1,638.2 million compared with \$1,619.8 million in 2022. The increase in net sales was driven by higher per unit selling prices in Europe partially offset by lower volumes and the negative impact of exchange rate fluctuations mainly versus the Japanese yen, Korean won, and euro.

**Gross profit** for 2023 increased 35.3% to \$163.3 million from \$120.7 million in 2022. The increase in gross profit was driven by higher net sales, specifically higher per unit selling prices and lower distribution costs, including ocean and inland freight. Partially offsetting the increase in gross profit was higher per unit production cost mainly due to negative fluctuation in exchanges rates in Costa Rica. Gross margin increased to 10.0% compared with 7.5% in the prior-year period.

#### Other products and services

**Net sales** for 2023 were \$204.7 million compared with \$240.7 million in 2022 mainly due to lower net sales of third-party ocean freight services as a result of lower rates and volume driven by softened global demand.

**Gross profit** for 2023 was \$20.1 million compared to \$36.5 million in 2022 mainly due to lower net sales. As a result, gross margin decreased to 9.8% from 15.2% in the prior-year period.

#### Results of Operations - For the Year Ended December 30, 2022, Compared to the Year Ended December 31, 2021

For a comparison of our results of operations for the year ended December 30, 2022, compared to the year ended December 31, 2021, see “ [Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations](#)” of our annual report on Form 10-K for the year ended December 30, 2022, filed with the Securities and Exchange Commission on February 22, 2023, which is incorporated herein by reference.

#### LIQUIDITY AND CAPITAL RESOURCES

Fresh Del Monte Produce Inc. is a holding company whose only significant asset is the outstanding capital stock of our subsidiaries that directly or indirectly own all of our assets. We conduct all of our business operations through our subsidiaries. Accordingly, as of December 29, 2023, our principal sources of liquidity are (i) cash generated from operations of our subsidiaries, (ii) our combined \$956 million of credit facilities with an available capacity of approximately \$526 million and (iii) existing cash and cash equivalents of \$33.8 million. The loan commitments under our credit facilities can be used for working capital or other general corporate purposes. On a long-term basis, we will continue to rely on our credit facilities for any long-term funding not provided by cash generated from operations of our subsidiaries.

Our principal uses of liquidity are paying the costs associated with our operations, paying dividends, and making capital expenditures to increase our productivity and expand our product offerings and geographic reach. We may also, from time to time, prepay outstanding indebtedness on our credit facilities, repurchase and retire ordinary shares of our common stock or acquire assets or businesses that we believe are complementary to our operations.

A summary of our cash flows is as follows (U.S. dollars in millions):

	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
<b>Summary cash flow information:</b>			
Net cash provided by operating activities	\$ 177.9	\$ 61.8	\$ 128.5
Net cash provided by (used in) investing activities	56.4	(49.1)	(82.5)
Net cash used in financing activities	(213.5)	(12.0)	(53.2)
Effect of exchange rate changes on cash	(4.2)	0.4	6.8
Net increase (decrease) in cash and cash equivalents	16.6	1.1	(0.4)
Cash and cash equivalents, beginning	17.2	16.1	16.5
Cash and cash equivalents, ending	<u>\$ 33.8</u>	<u>\$ 17.2</u>	<u>\$ 16.1</u>

#### Operating activities

Net cash provided by operating activities was \$177.9 million for 2023 compared with \$61.8 million for 2022, an increase of \$116.1 million. The increase in net cash provided by operating activities was principally attributable to current year working capital fluctuations, primarily a reduction in inventories as compared to the prior year, largely driven by lower levels of purchases of key raw materials and packaging supplies in order to secure costs and availability during that period. Partially offsetting the increase was lower levels of accounts payable and accrued expenses, mainly due to the timing of period end payments to suppliers.

Working capital was \$603.7 million at December 29, 2023 compared with \$634.4 million at December 30, 2022, a decrease of \$30.7 million. The decrease in working capital was mainly due to lower levels of (i) assets held for sale due to the end of the 2020 Optimization Program during 2023 and (ii) raw materials and packaging supplies inventory. Partially offsetting this decrease in working capital was a decrease in (a) accounts payable and accrued expenses, (b) a higher cash balance on hand and (c) an increase in trade accounts receivable.

### *Investing activities*

Net cash provided by (used in) investing activities was \$56.4 million for 2023 compared with \$(49.1) million for 2022. Net cash provided by investing activities for 2023 primarily consisted of proceeds from the sale of property, plant and equipment and subsidiary of \$119.9 million, primarily relating to the sale of two distribution centers in Saudi Arabia, an idle production facility in North America, land assets in South and Central America, and proceeds from the sale of our plastics business subsidiary in South America for total purchase consideration of \$16.5 million, of which we received \$14.0 million. The remaining \$2.5 million, which includes \$0.5 million of post-closing adjustments, will be received in three successive semi-annual installments. Partially offsetting the net cash provided by investing activities were capital expenditures of \$57.7 million and \$5.3 million in investments in unconsolidated companies in the food and nutrition sector that align with our long-term strategy and vision.

Net cash used in investing activities for 2022 primarily consisted of \$48.1 million in capital expenditures and \$9.7 million in investments in unconsolidated companies, partially offset by \$8.7 million in proceeds from the sales of property, plant and equipment, primarily relating to the sale of vacant land in Mexico and other assets in connection with our Optimization Program.

Capital expenditures related to the *fresh and value-added products segment* accounted for \$31.3 million, or 54%, of our 2023 capital expenditures and \$29.1 million, or 61%, of our 2022 capital expenditures. During 2023 and 2022, capital expenditures primarily related to (1) improvements and enhancements to our production facilities in North America, Europe, Asia, and the Middle East; (2) improvements to our pineapple operations in Central America and Kenya; and (3) operational investments in automation and data-driven technology, mainly in North America.

Capital expenditures related to the *banana segment* accounted for \$12.8 million, or 22%, of total 2023 capital expenditures and \$15.1 million, or 31%, of total 2022 capital expenditures. During 2023, these capital expenditures primarily related to improvements to our production operations in Central America. During 2022, these capital expenditures also included improvements to our distribution centers and information technology initiatives.

Capital expenditures related to the *other products and services segment* accounted for \$13.6 million, or 24%, of our 2023 capital expenditures and \$3.9 million, or 8%, of our 2022 capital expenditures. During 2023 and 2022, these capital expenditures primarily related to improvements to our Jordanian poultry operations.

Capital expenditures for 2024 are expected to be approximately \$76 million, primarily consisting of (1) investments in our operations and production facilities in North America, including expenditures related to automation and technology initiatives and the relocation of one of our port facilities, (2) upgrades to our pineapple and banana production operations in Central America, and (3) investments to improve and expand our fresh-cut and prepared foods operations in Africa. We expect to fund these capital expenditures which primarily relate to our fresh and value-added and banana segments through operating cash flows and borrowings under our credit facility.

### *Financing Activities*

Net cash used in financing activities was \$213.5 million for 2023 and \$12.0 million for 2022. Net cash used in financing activities for 2023 primarily consisted of (i) net payments on long-term debt of \$139.8 million, (ii) dividends paid of \$35.9 million, (iii) distributions to noncontrolling interests of \$17.9 million, including a distribution to our minority partner in Saudi Arabia in connection with the sale of the two distribution centers completed in the first quarter of 2023, (iv) repurchase and retirement of ordinary shares of \$11.8 million and (v) a \$5.2 million payment to acquire the remaining 25% interest in one of our Mann Packing subsidiaries, as the noncontrolling shareholder exercised its put option during the second quarter of 2023. Net cash used in financing activities for 2022 primarily consisted of dividends paid of \$28.7 million, partially offset by net borrowings on long-term debt of \$20.7 million.

### ***Debt Instruments and Debt Service Requirements***

On October 1, 2019, we and certain of our subsidiaries entered into a Second Amended and Restated Credit Agreement (the "Second A&R Credit Agreement") with the financial institutions and other lenders named therein, including Bank of America, N.A. as administrative agent and BofA Securities, Inc. as sole lead arranger and sole bookrunner. The Second A&R Credit Agreement provides for a five-year, \$0.9 billion syndicated senior unsecured revolving credit facility (the "Revolving Credit Facility") maturing on October 1, 2024. Effective September 13, 2022, we exercised our option as included in the Second A&R Credit Agreement to reduce the borrowing limit on the Revolving Credit Facility from the original limit of \$1.1 billion to \$0.9 billion. Certain of our direct and indirect subsidiaries have guaranteed the obligations under the Second A&R Credit

Agreement. We intend to use funds borrowed under the Second A&R Credit Agreement from time to time for general corporate purposes, working capital, capital expenditures and other permitted investment opportunities

As of December 30, 2022, amounts borrowed under the Revolving Credit Facility accrued interest, at our election, at either (i) the Eurocurrency Rate (as defined in the Second A&R Credit Agreement) plus a margin that ranged from 1.0% to 1.5% or (ii) the Base Rate (as defined in the Second A&R Credit Agreement) plus a margin that ranged from 0% to 0.5%, in each case based on our Consolidated Leverage Ratio (as defined in the Second A&R Credit Agreement). The Second A&R Credit Agreement interest rate grid provides for five pricing levels for interest rate margins. In addition, we pay an unused commitment fee. At December 29, 2023, we had borrowings of \$400.0 million outstanding under the Revolving Credit Facility bearing interest at a per annum rate of 6.59%. On December 30, 2022, we and certain of our subsidiaries executed Amendment No. 1 to the Second A&R Credit Agreement (the "Amendment") with the financial institutions and other lenders named therein, including Bank of America, N.A. as administrative agent and BofA Securities, Inc. as sole lead arranger and sole bookrunner. Pursuant to the Amendment, the reference interest rate on the Revolving Credit Facility was amended to replace the Eurocurrency Rate with the Term Secured Overnight Financing Rate ("Term SOFR") effective January 3, 2023. As amended, Term Loans made under the Revolving Credit Facility can be Base Rate Loans, Term SOFR Loans or Alternative Currency Term Rate Loans. All other material terms of the Second A&R Credit Agreement, as amended, remain unchanged.

The Second A&R Credit Agreement provides for an accordion feature that permits us, without the consent of the other lenders, to request that one or more lenders provide us with increases in revolving credit facility or term loans up to an aggregate of \$300 million ("Incremental Increases"). The aggregate amount of Incremental Increases can be further increased to the extent that after giving effect to the proposed increase in revolving credit facility commitments or term loans, our Consolidated Leverage Ratio, on a pro forma basis, would not exceed 2.50 to 1.00. Our ability to request such increases in the Revolving Credit Facility or term loans is subject to its compliance with customary conditions set forth in the Second A&R Credit Agreement including compliance, on a pro forma basis, with the financial covenants and ratios set forth therein. Upon our request, each lender may decide, in its sole discretion, whether to increase all or a portion of its revolving credit facility commitment or provide term loans.

The Second A&R Credit Agreement requires us to comply with certain financial and other covenants. Specifically, it requires us to maintain a 1) Consolidated Leverage Ratio of not more than 3.50 to 1.00 at any time during any period of four consecutive fiscal quarters, subject to certain exceptions and 2) a minimum Consolidated Interest Coverage Ratio of not less than 2.25 to 1.00 as of the end of any fiscal quarter. Additionally, it requires us to comply with certain other covenants, including limitations on capital expenditures, stock repurchases, the amount of dividends that can be paid in the future, the amount and types of liens and indebtedness, material asset sales, and mergers. Under the Second A&R Credit Agreement, we are permitted to declare or pay cash dividends in any fiscal year up to an amount that does not exceed the greater of (i) an amount equal to the greater of (A) 50% of the Consolidated Net Income (as defined in the Second A&R Credit Agreement) for the immediately preceding fiscal year or (B) \$25 million or (ii) the greatest amount which would not cause the Consolidated Leverage Ratio (determined on a pro forma basis) to exceed 3.25 to 1.00. It also provides an allowance for stock repurchases to be an amount not exceeding the greater of (i) \$150 million in the aggregate or (ii) the amount that, after giving pro forma effect thereto and any related borrowings, will not cause the Consolidated Leverage Ratio to exceed 3.25 to 1.00. As of December 29, 2023, we were in compliance with all of the financial and other covenants contained in the Second A&R Credit Agreement.

On February 21, 2024, we entered into Amendment No. 2 to the Second Amended and Restated Credit Agreement (the "2024 Amended Credit Facility") which amends and restates the Second A&R Credit Agreement. The 2024 Amended Credit Facility provides for a five-year, \$750 million syndicated senior unsecured revolving credit facility ("Amended Revolving Credit Facility") and extends the existing maturity date to February 21, 2029. The 2024 Amended Credit Facility permits, under certain conditions, the ability to add an option for \$200 million of receivables financing. Amounts outstanding under the Amended Revolving Credit Facility accrue interest at a rate equal to based on the Term SOFR rate (as defined in the 2024 Amended Credit Facility) plus a margin ranging from 1.0% to 1.6%.

As of December 29, 2023, we had \$525.5 million of borrowing availability under committed working capital facilities, primarily under the Revolving Credit Facility. As a result of the 2024 Amended Credit Facility, availability under committed working capital facilities was reduced by approximately \$150 million due to the reduction in the size of our revolving credit facility during February 2024.

We believe that our cash on hand, borrowing capacity available under our Revolving Credit Facility, and cash flows from operations for the next twelve months will be sufficient to service our outstanding debt during the next twelve months. However, we cannot predict whether future developments associated with the current economic environment will materially adversely affect our long-term liquidity position. Our liquidity assumptions, the adequacy of our available funding sources, and

our ability to meet our Revolving Credit Facility covenants are dependent on many additional factors, including those set forth in Part I, Item 1A, “*Risk Factors*” of this Annual Report on Form 10-K.

### Derivatives

We are exposed to fluctuations in currency exchange rates against the U.S. dollar on our results of operations and financial condition and we mitigate that exposure by entering into foreign currency forward contracts. Certain of our subsidiaries periodically enter into foreign currency forward contracts in order to hedge portions of forecasted sales or cost of sales denominated in foreign currencies, which generally mature within one year. The fair value of our derivatives related to our foreign currency cash flow hedges was a liability position of \$0.3 million as of December 29, 2023 compared to a net liability position of \$6.7 million as of December 30, 2022 due to the relative strengthening or weakening of exchange rates when compared to the contracted rates.

We are exposed to fluctuations in variable interest rates on our results of operations and financial condition, and we mitigate that exposure by entering into interest rate swaps from time to time. During 2018, we entered into interest rate swaps in order to hedge the risk of the fluctuation on future interest payments related to a portion of our variable rate LIBOR-based borrowings through 2028. The fair value of the derivatives related to our interest rate swap cash flow hedges was an asset position of \$7.9 million as of December 29, 2023 compared to an asset position of \$15.8 million as of December 30, 2022. In connection with the Amendment of our Revolving Credit Facility, we amended our interest rate swaps to transition from LIBOR to Term SOFR effective January 3, 2023.

We enter into derivative instruments with counterparties that are highly rated and do not expect a deterioration of our counterparty's credit ratings; however, the deterioration of our counterparty's credit ratings would affect the Consolidated Financial Statements in the recognition of the fair value of the hedges that would be transferred to earnings as the contracts settle. We expect that \$2.3 million of the net fair value of designated hedges recognized as a net gain in accumulated other comprehensive loss will be transferred to earnings during the next 12 months, and the remaining net gain of \$2.1 million over the following 5 years, along with the earnings effect of the related forecasted transactions.

### Other

We are involved in several legal and environmental matters that, if not resolved in our favor, could require significant cash outlays and could have a material adverse effect on our results of operations, financial condition and liquidity. See Part I, Item 1. *Business Overview* under “*Environmental Proceedings*” and Part I, Item 3. *Legal Proceedings* and Note 16, “*Commitments and Contingencies*” to the Consolidated Financial Statements included in Part II, Item 8. *Financial Statements and Supplementary Data* of this Annual Report on Form 10-K.

### Commitments and Contractual Obligations

The following details information with respect to our contractual obligations as of December 29, 2023.

Contractual obligations by period	(U.S. dollars in millions)				
	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Fruit purchase agreements	\$ 1,189.2	\$ 310.2	\$ 576.0	\$ 303.0	\$ —
Purchase obligations	222.2	191.7	15.2	3.6	11.7
Operating leases and charter agreements	238.5	59.5	75.1	51.8	52.1
Finance lease obligations	7.9	1.6	3.2	3.1	—
Long-term debt <sup>(1)</sup>	400.0	—	—	—	400.0
Interest on long-term debt <sup>(2)</sup>	114.4	26.1	45.0	41.5	1.8
Retirement benefits	119.2	13.7	24.4	23.9	57.2
Uncertain tax positions	9.6	0.8	7.0	0.1	1.7
Totals	<u>\$ 2,301.0</u>	<u>\$ 603.6</u>	<u>\$ 745.9</u>	<u>\$ 427.0</u>	<u>\$ 524.5</u>

<sup>(1)</sup> Contractual obligations related to our long-term debt reflect the renewal of our Second A&R Credit Agreement dated February 21, 2024.

<sup>(2)</sup> We utilize a variable interest rate on our long-term debt, and for presentation purposes we have used an assumed average rate of 4.4%.

We have agreements to purchase the entire or partial production of certain products of our independent growers primarily in Guatemala, Ecuador, Philippines, Costa Rica, Colombia, and United Kingdom that meet our quality standards. Total purchases under these agreements amounted to \$631.6 million for 2023, \$625.9 million for 2022, and \$683.2 million for 2021.

#### **Liquidity and Capital Resources - For the Year Ended December 30, 2022, Compared to the Year Ended December 31, 2021**

For a comparison of our liquidity and capital resources for the year ended December 30, 2022, compared to the year ended December 31, 2021, see “ [Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations](#)” of our annual report on Form 10-K for the year ended December 30, 2022, filed with the Securities and Exchange Commission on February 22, 2023, which is incorporated herein by reference.

#### **Critical Accounting Policies and Estimates**

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). In applying accounting principles, it is often required to use estimates. These estimates require the application of judgment and affect the reported amounts of assets, liabilities, revenue, expenses, and the related disclosures. We base our estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our consolidated financial statements are prepared. Although we believe our estimates are reasonable and appropriate, material changes in certain estimates that we use could potentially affect, by a material amount, our consolidated financial position and results of operations. We have identified several estimates which are listed below as being critical because they require management to make particularly difficult, subjective, and complex judgments about matters that are inherently uncertain. As a result, there is a likelihood that materially different amounts would be reported under different conditions or using different assumptions.

All of our significant accounting policies are discussed in Note 2, “ *Summary of Significant Accounting Policies*” in the Notes to the Consolidated Financial Statements under Part II, Item 8 *Financial Statements and Supplementary Data* of this Annual Report on Form 10-K.

#### **Goodwill and Indefinite-Lived Intangible Assets**

Goodwill represents the excess of the purchase price of an acquired entity over the fair value of the net tangible and identifiable intangible assets acquired and liabilities assumed in a business combination. We assess goodwill at the reporting unit level on an annual basis as of the first day of our fourth quarter, or more frequently if events or changes in circumstances suggest that goodwill may not be recoverable. In performing our annual goodwill impairment test, we may start with an optional qualitative assessment as allowed for under the accounting guidance. As part of the qualitative assessment, we evaluate all events and circumstances, including both positive and negative events, in their totality, to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we bypass the qualitative assessment, or if the qualitative assessment indicates that a quantitative analysis should be performed, we perform a quantitative test for impairment by comparing the fair value of each reporting unit to its carrying value, including the associated goodwill. In performing our quantitative test, we estimated the fair value of these reporting units by using the income approach. The income approach provides an estimate of fair value by measuring estimated annual cash flows over a discrete projection period and applying a present value discount rate to the cash flows. The present value of the estimated annual cash flows is then added to the present value equivalent of the residual value of the business to arrive at an estimated fair value of the reporting unit. The discount rates are determined using the weighted average cost of capital for the risk of achieving the projected cash flows. If the carrying amount of the reporting unit exceeds the estimated fair value, an impairment charge is recorded to reduce the carrying value to the estimated fair value.

Our projections include several significant estimates and assumptions by management related to forecasts of future sales volume and pricing, cost of sales, expenses, tax rates, capital spending and the weighted-average cost of capital. Significant judgment is involved in estimating inputs used in the discounted cash flow estimates and, as a result, they include inherent uncertainties. These uncertainties are a result of management establishing expectations based on historical experience about customer demand, macroeconomic trends for the markets in which our reporting units operate, and expectations for investments in maintaining and expanding infrastructure, among other inputs. As of the date of our impairment testing, the related cash flows were discounted using rates ranging from 9.0% to 12.0% for our reporting units and we used a long-term growth rates from 0.0% to 3.0%. Changes in these estimates, many of which fall under Level 3 within the fair value measurement hierarchy,

could change our conclusion regarding the impairment of goodwill assets and potentially reduce the carrying value of goodwill on our balance sheet and reduce our income in the year in which it is recorded.

As part of the 2004 Del Monte Foods acquisition, we also acquired perpetual, royalty-free licenses to use the *Del Monte*® brand for processed and/or canned food in more than 100 countries throughout Europe, Africa, the Middle East and certain Central Asian countries. We can also produce, market and distribute certain prepared food products in North America based on our agreement with Del Monte Pacific utilizing the *Del Monte*® brand. This indefinite-lived intangible asset is not amortized but is reviewed for impairment as of the first day of the fourth quarter of each fiscal year, or sooner if impairment indicators arise. We generally estimate the fair value of our indefinite-lived intangible assets using a royalty savings method which estimates the value of trade names and trademarks by capitalizing the estimated royalties saved based on our ownership of the assets. The royalty savings method requires significant estimates and judgments by management, including estimates of future sales, tax rates and the weighted-average cost of capital. Additionally, management assumptions are used in determining an appropriate royalty rate which requires management to identify comparable companies and assessment of return attributable to other tangible and intangible assets.

The fair value of our prepared foods reporting unit declined as a result of higher discount rates and lower projections for revenue streams in North America and Europe as a result of recent underperformance of the reporting unit. Based on our projections, the carrying amount of our prepared foods reporting unit exceeded its fair value as of the date of our annual impairment test and we recorded a non-cash goodwill impairment charge of \$21.6 million. The remaining carrying value of the prepared reporting unit goodwill after impairment is \$27.2 million. The results of our impairment test for the remaining reporting units resulted in the fair value of each reporting unit exceeding its respective carrying amount as of the assessment date.

Although we believe that our estimates and judgments used in performing our impairment tests are reasonable, if our reporting units do not perform to expected levels, the related goodwill and the *Del Monte*® trade names and trademarks may be at risk for additional impairment in the future. Management has identified the fair value of the banana reporting unit's goodwill, prepared reporting unit's goodwill and the *Del Monte*® prepared foods reporting unit's trade names and trademarks to be at a higher risk of sensitivity to differences between estimated and actual cash flows and changes in the related discount rate used to evaluate the fair value of these assets based on the percentage by which their respective fair value exceeded the carrying value as of the date of our annual impairment test. The following table highlights the sensitivities of the goodwill and indefinite-lived intangible assets at risk as of December 29, 2023 (U.S. dollars in millions):

	Banana Reporting Unit Goodwill		Prepared Foods Reporting Unit Goodwill		Prepared Foods Reporting Unit <i>Del Monte</i> ® Trade Names and Trademarks		
Carrying value of indefinite-lived intangible assets	\$	64.4	\$	27.2	\$	30.8	
Approximate percentage by which the fair value exceeds the carrying value based on the annual impairment test		23.2	%	—	%	6.2	%
Amount that a one percentage point increase in the discount rate and a 5% decrease in cash flows would cause the carrying value to exceed the fair value and trigger an (additional) impairment	\$	8.9	\$	27.2	\$	2.3	

As of December 29, 2023, we are not aware of any additional items or events, other than the impairment recorded in our prepared foods reporting unit during the fourth quarter of 2023, that would cause an adjustment to the carrying value of our goodwill and indefinite-lived intangible assets.

#### Impairment of Long-Lived Assets

We review long-lived assets (or asset groups) with identifiable cash flows for impairment whenever events or changes in circumstances (triggering events) indicate that the carrying amount of an asset may not be recoverable. Once a triggering event has occurred, the impairment test performed is based on whether the Company's intent is to hold the asset for continued use or to hold the asset for sale. The impairment test for assets held for use requires a comparison of the estimated undiscounted cash



flows expected to be generated over the useful life of the significant asset of an asset group to the carrying amount of the asset group. An asset group is generally established by identifying the lowest level of cash flows generated by a group of assets that are largely independent of the cash flows of other assets and could include assets used across multiple businesses. In the event the carrying amount of an asset group exceeds the estimated undiscounted future cash flows, an impairment would be measured as the difference between the fair value of the asset group and the carrying amount of the asset group. The fair value of an asset is measured by either determining the expected future discounted cash flows of the asset group or by independent appraisal. Determining whether a long-lived asset group is impaired requires various estimates and assumptions by management, including assessment of whether a triggering event has occurred, the identification of asset groups, forecasts of future sales volume and pricing, cost of sales, expenses, tax rates, capital spending and the weighted-average cost of capital. These estimates, many of which fall under Level 3 within the fair value measurement hierarchy, determine whether impairments have been incurred and quantify the amount of any related impairment charges.

Certain definite-lived intangible assets related to our fresh and value-added products segment are sensitive to changes in estimated cash flows. During the fourth quarter of 2023, we identified factors which indicated the carrying amounts of certain fresh and value-added assets associated with Mann Packing may not be recoverable. These factors included (1) a sustained decline in actual and projected sales and gross margins, (2) conclusions reached from management's strategic review of Mann Packing finalized in the fourth quarter and (3) impairment charges of goodwill in our prepared foods reporting unit which is included within our fresh and value-added products segment. Based on the results of our recoverability test performed, we determined the carrying amounts of certain fresh and value-added assets exceeded their fair values and we recorded non-cash impairment charges of \$109.6 million, including impairment charges to customer relationships intangible assets of \$88.6 million, trade names of \$8.3 million, and building, land and land improvements of \$12.7 million. To the extent that future developments result in estimated cash flows that are less than currently estimated levels, it could lead to further impairment of these assets or other long-lived assets.

#### *Income Taxes*

Deferred income taxes are recognized for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year end, based on enacted tax laws and statutory tax rates applicable to the year in which the differences are expected to affect taxable income. In calculating our effective income tax rate as part of our deferred income taxes, we make judgments regarding certain tax positions, including the timing and amount of deductions and allocation of income among various tax jurisdictions with disparate tax laws. Valuation allowances are established when it is deemed more likely than not that some portion or all of the deferred tax assets will not be realized. We review the realizability of our deferred tax asset valuation allowances on a quarterly basis or whenever events or changes in circumstances indicate that a review is required.

The assessment of realizability is dependent upon management's estimates and assumptions, including an estimate of future reversals of existing taxable temporary differences, forecasted future taxable income, and the implementation and success of any tax planning strategies that may be employed to prevent an operating loss or tax credit carryforward from expiring unused. To the extent that results differ from our original or adjusted estimates, the effect will be recorded in the provision for income taxes in the period that the matter is resolved.

Additionally, as a matter of course, the Company is regularly audited by federal, state and foreign tax authorities. From time to time, these audits result in proposed assessments. Our determinations regarding the recognition of income tax benefits are made in consultation with outside tax and legal counsel, where appropriate, and are based upon the merits of our tax positions in consideration of applicable tax statutes in the associated jurisdictions. The tax benefits ultimately realized by the Company may differ from those recognized in our future financial statements based on a number of factors, including the Company's success in supporting its filing positions with taxing authorities. See Note 9, "Income Taxes" to the Consolidated Financial Statements in Item 8. *Financial Statements and Supplementary Data* for additional discussion.

#### *New Accounting Pronouncements*

For a description of new applicable accounting pronouncements, refer to Note 2, "Summary of Significant Accounting Policies" to the Consolidated Financial Statements included in Part II, Item 8. *Financial Statements and Supplementary Data*.

#### *Off-Balance Sheet Arrangements*

We are not involved in any off-balance sheet arrangements.



## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risk from changes in currency exchange rates and interest rates, which may adversely affect our results of operations and financial condition. We seek to minimize the risks from these currency exchange rate and interest rate fluctuations through our regular operating and financing activities and, when considered appropriate, through the use of derivative financial instruments. Our policy is to not use financial instruments for trading or other speculative purposes and not to be a party to any leveraged financial instruments.

We manage our currency exchange rate risk by hedging a portion of our overall exposure to currency fluctuation through foreign exchange forward contracts. We manage our exposure to interest rate fluctuations on a portion of our debt through interest rate swaps which convert the floating rate to a fixed rate, plus a borrowing spread. We also have procedures to monitor the impact of market risk on the fair value of long-term debt, short-term debt instruments and other financial instruments, considering reasonably possible changes in currency exchange rates and interest rates.

### ***Exchange Rate Risk***

Because we conduct our operations in many areas of the world involving transactions denominated in a variety of currencies, our results of operations as expressed in U.S. dollars may be significantly affected by fluctuations in rates of exchange between currencies. These fluctuations could be significant. Approximately 34% and 28% of our net sales and a significant portion of our costs and expenses in each of 2023 and 2022 were denominated in currencies other than the dollar. We generally are unable to adjust our non-dollar local currency sales prices to reflect changes in exchange rates between the dollar and the relevant local currency. As a result, changes in exchange rates between the Euro, Japanese yen, British pound, Korean won or other currencies in which we receive sale proceeds and the dollar have a direct impact on our operating results. Our costs are also affected by fluctuations in the value, relative to U.S. dollar, of the currencies of the countries in which we have significant production operations, such as the Costa Rican colon, Guatemalan quetzal, Chilean peso, Kenya shilling, and Mexican peso. A weaker U.S. dollar may result in increased costs of production abroad. There is normally a time lag between the moment we incur costs and the moment we collect payments for our products, exposing us to additional currency exchange rate risk.

To reduce currency exchange rate risk, we generally exchange local currencies for dollars promptly upon receipt. We periodically enter into currency forward contracts as a hedge against a portion of our currency exchange rate exposures; however, we may decide not to enter into these contracts during any particular period. We had several foreign currency cash flow hedges outstanding, and the fair value of these hedges was a net liability of \$0.3 million as of December 29, 2023 and \$6.7 million as of December 30, 2022.

The results of a hypothetical 10% strengthening in the average value of the dollar during 2023 and 2022 relative to the other currencies in which a significant portion of our net sales are denominated would have resulted in a decrease in net sales of approximately \$146.0 million and \$126.0 million for the years ended December 29, 2023 and December 30, 2022. This calculation assumes that each exchange rate would change in the same direction relative to the dollar. Our sensitivity analysis of the effects of changes in currency exchange rates does not factor in a potential change in sales levels or any offsetting gains on currency forward contracts.

### ***Interest Rate Risk***

As described in Note 11, "*Debt*" to the Consolidated Financial Statements, our indebtedness is both variable and fixed rate. Changes in interest rates in our indebtedness could have a material effect on our financial statements.

At year end December 29, 2023 and December 30, 2022, total variable rate debt had carrying values of \$400.0 million and \$519.1 million. The fair value of the debt approximates the carrying value because the variable rates approximate market rates. A 10% increase in the interest rate for 2023 and 2022 would have resulted in a negative impact of approximately \$2.8 million on our results of operations for each of the years ended December 29, 2023 and December 30, 2022.

To reduce interest rate risk, during 2018, we entered into interest rate swaps in order to hedge the risk of the fluctuation on future interest expense related to a portion of our variable rate, LIBOR-based borrowings under our Credit Facility through 2028; however, we may decide not to enter into these contracts during any particular period. We amended our Second A&R Credit Agreement and our interest rate swaps to transition from LIBOR to SOFR as a reference rate effective January 3, 2023. At year end December 29, 2023, the fair value of the interest rate swap contracts were in a net asset position of \$7.9 million compared to a net asset position of \$15.8 million as of December 30, 2022.

At December 29, 2023, the notional value of interest rate contracts outstanding was \$400 million, with \$200 million maturing in 2024 and the remaining \$200 million maturing in 2028.

The above discussion of our procedures to monitor market risk and the estimated changes in fair value resulting from our sensitivity analysis are forward-looking statements of market risk assuming certain adverse market conditions occur.

Actual results in the future may differ materially from these estimated results due to actual developments in the global financial markets. The analysis methods we used to assess and mitigate risk discussed above should not be considered projections of future events or losses.

#### **Special Note Regarding Forward-Looking Statements**

This Annual Report on Form 10-K contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These statements concern expectations, beliefs, projections, plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. Specifically, this Annual Report on Form 10-K contains forward-looking statements including, but not limited to the following:

- our beliefs regarding our market positions in our different product categories and the contributing factors to such market positions;
- our beliefs regarding our opportunity to be a preferred supplier to large retail, convenience store chain, and food service customers and our methods to expand or establish such status;
- our beliefs regarding the growth of the fresh-cut produce category and fresh produce industry and differentiation within the industry;
- our expectation to continue investing in new product development to increase revenue and maintain our premium price position and market leadership in our product categories;
- our beliefs regarding increases in outsourcing by food retailers, the drivers of that trend, and the beneficiaries of such increases;
- our beliefs regarding our ability to leverage our existing distribution network and infrastructure to expand the market reach of our Mann Packing products;
- our beliefs regarding our competitive advantages and the reasons for those advantages;
- our beliefs and expectations of our ability to generate cost savings, expand our cargo business, and improve the quality of our products;
- our beliefs regarding the barriers to entry in the pineapple and non-tropical fruit markets;
- our expectations regarding the competitive pressures in the markets that we operate in;
- our beliefs regarding our positioning to increase market share and our strategies to do so;
- our beliefs regarding the materiality of our legal proceedings;
- our beliefs regarding the benefits of diversity and inclusion within our workforce;
- our beliefs related to the sufficiency of our capital resources;
- our beliefs regarding the impacts of consolidation in our industry;
- our beliefs regarding the adequacy of our insurance coverage;
- our beliefs regarding the sufficiency of our information technology protections and practices;
- our expectations and estimates regarding certain legal, tax and accounting matters, including our litigation strategy, plans and beliefs regarding the ultimate outcome of income tax adjustments assessed by foreign taxing authorities;
- our belief that we will be successful in our contests of certain proposed adjustments by taxing authorities;
- our belief that our cash on hand, capacity available under our Revolving Credit Facility, and cash flows from operations will be sufficient to service our outstanding debt during the next twelve months;
- our expectations regarding fluctuations in the financial performance of our business due to seasonality;
- our plans and strategies to expand various categories of our business in our geographic markets;
- our beliefs regarding opportunities for sales growth and development of our fresh and prepared food products in the Middle East, North Africa and Central Asian countries and the drivers of continued net sales growth across our segments;
- our expectations and strategies for net sales growth in our respective geographic markets, including new product offerings and expansion of existing product offerings, increased sales volumes of existing products, expansion in various markets and targeting of convenience stores and foodservice trades in selected markets;
- our expectation that a significant portion of our revenues will continue to be derived from a relatively small number of customers and our beliefs regarding the factors that go into the purchase decisions of such customers;
- our expectations regarding the expansion of our third-party ocean freight services and other new logistic services to provide a meaningful contribution to our profitability and operating results;

- our beliefs regarding compliance with applicable laws and regulations;
- our expectations regarding our further equity investments in companies;
- our beliefs regarding the increasing emphasis on food safety issues;
- our expectations regarding capital expenditures in 2024, including for research and development;
- our expectations regarding inflationary pressures and the impacts to our future operating results;
- our expectations relating to sales growth;
- our expectations regarding share repurchases;
- our expectations regarding estimated liabilities and expenditures related to environmental cleanup;
- our expectations regarding voting practices of our principal shareholders;
- our beliefs regarding trends in consumer demand and factors that provide differentiation;
- our expectations regarding our derivative instruments, including our counterparties' credit ratings and the anticipated impacts on our financial statements;
- our expectations concerning the fair value of hedges, including the timing and impact to our results; and
- our strategic plans and future performance.

These forward-looking statements reflect our current views about future events and are subject to risks, uncertainties and assumptions. We wish to caution readers that certain important factors may have affected and could in the future affect our actual results and could cause actual results to differ significantly from those expressed in any forward-looking statement. Various factors could prevent us from achieving our goals, and cause the assumptions underlying forward-looking statements and the actual results and performance to differ materially from those expressed in or implied by the forward-looking statements include, but are not limited to, the following:

- the impact of inflationary pressures on raw materials and other costs;
- the impact of increased costs for many of our products, including bananas, pineapples, avocados and other fresh produce;
- the impact of pricing and other actions by competitors, particularly during periods of low consumer confidence and spending levels;
- our ability to successfully compete in the markets in which we do business;
- the impact on our business of the consolidation of retailers, wholesalers and distributors in the food industry;
- the impact of foreign currency fluctuations and currency exchange risks because of our international business;
- the impact on our sales and profits if we lose one or more of our largest customers or such customers reduce their purchases from us;
- the availability of sufficient labor during peak growing and harvesting seasons;
- the continued ability of our distributors and suppliers to have access to sufficient liquidity to fund their operations;
- the impact of governmental trade restrictions, including adverse governmental regulation that may impact our ability to access certain markets;
- our anticipated cash needs in light of our liquidity;
- trends and other factors affecting our financial condition or results of operations from period to period, including changes in product mix, consumer preferences or consumer demand for branded products such as ours; anticipated price and expense levels;
- the impact of crop disease, such as vascular diseases, one of which is known as Tropical Race 4, or TR4 (also known as Panama Disease);
- our ability to improve our existing quarantine policies and other prevention strategies, as well as find contingency plans, to protect our and our suppliers' banana crops from vascular diseases;
- global or local disruptions or issues that impact our production facilities or complex logistics network;
- our inability to realize expected benefits on plans for expansion of our business (including through acquisitions);
- our ability to successfully integrate acquisitions and new product lines into our operations;
- the impact of impairment or other charges associated with exit activities, crop or facility damage or otherwise,
- the timing and cost of resolution of pending and future legal and environmental proceedings or investigation;
- the impact of changes in tax accounting or tax laws (or interpretations thereof), the impact of claims or adjustments proposed by the Internal Revenue Service or other taxing authorities, including the EU, in connection with our tax audits and our ability to successfully contest such tax claims and pursue necessary remedies;
- the success of our joint ventures;
- the impact of severe weather conditions and natural disasters, such as flooding and earthquakes, on crop quality and yields and on our ability to grow, procure or export our products;
- the adequacy of our insurance coverage;
- the cost and other implications of changes in regulations applicable to our business, including potential legislative or regulatory initiatives in the United States or elsewhere directed at mitigating the effects of climate change;
- damage to our reputation or brand names or negative publicity about our products;

- exposure to product liability claims and associated regulatory and legal actions, product recalls, or other legal proceedings relating to our business;
- our ability to continue to comply with covenants and the terms of our credit instruments and our ability to obtain additional financing to fund our capital expenditures;
- our ability to successfully manage the risks associated with international operations, including risks relating to political or economic conditions, inflation, tax laws, currency restrictions and exchange rate fluctuations, legal or judicial systems.

The foregoing list of important factors does not include all such factors, nor necessarily present them in order of importance. In addition, you should consult other disclosures made by us (such as in our other filings with the SEC or in company press releases) for other factors that may cause actual results to differ materially from those projected by the Company. Please refer to Part I. Item 1A., *Risk Factors*, of this Annual Report on Form 10-K for additional information regarding factors that could affect our results of operations, financial condition and liquidity.

We intend our forward-looking statements to speak only as of the time of such statements and do not undertake or plan to update or revise them as more information becomes available or to reflect changes in expectations, assumptions or results, except as required by applicable law. We can give no assurance that such expectations or forward-looking statements will prove to be correct. An occurrence of, or any material adverse change in, one or more of the risk factors or risks and uncertainties referred to in this report or included in our other periodic reports filed with the SEC could materially and adversely impact our operations and our future financial results.

Any public statements or disclosures made by us following this report that modify or impact any of the forward-looking statements contained in or accompanying this report will be deemed to modify or supersede such outlook or other forward-looking statements in or accompanying this report.

**Item 8. Financial Statements and Supplementary Data**

Our Consolidated Financial Statements and Schedule set forth in the accompanying Index are filed as part of this Report.

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## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Fresh Del Monte Produce Inc.

### Opinion on Internal Control over Financial Reporting

We have audited Fresh Del Monte Produce Inc. and subsidiaries' internal control over financial reporting as of December 29, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Fresh Del Monte Produce Inc. and subsidiaries (the "Company") maintained, in all material respects, effective internal control over financial reporting as of December 29, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2023 consolidated financial statements and schedule of the Company and our report dated February 26, 2024 expressed an unqualified opinion thereon.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Miami, Florida

February 26, 2024

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Fresh Del Monte Produce Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Fresh Del Monte Produce Inc. and subsidiaries (the "Company") as of December 29, 2023 and December 30, 2022, and the related consolidated statements of operations, comprehensive income, cash flows and shareholders' equity and redeemable noncontrolling interest for each of the three years in the period ended December 29, 2023, and the related notes and supplemental financial statement schedule listed in the Index at Item 15 (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 29, 2023 and December 30, 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 29, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 29, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 26, 2024 expressed an unqualified opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

*The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing a separate opinion on the critical audit matters or on the accounts or disclosures to which they relate.*

### **Valuation of Goodwill and Indefinite-Lived Intangible Assets**

#### *Description of the Matter*

At December 29, 2023, the Company's goodwill and indefinite-lived intangible assets were \$433.5 million. As discussed in Note 2 to the consolidated financial statements, goodwill and indefinite-lived intangible assets are tested for impairment at least annually, at the reporting unit level. The carrying values of the prepared foods reporting unit's goodwill, and the Del Monte® prepared foods reporting unit's trade names and trademarks are \$27.2 million and \$30.8 million, respectively as of December 29, 2023. Note 6 to the consolidated financial statements discloses the sensitivity of fair value of these assets to changes in assumptions and underlying data used by the Company in their impairment accounting model including differences between estimated and actual cash flows and in discount rates used.

The Company measured the fair value of the goodwill using an income approach and the fair value of trade names and trademarks using a royalty savings method, and determined the carrying value of the prepared foods reporting unit exceeded its fair value and, therefore, recorded a goodwill impairment charge of \$21.6 million during the year ended December 29, 2023

Auditing the Company's annual impairment test related to the prepared foods reporting unit's goodwill, and the Del Monte® prepared foods reporting unit's trade names and trademarks was complex and required the involvement of our specialists due to the judgmental nature of the assumptions used in the valuation models described above. Moreover, these assets are more sensitive to the differences between estimated and actual cash flows, and changes in discount and royalty rates used to estimate their fair value. Assumptions related to estimated cash flows (specifically sales and cost of products sold and long-term growth rates for sales and cost of products sold) are judgmental as they are affected by expectations about future market or economic conditions, which can vary significantly and depend on market forces and events outside of the Company's control.

*How We Addressed the Matter in our Audit* We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's impairment review process related to the prepared foods reporting unit's goodwill, and the Del Monte® prepared foods reporting unit's trade names and trademarks, including controls over management's review of the significant assumptions described above.

To test the estimated fair value of the Company's prepared foods reporting unit's goodwill, and the Del Monte® prepared foods reporting unit's trade names and trademarks, our audit procedures included, among others, evaluating the methodologies used, the significant assumptions discussed above, and the underlying data used by the Company. Such data includes historical sales and cost data, go forward business plans and planned capital expenditures, as well as data from comparable companies. We involved our valuation specialists to assist in our procedures and to independently evaluate the reasonableness of the ranges for the discount and royalty rates. We compared the significant assumptions to current industry and economic trends, as well as market factor changes, to the Company's business model, and other relevant factors. We assessed the historical accuracy of management's estimates by comparing them to actual operating results and performed sensitivity analyses of the significant assumptions described above to evaluate the impact on the fair value of the prepared foods reporting unit's goodwill and the Del Monte® prepared foods reporting unit's trade names and trademarks.



### **Impairment of Long-Lived Assets**

#### *Description of the Matter*

As discussed in Note 2 to the consolidated financial statements, long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. As more fully described in Note 3 to the consolidated financial statements, during the fourth quarter of 2023, the Company determined that certain fresh and value-added assets in North America had indicators of impairment. Accordingly, the Company performed a recoverability test and concluded that an impairment loss should be measured. The Company measured the impairment of \$109.6 million by recording the amount by which the carrying amount of the assets exceeded the fair value of the assets. The Company measured the fair value of certain fresh and value-added long-lived assets in North America based on discounted future cash flows and independent appraisals from third parties.

Auditing the Company's impairment testing of fresh and value-added long-lived assets in North America was complex and required the involvement of our specialists due to the judgmental nature of the assumptions used in the valuation models described above. Moreover, these assets are more sensitive to the differences between estimated and actual cash flows, and changes in discount rates used to estimate their fair value. Assumptions related to estimated cash flows (specifically sales and cost of products sold and long-term growth rates for sales and cost of products sold) are judgmental as they are affected by expectations about future market or economic conditions, which can vary significantly and depend on market forces and events outside of the Company's control.

#### *How We Addressed the Matter in our Audit*

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's impairment review process related to fresh and value-added long-lived assets in North America, including controls over management's review of the significant assumptions described above.

To test the estimated fair value of the Company's fresh and value-added long-lived assets in North America, our audit procedures included, among others, evaluating the methodologies used, the significant assumptions discussed above, and the underlying data used by the Company. Such data includes historical sales and cost data, go forward business plans and planned capital expenditures, as well as data from comparable companies. We involved our valuation specialists to assist in our procedures and to independently evaluate the reasonableness of the ranges for the discount rates. We compared the significant assumptions to current industry and economic trends, as well as market factor changes, to the Company's business model, and other relevant factors. We assessed the historical accuracy of management's estimates by comparing them to actual operating results and performed sensitivity analyses of the significant assumptions described above to evaluate the impact on the fair value of fresh and value-added long-lived assets in North America.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1997.  
Miami, Florida  
February 26, 2024

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**  
(U.S. dollars in millions, except share and per share data)

	<b>December 29, 2023</b>	<b>December 30, 2022</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 33.8	\$ 17.2
Trade accounts receivable, net of allowance of \$ 20.8 and \$ 21.6 , respectively	387.0	373.5
Other accounts receivable, net of allowance of \$ 5.6 and \$ 5.7 , respectively	95.1	91.0
Inventories, net	599.9	669.0
Assets held for sale	4.5	67.3
Prepaid expenses and other current assets	24.0	23.4
<b>Total current assets</b>	<b>1,144.3</b>	<b>1,241.4</b>
Investments in and advances to unconsolidated companies	22.2	18.0
Property, plant and equipment, net	1,256.4	1,309.5
Operating lease right-of-use assets	213.8	213.8
Goodwill	401.9	422.9
Intangible assets, net	33.3	135.0
Deferred income taxes	51.5	47.4
Other noncurrent assets	60.7	70.9
<b>Total assets</b>	<b>\$ 3,184.1</b>	<b>\$ 3,458.9</b>
<b>Liabilities and shareholders' equity</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 479.0	\$ 549.9
Current maturities of debt and finance leases	1.4	1.3
Current maturities of operating leases	48.6	41.6
Income taxes and other taxes payable	11.6	14.2
<b>Total current liabilities</b>	<b>540.6</b>	<b>607.0</b>
Long-term debt and finance leases	406.1	547.1
Operating leases, less current maturities	142.1	147.3
Retirement benefits	82.3	82.4
Other noncurrent liabilities	27.6	28.5
Deferred income taxes	72.7	71.6
<b>Total liabilities</b>	<b>1,271.4</b>	<b>1,483.9</b>
Commitments and contingencies (See note 16)		
Redeemable noncontrolling interest	—	49.4
Shareholders' equity:		
Preferred shares, \$ 0.01 par value; 50,000,000 shares authorized; none issued or outstanding	—	—
Ordinary shares, \$ 0.01 par value; 200,000,000 shares authorized; 47,629,018 and 47,838,680 issued and outstanding, respectively	0.5	0.5
Paid-in capital	597.7	548.1
Retained earnings	1,341.4	1,397.6
Accumulated other comprehensive loss	( 43.3 )	( 41.5 )
<b>Total Fresh Del Monte Produce Inc. shareholders' equity</b>	<b>1,896.3</b>	<b>1,904.7</b>
Noncontrolling interests	16.4	20.9
<b>Total shareholders' equity</b>	<b>1,912.7</b>	<b>1,925.6</b>
<b>Total liabilities, redeemable noncontrolling interest and shareholders' equity</b>	<b>\$ 3,184.1</b>	<b>\$ 3,458.9</b>

See accompanying notes.

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(U.S. dollars in millions, except share and per share data)**

	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
Net sales	\$ 4,320.7	\$ 4,442.3	\$ 4,252.0
Cost of products sold	3,970.0	4,102.1	3,948.2
Gross profit	350.7	340.2	303.8
Selling, general and administrative expenses	186.7	186.8	192.9
Gain (loss) on disposal of property, plant and equipment, net and subsidiary	37.9	( 1.9 )	4.6
Asset impairment and other charges (credits), net	143.4	( 4.8 )	4.5
Operating income	58.5	156.3	111.0
Interest expense	24.1	24.4	20.3
Interest income	1.4	0.7	0.6
Other expense, net	19.3	14.8	9.4
Income before income taxes	16.5	117.8	81.9
Income tax provision	18.1	20.1	2.0
Net (loss) income	\$ ( 1.6 )	\$ 97.7	\$ 79.9
Less: Net income (loss) attributable to redeemable and noncontrolling interests	9.8	( 0.9 )	( 0.1 )
Net (loss) income attributable to Fresh Del Monte Produce Inc.	\$ ( 11.4 )	\$ 98.6	\$ 80.0
Net (loss) income per ordinary share attributable to Fresh Del Monte Produce Inc. - Basic	\$ ( 0.24 )	\$ 2.06	\$ 1.68
Net (loss) income per ordinary share attributable to Fresh Del Monte Produce Inc. - Diluted	\$ ( 0.24 )	\$ 2.06	\$ 1.68
Dividends declared per ordinary share	\$ 0.75	\$ 0.60	\$ 0.50
Weighted average number of ordinary shares:			
Basic	47,979,143	47,790,920	47,508,208
Diluted	47,979,143	47,943,464	47,701,397

See accompanying notes.

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(U.S. dollars in millions)

	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
Net (loss) income	\$ ( 1.6 )	\$ 97.7	\$ 79.9
Other comprehensive (loss) income:			
Net unrealized (loss) gain on derivatives, net of tax	( 2.2 )	46.9	8.7
Net unrealized foreign currency translation loss	( 3.5 )	( 18.6 )	( 14.1 )
Release of cumulative translation adjustment due to substantial liquidation of a foreign entity	2.4	—	—
Net change in retirement benefit adjustment, net of tax	1.5	( 2.9 )	15.5
Comprehensive (loss) income	( 3.4 )	123.1	90.0
Less: comprehensive income (loss) attributable to redeemable and noncontrolling interests	9.8	( 0.9 )	( 0.1 )
Comprehensive (loss) income attributable to Fresh Del Monte Produce Inc.	<u>\$ ( 13.2 )</u>	<u>\$ 124.0</u>	<u>\$ 90.1</u>

See accompanying notes.

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(U.S. dollars in millions)**

	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
<b>Operating activities:</b>			
Net (loss) income	\$ (1.6)	\$ 97.7	\$ 79.9
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	84.8	92.5	96.8
Amortization of debt issuance costs	0.5	0.6	0.6
Share-based compensation expense	9.9	6.9	7.6
Asset impairment charges	141.3	3.5	3.8
Change in uncertain tax positions	1.5	1.7	2.3
(Gain) loss on disposal of property, plant and equipment, and subsidiary, net	(37.9)	1.9	(4.6)
Deferred income taxes	(3.8)	2.5	(15.0)
Adjustment of Kunia Well Site liability	—	(9.9)	—
Gain on release of cumulative translation adjustment	(2.4)	—	—
Other, net	(1.3)	1.6	(11.1)
Changes in operating assets and liabilities			
Receivables	(19.3)	(37.4)	(13.9)
Inventories	64.7	(72.1)	(105.1)
Prepaid expenses and other current assets	1.7	(0.2)	7.2
Accounts payable and accrued expenses	(64.1)	(17.8)	78.3
Other noncurrent assets and liabilities	3.9	(9.7)	1.7
<b>Net cash provided by operating activities</b>	<b>177.9</b>	<b>61.8</b>	<b>128.5</b>
<b>Investing activities:</b>			
Capital expenditures	(57.7)	(48.1)	(98.5)
Investments in unconsolidated companies	(5.3)	(9.7)	(7.0)
Proceeds from sales of property, plant and equipment and subsidiary	119.9	8.7	17.5
Cash (paid) received from settlement of derivatives not designated as hedges	—	(0.2)	4.6
Other investing activities	(0.5)	0.2	0.9
<b>Net cash provided by (used in) investing activities</b>	<b>56.4</b>	<b>(49.1)</b>	<b>(82.5)</b>
<b>Financing activities:</b>			
Proceeds from long-term debt	590.5	1,066.3	703.4
Payments on long-term debt	(730.3)	(1,045.6)	(726.0)
Purchase of noncontrolling interest	(5.2)	—	—
Distributions to noncontrolling interests	(17.9)	(0.9)	(6.5)
Repurchase and retirement of ordinary shares	(11.8)	—	—
Share-based awards settled in cash for taxes	(0.8)	(1.6)	(0.4)
Dividends paid	(35.9)	(28.7)	(23.7)
Other financing activities	(2.1)	(1.5)	—
<b>Net cash used in financing activities</b>	<b>(213.5)</b>	<b>(12.0)</b>	<b>(53.2)</b>
<b>Effect of exchange rate changes on cash</b>	<b>(4.2)</b>	<b>0.4</b>	<b>6.8</b>
Net increase (decrease) in cash and cash equivalents	16.6	1.1	(0.4)
Cash and cash equivalents, beginning	17.2	16.1	16.5
Cash and cash equivalents, ending	<u>\$ 33.8</u>	<u>\$ 17.2</u>	<u>\$ 16.1</u>
<b>Supplemental cash flow information:</b>			
Cash paid for interest	<u>\$ 24.2</u>	<u>\$ 23.5</u>	<u>\$ 19.9</u>
Cash paid for income taxes	<u>\$ 14.9</u>	<u>\$ 13.3</u>	<u>\$ 9.5</u>
<b>Non-cash financing and investing activities:</b>			
Right-of-use assets obtained in exchange for new operating lease obligations	<u>\$ 51.0</u>	<u>\$ 59.6</u>	<u>\$ 78.8</u>
Right-of-use assets obtained in exchange for new finance lease obligations	<u>\$ 0.2</u>	<u>\$ 0.1</u>	<u>\$ 9.9</u>
Dividends on restricted stock units	<u>\$ 0.4</u>	<u>\$ —</u>	<u>\$ 0.2</u>
Insurance receivable for loss due to property damages	<u>\$ 0.9</u>	<u>\$ —</u>	<u>\$ —</u>

See accompanying notes.

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY AND REDEEMABLE NONCONTROLLING INTEREST**  
(U.S. dollars in millions, except share data)

						Fresh Del Monte Produce Inc.		Total	Redeemable
	Ordinary Shares	Ordinary	Paid-in	Retained	Accumulated Other	Shareholders'	Noncontrolling	Shareholders'	Noncontrolling
	Outstanding	Shares	Capital	Earnings	Comprehensive Loss	Equity	Interests	Equity	Interest
Balance at January 1, 2021	47,372,419	\$ 0.5	\$ 533.1	\$ 1,271.4	\$ (77.0)	\$ 1,728.0	\$ 21.7	\$ 1,749.7	\$ 50.2
Exercises of stock options	4,000	—	0.1	—	—	0.1	—	0.1	—
Settlement of restricted stock awards	178,276	—	—	—	—	—	—	—	—
Share-based payment expense	—	—	7.6	—	—	7.6	—	7.6	—
Distribution to noncontrolling interests	—	—	—	—	—	—	(0.4)	(0.4)	(0.2)
Dividend declared	—	—	0.2	(23.7)	—	(23.5)	—	(23.5)	—
Comprehensive income:									
Net income (loss)	—	—	—	80.0	—	80.0	0.4	80.4	(0.5)
Unrealized gain (loss) on derivatives, net of tax	—	—	—	—	8.7	8.7	—	8.7	—
Net unrealized foreign currency translation (loss) gain	—	—	—	—	(14.1)	(14.1)	—	(14.1)	—
Change in retirement benefit adjustment, net of tax	—	—	—	—	15.5	15.5	—	15.5	—
Comprehensive income (loss)						90.1	0.4	90.5	(0.5)
Balance at December 31, 2021	47,554,695	\$ 0.5	\$ 541.0	\$ 1,327.7	\$ (66.9)	\$ 1,802.3	\$ 21.7	\$ 1,824.0	\$ 49.5
Exercises of stock options	7,000	—	0.2	—	—	0.2	—	0.2	—
Settlement of restricted stock units	276,985	—	—	—	—	—	—	—	—
Share-based payment expense	—	—	6.9	—	—	6.9	—	6.9	—
Disposal of noncontrolling interests	—	—	—	—	—	—	0.3	0.3	—
Distribution to noncontrolling interests	—	—	—	—	—	—	(0.3)	(0.3)	—
Dividend declared	—	—	—	(28.7)	—	(28.7)	—	(28.7)	—
Comprehensive income:									
Net income (loss)	—	—	—	98.6	—	98.6	(0.8)	97.8	(0.1)
Unrealized gain (loss) on derivatives, net of tax	—	—	—	—	46.9	46.9	—	46.9	—
Net unrealized foreign currency translation (loss) gain	—	—	—	—	(18.6)	(18.6)	—	(18.6)	—
Change in retirement benefit adjustment, net of tax	—	—	—	—	(2.9)	(2.9)	—	(2.9)	—
Comprehensive income (loss)						124.0	(0.8)	123.2	(0.1)
Balance at December 30, 2022	47,838,680	\$ 0.5	\$ 548.1	\$ 1,397.6	\$ (41.5)	\$ 1,904.7	\$ 20.9	\$ 1,925.6	\$ 49.4
Exercises of stock options	2,418	—	—	—	—	—	—	—	—
Settlement of restricted stock units	287,920	—	—	—	—	—	—	—	—
Share-based payment expense	—	—	9.8	—	—	9.8	—	9.8	—
Distribution to noncontrolling interests	—	—	—	—	—	—	(14.4)	(14.4)	(1.4)
Dividend declared	—	—	0.5	(36.4)	—	(35.9)	—	(35.9)	—
Settlement of redeemable noncontrolling interest	—	—	42.7	—	—	42.7	—	42.7	(47.9)
Repurchase and retirement of ordinary shares	(500,000)	—	(3.4)	(8.4)	—	(11.8)	—	(11.8)	—
Comprehensive income:									
Net income (loss)	—	—	—	(11.4)	—	(11.4)	9.9	(1.5)	(0.1)
Unrealized gain (loss) on derivatives, net of tax	—	—	—	—	(2.2)	(2.2)	—	(2.2)	—
Net unrealized foreign currency translation (loss) gain	—	—	—	—	(3.5)	(3.5)	—	(3.5)	—
Release of cumulative translation adjustment due to substantial liquidation of a foreign entity	—	—	—	—	2.4	2.4	—	2.4	—
Change in retirement benefit adjustment, net of tax	—	—	—	—	1.5	1.5	—	1.5	—
Comprehensive income (loss)						(13.2)	9.9	(3.3)	(0.1)
Balance at December 29, 2023	47,629,018	\$ 0.5	\$ 597.7	\$ 1,341.4	\$ (43.3)	\$ 1,896.3	\$ 16.4	\$ 1,912.7	\$ —

See accompanying notes.

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****1. General**

Reference in this Report to “Fresh Del Monte,” “we,” “our” and “us” and the “Company” refer to Fresh Del Monte Produce Inc. and its subsidiaries, unless the context indicates otherwise.

***Nature of Business***

We are one of the world's leading vertically integrated producers, marketers and distributors of high-quality fresh and fresh-cut fruit and vegetables, as well as a leading producer and marketer of prepared fruit and vegetables, juices, beverages and snacks in Europe, Africa and the Middle East. We market our products worldwide under the *Del Monte*® brand, a symbol of product innovation, quality, freshness and reliability since 1892. Our major sales markets are organized as follows: North America, Europe, the Middle East (which includes North Africa) and Asia. Our global sourcing and logistics system allows us to provide regular delivery of consistently high-quality produce and value-added services to our customers. Our major producing operations are located in North, Central and South America, Asia and Africa. Our products are sourced from our company-controlled operations and through supply contracts with independent growers.

Our business is comprised of three reportable segments, two of which represent our primary businesses of fresh and value-added products and banana, and one that represents our other ancillary businesses.

- *Fresh and value-added products* - includes pineapples, fresh-cut fruit, fresh-cut vegetables (which includes fresh-cut salads), melons, vegetables, non-tropical fruit (which includes grapes, apples, citrus, blueberries, strawberries, pears, peaches, plums, nectarines, cherries and kiwis), other fruit and vegetables, avocados, and prepared foods (which includes prepared fruit and vegetables, juices, other beverages, and meals and snacks).
- *Banana*
- *Other products and services* - includes our third-party freight and logistic services business and our Jordanian poultry and meats business.

***Fiscal Year***

Our fiscal year end is the last Friday of the calendar year or the first Friday subsequent to the end of the calendar year, whichever is closest to the end of the calendar year. Fiscal year 2023 had 52 weeks and ended on December 29, 2023. Fiscal year 2022 had 52 weeks and ended on December 30, 2022. Fiscal year 2021 had 52 weeks and ended on December 31, 2021.

***Basis of Presentation***

The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The preparation of our Consolidated Financial Statements in accordance with U.S. GAAP requires us to make estimates and assumptions that affect the amounts reported in our Consolidated Financial Statements and accompanying notes. Actual results could differ from these estimates.

Our Consolidated Financial Statements include the accounts of our majority owned subsidiaries, which we control due to ownership of a majority voting interest. Additionally, we consolidate variable interest entities (“VIEs”) when we have variable interests and are the primary beneficiary. All intercompany accounts and transactions are eliminated in consolidation.

We are required to evaluate events occurring after December 29, 2023, our fiscal year end, for recognition and disclosure in the Consolidated Financial Statements for the year ended fiscal 2023. Events are evaluated based on whether they represent information existing as of December 29, 2023, which require recognition in the Consolidated Financial Statements, or new events occurring after December 29, 2023, which do not require recognition but require disclosure if the event is significant to the Consolidated Financial Statements. We evaluated events occurring subsequent to December 29, 2023 through the date of issuance of these Consolidated Financial Statements.

**2. Summary of Significant Accounting Policies**



## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**Cash and Cash Equivalents**

We classify as cash equivalents all highly liquid investments with a maturity of three months or less at the time of purchase.

**Trade Receivables**

Trade receivables less allowances are recognized on our accompanying Consolidated Balance Sheets at net realizable value, which reflects the net amount expected to be collected from customers. Our allowance for trade receivables consists of two components: a \$ 7.4 million allowance for credit losses and a \$ 13.4 million allowance for customer claims, which are accounted for under the scope of ASC 606 - *Revenue Recognition*.

We estimate expected credit losses on our trade receivables in accordance with Accounting Standards Codification ("ASC") 326 - *Financial Instruments - Credit Losses*. We perform ongoing credit evaluations of our customers and adjust credit limits based upon payment history and customers' credit worthiness, as determined by our review of their current credit information. We measure the allowance for credit losses on trade receivables on a collective (pool) basis when similar risk characteristics exist. We generally pool our trade receivables based on geographic region or country to which the receivables relate. Receivables that do not share similar risk characteristics are evaluated for collectibility on an individual basis.

Our historical credit loss experience provides the basis for our estimation of expected credit losses. We generally use a three-year average of annual loss rates as a starting point for our estimation, and make adjustments to the historical loss rates to account for differences in current conditions impacting the collectibility of our receivable pools. We generally monitor macroeconomic indicators to assess whether adjustments are necessary to reflect current conditions.

Our allowances for identified claims are recorded as a reduction to both trade accounts receivable and net sales. Write-off of accounts receivable is done only when all collection efforts have been exhausted without success.

Accounts receivable from one customer represents approximately 10 % of trade accounts receivable, net of allowance. This customer is current with its payments.

**Other Accounts Receivable**

Other accounts receivable less allowances are recognized on our accompanying Consolidated Balance Sheets at net realizable value, which reflects the net amount expected to be collected. Other accounts receivable includes value-added taxes ("VAT") receivables, seasonal advances to growers and suppliers, which are usually short-term in nature, and other financing receivables.

VAT receivables are primarily related to purchases by production units and are refunded by the taxing authorities. As of December 29, 2023, we had \$ 43.9 million classified as current in other accounts receivable and \$ 17.7 million, net of allowance of \$ 3.6 million, classified as other noncurrent assets on our Consolidated Balance Sheets. As of December 30, 2022, we had \$ 38.1 million classified as current in other accounts receivable and \$ 16.4 million, net of allowance of \$ 4.7 million, classified as other noncurrent assets in our Consolidated Balance Sheets.

Advances to growers and suppliers are generally repaid to us as produce is harvested and sold. We generally require property liens and pledges of the current season's produce as collateral to support the advances. Refer to Note 7, "*Allowance for Credit Losses*" for further discussion on advances to growers and suppliers.

We measure the allowance for credit losses on advances to suppliers and growers on a collective (pool) basis when similar risk characteristics exist. We generally pool our advances based on the country which they relate to, and further disaggregate them based on their current or past-due status. We generally consider an advance to a grower to be past due when the advance is not fully paid within the respective growing season. The allowance for advances to growers and suppliers that do not share similar risk characteristics are determined on a case-by-case basis, depending on the expected production for the season and other contributing factors. The advances are typically collateralized by property liens and pledges of the respective season's produce. Occasionally, we agree to a payment plan with certain growers or take steps to recover the advance via established collateral. We may write-off uncollectible financing receivables after our collection efforts are exhausted.

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Our historical credit loss experience provides the basis for our estimation of expected credit losses. We generally use a three-year average annual loss rate as the starting point for our estimation, and make adjustments to the historical loss rate to account for differences in current or expected future conditions. We generally monitor macroeconomic indicators as well as other factors, including unfavorable weather conditions and crop diseases, which may impact the collectibility of the advances when assessing whether adjustments to the historical loss rate are necessary.

Recoveries of other accounts receivable previously reserved in the allowance are credited to operating income.

**Inventories**

Inventories are valued at the lower of cost or net realizable value. Cost is computed using the weighted average cost or first-in first-out methods for finished goods, which includes fresh produce and prepared foods and the first-in first-out, actual cost or average cost methods for raw materials and packaging supplies. Raw materials and packaging supplies inventory consists primarily of agricultural supplies, containerboard, packaging materials, spare parts and fuel. Expenditures on pineapple, melon, vegetable and non-tropical fruit growing crops are valued at the lower of cost or net realizable value and are deferred and charged to cost of products sold when the related crop is harvested and sold. The deferred growing costs included in inventories in our Consolidated Balance Sheets consist primarily of land preparation, cultivation, irrigation and fertilization costs. For the most part, expenditures related to banana crops are expensed in the year incurred due to the continuous nature of the crop.

Inventories consisted of the following (U.S. dollars in millions):

	December 29, 2023	December 30, 2022
Finished goods	\$ 201.1	\$ 205.8
Raw materials and packaging supplies	167.1	233.2
Growing crops	231.7	230.0
Total inventories	<u>\$ 599.9</u>	<u>\$ 669.0</u>

**Accounting for Planned Major Maintenance Activities**

We account for planned major maintenance activities, such as ship dry-dock activities, consistent with ASC guidance related to “Other Assets and Deferred Costs.” We utilize the deferral method of accounting for ship dry-dock activities whereby actual costs incurred are deferred and amortized on a straight-line basis over the period until the next scheduled dry-dock activity.

**Investments in Unconsolidated Companies**

We apply the equity method of accounting to account for investments over which we exert significant influence but do not hold a controlling financial interest, or for investments in limited partnerships where our ownership interest is more than 3%-5%. Under the equity method of accounting, investments are stated at initial cost and are adjusted for subsequent additional investments and our proportionate share of earnings or losses and distributions. We present the carrying value of our equity method investments within investments in and advances to unconsolidated companies on our Consolidated Balance Sheets. Our proportionate share of the investee's net income or loss is presented under other expense, net on our Consolidated Statement of Operations. We review our investments for impairment when events and circumstances indicate that the decline in fair value of such assets below the carrying value is other-than-temporary. See Note 4, “Investments in Unconsolidated Companies” for further information.

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**Property, Plant and Equipment and Other Long-Lived Assets**

Property, plant and equipment additions are recorded at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, which range from 10 to 40 years for buildings, five to 20 years for maritime and other equipment, including ships and containers, three to 20 years for machinery and equipment, three to seven years for furniture, fixtures and office equipment, three to seven years for computer software, and five to 10 years for automotive equipment including automobiles, tractors, trailers and trucks. Leasehold improvements are amortized over the term of the lease, or the estimated useful life of the related asset, whichever is shorter. See Note 5, "*Property, Plant and Equipment, Net*" for further information.

When assets are retired or disposed of, the costs and accumulated depreciation or amortization are removed from the respective accounts and any related gain or loss is recognized. Maintenance and repairs are charged to expense as incurred. Significant expenditures, which extend the useful lives of assets, are capitalized. Interest is capitalized as part of the cost of construction.

Our long-lived assets other than property, plant and equipment consists of a definite-lived intangible asset. Intangible asset determined to have finite life is amortized over the estimated useful life to reflect the pattern of economic benefits consumed, either on a straight-line or accelerated basis. Our definite-lived intangible asset has a remaining amortization period of 17 years. Amortization expense related to definite-lived intangible assets totaled \$ 4.9 million for 2023, \$ 7.8 million for 2022 and \$ 7.6 million for 2021, and is included in selling, general, and administrative expenses. Refer to Note 6, "*Goodwill and Other Intangible Assets*." for further information.

We review long-lived assets (or asset groups) with identifiable cash flows for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We consider factors such as historic and forecasted operating results, trends and future prospects, current market value, and other economic and regulatory factors in performing these analyses. In the event that an asset is not recoverable, and the carrying amount of an asset exceeds the asset's fair value, we measure and record an impairment loss for the excess. The fair value of an asset is measured by either determining the expected future discounted cash flow of the asset or by independent appraisal.

For long-lived assets held for sale, we record impairment losses when the carrying amount is greater than the fair value less the cost to sell. We discontinue depreciation of long-lived assets when these assets are classified as held for sale and include these assets as assets held for sale on our Consolidated Balance Sheets.

We incurred charges related to impairment of long-lived assets of \$ 119.7 million in 2023, \$ 3.5 million in 2022, and \$ 3.8 million in 2021. Such charges are included in asset impairment and other charges (credits), net in the accompanying Consolidated Statements of Operations for the years ended December 29, 2023, December 30, 2022 and December 31, 2021 and are described further in Note 3, "*Asset Impairment and Other Charges (Credits), Net*" and Note 6, "*Goodwill and Other Intangible Assets*".

The gain on disposal of property, plant and equipment, net of \$ 37.9 million during 2023 primarily related to gains on the sale of two distribution centers and related assets in Saudi Arabia, sale of an idle production facility in North America, and sale of our plastics business subsidiary in South America. These transactions were accounted for using the guidance in ASC 610.

**Assets Held for Sale**

Assets are classified as held for sale when (1) management approves and commits to a plan to sell the asset, (2) the asset is available for immediate sale in its present condition, subject only to terms that are usual and customary, (3) an active program to locate a buyer and other actions required to complete the plan to sell have been initiated, (4) the sale of the asset is probable and is expected to be completed within one year, (5) the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (6) actions necessary to complete the plan of sale indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Assets held for sale are stated at the lower of net book value or estimated fair value less cost to sell.

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**Goodwill and Indefinite-Lived Intangible Assets**

Goodwill represents the excess of the purchase price of an acquired entity over the fair value of the net tangible and identifiable intangible assets acquired and liabilities assumed in a business combination. We assess goodwill at the reporting unit level on an annual basis as of the first day of our fourth quarter, or more frequently if events or changes in circumstances suggest that goodwill may not be recoverable. A significant amount of judgment is involved in determining if an indicator of impairment has occurred.

For those reporting units where events or changes in circumstances indicate that potential impairment indicators exist, we perform a quantitative assessment to determine whether the carrying amount of goodwill can be recovered. When performing the annual goodwill impairment test, we may start with an optional qualitative assessment as allowed for under the accounting guidance. As part of the qualitative assessment, we evaluate all events and circumstances, including both positive and negative events, in their totality, to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we bypass the qualitative assessment, or if the qualitative assessment indicates that a quantitative analysis should be performed, we evaluate goodwill for impairment by comparing the fair value of a reporting unit to its carrying value, including the associated goodwill. We generally estimate a reporting unit's fair value using a discounted cash flow approach which is dependent on several significant estimates and assumptions related to forecasts of future revenues, cost of sales, expenses and the weighted-average cost of capital for each reporting unit. If the carrying amount of the reporting unit exceeds the estimated fair value, an impairment charge is recorded to reduce the carrying value to the estimated fair value. The impairment of goodwill is limited to the total amount of goodwill allocated to the reporting unit. Any adverse changes in the significant estimates and assumptions used in our goodwill impairment test could have a significant impact on the recoverability of goodwill and could have a material impact on our Consolidated Financial Statements. We incurred charges related to impairment of goodwill of \$ 21.6 million in 2023 as described further in Note 3, "*Asset Impairment and Other Charges (Credits), Net*" and Note 6, "*Goodwill and Other Intangible Assets*". No impairment charges related to goodwill were incurred during 2022 and 2021.

An intangible asset with an indefinite useful life is not amortized but assessed for impairment at least annually, or sooner if indications of possible impairment are identified. When performing the annual impairment test, we first may start with an optional qualitative assessment to determine whether it is not more likely than not that our indefinite-lived intangible assets are impaired. As part of a qualitative assessment, we evaluate relevant events and circumstances that could affect the significant inputs used to determine the fair value of the indefinite-lived intangible asset. If we bypass the qualitative assessment, or if the qualitative assessment indicates that a quantitative analysis should be performed, we evaluate our indefinite-lived intangible assets for impairment by comparing the fair value of the asset to its carrying amount. We generally estimate the fair value of our indefinite-lived intangible assets using a royalty savings method.

See Note 6, "*Goodwill and Other Intangible Assets*" for further discussion.

**Revenue Recognition**

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to be entitled to in exchange for those products or services. We record revenue based on a five-step model in accordance with the accounting guidance. For our customer contracts, we identify the performance obligations (products or services), determine the transaction price, allocate the contract transaction price to the performance obligations, and recognize the revenue when the performance obligation is fulfilled, which is when the product is shipped to or received by the customer, depending on the specific terms of the arrangement. Our revenues are recorded at a point in time.

Product sales are recorded net of variable consideration, such as provisions for returns, discounts and allowances. Such provisions are calculated using historical averages adjusted for any expected changes due to current business conditions. Consideration given to customers for cooperative advertising is recognized as a reduction of revenue except to the extent that there is a distinct good or service, in which case the expense is classified as selling, general, and administrative expense. Provisions for customer volume rebates are based on achieving a certain level of purchases and other performance criteria that are established on a program by program basis. These rebates are estimated based on the expected amount to be provided to the customers and are recognized as a reduction of revenue.

We expense incremental costs of obtaining a contract, if the contract period is for one year or less. These costs are included in selling, general and administrative expenses. Otherwise, incremental contract costs are recognized as an asset on our

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Consolidated Balance Sheets and amortized over time as promised goods and services are transferred to a customer. Our contracts are generally less than one year and incremental costs of obtaining a contract are not material. We account for shipping and handling costs as costs to fulfill a contract and not as performance obligations to our customers. We also exclude taxes collected from our customers, assessed by government authorities that are both imposed on and concurrent with a specific revenue-producing transaction, from our determination of the transaction price. We do not adjust the promised amount of consideration for the effects of a significant financing component if the period between the transfer of the promised good or service to a customer and the customer payment is one year or less.

**Cost of Products Sold**

Cost of products sold is primarily made up of two elements: product costs and logistics costs.

*Product costs* - primarily composed of cultivation (the cost of growing crops), harvesting, packaging, labor, depreciation and farm administration. Product cost for produce obtained from independent growers is composed of procurement and packaging costs.

*Logistics costs* - include land and sea transportation and expenses related to port facilities and distribution centers. Sea transportation cost is the most significant component of logistics costs and is comprised of:

- Ship operating expenses - include operations, maintenance, depreciation, insurance, fuel, and port charges.
- Chartered ship costs - include the cost of chartering the ships, fuel and port charges.
- Container equipment-related costs - include leasing expense and in the case of owned equipment, also depreciation expense.
- Third-party containerized shipping costs - include the cost of using third-party shipping in our logistics operations.

**Advertising and Promotional Costs**

We expense advertising and promotional costs as incurred. Advertising and promotional costs, which are included in selling, general and administrative expenses, were \$ 10.5 million for 2023, \$ 9.3 million for 2022 and \$ 13.6 million for 2021.

**Income Taxes**

Deferred income taxes are recognized for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year end, based on enacted tax laws and statutory tax rates applicable to the year in which the differences are expected to affect taxable income. Valuation allowances are established when it is deemed more likely than not that some portion or all of the deferred tax assets will not be realized.

We account for income tax uncertainties consistent with the ASC guidance included in " *Income Taxes*, " which clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The ASC also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

See Note 9, "*Income Taxes*."

**Contingencies**

Estimated losses from contingencies are recognized if it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated. Gain contingencies are not reflected in the financial statements until realized. We use judgment in assessing whether a loss contingency is probable and estimable. Actual results may differ from these estimates.

See Note 16, "*Commitments and Contingencies*."

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**Foreign Currency Translation and Transactions**

For our operations in countries where the functional currency is other than the U.S. dollar, balance sheet amounts are translated using the exchange rate in effect at the balance sheet date. Income statement amounts are translated monthly using the average exchange rate for the respective month. The gains and losses resulting from the changes in exchange rates from year-to-year and the effect of exchange rate changes on intercompany transactions of long-term investment nature are recorded as a component of accumulated other comprehensive income or loss as currency translation adjustments.

For our operations where the functional currency is the U.S. dollar, non-monetary balance sheet amounts are remeasured at historical exchange rates. Other balance sheet amounts are remeasured at the exchange rates in effect at the balance sheet date. Income statement accounts, excluding those items of income and expenses that relate to non-monetary assets and liabilities, are remeasured at the average exchange rate for the month. These remeasurement adjustments are included in the determination of net income and are included in other expense, net.

Other expense, net, in the accompanying Consolidated Statements of Operations includes a net foreign exchange loss of \$ 10.4 million for 2023, \$ 8.4 million for 2022, and \$ 6.0 million for 2021. These amounts include the effect of foreign currency remeasurement and realized foreign currency transaction gains and losses.

**Other Expense, Net**

In addition to foreign currency gains and losses described above, other expense, net, also includes other non-operating income and expense items.

**Leases**

We lease property, plant and equipment for use in our operations including agricultural land, office facilities and refrigerated containers. We account for leases under the scope of ASC 842 - *Leases* which requires leases with durations greater than twelve months to be recognized on the balance sheet. We have lease agreements with lease and non-lease components, and we have made an accounting policy election to account for these as a single lease component.

We evaluate our leases at inception or at any subsequent modification and classify them as either finance or operating leases. For leases with terms greater than 12 months, we recognize a related asset ("right-of-use asset") and obligation ("lease liability") on the lease commencement date, calculated as the present value of the future minimum lease payments over the lease term. Right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Certain leases include one or more options to renew or options to terminate, which are generally at our discretion. Any option or renewal periods that we determine are reasonably certain of being exercised are included in the lease term, and are used in calculating the right-of-use asset and lease liabilities. Many of our leases also include predetermined fixed escalation clauses. We recognize rental expense for operating leases that contain predetermined fixed escalation clauses on a straight-line basis over the expected term of the lease. Our lease agreements do not contain any residual value guarantees.

When available, we use the rate implicit in the lease to discount lease payments to present value; however, most of our leases do not provide a readily determinable implicit rate. Therefore, we must estimate our incremental borrowing rate to discount the lease payments based on information available at lease commencement.

For finance leases, we recognize interest expense and amortization of the right-of-use asset, and for operating leases, we recognize lease expense on a straight-line basis over the lease term.

See Note 10, "Leases" for more information.

**Fair Value Measurements**

Fair value is measured as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In developing its fair value estimates, we use the following hierarchy:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Level 2 - Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3 - Significant unobservable inputs that are not corroborated by market data. Generally, these fair value measures are model-based valuation techniques such as discounted cash flows using our own estimates and assumptions or those expected to be used by market participants.

We measure the fair value of financial instruments, such as derivatives, on an ongoing basis. We measure fair value for non-financial assets when a valuation is necessary, such as for impairment of long-lived and indefinite-lived assets when indicators of impairment exist.

See Note 18, "*Fair Value Measurements*" for more information.

**Share-Based Compensation**

Compensation expense for all share-based awards expected to vest is measured at fair value on the date of grant and recognized on a straight-line basis over the related service period, which is generally the vesting period of each award. Forfeitures are recognized as they occur. Our share-based awards consist of performance stock units and restricted stock units, and are granted to employees and members of our Board of Directors which meet the definition of employees under the accounting guidance. The fair value of our share-based awards is determined based on our stock price on the date of grant.

See Note 15, "*Share-Based Compensation*" for more information.

**Derivative Financial Instruments**

We recognize the value of derivative instruments as either assets or liabilities in the statement of financial position at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated as a hedge and qualifies as part of a hedging relationship. The accounting also depends on the type of hedging relationship, whether a cash flow hedge, a fair value hedge, or hedge of a net investment in a foreign operation.

We use derivative financial instruments primarily to reduce our exposure to adverse fluctuations in foreign exchange rates and variable interest rates. Upon entry into a derivative instrument, we formally designate and document the financial instrument as a hedge of a specific underlying exposure, as well as the risk management objectives and strategies for undertaking the hedge transaction. Derivatives are recorded in the Consolidated Balance Sheets at fair value in prepaid expenses and other current assets, other non-current assets, accounts payable and accrued expenses or other non-current liabilities, depending on whether the amount is an asset or liability and is of a short-term or long-term nature.

We designate our derivative financial instruments as cash flow hedges. A cash flow hedge requires that the change in the fair value of a derivative instrument be recognized in other comprehensive income, a component of shareholders' equity, and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings and is presented in the same income statement line item as the earnings effect of the hedged item. We also classify the cash flows from our cash flow hedges in the same category as the items being hedged on our Consolidated Statements of Cash Flows based on the fact that our cash flow hedges do not contain an other-than-insignificant financing element at inception.

In the event that hedge accounting is discontinued, any changes in fair value of the associated derivatives since the date of dedesignation are recognized in other expense, net. Cash flows subsequent to the date of dedesignation are classified within investing activities in our Consolidated Statements of Cash Flows.

See Note 17, "*Derivative Financial Instruments*" for more information.

**Share Repurchases**

When stock is retired or purchased for constructive retirement, the purchase price is initially recorded as a reduction to the par value of the shares repurchased, with any excess purchase price over par value recorded as a reduction to additional paid-in capital and retained earnings.

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**Retirement and Other Employee Benefits**

We sponsor a number of defined benefit pension plans and post-retirement plans. The most significant of these plans cover employees in the United States, United Kingdom, Costa Rica and Guatemala. We recognize the funded status of our defined benefit pension and post-retirement plans in our Consolidated Balance Sheets, with changes in the funded status recognized primarily through accumulated other comprehensive income (loss) in the year in which the changes occur. Actuarially-determined liabilities related to pension and post-retirement benefits are recorded based on estimates and assumptions. Factors used in developing estimates of these liabilities include assumptions related to discount rates, rates of return on investments, benefit payment patterns and other factors, and are periodically updated. We provide disclosures about our plan assets, including investment strategies, major categories of plan assets, concentrations of risk within plan assets, and valuation techniques used to measure the fair value of plan assets consistent with the fair value hierarchy framework.

See Note 14, "Retirement and Other Employee Benefits" for more information.

**Redeemable Noncontrolling Interest**

As part of the Mann Packing acquisition in 2018, we acquired a put option exercisable by the 25 % shareholder of one of the acquired subsidiaries. The put option allows the noncontrolling shareholder to sell its 25 % noncontrolling interest to us for a multiple of the subsidiary's adjusted earnings. The noncontrolling shareholder can exercise this put option on or after April 1, 2023. Following a five year window expiring on April 1, 2028, the put option value will be negotiated annually and the inputs are subject to change. As the put option is outside of our control, the estimated redemption value of the 25 % noncontrolling interest is presented as a redeemable noncontrolling interest outside of permanent equity on our Consolidated Balance Sheet. At each reporting period, the redeemable noncontrolling interest is recognized at the higher of (1) the initial carrying amount adjusted for accumulated earnings and distributions or (2) the contractually-defined redemption value as of the balance sheet date. In June 2023, the noncontrolling shareholder exercised its put option right and the Company closed the purchase of the remaining 25% of this subsidiary.

See Note 22, "Redeemable Noncontrolling Interest Acquisition" for more information.

**New Accounting Pronouncements - Adopted**

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, and subsequent amendments to the guidance, ASU 2021-01 in January 2021 and ASU 2022-06 in December 2022. The amendments in these updates provide optional guidance to companies to ease the potential burden associated with reference rate reform. Specifically, the guidance provides optional expedients and exceptions to apply generally accepted accounting principles to contract modifications and hedging relationships, subject to certain criteria, that reference LIBOR or another reference rate expected to be discontinued. As of December 30, 2022, we had LIBOR-based borrowings and interest rate swaps that referenced LIBOR. Effective January 3, 2023, we amended our agreements and transitioned to the Term Secured Overnight Financing Rate (Term SOFR) for these instruments. We adopted the optional guidance in Topic 848 in conjunction with our contract amendments which allowed us to (i) account for the modification to our debt agreement as a continuation of the existing contract and (ii) continue applying hedge accounting for our interest rate swaps. The adoption of this guidance did not have a material impact on our consolidated financial statements.

**New Accounting Pronouncements - Not Yet Adopted**

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. This ASU amends Accounting Standards Codification (ASC) 280 to enhance the nature and frequency of segment disclosures. Specifically, the update requires disclosure of significant segment expenses regularly provided to the Chief Operating Decision Maker ("CODM") included within the reported measures of a segment's profit or loss, the amount and composition of other segment items in order to reconcile to the reported measures of a segment's profit or loss, the CODM's title and position, and how the CODM uses the reported measures of a segment's profit or loss in assessing segment performance and how to allocate resources. The ASU also makes requires that annual disclosures about a reportable segment's profit or loss and assets required by Topic 280 be made in interim periods. ASU 2023-07 is effective for years beginning after December 15, 2023 and interim periods beginning after December 15, 2024 with early adoption permitted. We have evaluated



FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

the impact of the adoption of this ASU and concluded it has no impact on our financial condition, results of operations and cash flows.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740) - Improvements to Income Tax Disclosures*. This ASU amends ASC 740 to enhance the nature of disclosures for income taxes. Specifically, the ASU requires public business entities to disclose additional information in categories defined within the ASU within the reconciliation of the effective tax rate to the statutory rate for federal, state and foreign income taxes. Additionally, the ASU requires disclosure of taxes paid, net of refunds received, disaggregated by federal, state and foreign taxes. ASU 2023-09 is effective for years beginning after December 15, 2024 with early adoption permitted. We have evaluated the impact of the adoption of this ASU and concluded it has no impact on our financial condition, results of operations and cash flows.

**3. Asset Impairment and Other Charges (Credits), Net**

We incurred asset impairment and other charges (credits), net totaling \$ 143.4 million for 2023, \$( 4.8 ) million for 2022 and \$ 4.5 million for 2021.

The following represents the detail of asset impairment and other charges (credits), net for the year ended December 29, 2023 by reportable segment (U.S. dollars in millions):

	Long-lived and other asset impairment	Exit activity and other charges (credits)	Total
<b>Banana segment:</b>			
Impairment of low-yielding banana farms in the Philippines	\$ 3.7	\$ —	\$ 3.7
<b>Fresh and value-added products segment:</b>			
Impairment of fresh and value-added assets in North America <sup>(1)</sup>	109.6	—	109.6
Impairment of prepared foods reporting unit goodwill <sup>(2)</sup>	21.6	—	21.6
Impairment of low productivity grape vines in South America and related costs	1.7	0.1	1.8
Impairment of low-yielding apple farms in South America	2.6	—	2.6
Other fresh and value-added products segment charges	0.3	0.7	1.0
<b>Other:</b>			
2023 cybersecurity incident expenses <sup>(3)</sup>	—	1.3	1.3
Impairment of assets related to idle land in Central and South America	1.8	—	1.8
<b>Total asset impairment and other charges (credits), net</b>	<b>\$ 141.3</b>	<b>\$ 2.1</b>	<b>\$ 143.4</b>

<sup>(1)</sup> During the year ended December 29, 2023, impairment charges related to our fresh and value-added assets in North America included impairment charges to customer relationships intangible assets of \$ 88.6 million, trade names of \$ 8.3 million, and building, land and land improvements of \$ 12.7 million. Refer to Note 6, "Goodwill and Other Intangible Assets," for further information.

<sup>(2)</sup> Refer to Note 6, "Goodwill and Other Intangible Assets," for further information.

<sup>(3)</sup> During the year ended December 29, 2023, we incurred cybersecurity expenses of \$ 1.3 million, net of insurance reimbursements received, primarily related to the engagement of specialized legal counsel and other incident response advisors.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following represents the detail of asset impairment and other charges (credits), net for the year ended December 30, 2022 by reportable segment (U.S. dollars in millions):

	Long-lived and other asset impairment	Exit activity and other charges (credits)	Total
<b>Banana segment:</b>			
Exit costs related to European facility	\$ —	\$ 0.4	\$ 0.4
Philippine asset impairment due to floods <sup>(1)</sup>	2.7	—	2.7
<b>Fresh and value-added products segment:</b>			
Adjustment of Kunia Well Site environmental liability in Hawaii <sup>(2)</sup>	—	( 9.9 )	( 9.9 )
Impairment of South America farm and other charges	0.8	0.1	0.9
Other fresh and value-added products segment charges	—	0.1	0.1
<b>Other:</b>			—
Former President/COO severance expense	—	1.0	1.0
<b>Total asset impairment and other charges (credits), net</b>	<b>\$ 3.5</b>	<b>\$ ( 8.3 )</b>	<b>\$ ( 4.8 )</b>

<sup>(1)</sup> \$ 2.7 million asset impairment as a result of flooding in the Philippines due to heavy rainfall during the fourth quarter of 2022.

<sup>(2)</sup> \$( 9.9 ) million reduction in our environmental liability related to the Kunia Well Site clean-up. Refer to Note 16, "Commitments and Contingencies," for further information.

The following represents the detail of asset impairment and other charges (credits), net for the year ended December 31, 2021 by reportable segment (U.S. dollars in millions):

	Long-lived and other asset impairment	Exit activity and other charges (credits)	Total
<b>Banana segment:</b>			
Insurance recovery related to hurricanes <sup>(1)</sup>	\$ —	\$ ( 0.8 )	\$ ( 0.8 )
Philippine asset impairment and exit activities of certain low-yield areas <sup>(2)</sup>	3.3	1.4	4.7
<b>Fresh and value-added products segment:</b>			
Exit costs related to European facility	—	0.2	0.2
Other fresh and value-added products segment charges	0.5	( 0.1 )	0.4
<b>Total asset impairment and other charges (credits), net</b>	<b>\$ 3.8</b>	<b>\$ 0.7</b>	<b>\$ 4.5</b>

<sup>(1)</sup> \$( 0.8 ) million insurance recovery for fiscal 2021 associated with damages to certain of our banana fixed assets in Guatemala caused by hurricanes Eta and Iota in the fourth quarter of 2020.

<sup>(2)</sup> \$ 4.7 million asset impairment and other charges primarily related to our exit from two low-yield banana farms in the Philippines in the fourth quarter of 2021.

#### 4. Investments in and Advances to Unconsolidated Companies

Investments in and advances to unconsolidated companies amounted to \$ 22.2 million as of December 29, 2023 and \$ 18.0 million as of December 30, 2022. These investments are accounted for under the equity method of accounting, and primarily relate to investments in limited partnerships and joint ventures in the food, nutrition and agricultural technology sectors. Our proportionate share of income (losses) related to these unconsolidated companies, and distributions received, were not significant for the years ended December 29, 2023, December 30, 2022, or December 31, 2021.

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**
**5. Property, Plant and Equipment, Net**

Property, plant and equipment, net consisted of the following (U.S. dollars in millions):

	December 29, 2023	December 30, 2022
Land and land improvements	\$ 695.9	\$ 704.3
Buildings and leasehold improvements	581.4	607.4
Machinery and equipment	609.3	614.3
Maritime equipment (including containers)	229.0	262.9
Furniture, fixtures and office equipment	102.1	102.2
Automotive equipment	69.1	69.0
Construction-in-progress	23.3	22.0
	2,310.1	2,382.1
Less: accumulated depreciation and amortization	( 1,053.7 )	( 1,072.6 )
Property, plant and equipment, net	\$ 1,256.4	\$ 1,309.5

Depreciation expense on property, plant and equipment, including assets under finance leases, was \$ 79.9 million for 2023, \$ 84.8 million for 2022 and \$ 89.2 million for 2021.

Shipping containers, machinery and equipment and automotive equipment under finance leases totaled \$ 11.1 million at December 29, 2023 and \$ 11.0 million at December 30, 2022. Accumulated amortization for assets under finance leases was \$ 3.8 million at December 29, 2023 and \$ 2.4 million at December 30, 2022.

The gain (loss) on disposal of property, plant and equipment, net and subsidiary was a gain of \$ 37.9 million for 2023, a loss of \$( 1.9 ) million for 2022 and a gain of \$ 4.6 million for 2021. The gain on disposal of property, plant and equipment, net and subsidiary in 2023 was primarily related to the sale of two distribution centers and related assets in Saudi Arabia, the sale of an idle production facility in North America, the sale of our plastics business subsidiary in South America, the sale of two carrier vessels and the sales of land assets in South and Central America. The loss on disposal of property, plant and equipment, net in 2022 is primarily related to the disposal of low-yielding banana crops in Central America, partially offset by gains on the sale of vacant land in Mexico and sales of vehicles in the Middle East.

**6. Goodwill and Other Intangible Assets**

The following table reflects our indefinite-lived intangible assets, including goodwill, and our definite-lived intangible assets along with related accumulated amortization by major category (U.S. dollars in millions):

	December 29, 2023	December 30, 2022
Goodwill	\$ 401.9	\$ 422.9
Indefinite-lived intangible assets:		
Trademarks	31.7	31.7
Definite-lived intangible assets:		
Definite-lived intangible assets	10.6	150.4
Accumulated amortization	( 9.0 )	( 47.1 )
Definite-lived intangible assets, net	1.6	103.3
Goodwill and other intangible assets, net	\$ 435.2	\$ 557.9

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Indefinite-lived and definite-lived intangible assets are included in intangible assets, net, in the Consolidated Balance Sheets. Our definite-lived intangible assets, prior to the impairment recorded during 2023, primarily consisted of customer relationships, trade names and trademarks.

The following table reflects the changes in the carrying amount of goodwill by business segment (U.S. dollars in millions):

	Bananas	Fresh and Value-Added Products	Totals
<b>Balance at December 31, 2021</b>	\$ 64.3	\$ 359.4	\$ 423.7
Foreign exchange	( 0.2 )	( 0.6 )	( 0.8 )
<b>Balance at December 30, 2022</b>	\$ 64.1	\$ 358.8	\$ 422.9
Foreign exchange	0.3	0.3	0.6
Impairment charges	—	( 21.6 )	( 21.6 )
<b>Balance at December 29, 2023</b>	\$ 64.4	\$ 337.5	\$ 401.9

In the table above, goodwill is presented net of accumulated impairment losses of \$ 109.7 million, relating strictly to the fresh and value-added products segment. Impairment charges of \$ 21.6 million were recorded during 2023. No impairment charges were recorded to goodwill during 2022 or 2021.

**Results of Impairment Tests**

We review goodwill for impairment on an annual basis or earlier if indicators of impairment arise. We performed our fourth quarter 2023 annual goodwill impairment test using a quantitative assessment for all reporting units, and specifically an income approach valuation methodology. Based on the results of our impairment test and due to underperformance in our prepared foods business in North America and Europe, coupled with an increase in the discount rates used, we incurred an impairment charge of \$ 21.6 million for which the fair value was determined to be \$ 27.2 million. The results of our impairment test for the remaining reporting units resulted in the fair value of each reporting unit exceeding its respective carrying amount as of the assessment date.

We also evaluated both *Del Monte*® trade names and trademarks related to our prepared foods reporting unit for impairment as of the first day of our fourth quarter of 2023 using the royalty savings method, an income approach valuation methodology. The royalty savings method estimated the fair value of the intangible assets by capitalizing the royalties saved. Both *Del Monte*® trade names and trademarks had fair values that exceeded their carrying amounts.

The fair value of the banana reporting unit's goodwill, prepared foods reporting unit's goodwill and the *Del Monte*® prepared foods reporting unit's trade names and trademarks are sensitive to differences between estimated and actual cash flows and changes in the related discount rate used to evaluate the fair value of these assets. If the banana and the prepared foods reporting unit do not perform to expected levels, the related goodwill and the *Del Monte*® trade names and trademarks associated with the prepared foods reporting unit may be at risk for impairment in the future.

The following table highlights the sensitivities of the indefinite-lived intangibles as of December 29, 2023 (U.S. dollars in millions):

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	Banana Reporting Unit Goodwill		Prepared Foods Reporting Unit Goodwill		Prepared Foods Rep Unit Del Monte® Trade Names and Trademarks
Carrying value of indefinite-lived intangible assets	\$ 64.4		\$ 27.2		\$ 30.8
Approximate percentage by which the fair value exceeds the carrying value based on the annual impairment test	23.2	%	—	%	6.2
Amount that a one percentage point increase in the discount rate and a 5% decrease in cash flows would cause the carrying value to exceed the fair value and trigger an (additional) impairment	\$ 8.9		\$ 27.2		\$ 2.3

In addition, certain definite-lived intangible assets related to our fresh and value-added products segment which arose from a prior acquisition are sensitive to changes in estimated cash flows. We review long-lived assets (or asset groups) with identifiable cash flows for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. During the fourth quarter of 2023, we identified factors which indicated the carrying amounts of certain fresh and value-added assets associated with Mann Packing may not be recoverable. These factors included (1) a sustained decline in actual and projected sales and gross margins, (2) conclusions reached from management's strategic review of Mann Packing finalized in the fourth quarter and (3) impairment charges of goodwill in our prepared foods reporting unit which is included within our fresh and value-added products segment. Based on the results of our recoverability test performed, we determined the carrying amounts of certain fresh and value-added assets exceeded their fair values and we recorded non-cash impairment charges of \$109.6 million, including impairment charges to customer relationships intangible assets of \$ 88.6 million and trade name intangible assets of \$ 8.3 million.

The estimated amortization expense related to definite-lived intangible assets for the five succeeding years is as follows (U.S. dollars in millions):

Year	Estimated Amortization Expense
2024	\$ 0.1
2025	0.1
2026	0.1
2027	0.1
2028	0.1

## 7. Allowance for Credit Losses

We estimate expected credit losses on our trade receivables and financing receivables in accordance with Accounting Standards Codification ("ASC") 326 - *Financial Instruments - Credit Losses*.

### Trade Receivables

Trade receivables as of December 29, 2023 were \$ 387.0 million, net of an allowance of \$ 20.8 million. Our allowance for trade receivables consists of two components: a \$ 7.4 million allowance for credit losses and a \$ 13.4 million allowance for customer claims accounted for under the scope of ASC 606 - *Revenue Recognition*.

As a result of our robust credit monitoring practices, the industry in which we operate, and the nature of our customer base, the credit losses associated with our trade receivables have historically been insignificant in comparison to our annual net sales. We measure the allowance for credit losses on trade receivables on a collective (pool) basis when similar characteristics exist. We generally pool our trade receivables based on the geographic region or country to which the receivables relate. Receivables that do not share similar risk characteristics are evaluated for collectibility on an individual basis.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Our historical credit loss experience provides the basis for our estimation of expected credit losses. We generally use a three-year average annual loss rate as a starting point for our estimation, and make adjustments to the historical loss rate to account for differences in current conditions impacting the collectibility of our receivable pools. We generally monitor macroeconomic indicators to assess whether adjustments are necessary to reflect current conditions.

The table below presents a rollforward of our trade receivable allowance for credit losses for the years ended December 29, 2023 and December 30, 2022 (U.S. dollars in millions):

Trade Receivables	Year ended	
	December 29, 2023	December 30, 2022
<b>Allowance for Credit Losses</b>		
Balance, beginning of period	\$ 9.3	\$ 10.2
Provision for uncollectible amounts	1.6	0.3
Deductions to allowance related to write-offs	( 3.3 )	( 0.7 )
Foreign exchange effects	—	( 0.1 )
Reclassifications <sup>(1)</sup>	( 0.2 )	( 0.4 )
<b>Balance, end of period</b>	<b>\$ 7.4</b>	<b>\$ 9.3</b>

<sup>(1)</sup> Reclassifications of \$ 0.2 million and \$ 0.4 million to the long-term allowance for credit losses during the years ended December 29, 2023 and December 30, 2022, respectively. The amounts in the long-term allowance for credit losses, presented in other noncurrent assets on our Consolidated Balance Sheets, related to customer receivables as of the years ended December 29, 2023 and December 30, 2022 are not material to our Consolidated Financial Statements.

**Financing Receivables**

Financing receivables are included in other accounts receivable, net on our Consolidated Balance Sheet and are recognized at amortized cost less an allowance for estimated credit losses. Financing receivables include seasonal advances to growers and suppliers, which are usually short-term in nature, and other financing receivables.

A significant portion of the fresh produce we sell is acquired through supply contracts with independent growers. In order to ensure the consistent high quality of our products and packaging, we make advances to independent growers and suppliers. These growers and suppliers typically sell all of their production to us and make payments on their advances as a deduction to the agreed upon selling price of the fruit or packaging material. The majority of the advances to growers and suppliers are for terms less than one year and typically span a growing season. In certain cases, there may be longer term advances with terms of up to five years .

We measure the allowance for credit losses on advances to suppliers and growers on a collective (pool) basis when similar risk characteristics exist. We generally pool our advances based on the country which they relate to, and further disaggregate them based on their current or past-due status. We generally consider an advance to a grower to be past due when the advance is not fully paid within the respective growing season. The allowance for advances to growers and suppliers that do not share similar risk characteristics are determined on a case-by-case basis, depending on the expected production for the season and other contributing factors. The advances are typically collateralized by property liens and pledges of the respective season's produce. Occasionally, we agree to a payment plan with certain growers or take steps to recover the advance via established collateral. We may write-off uncollectible financing receivables after our collection efforts are exhausted. Historically, our credit losses associated with our advances to suppliers and growers have not been significant.

Our historical credit loss experience provides the basis for our estimation of expected credit losses. We generally use a three-year average annual loss rate as a starting point for our estimation, and make adjustments to the historical loss rate to account for differences in current or expected future conditions. We generally monitor macroeconomic indicators as well as other factors, including unfavorable weather conditions and crop diseases, which may impact the collectibility of the advances when assessing whether adjustments to the historical loss rate are necessary.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table details the advances to growers and suppliers based on their credit risk profile (U.S. dollars in millions):

	December 29, 2023		December 30, 2022	
	Current	Past-Due	Current	Past-Due
Gross advances to growers and suppliers	\$ 25.1	\$ 10.8	\$ 44.6	\$ 5.6

The allowance for advances to growers and suppliers and the related financing receivables for the years ended December 29, 2023 and December 30, 2022 were as follows (U.S. dollars in millions):

	Year ended	
	December 29, 2023	December 30, 2022
<b>Allowance for advances to growers and suppliers:</b>		
Balance, beginning of period	\$ 4.9	\$ 1.8
Provision for uncollectible amounts	2.6	3.2
Deductions to allowance related to write-offs	—	( 0.1 )
<b>Balance, end of period</b>	<b>\$ 7.5</b>	<b>\$ 4.9</b>

8. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following (U.S. dollars in millions):

	December 29, 2023	December 30, 2022
Trade payables	\$ 243.1	\$ 295.9
Accrued fruit purchases	29.6	37.3
Ship and port operating expenses	19.1	18.4
Warehouse and distribution costs	36.4	29.5
Payroll and employee benefits	73.1	78.2
Accrued promotions	26.3	27.1
Other accrued expenses	51.4	63.5
Accounts payable and accrued expenses	<b>\$ 479.0</b>	<b>\$ 549.9</b>

Other accrued expenses are primarily composed of accruals for purchases received but not invoiced and other accruals, none of which individually exceed 5 % of current liabilities.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

9. Income Taxes

The provision for income taxes consisted of the following (U.S. dollars in millions):

	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
Current:			
U.S. federal income tax	\$ 0.1	\$ 0.3	\$ ( 2.1 )
State	1.0	0.7	0.3
Non-U.S.	20.8	16.6	18.8
	21.9	17.6	17.0
Deferred:			
U.S. federal income tax	( 1.1 )	—	( 5.0 )
State	( 0.2 )	—	( 1.2 )
Non-U.S.	( 2.5 )	2.5	( 8.8 )
	( 3.8 )	2.5	( 15.0 )
	\$ 18.1	\$ 20.1	\$ 2.0

Income before income taxes consisted of the following (U.S. dollars in millions):

	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
U.S.	\$ ( 136.4 )	\$ 1.0	\$ ( 24.7 )
Non-U.S.	152.9	116.8	106.6
	\$ 16.5	\$ 117.8	\$ 81.9



**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The differences between the reported provision for income taxes and income taxes computed at the U.S. statutory federal income tax rate are explained in the following reconciliation (U.S. dollars in millions):

	Year ended <sup>(1)</sup>		
	December 29, 2023	December 30, 2022	December 31, 2021
Income tax provision computed at the U.S. statutory federal rate	\$ 3.4	\$ 24.7	\$ 17.2
Effect of tax rates on non-U.S. operations	( 70.8 )	( 71.7 )	( 67.9 )
Provision for uncertain tax positions	1.5	1.7	2.3
Non-deductible interest	23.1	0.7	0.6
Foreign exchange	8.1	2.8	( 6.1 )
Non-deductible intercompany charges	—	0.5	0.1
Non-deductible differences	( 0.7 )	0.9	2.0
Non-taxable income/loss	( 0.5 )	0.6	( 4.8 )
Non-deductible impairment charges	5.4	—	1.1
Adjustment to deferred balances	—	—	0.1
Other	0.8	( 3.3 )	3.1
State tax benefit	( 4.4 )	0.1	( 1.0 )
Other taxes in lieu of income	3.5	5.5	4.5
Change in deferred rate	—	—	0.1
Benefit from net operating loss carryback provision (C.A.R.E.S. Act)	—	—	( 0.8 )
Increase in valuation allowance <sup>(2)</sup>	48.7	57.6	51.5
Provision for income taxes	<u>\$ 18.1</u>	<u>\$ 20.1</u>	<u>\$ 2.0</u>

<sup>(1)</sup> Certain amounts from prior year have been conformed to current year presentation

<sup>(2)</sup> The increase in valuation allowance includes effects of foreign exchange and adjustments to deferred tax balances which were fully offset by valuation allowance.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Deferred income tax assets and liabilities consisted of the following (U.S. dollars in millions):

	December 29, 2023	December 30, 2022
<b>Deferred tax liabilities:</b>		
Allowances and other accrued liabilities	\$ (0.2)	\$ (0.1)
Inventories	(14.8)	(17.1)
Property, plant and equipment	(69.7)	(75.7)
Equity in earnings of unconsolidated companies	(0.5)	(0.2)
Pension obligations	(2.7)	(2.6)
Other noncurrent deferred tax liabilities	(28.1)	(26.8)
ROU assets	(21.6)	(21.0)
Total noncurrent deferred tax liabilities	<u>\$ (137.6)</u>	<u>\$ (143.5)</u>
<b>Deferred tax assets:</b>		
Allowances and other accrued assets	\$ 13.9	\$ 17.9
Inventories	9.6	5.9
Pension obligations	22.4	21.4
Property, plant and equipment	3.6	1.0
Post-retirement benefits other than pension	2.7	3.6
Net operating loss carryforwards	434.5	434.2
Capital loss carryover	2.2	2.1
Other noncurrent assets	129.7	93.9
Operating lease	23.5	22.9
Total noncurrent deferred tax assets	<u>642.1</u>	<u>602.9</u>
Valuation allowance	(525.7)	(483.5)
Total deferred tax assets, net	<u>\$ 116.4</u>	<u>\$ 119.4</u>
<b>Net deferred tax liabilities</b>	<u>\$ (21.2)</u>	<u>\$ (24.1)</u>

The valuation allowance increased by \$ 42.2 million in 2023. The increase in 2023 relates primarily to valuation allowance on additional net operating loss carryforwards combined with the effect of a change in judgment about our ability to realize deferred tax assets in future years, due to our current and foreseeable operations.

At December 29, 2023, we are no longer permanently reinvested on certain foreign earnings, accordingly, there is a deferred tax liability of \$ 0.7 million as of December 29, 2023 related to the foreign earnings which are not considered to be permanently reinvested. Additionally, the undistributed earnings of our foreign subsidiaries amounted to \$ 770.6 million. Those earnings are considered to be either indefinitely reinvested, or the earnings could be distributed tax free. To the extent the earnings are considered indefinitely reinvested, determination of the amount of the unrecognized deferred tax liability is not practicable due to the complexities associated with its hypothetical calculation.

At December 29, 2023, we had approximately \$ 1,664.4 million of federal and foreign tax operating loss carryforwards expiring as follows (U.S. dollars in millions):

<b>Expires:</b>	
2024	\$ 1.4
2025	24.3
2026	20.1
2027	11.2
2028 and beyond	13.3
No expiration	1,594.1
	<u>\$ 1,664.4</u>

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

A reconciliation of the beginning and ending amount of uncertain tax positions excluding interest and penalties is as follows (U.S. dollars in millions):

	<b>December 29, 2023</b>	<b>December 30, 2022</b>	<b>December 31, 2021</b>
Beginning balance	\$ 6.1	\$ 5.0	\$ 3.5
Gross increases - current-period tax positions	1.2	1.2	1.7
Settlements	( 1.1 )	—	—
Foreign exchange	0.2	( 0.1 )	( 0.2 )
Ending balance	<u>\$ 6.4</u>	<u>\$ 6.1</u>	<u>\$ 5.0</u>

We accrued \$ 9.9 million in 2023 and \$ 9.2 million in 2022, for uncertain tax positions, including interest and penalties that, if recognized would affect the effective income tax rate.

The tax years 2012-2023 remain subject to examination by taxing authorities throughout the world in major jurisdictions, such as Costa Rica, Luxembourg, Switzerland and the United States.

We classify interest and penalties on uncertain tax positions as a component of income tax expense in the Consolidated Statements of Operations. Accrued interest and penalties related to uncertain tax positions are \$ 3.5 million and \$ 3.0 million for December 29, 2023 and December 30, 2022, respectively and are included in other noncurrent liabilities.

In connection with the examination of the tax returns in two foreign jurisdictions, the taxing authorities have issued income tax deficiencies related to transfer pricing aggregating approximately \$ 165.4 million (including interest and penalties) for tax years 2012 through 2016. We strongly disagree with the proposed adjustments and have filed a protest with each of the taxing authorities.

In one of the foreign jurisdictions, we are currently contesting tax assessments related to the 2012-2015 audit years and the 2016 audit year in both the administrative court and the judicial court. During 2019 and 2020, we filed actions contesting the tax assessment in the administrative office. Our initial challenge to each of these tax assessments was rejected, and we subsequently lost our appeals at the administrative court. We have subsequently filed actions to contest each of these tax assessments in the country's judicial courts. In addition, we have filed a request for an injunction to the judicial court to stay the tax authorities' collection efforts for these two tax assessments, pending final judicial decisions. The court granted our injunction with respect to the 2016 audit year, however denied our injunction with respect to the 2012-2015 audit years. We timely appealed the denial of the injunction, and on August 10, 2022 the appellate court overturned the denial and granted our injunction for the 2012-2015 audit years. Pursuant to local law, we registered real estate collateral with an approximate fair market value of \$7.0 million in connection with the grant of the 2016 audit year injunction. This real estate collateral has a net book value of \$3.8 million as of the year ended December 29, 2023. In addition, in connection with the grant of the 2012-2015 audit year injunction, we registered real estate collateral with an approximate fair market value of \$28.5 million, and a net book value of \$4.6 million as of the year ended December 29, 2023. The registration of this real estate collateral does not affect our operations in the country.

In the other foreign jurisdiction, the administrative court denied our appeal, and on March 4, 2020 we filed an action in the judicial court to contest the administrative court's decision. The case is still pending.

We will continue to vigorously contest the adjustments and to exhaust all administrative and judicial remedies necessary in both jurisdictions to resolve the matters, which could be a lengthy process.

We regularly assess the likelihood of adverse outcomes resulting from examinations such as these to determine the adequacy of our tax reserves. Accordingly, we have not accrued any additional amounts based upon the proposed adjustments. There can be no assurance that these matters will be resolved in our favor, and an adverse outcome of either matter, or any future tax examinations involving similar assertions, could have a material effect on our financial condition, results of operations and cash flows.

Additionally, the European Union (EU) Member States formally adopted the EU's Pillar Two Directive, which generally provides for a minimum effective tax rate of 15%, as established by the Organization for Economic Co-operation and Development (OECD) Pillar Two Framework. Pursuant to the implementation dates prescribed in the Directive, it is expected

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

the rules will be effective for the Company for the 2025 fiscal year. A significant number of other countries are expected to also implement similar legislation with varying effective dates in the future. We are continuing to evaluate the potential impact on future periods of the Pillar Two Framework, pending legislative adoption by additional individual countries, however, we may not be able to completely mitigate the impact of the legislation which could have an adverse material effect on our financial condition, results of operations and cash flows.

**10. Leases**

We lease property and equipment under operating and finance leases. We evaluate our leases at inception or at any subsequent modification and classify them as either finance or operating leases. For leases with terms greater than 12 months, we recognize a related right-of-use asset and lease liability on the lease commencement date, calculated as the present value of the future minimum lease payments over the lease term. Right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease.

Certain leases include one or more options to renew or options to terminate, which are generally at our discretion. Any option or renewal periods that we determine are reasonably certain of being exercised are included in the lease term, and are used in calculating the right-of-use asset and lease liability. Our lease agreements do not contain any residual value guarantees. We do not separate lease and non-lease components of contracts.

When available, we use the rate implicit in the lease to discount lease payments to present value; however, most of our leases do not provide a readily determinable implicit rate. Therefore, we must estimate our incremental borrowing rate to discount the lease payments based on information available at lease commencement.

Our operating lease arrangements include leases of agricultural land and certain property, plant, and equipment, including office facilities and refrigerated containers. Many of our leases include predetermined fixed escalation clauses. We recognize rental expense for operating leases on a straight-line basis over the expected term of the lease. We also enter into ship charter agreements for the transport of our fresh produce to markets worldwide. As of the year ended 2023, two of our ships are chartered. The remaining term for our chartered ships is approximately 10 months.

During the year ended December 29, 2023, our 60% owned joint venture in Saudi Arabia entered into a sale and purchase agreement to sell two distribution centers and related assets for a total purchase price of \$67.6 million. Contemporaneously with the execution of the sale and purchase agreement, we entered into an operating lease agreement in which we leased back approximately 31% of the facilities for a term of five years. The lease agreement allows for an option to renew for additional terms, subject to the written agreement of both parties.

Our finance lease arrangements include leases of refrigerated containers. For finance leases, we recognize interest expense and amortization of the right-of-use asset.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**Lease Position**

The following table presents the lease-related assets and liabilities recorded on our Consolidated Balance Sheets as of December 29, 2023 and December 30, 2022 (U.S. dollars in millions):

Classification on the Balance Sheet		December 29, 2023	December 30, 2022
<b>Assets</b>			
Operating lease assets	Operating lease right-of-use assets	\$ 213.8	\$ 213.8
Finance lease assets	Property, plant and equipment, net	7.3	8.6
Total lease assets		<u>\$ 221.1</u>	<u>\$ 222.4</u>
<b>Liabilities</b>			
Current			
Operating	Current maturities of operating leases	\$ 48.6	\$ 41.6
Finance	Current maturities of debt and finance leases	1.4	1.3
Noncurrent			
Operating	Operating leases, less current maturities	142.1	147.3
Finance	Long-term debt and finance leases, less current maturities	6.1	7.3
Total lease liabilities		<u>\$ 198.2</u>	<u>\$ 197.5</u>
<b>Weighted-average remaining lease term:</b>			
Operating leases		5.8 years	6.5 years
Finance leases		4.5 years	5.7 years
<b>Weighted-average discount rate:</b>			
Operating leases		5.37 %	5.23 %
Finance leases		4.47 %	2.91 %

**Lease Costs**

The following table presents certain information related to the lease costs for finance and operating leases for the years ended December 29, 2023, December 30, 2022 and December 31, 2021 (U.S. dollars in millions):

	December 29, 2023	December 30, 2022	December 31, 2021
Finance lease cost			
Amortization of lease assets	\$ 1.5	\$ 1.4	\$ 0.3
Operating lease cost	72.1	66.3	61.9
Short-term lease cost	7.0	5.3	8.4
Variable lease cost	7.4	5.1	5.9
Total lease cost	<u>\$ 88.0</u>	<u>\$ 78.1</u>	<u>\$ 76.5</u>

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**Other Information**

The following table presents supplemental cash flow information related to leases for fiscal 2023, 2022 and 2021 (U.S. dollars in millions):

	<b>December 29, 2023</b>	<b>December 30, 2022</b>	<b>December 31, 2021</b>
Cash paid for amounts included in the measurement of lease liabilities			
Operating cash flows for operating leases	\$ 58.1	\$ 51.2	\$ 41.2
Financing cash flows for finance leases	1.3	1.3	0.3
Right-of-use assets obtained in exchange for new operating lease liabilities	51.0	59.6	78.8
Right-of-use assets obtained in exchange for new finance lease liabilities	0.2	0.1	9.9

**Undiscounted Cash Flows**

The following table reconciles the undiscounted cash flows for each of the first five years and total remaining years to the finance lease liabilities and operating lease liabilities recorded on the balance sheet as of December 29, 2023 (U.S. dollars in millions):

	<b>Operating Leases</b>	<b>Finance Leases</b>
2024	\$ 59.5	\$ 1.6
2025	40.7	1.6
2026	34.4	1.6
2027	29.2	1.6
2028	22.5	1.5
Thereafter	52.2	—
<b>Total lease payments</b>	<b>238.5</b>	<b>7.9</b>
Less: imputed interest	47.8	0.4
<b>Total lease liabilities</b>	<b>\$ 190.7</b>	<b>\$ 7.5</b>

**11. Debt**

**Credit Facility**

On October 1, 2019, we entered into a Second Amended and Restated Credit Agreement (as amended, the "Second A&R Credit Agreement") with Bank of America, N.A. as administrative agent and BofA Securities, Inc. as sole lead arranger and sole bookrunner and certain other lenders. The Second A&R Credit Agreement provides for a five-year, \$ 0.9 billion syndicated senior unsecured revolving credit facility (the "Revolving Credit Facility") maturing on October 1, 2024. Effective September 13, 2022, we exercised our option as included in the Second A&R Credit Agreement to reduce the borrowing limit on the Revolving Credit Facility from the original limit of \$ 1.1 billion to \$ 0.9 billion. Certain of our direct and indirect subsidiaries have guaranteed the obligations under the Second A&R Credit Agreement. We intend to use funds borrowed under the Revolving Credit Facility from time to time for general corporate purposes, working capital, capital expenditures and other permitted investment opportunities.

On December 30, 2022, we and certain of our subsidiaries executed Amendment No. 1 to the Second A&R Credit Agreement (the "Amendment") with the financial institutions and other lenders named therein, including Bank of America, N.A. as administrative agent and BofA Securities, Inc. as sole lead arranger and sole bookrunner. Pursuant to the Amendment, the reference interest rate on the Revolving Credit Facility was amended to replace the Eurocurrency Rate with the Term Secured Overnight Financing Rate ("Term SOFR") effective January 3, 2023. As amended, Term Loans made under the Revolving

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Credit Facility can be Base Rate Loans, Term SOFR Loans or Alternative Currency Term Rate Loans. All other material terms of the Second A&R Credit Agreement, as amended, remain unchanged.

Effective January 3, 2023, amounts borrowed under the Revolving Credit Facility accrued interest, at our election, at either (i) the Term SOFR Rate (as defined in the Second A&R Credit Agreement) plus a margin that ranges from 1.0 % to 1.5 % or (ii) the Base Rate (as defined in the Second A&R Credit Agreement) plus a margin that ranged from 0 % to 0.5 %, in each case based on our Consolidated Leverage Ratio (as defined in the Second A&R Credit Agreement). The Second A&R Credit Agreement interest rate grid provides for five pricing levels for interest rate margins.

The Second A&R Credit Agreement provides for an accordion feature that permits us, without the consent of the other lenders, to request that one or more lenders provide us with increases in revolving credit facility or term loans up to an aggregate of \$ 300 million ("Incremental Increases"). The aggregate amount of Incremental Increases can be further increased to the extent that after giving effect to the proposed increase in revolving credit facility commitments or term loans our Consolidated Leverage Ratio, on a pro forma basis, would not exceed 2.50 to 1.00 . Our ability to request such increases in the Revolving Credit Facility or term loans is subject to our compliance with customary conditions set forth in the Second A&R Credit Agreement including compliance, on a pro forma basis, with the financial covenants and ratios set forth therein. Upon our request, each lender may decide, in its sole discretion, whether to increase all or a portion of its revolving credit facility commitment or provide term loans.

The Second A&R Credit Agreement requires us to comply with certain financial and other covenants. Specifically, it requires us to maintain 1) a Consolidated Leverage Ratio of not more than 3.50 to 1.00 at any time during any period of four consecutive fiscal quarters, subject to certain exceptions and 2) minimum Consolidated Interest Coverage Ratio of not less than 2.25 to 1.00 as of the end of any fiscal quarter. Additionally, it requires us to comply with certain other covenants, including limitations on capital expenditures, stock repurchases, the amount of dividends that can be paid in the future, the amount and types of liens and indebtedness, material asset sales, and mergers. Under the Second A&R Credit Agreement, we are permitted to declare or pay cash dividends in any fiscal year up to an amount that does not exceed the greater of (i) an amount equal to the greater of (A) 50 % of the Consolidated Net Income (as defined in the Second A&R Credit Agreement) for the immediately preceding fiscal year or (B) \$ 25 million or (ii) the greatest amount which would not cause the Consolidated Leverage Ratio (determined on a pro forma basis) to exceed 3.25 to 1.00. It also provides an allowance for stock repurchases to be an amount not exceeding the greater of (i) \$ 150 million in the aggregate or (ii) the amount that, after giving pro forma effect thereto and any related borrowings, will not cause the Consolidated Leverage Ratio to exceed 3.25 to 1.00. As of December 29, 2023, we were in compliance with all of the covenants contained in the Second A&R Credit Agreement.

On February 21, 2024, we entered into Amendment No. 2 to the Second Amended and Restated Credit Agreement (the "2024 Amended Credit Facility") which amends and restates the Second A&R Credit Agreement. The 2024 Amended Credit Facility provides for a five-year, \$ 0.75 billion syndicated senior unsecured revolving credit facility ("Amended Revolving Credit Facility") and extends the existing maturity date to February 21, 2029. The 2024 Amended Credit Facility permits, under certain conditions, the ability to add an option for \$200 million of receivables financing. Amounts outstanding under the Amended Revolving Credit Facility accrue interest at a rate equal to based on the Term SOFR rate (as defined in the 2024 Amended Credit Facility) plus a margin ranging from 1.0% to 1.6%.

Debt issuance costs of \$ 0.1 million and \$ 0.6 million are included in other noncurrent assets on our Consolidated Balance Sheets as of December 29, 2023 and December 30, 2022, respectively.

The following is a summary of the material terms of the Revolving Credit Facility and other working capital facilities at December 29, 2023 (U.S. dollars in millions):

	<b>Term</b>	<b>Maturity Date</b>	<b>Interest Rate</b>	<b>Borrowing Limit</b>	<b>Available Borrowings</b>
Bank of America credit facility	5 years	February 21, 2029	6.59 %	\$ 900.0	\$ 500.0
Rabobank letter of credit facility	364 days	June 13, 2024	Varies	25.0	17.6
Other working capital facilities	Varies	Varies	Varies	30.9	7.9
				<u>\$ 955.9</u>	<u>\$ 525.5</u>

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The margin for SOFR advances as of December 29, 2023 was 1.125 %.

The Revolving Credit Facility permits borrowings under the revolving commitment with an interest rate determined based on our leverage ratio and spread over SOFR. In addition, we pay a fee on unused commitments.

As of December 29, 2023, we applied \$ 40.3 million to letters of credit and bank guarantees issued from Rabobank Nederland, Bank of America, and other banks.

During 2018, we entered into interest rate swaps in order to hedge the risk of the fluctuation on future interest payments related to our variable rate borrowings from our Revolving Credit Facility. Refer to Note 17, "*Derivative Financial Instruments*".

Maturities of long-term debt obligations during the next five years and thereafter are as follows (U.S. dollars in millions):

Fiscal Years	Long-Term Debt
2024	\$ 26.1
2025	24.0
2026	21.0
2027	20.3
2028	21.2
Thereafter	401.8
	<u>514.4</u>
Less: Amounts representing interest <sup>(1)</sup>	( 114.4 )
	<u>400.0</u>
Less: Current portion	\$ —
	<u><u>400.0</u></u>
Totals, net of current portion of long-term debt and finance lease obligations	<u><u>\$ 400.0</u></u>

<sup>(1)</sup> We utilize a variable interest rate on our long-term debt, and for presentation purposes we have used an assumed average rate of 4.4 %.

Cash payments of interest on long-term debt, net of amounts capitalized, were \$ 24.2 million for 2023, \$ 23.5 million for 2022 and \$ 19.9 million for 2021. Capitalized interest expense was \$ 0.3 million for 2023, \$ 0.5 million for 2022 and \$ 0.5 million for 2021.



**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**12. Earnings Per Ordinary Share**

Basic net income per share is computed using the weighted average number of common shares outstanding for the period. Basic and diluted net income per ordinary share are calculated as follows (U.S. dollars in millions, except share and per share data):

	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
<b>Numerator:</b>			
Net (loss) income attributable to Fresh Del Monte Produce Inc.	\$ ( 11.4 )	\$ 98.6	\$ 80.0
<b>Denominator:</b>			
Weighted average number of ordinary shares - Basic	47,979,143	47,790,920	47,508,208
Effect of dilutive securities - share-based awards	—	152,544	193,189
Weighted average number of ordinary shares - Diluted	47,979,143	47,943,464	47,701,397
Antidilutive awards <sup>(1)</sup>	692,680	103,148	2,039
<b>Net (loss) income per ordinary share attributable to Fresh Del Monte Produce Inc.:</b>			
Basic	\$ ( 0.24 )	\$ 2.06	\$ 1.68
Diluted	\$ ( 0.24 )	\$ 2.06	\$ 1.68

<sup>(1)</sup> Awards of certain unvested shares and options are not included in the calculation of diluted weighted average shares outstanding because their effect would have been anti-dilutive.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

13. Accumulated Other Comprehensive Loss

The following table includes the changes in accumulated other comprehensive loss by component for the years ended December 29, 2023 and December 30, 2022 (U.S. dollars in millions):

Changes in Accumulated Other Comprehensive Loss by Component <sup>(1)</sup>				
	Cash Flow Hedges	Foreign Currency Translation Adjustment	Retirement Benefit Adjustment	Total
Balance at December 31, 2021	\$ ( 40.9 )	\$ ( 17.4 )	\$ ( 8.6 )	\$ ( 66.9 )
Other comprehensive income (loss) before reclassifications	67.1 <sup>(3)</sup>	( 18.6 ) <sup>(2)</sup>	( 4.1 )	44.4
Amounts reclassified from accumulated other comprehensive loss	( 20.2 )	—	1.2	( 19.0 )
Net current period other comprehensive income (loss)	46.9	( 18.6 )	( 2.9 )	25.4
Balance at December 30, 2022	\$ 6.0	\$ ( 36.0 )	\$ ( 11.5 )	\$ ( 41.5 )
Other comprehensive income (loss) before reclassifications	8.8 <sup>(3)</sup>	( 3.5 ) <sup>(2)</sup>	0.9	6.2
Amounts reclassified from accumulated other comprehensive loss	( 11.0 )	2.4	0.6	( 8.0 )
Net current period other comprehensive income (loss)	( 2.2 )	( 1.1 )	1.5	( 1.8 )
Balance at December 29, 2023	\$ 3.8	\$ ( 37.1 )	\$ ( 10.0 )	\$ ( 43.3 )

<sup>(1)</sup> All amounts are net of tax and noncontrolling interests.

<sup>(2)</sup> Includes a gain of \$ 1.0 million for the year ended December 29, 2023 and a loss of \$ 4.8 million for the year ended December 30, 2022 related to intra-entity foreign currency transactions that are of a long-term-investment nature.

<sup>(3)</sup> Includes a tax effect of \$ 1.7 million for the year ended December 29, 2023 and \$( 5.8 ) million for the year ended December 30, 2022.

The following table includes details about amounts reclassified from accumulated other comprehensive loss by component for the years ended December 29, 2023 and December 30, 2022 (U.S. dollars in millions):

	Amount of (gain) loss reclassified from accumulated other comprehensive loss		Affected line item in the statement where net income is presented
Details about accumulated other comprehensive loss components	December 29, 2023	December 30, 2022	
Cash flow hedges:			
Designated as hedging instruments:			
Foreign currency cash flow hedges	\$ ( 3.2 )	\$ ( 31.4 )	Net sales
Foreign currency cash flow hedges	1.0	6.5	Cost of products sold
Interest rate swaps	( 8.8 )	4.7	Interest expense
Total	<u>\$ ( 11.0 )</u>	<u>\$ ( 20.2 )</u>	
Amortization of retirement benefits:			
Actuarial losses	0.6	0.8	Other expense, net
Curtailment and settlement losses	—	0.4	Other expense, net
Total	<u>\$ 0.6</u>	<u>\$ 1.2</u>	

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**14. Retirement and Other Employee Benefits**

We sponsor a number of defined benefit pension plans and post-retirement plans. The most significant of these plans cover employees in the United States, United Kingdom, Costa Rica and Guatemala.

The benefit obligation is the projected benefit obligation for defined benefit pension plans and the accumulated post-retirement benefit obligation for post-retirement benefit plans other than pensions.

**U.S. Defined Benefit Pension Plan**

We sponsor a defined benefit pension plan, which covers a portion of our U.S.-based employees under a collective bargaining agreement. As a result of the accelerated closing of our Hawaii facility announced in 2006, the ILWU Local 42 collective bargaining agreement was not re-negotiated and expired in 2009 and as such the U.S.-based defined benefit pension plan has ceased accruing benefits. Our funding policy for this plan is to contribute amounts sufficient to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974, as amended, or such additional amounts as determined appropriate to assure that the assets of the plan would be adequate to provide benefits. Substantially all of the plan's assets are invested in mutual funds.

**United Kingdom Defined Benefit Pension Plan**

We sponsor a defined benefit pension plan, which covers a portion of our employees in the United Kingdom (the "U.K. plan"). The U.K. plan provides benefits based on the employees' years of service and qualifying compensation and has ceased accruing benefits. Benefit payments are based on a final pay calculation as of November 30, 2005 and are adjusted for inflation annually. Our funding policy for the U.K. plan is to contribute amounts into the plan in accordance with a recovery plan agreed by the Trustees and us in order to meet the statutory funding objectives of occupational trust-based arrangements of the United Kingdom or such additional amounts as determined appropriate to assure that assets of the U.K. plan are adequate to provide benefits. Substantially all of the U.K. plan's assets are primarily invested in fixed income and equity securities.

**Central American Plans**

We provide retirement benefits to a portion of our employees of certain Costa Rican and Guatemalan subsidiaries ("Central American plans"). Generally, benefits under these programs are based on an employee's length of service and level of compensation. These programs are commonly referred to as termination indemnities, which provide retirement benefits in accordance with regulations mandated by the respective governments. Funding generally occurs when employees cease active service.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table sets forth a reconciliation of benefit obligations, plan assets and funded status for our defined benefit pension plans and post-retirement plans as of December 29, 2023 and December 30, 2022, which are also their measurement dates (U.S. dollars in millions):

	Pension plans <sup>(1)</sup>				Post-retirement plans	
	December 29, 2023		December 30, 2022		December 29, 2023	December 30, 2022
	U.S.	U.K.	U.S.	U.K.	Central America	Central America
<b>Change in Benefit Obligation:</b>						
Beginning benefit obligation	\$ 11.4	\$ 36.2	\$ 14.9	\$ 63.5	\$ 66.7	\$ 66.9
Service cost	—	—	—	—	6.0	5.7
Interest cost	0.6	1.8	0.4	1.0	5.2	3.9
Actuarial loss (gain)	0.4	2.6	(2.7)	(18.9)	(2.4)	(3.7)
Benefits paid	(1.2)	(2.1)	(1.2)	(3.0)	(6.0)	(6.1)
Exchange rate changes <sup>(2)</sup>	—	2.1	—	(6.4)	3.2	—
Curtailments	—	—	—	—	(0.3)	—
Plan amendment	—	—	—	—	(2.2)	—
Ending benefit obligation	11.2	40.6	11.4	36.2	70.2	66.7
<b>Change in Plan Assets:</b>						
Beginning fair value	11.1	37.9	14.3	72.5	—	—
Actual return on plan assets	1.5	2.5	(2.0)	(26.2)	—	—
Company contributions	—	1.8	—	1.8	6.0	6.1
Benefits paid	(1.2)	(2.1)	(1.2)	(3.0)	(6.0)	(6.1)
Exchange rate changes <sup>(2)</sup>	—	2.1	—	(7.2)	—	—
Ending fair value	11.4	42.2	11.1	37.9	—	—
<b>Amounts recognized in the Consolidated Balance Sheets:</b>						
Accounts payable and accrued expenses (current liability)	—	—	—	—	(10.0)	(10.2)
Retirement benefits liability (noncurrent liability)	—	—	(0.3)	—	(60.2)	(56.5)
Other noncurrent assets	0.2	1.6	—	1.7	—	—
Net asset (liability) recognized in the Consolidated Balance Sheets	\$ 0.2	\$ 1.6	\$ (0.3)	\$ 1.7	\$ (70.2)	\$ (66.7)
<b>Amounts recognized in Accumulated other comprehensive loss: <sup>(3)</sup></b>						
Net actuarial (loss) gain	(6.9)	10.7	(7.5)	(8.4)	8.1	2.8
Net amount recognized in accumulated other comprehensive loss	\$ (6.9)	\$ 10.7	\$ (7.5)	\$ (8.4)	\$ 8.1	\$ 2.8

<sup>(1)</sup> The accumulated benefit obligation is the same as the projected benefit obligation.

<sup>(2)</sup> The exchange rate difference included in the reconciliation of the change in benefit obligation and the change in plan assets above results from currency fluctuations of the U.S. dollar relative to the British pound for the U.K. plan and the U.S. dollar versus Central American currencies such as the Costa Rican colon and Guatemalan quetzal for the Central American plans as of December 29, 2023 and December 30, 2022, when compared to the previous year.

<sup>(3)</sup> We had accumulated other comprehensive income of \$ 3.1 million as of December 29, 2023 and \$ 3.1 million as of December 30, 2022 related to the tax effect of unamortized pension gains and losses.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table provides a rollforward of the accumulated other comprehensive loss balances (U.S. dollars in millions):

	Pension plans				Post-retirement plans	
	Year ended				Year ended	
	December 29, 2023		December 30, 2022		December 29, 2023	December 30, 2022
	U.S.	U.K.	U.S.	U.K.	Central America	Central America
<b>Reconciliation of accumulated other comprehensive loss</b>						
Accumulated other comprehensive (loss) gain at beginning of plan year	\$ (7.5)	\$ (8.4)	\$ (7.8)	\$ 0.8	\$ 2.8	\$ (1.0)
Amortization of net losses recognized during the year	0.3	0.1	0.5	0.1	0.1	0.1
Prior service cost credit recognized during the year	—	—	—	—	2.2	—
Net gain (loss) during the year	0.3	(2.5)	(0.2)	(9.1)	2.5	3.7
Currency exchange rate changes	—	0.1	—	(0.2)	0.5	—
Accumulated other comprehensive (loss) gain at end of plan year	\$ (6.9)	\$ (10.7)	\$ (7.5)	\$ (8.4)	\$ 8.1	\$ 2.8

The following table sets forth the net periodic pension cost of our defined benefit pension and post-retirement benefit plans (U.S. dollars in millions):

	Pension plans						Post-retirement plans		
	Year ended						Year ended		
	December 29, 2023		December 30, 2022		December 31, 2021		December 29, 2023	December 30, 2022	December 31, 2021
	U.S.	U.K.	U.S.	U.K.	U.S.	U.K.	Central America	Central America	Central America
Service cost	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 6.0	\$ 5.7	\$ 6.0
Interest cost	0.6	1.8	0.4	1.0	0.3	1.0	5.2	3.9	4.0
Expected return on assets	(0.8)	(2.4)	(0.8)	(1.8)	(0.8)	(1.4)	—	—	—
Net amortization	0.3	0.1	0.5	0.1	0.5	0.1	0.1	0.1	—
Net periodic cost (income)	\$ 0.1	\$ (0.5)	\$ 0.1	\$ (0.7)	\$ —	\$ (0.3)	\$ 11.3	\$ 9.7	\$ 10.0

The expected return on assets is calculated using the fair value of plan assets for both the U.S. and U.K. plans.

Service costs are presented in the same line item in the Consolidated Statements of Operations as other compensation costs arising from services rendered by the employees during the period. With the exception of service cost, the other components of net periodic benefit costs (which include interest costs, expected return on assets, amortization of net actuarial losses) are recorded in the Consolidated Statements of Operations in other expense (income), net.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**Actuarial Assumptions**

The assumptions used in the calculation of the benefit obligations of our U.S. and U.K. defined benefit pension plans and Central American plans consisted of the following:

	December 29, 2023			December 30, 2022			December 31, 2021		
	Pension plans		Post-retirement plans	Pension plans		Post-retirement plans	Pension plans		Post-retirement plans
	U.S.	U.K.	Central America	U.S.	U.K.	Central America	U.S.	U.K.	Central America
Weighted average discount rate	4.90 %	4.80 %	7.79 %	5.15 %	5.00 %	8.26 %	2.65 %	1.80 %	6.39 %
Rate of increase in compensation levels	—	—	4.78 %	—	—	4.80 %	—	—	4.82 %

The assumptions used in the calculation of the net periodic pension costs for our U.S. and U.K. defined benefit pension plans and Central American plans consisted of the following:

	December 29, 2023			December 30, 2022			December 31, 2021		
	Pension plans		Post-retirement plans	Pension plans		Post-retirement plans	Pension plans		Post-retirement plans
	U.S.	U.K.	Central America	U.S.	U.K.	Central America	U.S.	U.K.	Central America
Weighted average discount rate	5.15 %	5.00 %	8.21 %	2.65 %	1.80 %	6.39 %	2.15 %	1.40 %	6.34 %
Rate of increase in compensation levels	—	—	3.22 %	—	—	4.69 %	—	—	4.70 %
Expected long-term rate of return on assets	7.00 %	6.16 %	—	6.50 %	2.77 %	—	6.50 %	1.98 %	—

**Cash Flows**

	Pension plans		Post-retirement plans
	U.S.	U.K.	Central America
Expected benefit payments for:			
2024	\$ 1.2	\$ 2.6	\$ 9.9
2025	1.1	2.5	9.1
2026	1.0	2.3	8.4
2027	1.0	2.2	8.4
2028	1.0	2.3	9.0
Next 5 years	4.1	12.5	40.6
Expected benefit payments over the next 10 years	<u>\$ 9.4</u>	<u>\$ 24.4</u>	<u>\$ 85.4</u>

For 2024, expected contributions are \$0.2 million for the U.S. pension plan and \$1.8 million for the U.K. pension plan. Contributions for the U.S. and U.K. pension plans are actuarially determined based on funding regulations.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

U.S. Defined Benefit Pension Plan

Plan Assets

Our overall investment strategy is to achieve a mix of between 50 %- 70 % equity securities for long-term growth and 30 %- 50 % fixed income securities for near-term benefit payments. Asset allocation targets promote optimal expected return and volatility characteristics given the long-term time horizon for fulfilling the obligations of the pension plans. Selection of the targeted asset allocation for U.S. plan assets was based upon a review of the expected return and risk characteristics of each asset class, as well as the correlation of returns among asset classes.

The fair values of our U.S. plan assets by asset category were as follows as of the years ended December 29, 2023 and December 30, 2022 (U.S. dollars in millions):

		Fair Value Measurements at December 29, 2023			
		Quoted Prices in Active Markets for Identical Assets	Significant Observable Inputs	Significant Unobservable Inputs	
Asset Category	Total	(Level 1)	(Level 2)	(Level 3)	
Mutual Funds:					
Fixed income securities	\$ 5.2	\$ 5.2	\$ —	\$ —	
Value securities	2.3	2.3	—	—	
Growth securities	3.9	3.9	—	—	
Total	\$ 11.4	\$ 11.4	\$ —	\$ —	

		Fair Value Measurements at December 30, 2022		
		Quoted Prices in Active Markets for Identical Assets	Significant Observable Inputs	Significant Unobservable Inputs
Asset Category	Total	(Level 1)	(Level 2)	(Level 3)
Mutual Funds:				
Fixed income securities	\$ 4.7	\$ 4.7	\$ —	\$ —
Value securities	2.3	2.3	—	—
Growth securities	4.1	4.1	—	—
Total	\$ 11.1	\$ 11.1	\$ —	\$ —

*Mutual Funds* – This category includes investments in mutual funds that encompass both equity and fixed income securities that are designed to provide a diverse portfolio. The plan's mutual funds are designed to track exchange indices, and invest in diverse industries. Some mutual funds are classified as regulated investment companies. Investment managers have the ability to shift investments from value to growth strategies, from small to large capitalization funds, and from U.S. to international investments. These investments are valued at the closing price reported on the active market on which the individual securities are traded. These investments are classified within Level 1 of the fair value hierarchy.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Investment managers agree to operate the plan's investments within certain criteria that determine eligible and ineligible securities, diversification requirements and credit quality standards, where applicable. Unless exceptions have been approved or are part of a permitted mutual fund strategy, investment managers are prohibited from buying or selling commodities, futures or option contracts, as well as from short selling of securities. Furthermore, investment managers agree to obtain written approval for deviations from stated investment style or guidelines. We considered historical returns and the future expectations for returns for each asset class as well as the target asset allocation of plan assets to develop the expected long-term rate of return on assets assumption. We evaluate the rate of return assumption on an annual basis.

United Kingdom Defined Benefit Pension Plan

Plan Assets

The fair values of our U.K. plan assets by asset category were as follows as of the years ended December 29, 2023 and December 30, 2022 (U.S. dollars in millions):

		Fair Value Measurements at December 29, 2023		
Asset Category	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash	\$ 0.5	\$ 0.5	\$ —	\$ —
Equity securities:				
Diversified growth funds	7.1	—	7.1	—
Other international companies	0.7	—	0.7	—
Real estate investment trusts	1.7	—	1.7	—
Fixed income securities:				
Government and corporate bonds	20.3	—	20.3	—
Liability-driven investments	11.9	—	11.9	—
Total	\$ 42.2	\$ 0.5	\$ 41.7	\$ —

		Fair Value Measurements at December 30, 2022		
Asset Category	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash	\$ 0.3	\$ 0.3	\$ —	\$ —
Equity securities:				
Diversified growth funds	8.4	—	8.4	—
Other international companies	0.8	—	0.8	—
Real estate investment trusts	1.2	—	1.2	—
Fixed income securities:				
Government and corporate bonds	19.5	—	19.5	—
Liability-driven investments	7.7	—	7.7	—
Total	\$ 37.9	\$ 0.3	\$ 37.6	\$ —



## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

*Equity securities* – This category includes pooled investments in global equities, emerging market equities and diversified growth funds. The investments are spread across a range of diverse industries including financial, information technology, consumer discretionary and consumer staples. The diversified growth funds seek to provide a long-term equity-like return, with a managed level of volatility. The diversified growth funds invest across a wide range of asset classes, both traditional and alternative. Units of the pooled investment accounts are not traded on an exchange or in an active market; however, valuation is based on the underlying investments of the units and are classified as Level 2 inputs within the fair value hierarchy.

*Fixed income securities* – This category includes pooled investments in liability-driven investments and government and corporate bonds. These investments are valued at the closing price reported on the active market on which the individual securities are traded. Units of the pooled investment accounts are not traded on an exchange or in an active market; however, valuation is based on the underlying investments of the units and are classified as Level 2 inputs within the fair value hierarchy.

The expected long-term rate of return assumption for U.K. plan assets is reviewed annually and is determined by reference to U.K. government bond yields, the historical level of the risk premium associated with the other asset classes in which the portfolio is invested and the expectations for future returns of each asset class.

The plan's investment strategy is to optimize growth through investment in return-seeking securities, while maintaining a stable funding position through investments that aim to match the change in the value of the plan's liabilities due to movements in interest rates and inflation. The growth portfolio invests across a diversified range of asset classes, including equities, fixed income securities, and alternatives, such as hedge funds. The remaining portfolio invests in U.K. government bonds, corporate bonds, cash and leveraged liability-driven investment funds.

Fund managers have no discretion to make asset allocation decisions with the exception of the diversified growth fund. The trustees try to rebalance any discrepancies through selective allocations of future contributions. Performance benchmarks for each asset class are based on various indices. Investment performance is reviewed quarterly.

**Other Employee Benefits**

We also sponsor a defined contribution plan established pursuant to Section 401(k) of the Internal Revenue Code. Subject to certain dollar limits, employees may contribute a percentage of their salaries to the plan, and we will match a portion of each employee's contribution. This plan is in effect for U.S.-based employees only. The expense pertaining to this plan was \$ 1.3 million for 2023, \$ 1.2 million for 2022 and \$ 1.2 million for 2021.

On August 31, 1997, one of our subsidiaries ceased accruing benefits under its salary continuation plan covering certain of our Central American management personnel. At December 29, 2023 we had \$1.8 million accrued for this plan, including \$0.1 million in accumulated other comprehensive loss related to unamortized pension gains. Net periodic pension costs for the years ended December 29, 2023, December 30, 2022 or December 31, 2021 were insignificant. Expected benefit payments under the plan for 2024 through 2028 total \$1.6 million. For 2029 through 2033 the expected benefit payments under the plan total \$0.4 million.

We sponsor a service gratuity plan covering certain of our Kenyan personnel. At December 29, 2023 we had \$3.8 million accrued for this plan, including \$0.7 million in accumulated other comprehensive loss related to unamortized pension losses. Net periodic pension costs were \$1.5 million for the year ended December 29, 2023, and included curtailment expenses of \$ 0.8 million. Net periodic pension costs were \$ 2.2 million for the year ended December 30, 2022, and included curtailment and settlement expenses of \$0.9 million. Net periodic pension costs were \$ 1.4 million for the year ended December 31, 2021. During fiscal 2022, we began conversion of the service gratuity plan into a Provident fund scheme which has allowed certain of our Kenyan personnel to make a voluntary decision whether to remain as participants of the plan, or to convert to the Provident fund. The conversion to the Provident fund scheme will require us to make funding contributions that would differ in timing with those previously expected under the service gratuity plan, and which will ultimately depend on the number of employees who elect to convert. We estimate that the combined expected benefit payments under both the service gratuity plan and the Provident fund scheme from 2024 through 2028 will be approximately \$ 6.6 million , and expected benefit payments from 2029 through 2033 will be approximately \$ 4.8 million.

We provide retirement benefits to certain employees who are not U.S.-based. Generally, benefits under these programs are based on an employee's length of service and level of compensation. Included in retirement benefits on our consolidated balance sheets is \$ 16.8 million at December 29, 2023 and \$ 18.0 million at December 30, 2022 related to these programs.

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The unamortized pension losses related to other non-U.S.-based plans included in accumulated other comprehensive loss, a component of shareholders' equity, was \$ 2.5 million for the year ending December 29, 2023 and \$ 1.8 million for the year ending December 30, 2022. We also offer certain post-employment benefits to former executives and have accrued \$ 1.3 million at December 29, 2023 and \$ 1.3 million at December 30, 2022 in retirement benefits on our consolidated balance sheets related to these benefits.

**15. Share-Based Compensation**

We maintain various compensation plans for officers, other employees, and non-employee members of our Board of Directors. On June 2, 2022, our shareholders approved and ratified the 2022 Omnibus Share Incentive Plan (the "2022 Plan"). The 2022 Plan allows us to grant equity-based compensation awards including restricted stock units ("RSUs"), performance stock units ("PSUs"), stock options, and restricted stock awards. The 2022 Plan replaces and supersedes the 2014 Omnibus Share Incentive Plan (the "Prior Plan"). No awards can be granted under the Prior Plan upon adoption of the 2022 Plan. Under the 2022 Plan, the Board of Directors is authorized to award up to (i) 2,800,000 ordinary shares plus (ii) any ordinary shares remaining available for future awards under the Prior Plan at the time of adoption (of which there were approximately 241,263 ) plus (iii) any ordinary shares with respect to awards and Prior Plan awards that are forfeited, canceled, expire unexercised, or are settled in cash following adoption of the 2022 Plan.

Share-based compensation expense related to RSUs and PSUs is included in selling, general and administrative expenses in the accompanying Consolidated Statements of Operations and was comprised in the relevant period as follows (U.S. dollars in millions):

Types of Awards	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
RSUs/PSUs	\$ 9.9	\$ 6.9	\$ 7.6

**Restricted Stock Units and Performance Stock Units**

Under the 2022 Plan and Prior Plan, each RSU/PSU represents a contingent right to receive one of our ordinary shares. The PSUs are subject to meeting minimum performance criteria set by the Compensation Committee of our Board of Directors. The actual number of shares the recipient receives is determined based on the results achieved versus performance goals. Those performance goals are based on exceeding a measure of our earnings. Depending on the results achieved, the actual number of shares that an award recipient receives at the end of the period may range from 0 % to 100 % of the award units granted, or as it relates to 2023 PSU awards granted to our Chairman and Chief Executive Officer, 0% to 125% of the award units granted. Provided such criteria are met, the PSUs granted during 2023 and prior to 2022 vest in three equal annual installments on each of the next three anniversary dates. PSUs granted during 2022 vest in three equal installments in 1) June and July 2023, 2) March 2024, and 3) March 2025. All PSU vesting is contingent on the recipient's continued employment with us.

Expense for RSUs is recognized on a straight line basis over the requisite service period for the entire award. RSUs granted in 2023 and 2021 vest annually in three equal installments over a three-year service period while RSUs granted prior to 2021 vested 20 % on the grant date, with 20 % vesting on each of the next four anniversaries. RSUs granted in 2022 vest in three equal installments in June 2023, March 2024 and March 2025. RSUs granted to our Board of Directors generally vest after a one-year period.

The fair market value for RSUs and PSUs is based on the closing price of our stock on the grant date. We recognize expenses related to RSUs and PSUs based on the fair market value, as determined on the grant date, ratably over the vesting period, provided the performance condition, if any, is probable. Forfeitures are recognized as they occur.

RSUs and PSUs do not have the voting rights of ordinary shares, and the shares underlying the RSUs and PSUs are not considered issued and outstanding. However, shares underlying RSUs/PSUs are included in the calculation of diluted earnings per share to the extent the performance criteria are met, if any.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Each of our outstanding RSUs and PSUs are eligible to earn Dividend Equivalent Units (“DEUs”) equal to the cash dividend paid to ordinary shareholders. DEUs are subject to the same performance and/or service conditions as the underlying RSUs and PSUs and are forfeitable.

The following table summarizes RSU and PSU activity for the years ended December 29, 2023, December 30, 2022, and December 31, 2021:

	RSUs		PSUs	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
<b>Non-vested as of January 1, 2021</b>	276,790	32.89	120,039	28.42
Granted	333,785	26.25	123,158	26.02
Vested	( 129,194 )	35.30	( 48,191 )	28.23
Canceled	( 26,148 )	27.01	( 20,786 )	25.14
<b>Non-vested as of December 31, 2021</b>	455,233	27.63	174,220	26.89
Granted	153,944	24.28	152,211	28.92
Vested	( 212,464 )	28.76	( 67,599 )	27.38
Canceled	( 36,616 )	26.14	( 43,289 )	26.85
<b>Non-vested as of December 30, 2022</b>	360,097	25.68	215,543	28.18
Granted	267,671	31.13	102,171	31.59
Vested	( 194,900 )	25.94	( 92,760 )	28.12
Canceled	( 24,409 )	27.35	( 13,302 )	28.45
<b>Non-vested as of December 29, 2023</b>	408,459	\$ 29.01	211,652	\$ 30.00

As of December 29, 2023, the total remaining unrecognized compensation cost related to non-vested RSUs/PSUs was \$ 8.7 million, which will be amortized over the weighted-average remaining requisite service period of 2.5 years.

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**16. Commitments and Contingencies****Commitments**

We have agreements to purchase the entire or partial production of certain products of our independent growers primarily in Guatemala, Ecuador, Philippines, Costa Rica, Colombia, and United Kingdom that meet our quality standards. Total purchases under these agreements amounted to \$ 631.6 million for 2023, \$ 625.9 million for 2022 and \$ 683.2 million for 2021.

Refer to Note 10. "Leases", for further a discussion concerning our lease commitments.

**Kunia Well Site**

In 1980, elevated levels of certain chemicals were detected in the soil and ground-water at a plantation leased by one of our U.S. subsidiaries in Honolulu, Hawaii (the "Kunia Well Site"). In 2005, our subsidiary signed a Consent Decree ("Consent Decree") with the Environmental Protection Agency ("EPA") for the performance of the clean-up work for the Kunia Well Site. Based on findings from remedial investigations, our subsidiary coordinated with the EPA to evaluate the clean-up work required in accordance with the Consent Decree. On July 25, 2022, an Explanation of Significant Differences (ESD) for the Kunia Well Site was filed by the EPA, which formally transitioned the remedy for the Kunia Well Site to a Monitored Natural Attenuation (MNA), thereby reducing our potential liability. In connection with the above decision, we recorded a \$9.9 million reduction in our liability during the year ended December 30, 2022, presented in asset impairment and other (credits) charges, net in our Consolidated Statements of Operations, to reflect the decrease in estimated costs associated with the clean-up.

The revised estimate associated with the clean-up costs, and on which our accrual is based, is \$ 2.7 million. As of December 29, 2023, \$ 2.4 million was included in other noncurrent liabilities, and \$ 0.3 million was included in accounts payable and accrued expenses in the Consolidated Balance Sheets for the Kunia Well Site clean-up. We expect to expend approximately \$ 0.3 million in 2024, \$ 0.6 million in 2025, \$ 0.5 million in 2026, \$ 0.4 million in 2027, and \$ 0.4 million in 2028.

**Additional Information**

In addition to the foregoing, we are involved from time to time in various claims and legal actions incident to our operations, both as plaintiff and defendant. In the opinion of management, after consulting with legal counsel, none of these other claims is currently expected to have a material adverse effect on the results of operations, financial position or our cash flows.

**17. Derivative Financial Instruments**

Our derivative financial instruments reduce our exposure to fluctuations in foreign exchange rates and variable interest rates. We designate our derivative financial instruments as cash flow hedges.

Counterparties expose us to credit loss in the event of non-performance of hedges. We monitor our exposure to counterparty non-performance risk both at inception of the hedge and at least quarterly thereafter.

Fluctuations in the value of the derivative instruments are generally offset by changes in the cash flows of the underlying exposures being hedged. A cash flow hedge requires the change in the fair value of a derivative instrument to be recognized in other comprehensive income (loss), a component of shareholders' equity, and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings and is presented in the same income statement line item as the earnings effect of the hedged item.

Certain of our derivative instruments contain provisions that require the current credit relationship between us and our counterparty to be maintained throughout the term of the derivative instruments. If that credit relationship changes, certain provisions could be triggered, and the counterparty could request immediate collateralization of derivative instruments in a net liability position above a certain threshold. The aggregate fair value of all derivative instruments with a credit-risk-related contingent feature that are in a liability position on December 29, 2023 was \$ 0.4 million. As of December 29, 2023, no triggering event had occurred and thus we were not required to post collateral.

Derivative instruments are disclosed on a gross basis. There are various rights of setoff associated with our derivative instruments that are subject to an enforceable master netting arrangement or similar agreements. Although various rights of

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

setoff and master netting arrangements or similar agreements may exist with the individual counterparties, individually, these financial rights are not material.

Cash flows from derivative instruments that are designated as cash flow hedges are classified in the same category as the cash flows from the underlying hedged items. In the event that hedge accounting is discontinued, cash flows related to changes in fair value subsequent to the date of discontinuance are classified within investing activities.

**Foreign Currency Hedges**

We are exposed to fluctuations in currency exchange rates against the U.S. dollar on our results of operations and financial condition, and we mitigate that exposure by entering into foreign currency forward contracts. Certain of our subsidiaries periodically enter into foreign currency forward contracts in order to hedge portions of forecasted sales or cost of sales denominated in foreign currencies, which generally mature within one year. At December 29, 2023, our foreign currency forward contracts will primarily hedge a portion of our 2024 foreign currency exposure.

The foreign currency forward contracts qualifying as cash flow hedges were designated as single-purpose cash flow hedges of forecasted cash flows.

We had the following outstanding foreign currency forward contracts as of December 29, 2023 (in millions):

Foreign currency contracts qualifying as cash flow hedges:		Notional amount	
British pound		GBP	5.9
Euro		EUR	67.8

**Interest Rate Contracts**

We are exposed to fluctuations in variable interest rates on our results of operations and financial condition, and we mitigate that exposure by entering into interest rate swaps. During 2018, we entered into interest rate swaps in order to hedge the risk of the fluctuation on future interest payments related to our variable rate LIBOR-based borrowings through 2028. We amended our Second A&R Credit Agreement and our interest rate swaps to transition from LIBOR to SOFR as a reference rate effective January 3, 2023. Refer to our discussion of New Accounting Pronouncements - Adopted in Note 2, "Summary of Significant Accounting Policies" for further information.

Gains or losses on interest rate swaps are recorded in other comprehensive income (loss) and are subsequently reclassified into earnings as the interest expense on debt is recognized in earnings. At December 29, 2023, the notional value of interest rate contracts outstanding was \$ 400 million, with \$ 200 million maturing in June 2024 and the remaining \$ 200 million maturing in 2028.

The following table reflects the fair values of derivative instruments, which are designated as level 2 in the fair value hierarchy, as of December 29, 2023 and December 30, 2022 (U.S. dollars in millions):

Balance Sheet location:	Derivatives designated as hedging instruments <sup>(1)</sup>					
	Foreign exchange contracts		Interest rate swaps		Total	
	December 29, 2023	December 30, 2022	December 29, 2023	December 30, 2022	December 29, 2023	December 30, 2022
<b>Asset derivatives:</b>						
Prepaid expenses and other current assets	\$ 0.1	\$ —	\$ 2.1	\$ —	\$ 2.2	\$ —
Other noncurrent assets	—	—	5.8	15.8	5.8	15.8
<b>Total asset derivatives</b>	<b>\$ 0.1</b>	<b>\$ —</b>	<b>\$ 7.9</b>	<b>\$ 15.8</b>	<b>\$ 8.0</b>	<b>\$ 15.8</b>
<b>Liability derivatives:</b>						
Accounts payable and accrued expenses	\$ 0.4	\$ 6.5	\$ —	\$ —	\$ 0.4	\$ 6.5
Other noncurrent liabilities	—	0.2	—	—	—	0.2
<b>Total liability derivatives</b>	<b>\$ 0.4</b>	<b>\$ 6.7</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 0.4</b>	<b>\$ 6.7</b>

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

<sup>(1)</sup> See Note 18, "Fair Value Measurements," for fair value disclosures.

We expect that \$ 2.3 million of the net fair value of our cash flow hedges recognized as a net gain in accumulated other comprehensive loss will be transferred to earnings during the next 12 months, and the remaining net gain of \$ 2.1 million over the following 5 years, along with the earnings effect of the related forecasted transactions.

The following table reflects the effect of derivative instruments on the Consolidated Statements of Comprehensive Income for the years ended December 29, 2023 and December 30, 2022 (U.S. dollars in millions):

Derivative Instruments	Net amount of (loss) gain recognized in other comprehensive income on derivatives	
	December 29, 2023	December 30, 2022
Foreign exchange contracts	\$ 4.0	\$ 7.5
Interest rate swaps, net of tax	( 6.2 )	39.4
Total	\$ ( 2.2 )	\$ 46.9

**18. Fair Value Measurements**
**Fair Value of Financial Instruments**

Our derivative assets or liabilities include foreign exchange and interest rate derivatives that are measured at fair value using observable market inputs such as forward rates, interest rates, and our own credit risk as well as an evaluation of our counterparties' credit risks. We use an income approach to value our outstanding foreign currency and interest rate hedges, which consists of a discounted cash flow model that takes into account the present value of future cash flows under the terms of the contracts using current market information as of the measurement date such as foreign currency spot rate, forward rates and interest rates. Additionally, we include an element of default risk based on observable inputs into the fair value calculation. Based on these inputs, the derivative assets or liabilities are classified within Level 2 of the valuation hierarchy.

The following table provides a summary of the fair values of our derivative financial instruments measured on a recurring basis (U.S. dollars in millions):

	Fair Value Measurements			
	Foreign currency forward contracts, net liability		Interest rate contracts, net asset	
	December 29, 2023	December 30, 2022	December 29, 2023	December 30, 2022
Quoted prices in active markets for identical assets (Level 1)	\$ —	\$ —	\$ —	\$ —
Significant other observable inputs (Level 2)	( 0.3 )	( 6.7 )	7.9	15.8
Significant unobservable inputs (Level 3)	—	—	—	—

Refer to Note 14, "Retirement and Other Employee Benefits" for further fair value disclosures related to pension assets.

In estimating our fair value disclosures for financial instruments, we use the following methods and assumptions:

**Cash and cash equivalents:** The carrying amount reported in the Consolidated Balance Sheets for these items approximates fair value due to their liquid nature and are classified as Level 1.

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

*Trade accounts receivable and other accounts receivable, net:* The carrying value reported in the Consolidated Balance Sheets for these items is net of allowances, which includes a degree of counterparty non-performance risk and are classified as Level 2.

*Accounts payable and other current liabilities:* The carrying value reported in the Consolidated Balance Sheets for these items approximates their fair value, which is the likely amount for which the liability with short settlement periods would be transferred to a market participant with a similar credit standing as ours and are classified as Level 2.

*Long-term debt:* The carrying value of our long-term debt reported in the Consolidated Balance Sheets approximates their fair value since they bear interest at variable rates which contain an element of default risk. The fair value of our long-term debt is estimated using Level 2 inputs based on quoted prices for those or similar instruments. Refer to Note 11, "Debt."

**Fair Value of Non-Financial Assets**

Our non-financial assets, including property, plant and equipment, goodwill, and other intangible assets are measured at fair value on a non-recurring basis and are subject to fair value adjustment in certain circumstances. During the fourth quarter of 2023, we recorded an impairment charge of \$ 21.6 million related to goodwill in our prepared foods reporting unit. The fair value of the prepared foods reporting unit was estimated based on an analysis of the present value of future discounted cash flows. The significant estimates used in the discounted cash flows model included our weighted average cost of capital, projected cash flows, and long-term rate of growth. The fair value measurements were primarily based on significant inputs that are not observable in the market and thus represent a Level 3 measurement.

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable. The estimated fair value of the long-lived assets is based on discounted future cash flows of the asset or asset group using a discount rate commensurate with the risk. During the year ended December 29, 2023, long-lived assets with an aggregate carrying value of \$202.6 million were written down to their fair value of \$93.0 million, resulting in an asset impairment charge of \$ 109.6 million. The fair value of the long-lived assets was estimated based on an analysis of the present value of future discounted cash flows and third-party asset appraisals. Significant estimates used in the discounted cash flows model included our weighted average cost of capital, projected cash flows, and long-term rate of growth. The fair value measurements used in the discounted cash flows model were primarily based on significant inputs that are not observable in the market and thus represent a Level 3 measurement.

As of December 29, 2023, we had \$ 4.5 million in property, plant and equipment meeting the criteria of assets held for sale: \$ 2.9 million related to a packaging plant in South America, and the remaining \$1.6 million related to facilities and farm land in Central America. These assets are recognized at the lower of cost or fair value less cost to sell. During 2023, we received proceeds of \$ 119.4 million and recorded a gain on disposal of property, plant and equipment, net of \$ 40.9 million from the sale of assets previously held for sale. Included in these proceeds are \$23.0 million of net proceeds we received related to the sale of an idle production facility in North America during 2023, resulting in a gain on disposal of property, plant and equipment, net of \$6.8 million. Contemporaneously with the execution of the sale and purchase agreement, we entered into an operating lease agreement in which we leased back a portion of the facility for a term of 21 months.

We recorded additional asset impairment and other charges during the years ended December 29, 2023 and December 30, 2022, that do not fall under the scope of fair value measurement. Refer to Note 3, "Asset Impairment and Other (Credit) Charges, Net".

**19. Related Party Transactions**

Advances and receivables due from related parties were \$ 3.4 million in 2023 and \$ 1.6 million in 2022.

Payables to related parties were \$ 0.1 million in 2023 and \$ 15.3 million in 2022. Due to the acquisition of its noncontrolling interest in our subsidiary, the 2022 balance included \$ 14.7 million in accounts payable and accrued expenses from one Mann Packing grower which was no longer considered a related party as of December 29, 2023.

We incurred expenses of approximately \$ 0.3 million in 2023, \$ 2.5 million in 2022 and \$ 2.4 million in 2021 for chartered air transportation services from an aircraft management company in which our Chairman and Chief Executive Officer has an ownership interest.

# FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Other purchases from related parties were \$ 46.1 million in 2023 compared to \$ 109.4 million in 2022 and \$ 119.6 million in 2021, of which \$ 43.0 million for 2023, \$ 107.1 million for 2022 and \$ 117.4 million for 2021 were related to one Mann Packing grower.

Related party leases include a building and land in North America primarily related to one Mann Packing grower. Due to the acquisition of its noncontrolling interest in our subsidiary, this grower was no longer considered a related party as of December 29, 2023. Prior to the date of our acquisition of its noncontrolling interest, expenses incurred associated with these leases were \$ 0.7 million for 2023, \$ 1.2 million for 2022 and \$ 1.2 million for 2021. The right-of-use asset and liabilities under these related party leases were \$ 5.9 million and \$ 6.2 million in 2022.

Sales to related parties amounted to \$ 1.0 million in 2023, \$ 1.0 million in 2022 and \$ 0.9 million in 2021.

Cash distributions to noncontrolling interests were \$ 17.9 million in 2023, \$ 0.9 million in 2022 and \$ 6.5 million in 2021. We have reflected the cash distributions to noncontrolling interests under financing activities in our Consolidated Statements of Cash Flows. We had \$ 2.0 million as of December 30, 2022 in other noncurrent liabilities in our Consolidated Balance Sheets related to one of our noncontrolling interests. No amounts were owed to noncontrolling interests as of December 29, 2023.

### 20. Business Segment Data

We are principally engaged in the production, distribution and marketing of fresh and value-added products and bananas. Our products are sold in markets throughout the world and our major producing operations are located in North, Central and South America, Asia and Africa.

Our business is comprised of three reportable segments, two of which represent our primary businesses of fresh and value-added products and banana, and one that represents our other ancillary businesses.

- *Fresh and value-added products* - includes pineapples, fresh-cut fruit, fresh-cut vegetables (which includes fresh-cut salads), melons, vegetables, non-tropical fruit (which includes grapes, apples, citrus, blueberries, strawberries, pears, peaches, plums, nectarines, cherries and kiwis), other fruit and vegetables, avocados, and prepared foods (which includes prepared fruit and vegetables, juices, other beverages, and meals and snacks).
- *Banana*
- *Other products and services* - includes our third-party freight and logistic services business and our Jordanian poultry and meats business.

We evaluate performance based on several factors, of which net sales and gross profit are the primary financial measures (U.S. dollars in millions):

	Year ended					
	December 29, 2023		December 30, 2022		December 31, 2021	
	Net Sales	Gross Profit	Net Sales	Gross Profit	Net Sales	Gross Profit
Fresh and value-added products	\$ 2,477.8	\$ 167.3	\$ 2,581.8	\$ 183.0	\$ 2,504.8	\$ 180.2
Banana	1,638.2	163.3	1,619.8	120.7	1,581.1	110.9
Other products and services	204.7	20.1	240.7	36.5	166.1	12.7
Totals	\$ 4,320.7	\$ 350.7	\$ 4,442.3	\$ 340.2	\$ 4,252.0	\$ 303.8



**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following table indicates our net sales by product (U.S. dollars in millions) and, in each case, the percentage of the total represented thereby:

	Year ended								
	December 29, 2023		December 30, 2022		December 31, 2021				
Segments:									
Fresh and value-added products:									
Fresh-cut fruit	\$	536.2	12 %	\$	524.7	12 %	\$	493.5	12 %
Fresh-cut vegetables		327.7	8 %		341.4	8 %		366.3	9 %
Pineapples		622.3	14 %		584.6	13 %		534.4	13 %
Avocados		271.2	6 %		311.4	7 %		320.2	7 %
Non-tropical fruit		152.5	4 %		179.8	4 %		185.2	4 %
Prepared foods		270.9	6 %		293.4	6 %		281.2	6 %
Melons		95.7	2 %		94.4	2 %		67.6	2 %
Tomatoes		18.7	— %		23.8	1 %		29.5	1 %
Vegetables		112.2	3 %		137.3	3 %		136.6	3 %
Other fruit and vegetables		70.4	2 %		91.0	2 %		90.3	2 %
Total fresh and value-added products		2,477.8	57 %		2,581.8	58 %		2,504.8	59 %
Banana		1,638.2	38 %		1,619.8	37 %		1,581.1	37 %
Other products and services		204.7	5 %		240.7	5 %		166.1	4 %
Total	\$	4,320.7	100 %	\$	4,442.3	100 %	\$	4,252.0	100 %

The following table indicates our net sales by geographic region (U.S. dollars in millions):

Net sales by geographic region:	Year ended		
	December 29, 2023	December 30, 2022	December 31, 2021
North America	\$ 2,578.7	\$ 2,721.3	\$ 2,570.2
Europe	830.9	760.5	696.5
Asia	446.4	451.0	488.4
Middle East	384.9	427.9	433.0
Other	79.8	81.6	63.9
Total net sales	\$ 4,320.7	\$ 4,442.3	\$ 4,252.0

North America accounted for approximately 60 % of our net sales for 2023, 61 % for 2022 and 60 % for 2021. Our earnings are heavily dependent on operations located worldwide; however, our net sales are not dependent on any particular country other than the United States, with no other country accounting for greater than 10% of our net sales in 2023, 2022 and 2021. These operations are a significant factor in the economies of some of the countries in which we operate and are subject to the risks that are inherent in operating in such countries, including government regulations, currency and ownership restrictions and risk of expropriation.

Walmart accounted for 9 % of our net sales in 2023, 8 % of net sales in 2022 and 7 % in 2021. These sales are reported in the banana and fresh and value-added products segments. In 2023, our top 10 customers accounted for approximately 31 % of net sales as compared with 29 % during 2022 and 30 % for 2021.

FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following tables indicate our (i) property, plant, and equipment, net by location and (ii) total assets by location (U.S. dollars in millions):

Property, plant and equipment, net:	December 29, 2023	December 30, 2022
North America	\$ 175.5	\$ 191.7
Europe	34.9	28.8
Middle East	52.5	49.2
Africa	37.0	37.8
Asia	94.4	104.5
Central America	624.7	635.5
South America	51.7	66.4
Maritime equipment (including containers)	181.2	190.1
Corporate	4.5	5.5
Total property, plant and equipment, net	<u>\$ 1,256.4</u>	<u>\$ 1,309.5</u>

Total assets:	December 29, 2023	December 30, 2022
North America	\$ 744.8	\$ 929.0
Europe	349.4	330.6
Middle East	239.1	281.7
Africa	150.9	164.2
Asia	242.1	250.4
Central America	1,020.5	1,023.1
South America	134.5	170.1
Maritime equipment (including containers)	187.7	193.7
Corporate	115.1	116.1
Total assets	<u>\$ 3,184.1</u>	<u>\$ 3,458.9</u>

Management reviews assets on the basis of geographic region and not by reportable segment, which more closely aligns our capital investment with demand for our products. Costa Rica is our most significant sourcing location and represented approximately 36% of our property, plant and equipment as of December 29, 2023. Excluding the U.S., no other country other than Costa Rica accounted for greater than 10% of our property, plant and equipment as of the years ended December 29, 2023 and December 30, 2022.

Total assets by geographic area represent those assets used in the operations of each geographic area.

**FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**21. Shareholders' Equity**

Our shareholders have authorized 50,000,000 preferred shares at \$ 0.01 par value, of which none are issued or outstanding at December 29, 2023, and 200,000,000 ordinary shares of common stock at \$ 0.01 par value, of which 47,629,018 were issued and outstanding at December 29, 2023.

The below is a summary of the dividends paid per share for the years ended December 29, 2023 and December 30, 2022. These dividends were declared and paid within the same fiscal quarter.

Year ended			
December 29, 2023		December 30, 2022	
Dividend Payment Date	Cash Dividend per Ordinary Share	Dividend Payment Date	Cash Dividend per Ordinary Share
December 8, 2023	\$ 0.20	December 9, 2022	\$ 0.15
September 8, 2023	0.20	September 9, 2022	0.15
June 9, 2023	0.20	June 10, 2022	0.15
March 31, 2023	0.15	April 1, 2022	0.15

We paid \$ 35.9 million in dividends during fiscal 2023 and \$ 28.7 million during fiscal 2022.

In addition, on February 23, 2024, our Board of Directors declared a cash dividend of twenty-five cents (\$ 0.25 ) per share, payable on March 29, 2024 to shareholders of record on March 7, 2024.

**22. Redeemable Noncontrolling Interest Acquisition**

As part of the Mann Packing acquisition in 2018, we acquired a put option exercisable by the 25 % shareholder of one of the acquired subsidiaries. The put option allowed the noncontrolling shareholder to sell its 25 % noncontrolling interest to us for a multiple of the subsidiary's adjusted earnings. As the put option was outside of our control, the carrying value of the 25 % noncontrolling interest was presented as a redeemable noncontrolling interest outside of permanent equity on our Consolidated Balance Sheet. At each reporting period, the redeemable noncontrolling interest was recognized at the higher of (1) the initial carrying amount adjusted for accumulated earnings and distributions or (2) the contractually-defined redemption value as of the balance sheet date.

During June 2023, the noncontrolling shareholder exercised its put option right and accordingly, the Company closed the purchase of the remaining 25 % of this subsidiary for \$ 5.2 million in cash consideration. The transaction was accounted for as an equity transaction, with the differential between the redeemable noncontrolling interest carrying amount at the time of closing and the cash purchase price being recognized as a \$ 42.7 million increase in paid-in capital within shareholders' equity on our Consolidated Balance Sheet.

**Schedule II - Valuation and Qualifying Accounts**  
**Fresh Del Monte Produce Inc. and Subsidiaries**  
**(U.S. dollars in millions)**

Description	Balance at Beginning of Period	Additions		Deductions	Balance at End of Period
		Charged to Costs and Expenses	Charged to Other Accounts		
Year ended December 29, 2023					
Deducted from asset accounts:					
Valuation accounts:					
Trade accounts receivable	\$ 21.6	\$ 2.5	\$ —	\$ ( 3.3 )	\$ 20.8
Advances to growers and other receivables	5.7	0.2	—	( 0.3 )	5.6
Deferred tax asset valuation allowance	483.5	62.2	( 7.3 )	( 12.7 )	525.7
Current and noncurrent accrued liabilities:					
Provision for Kunia Well Site	2.8	( 0.1 )	—	—	2.7
Total	\$ 513.6	\$ 64.8	\$ ( 7.3 )	\$ ( 16.3 )	\$ 554.8
Year ended December 30, 2022					
Deducted from asset accounts:					
Valuation accounts:					
Trade accounts receivable	\$ 21.8	\$ 0.7	\$ ( 0.1 )	\$ ( 0.8 )	\$ 21.6
Advances to growers and other receivables	3.8	2.0	—	( 0.1 )	5.7
Deferred tax asset valuation allowance	424.8	66.0	0.2	( 7.5 )	483.5
Current and noncurrent accrued liabilities:					
Provision for Kunia Well Site	12.9	( 10.1 )	—	—	2.8
Total	\$ 463.3	\$ 58.6	\$ 0.1	\$ ( 8.4 )	\$ 513.6
Year ended December 31, 2021					
Deducted from asset accounts:					
Valuation accounts:					
Trade accounts receivable	\$ 28.5	\$ ( 1.6 )	\$ ( 5.1 )	\$ —	\$ 21.8
Advances to growers and other receivables	3.7	0.5	—	( 0.4 )	3.8
Deferred tax asset valuation allowance	370.7	72.3	( 1.7 )	( 16.5 )	424.8
Current and noncurrent accrued liabilities:					
Provision for Kunia Well Site	13.0	( 0.1 )	—	—	12.9
Total	\$ 415.9	\$ 71.1	\$ ( 6.8 )	\$ ( 16.9 )	\$ 463.3

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

We carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 29, 2023. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms. Such officers also confirm that there was no change in our internal control over financial reporting during the quarter ended December 29, 2023 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

***Management's Annual Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed under the supervision of our Chairman and Chief Executive Officer and Senior Vice President and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Under the supervision and with the participation of our management, including our Chairman and Chief Executive Officer and Senior Vice President and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting, based on criteria established in *Internal Control-Integrated Framework* issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, management determined that our internal control over financial reporting was effective as of December 29, 2023 based on the criteria in *Internal Control - Integrated Framework* issued in 2013 by COSO.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The effectiveness of our internal control over financial reporting as of December 29, 2023 has been audited by Ernst & Young LLP, an independent registered certified public accounting firm, as stated in their report that is included elsewhere herein. That report expresses an unqualified opinion on the effectiveness of our internal control over financial reporting.

**Item 9B. Other Information**

***Rule 10b5-1 Trading Plans***

During the quarter ended December 29, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance

Information required by Item 10 of Part III of this Annual Report on Form 10-K will be included in our definitive Proxy Statement relating to our 2024 Annual General Meeting of Shareholders with respect to directors, executive officers, audit committee financial experts of the Company and Section 16(a) beneficial ownership reporting compliance, and is incorporated herein by reference in response to this item.

#### Code of Ethics

We have adopted a Code of Conduct and Business Ethics Policy ("Code of Conduct") that applies to our principal executive officer, principal financial officer and principal accounting officer as well as all our directors, other officers and employees. Our Code of Conduct can be found on our website at [www.freshdelmonte.com](http://www.freshdelmonte.com). We have not waived the requirements of the Code of Conduct for any directors or executive officers and there were no amendments in 2023. We intend to disclose any amendment or waiver of the Code of Conduct promptly on our website.

### Item 11. Executive Compensation

Information required by Item 11 of Part III of this Annual Report on Form 10-K will be included in our definitive Proxy Statement relating to our 2024 Annual General Meeting of Shareholders with respect to executive compensation, and is incorporated herein by reference in response to this item.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information required by Item 12 of Part III of this Annual Report on Form 10-K will be included in our definitive Proxy Statement relating to our 2024 Annual General Meeting of Shareholders with respect to security ownership of certain beneficial owners and management and securities authorized for issuance under equity compensation plans, and is incorporated herein by reference in response to this item.

### Item 13. Certain Relationships and Related Transactions, and Director Independence

Information required by Item 13 of Part III of this Annual Report on Form 10-K will be included in our definitive Proxy Statement relating to our 2024 Annual General Meeting of Shareholders with respect to certain relationships and related transactions and director independence, and is incorporated herein by reference in response to this item.

### Item 14. Principal Accountant Fees and Services

Information required by Item 14 of Part III of this Annual Report on Form 10-K will be included in our definitive Proxy Statement relating to our 2024 Annual General Meeting of Shareholders with respect to principal accountant fees and services, and is incorporated by reference in response to this item.

**PART IV****Item 15. Exhibits and Financial Statement Schedules****Consolidated Statements and Other Financial Information**

The following financial statements and supplemental schedule of Fresh Del Monte Produce Inc. and its subsidiaries are included in Item 8. *Financial Statements and Supplementary Data* of this Report:

**Consolidated Financial Statements**

Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements

Consolidated Balance Sheets at December 29, 2023 and December 30, 2022

Consolidated Statements of Operations for the years ended December 29, 2023, December 30, 2022 and December 31, 2021

Consolidated Statements of Comprehensive Income for the years ended December 29, 2023, December 30, 2022 and December 31, 2021

Consolidated Statements of Cash Flows for the years ended December 29, 2023, December 30, 2022 and December 31, 2021

Consolidated Statements of Shareholders' Equity and Redeemable Noncontrolling Interest for the years ended December 29, 2023, December 30, 2022 and December 31, 2021

Notes to Consolidated Financial Statements

**Supplemental Financial Statement Schedule**

Schedule II - Valuation and Qualifying Accounts

**Exhibits**

The exhibits listed below are incorporated in this Report by reference, except for those indicated by "\*" which are filed herewith (see accompanying Exhibit Index)

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Amended and Restated Memorandum of Association of Fresh Del Monte Produce Inc. (incorporated by reference to Exhibit 3.1 of our Annual Report on Form 10-K of our fiscal year ended December 27, 2019)</a>
3.2	<a href="#">Amended and Restated Articles of Association of Fresh Del Monte Produce Inc. (incorporated by reference to Exhibit 3.2 of our Annual Report on Form 10-K of our fiscal year ended December 27, 2019)</a>
3.3	<a href="#">Second Amended and Restated Articles of Association of Fresh Del Monte Produce Inc. (incorporated by reference to Exhibit 3.3 to our Quarterly Report on Form 10-Q of our fiscal quarter ended July 1, 2022).</a>
4.1	<a href="#">Specimen Certificate of Ordinary Shares of Fresh Del Monte Produce Inc. (incorporated by reference to Exhibit 4.1 of our Annual Report on Form 10-K of our fiscal year ended December 30, 2022).</a>
4.2	<a href="#">Description of Securities (incorporated by reference to Exhibit 4.2 to our Quarterly Report of Form 10-Q of our fiscal quarter ended March 31, 2023).</a>



Exhibit No.	Description
10.1	<a href="#"><u>License Agreement, dated as of December 5, 1989, between Del Monte Corporation and Wafer Limited (the "DMC-Wafer License") (incorporated by reference to Exhibit 10.1 of our Annual Report on Form 10-K of our fiscal year ended December 31, 2021).</u></a>
10.2	<a href="#"><u>License Agreement, dated as of December 5, 1989, between Del Monte Corporation and Del Monte Tropical Fruit Company, North America (the "NAJ License") (incorporated by reference to Exhibit 10.2 of our Annual Report on Form 10-K of our fiscal year ended December 31, 2021).</u></a>
10.3	<a href="#"><u>License Agreement, dated as of December 5, 1989, between Del Monte Corporation and Del Monte Fresh Fruit International, Inc. (incorporated by reference to Exhibit 10.3 of our Annual Report on Form 10-K of our fiscal year ended December 31, 2021).</u></a>
10.4	<a href="#"><u>Amendment No. 1 to DMC-Wafer License, dated as of October 12, 1992, between Del Monte Corporation and Wafer Limited (incorporated by reference to Exhibit 10.4 of our Annual Report on Form 10-K of our fiscal year ended December 30, 2022).</u></a>
10.5	<a href="#"><u>Amendment No. 1 to NAJ License, dated as of October 12, 1992, between Del Monte Corporation and Del Monte Fresh Produce N.A., Inc. (incorporated by reference to Exhibit 10.5 of our Annual Report on Form 10-K of our fiscal year ended December 30, 2022).</u></a>
10.6	<a href="#"><u>Amendment No. 1 to Direct DMC-DMFFI License, dated as of October 12, 1992, between Del Monte Corporation and Del Monte Fresh Produce International, Inc. (incorporated by reference to Exhibit 10.3 of our Annual Report on Form 10-K of our fiscal year ended December 31, 2021).</u></a>
10.7	<a href="#"><u>Registration Rights Agreement, dated as of October 15, 1997, by and between Fresh Del Monte and FG Holdings Limited (incorporated by reference to Exhibit 10.7 of our Annual Report on Form 10-K of our fiscal year ended December 31, 2021).</u></a>
10.8	<a href="#"><u>Strategic Alliance Agreement, dated as of August 29, 1997, by and between the Registrant and IAT Group Inc. (incorporated by reference to Exhibit 10.8 of our Annual Report on Form 10-K of our fiscal year ended December 31, 2021).</u></a>
10.9**	<a href="#"><u>Amended and Restated Fresh Del Monte Produce Inc. 1999 Share Incentive Plan, effective as of April 30, 2008 (reflects Amendment No. 1, dated May 1, 2002, Amendments No. 2 through 5 dated April 27, 2005 and Amendment No. 6 dated April 30, 2008) (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q of our fiscal quarter ended June 27, 2008).</u></a>
10.10**	<a href="#"><u>2011 Performance Incentive Plan for the Chief Executive Officer (incorporated by reference to Exhibit 10.1 to our Quarterly Report of Form 10-Q of our fiscal quarter ended April 1, 2011).</u></a>
10.11**	<a href="#"><u>Executive Retention and Severance Agreement (Chairman &amp; CEO) (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q of our fiscal quarter ended March 28, 2008).</u></a>
10.14**	<a href="#"><u>2011 Omnibus Share Incentive Plan (incorporated by reference to Exhibit A in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 24, 2011).</u></a>
10.15**	<a href="#"><u>2014 Omnibus Share Incentive Plan (incorporated by reference to Exhibit A in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 31, 2014).</u></a>

Exhibit No.	Description
10.16**	<a href="#">Amendment to the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan effective November 1, 2017 (incorporated by reference to Exhibit 10.24 of our Annual Report on Form 10-K of our fiscal year ended December 29, 2017).</a>
10.17	<a href="#">Settlement Agreement, dated as of May 4, 2017, by and among Fresh Del Monte Produce Inc., Del Monte Pacific Limited and Del Monte Foods, Inc. (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q of our fiscal quarter ended June 29, 2018).</a>
10.18	<a href="#">Second Amended and Restated Credit Agreement, dated as of October 1, 2019 by and among Fresh Del Monte Produce Inc., and certain subsidiaries named therein and the lenders and agents named therein (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on October 7, 2019).</a>
10.18(a)	<a href="#">Amendment No. 1 to the Second Amended and Restated Credit Agreement, dated as of December 30, 2022 by and among Fresh Del Monte Produce Inc., and certain subsidiaries named therein and the lenders and agents named therein (incorporated by reference to Exhibit 10.18(a) of our Annual Report on Form 10-K of our fiscal year ended December 30, 2022).</a>
10.19	<a href="#">Second Amended and Restated Company Guaranty Agreement, dated as of October 1, 2019, between Fresh Del Monte Produce Inc. and Bank of America, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed with the SEC on October 7, 2019).</a>
10.20	<a href="#">Second Amended and Restated Subsidiary Guaranty Agreement, dated as of October 1, 2019, by and among each of the Subsidiary Guarantors and Bank of America, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed with the SEC on October 7, 2019).</a>
10.21**	<a href="#">Severance Agreement and General and Full Release, dated as of January 21, 2022, by and among Del Monte Fresh Produce Company and Youssef Zakharia (incorporated by reference to Exhibit 10.21 to our Current Report on Form 8-K filed with the SEC on January 27, 2022).</a>
10.22**	<a href="#">Form of Performance-Based Restricted Stock Unit Award issued pursuant to the provisions of the 2014 Omnibus Share Incentive Plan (incorporated by reference to Exhibit 10.22 of our Annual Report on Form 10-K of our fiscal year ended December 31, 2021).</a>
10.23**	<a href="#">Form of Restricted Stock Unit Award issued pursuant to the provisions of the 2014 Omnibus Share Incentive Plan (incorporated by reference to Exhibit 10.23 of our Annual Report on Form 10-K of our fiscal year ended December 31, 2021).</a>
10.24**	<a href="#">Form of Non-Employee Director Restricted Stock Unit Award issued pursuant to the provisions of the 2014 Omnibus Share Incentive Plan (incorporated by reference to Exhibit 10.24 of our Annual Report on Form 10-K of our fiscal year ended December 31, 2021).</a>
10.25**	<a href="#">2022 Omnibus Share Incentive Plan (incorporated by reference to Exhibit 99.1 to our Form S-8 filed with the Securities and Exchange Commission on June 9, 2022).</a>
10.26**	<a href="#">Form of 2022 Non-Employee Director Restricted Stock Unit Award. (incorporated by reference to Exhibit 10.25 to our Quarterly Report on Form 10-Q of our fiscal quarter ended July 1, 2022).</a>
10.27**	<a href="#">Form of Performance-Based Restricted Stock Unit Award issued pursuant to the provisions of the 2022 Omnibus Share Incentive Plan (incorporated by reference to Exhibit 10.26 to our Quarterly Report on Form 10-Q of our fiscal quarter ended July 1, 2022).</a>

Exhibit No.	Description
10.28**	<a href="#">Form of Restricted Stock Unit Award issued pursuant to the provisions of the 2022 Omnibus Share Incentive Plan (incorporated by reference to Exhibit 10.27 to our Quarterly Report on Form 10-Q of our fiscal quarter ended July 1, 2022).</a>
10.29*	<a href="#">Form of Indemnification and Advancement Agreement between individual directors and Fresh Del Monte Inc.</a>
21.1*	<a href="#">List of Subsidiaries.</a>
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
31.1*	<a href="#">Certification of Chief Executive Officer filed pursuant to 17 CFR 240.13a-14(a).</a>
31.2*	<a href="#">Certification of Chief Financial Officer filed pursuant to 17 CFR 240.13a-14(a).</a>
32*	<a href="#">Certifications of Chief Executive Officer and Chief Financial Officer furnished pursuant to 17 CFR 240.13a-14(b) and 18 U.S.C. Section 1350.</a>
97.1*	<a href="#">Dodd-Frank Executive Officer Clawback Policy</a>
101.INS*,***	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*,***	XBRL Taxonomy Extension Schema Document.
101.CAL*,***	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*,***	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*,***	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*,***	XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
*	Filed herewith.
**	Management contract or compensatory plan or arrangement.
***	Attached as Exhibit 101 to this report are the following formatted in Inline XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 29, 2023 and December 30, 2022, (ii) Consolidated Statements of Operations for the years ended December 29, 2023, December 30, 2022 and December 31, 2021, (iii) Consolidated Statements of Comprehensive Income for the years ended December 29, 2023, December 30, 2022 and December 31, 2021, (iv) Consolidated Statements of Cash Flows for the years ended December 29, 2023, December 30, 2022 and December 31, 2021 and (v) Notes to Consolidated Financial Statements.

**Item 16. Form 10-K Summary**

Not applicable.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**FRESH DEL MONTE PRODUCE INC.**

Date: February 26, 2024

By: /s/ Mohammad Abu-Ghazaleh

Mohammad Abu-Ghazaleh  
Chairman & Chief Executive Officer  
(Principal Executive Officer)

Date: February 26, 2024

By: /s/ Monica Vicente

Monica Vicente  
Senior Vice President & Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated below on the 26th day of February, 2024:

<i>By</i>	<hr/> <i>/s/ Mohammad Abu-Ghazaleh</i> Mohammad Abu-Ghazaleh Chairman & Chief Executive Officer (Principal Executive Officer)
<i>By</i>	<hr/> <i>/s/ Monica Vicente</i> Monica Vicente Senior Vice President & Chief Financial Officer (Principal Financial & Accounting Officer)
<i>By</i>	<hr/> <i>/s/ Amir Abu-Ghazaleh</i> Amir Abu-Ghazaleh Director
<i>By</i>	<hr/> <i>/s/ Michael J. Berthelot</i> Michael J. Berthelot Director
<i>By</i>	<hr/> <i>/s/ Mary Ann Cloyd</i> Mary Ann Cloyd Director
<i>By</i>	<hr/> <i>/s/ Charles E. Beard Jr.</i> Charles E. Beard Jr. Director
<i>By</i>	<hr/> <i>/s/ Ajai Puri</i> Ajai Puri Director
<i>By</i>	<hr/> <i>/s/ Lori Tauber Marcus</i> Lori Tauber Marcus Director
<i>By</i>	<hr/> <i>/s/ Ahmad Abu-Ghazaleh</i> Ahmad Abu-Ghazaleh Director

### **INDEMNIFICATION AND ADVANCEMENT AGREEMENT**

This Indemnification and Advancement Agreement (this “**Agreement**”) is dated \_\_\_\_\_, 2024 (the “**Effective Date**”) by and between Fresh Del Monte Produce Inc., a Cayman Islands exempted company with registration number 68097 (the “**Company**”) and (name) \_\_\_\_\_, a (position/title) \_\_\_\_\_ of the Company (“**Indemnitee**”).

**WHEREAS**, the Board of Directors of the Company (the “**Board**”) believes that highly competent persons have become more reluctant to serve corporations as directors, officers, or in other capacities unless they are provided with adequate protection through insurance or adequate indemnification and advancement of expenses against inordinate risks of claims and actions against them arising out of their service to and activities on behalf of the corporation;

**WHEREAS**, the Board has determined that, in order to attract and retain qualified individuals, the Company will attempt to maintain on an ongoing basis, at its sole expense, liability insurance to protect persons serving the Company and its subsidiaries as an officer and/or director from certain liabilities. Although the furnishing of such insurance has been a customary and widespread practice among publicly traded corporations and other business enterprises, the Company believes that, given current market conditions and trends, such insurance may be available to it in the future only at higher premiums and with more exclusions. At the same time, directors and officers are being increasingly subjected to expensive and time-consuming litigation relating to, among other things, matters that traditionally would have been brought only against the Company or business enterprise itself. The Memorandum and Articles of Association of the Company (as amended or amended and restated, the “**M&As**”) require indemnification of the officers and directors of the Company. The M&As expressly provide that the Company shall have the power, with the approval of the Board, to provide such indemnification and advancement of expenses to any officer and/or director of the Company;

**WHEREAS**, the uncertainties relating to such insurance, to indemnification, and to advancement of expenses may increase the difficulty of attracting and retaining such persons;

**WHEREAS**, the Board has determined that the increased difficulty in attracting and retaining such persons is detrimental to the best interests of the Company and its shareholders and that the Company should act to assure such persons that there will be increased certainty of such protection in the future;

**WHEREAS**, it is reasonable, prudent and necessary for the Company contractually to obligate itself to indemnify, and to advance expenses on behalf of, such persons to the fullest extent permitted by applicable law so that they will serve or continue to serve the Company free from undue concern that they will not be so indemnified;

**WHEREAS**, this Agreement is a supplement to and in furtherance of the M&As and any resolutions adopted pursuant thereto, and is not a substitute therefor, nor diminishes or abrogates any rights of Indemnitee thereunder;

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**WHEREAS**, Indemnatee does not regard the protection available under the M&As and insurance as adequate in the present circumstances, and may not be willing to serve or continue to serve as an officer or director without adequate additional protection, and the Company desires

Indemnatee to serve or continue to serve in such capacity. Indemnatee is willing to serve, continue to serve and to take on additional service for or on behalf of the Company on the condition that Indemnatee be so indemnified and be advanced expenses; and

**WHEREAS**, Indemnatee may have certain rights to indemnification and/or insurance provided by another Person with whom Indemnatee is associated or insurer of any such Person, which Indemnatee and the Company intend to be secondary to the primary obligation of the Company to indemnify Indemnatee as provided herein, with the Company's acknowledgement and agreement to the foregoing being a material condition to Indemnatee's willingness to serve on the Board.

**NOW, THEREFORE**, in consideration of the premises and the covenants contained herein, the Company and Indemnatee do hereby covenant and agree as follows:

**Section 1. Services to the Company.** Indemnatee agrees to serve or continue to serve, as applicable, as a director and/or officer of the Company. This Agreement does not create any obligation on the part of the Company to continue Indemnatee in such position or on the part of Indemnatee to continue in such position and is not an employment contract between the Company (or any of its subsidiaries or any Enterprise) and Indemnatee.

**Section 2. Definitions.** As used in this Agreement:

(a) "**Agent**" means any person who is authorized by the Company or an Enterprise to act for or represent the interests of the Company or an Enterprise, respectively.

(b) A "**Change in Control**" occurs upon the earliest to occur after the Effective Date of any of the following events:

i. **Acquisition of Shares by Third Party.** Any Person, other than a Current 10% Holder is or becomes (in a single transaction or series of related transactions) the Beneficial Owner, directly or indirectly, of securities of the Company representing thirty percent (30%) or more of the combined voting power of the Company's then outstanding securities unless the change in relative beneficial ownership of the Company's securities by any Person results solely from a reduction in the aggregate number of outstanding shares of securities entitled to vote generally in the election of directors;

ii. **Change in the Board.** During any period of two (2) consecutive years (not including any period prior to the Effective Date), individuals who at the beginning of such period constitute the Board, and any new director (other than a director designated by a person who has entered into an agreement with the Company to effect a transaction described in Sections 2(b)(i), 2(b)(iii) or 2(b)(iv)) whose election by the Board or nomination for election by the Company's shareholders was approved by a vote of at least majority of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute at least a majority of the members of the Board;

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iii. **Corporate Transactions.** The effective date of a merger or consolidation of the Company (or any of its subsidiaries) with any other entity, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior to such merger or consolidation continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than 50% of the combined voting power of the voting securities of the surviving entity (or the resulting parent entity) outstanding immediately after such merger or consolidation and with the power to elect at least a majority of the Board or other governing body of such surviving entity (or the resulting parent entity);

iv. **Liquidation.** The approval by the shareholders of the Company of the dissolution of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets; and

v. **Other Events.** There occurs any other event of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A (or a response to any similar item on any similar schedule or form) promulgated under the Exchange Act (as defined below), whether or not the Company is then subject to such reporting requirement.

vi. For purposes of this Section 2(b), the following terms have the following meanings:

1 **"Current 10% Holder"** means any Person who is the Beneficial Owner of more than ten percent (10%) of the outstanding Voting Power of the Company as of the date of this Agreement.

2 **"Exchange Act"** means the Securities Exchange Act of 1934, as amended from time to time.

3 **"Person"** has the meaning as set forth in Sections 13(d) and 14(d) of the Exchange Act; provided, however, that Person excludes (i) the Company, (ii) any trustee or other fiduciary holding securities under an employee benefit plan of the Company, and (iii) any corporation owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of shares of the Company.

4 **"Beneficial Owner"** has the meaning given to such term in Rule 13d-3 under the Exchange Act; provided, however, that Beneficial Owner excludes any Person otherwise becoming a Beneficial Owner by reason of the shareholders of the Company approving a merger of the Company with another entity.

(c) **"Corporate Status"** describes the status of a person who is or was acting as a director, officer, employee, fiduciary, or Agent of the Company or an Enterprise.

(d) **"Disinterested Director"** means a director of the Company who is not and was not a party to the Proceeding in respect of which indemnification is sought by Indemnitee.

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(e) **"Enterprise"** means any other corporation, exempted company, limited liability company, partnership, exempted limited partnership, joint venture, trust, employee benefit plan or other entity for which Indemnatee is or was serving at the request of the Company as a director, officer, employee, or Agent.

(f) **"Expenses"** includes all reasonable attorneys' fees, retainers, court costs, mediation fees, transcript costs, expenses, disbursements and fees of experts and other professionals, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone and facsimile charges, postage, delivery service fees, any federal, state, local or foreign taxes imposed on Indemnatee as a result of the actual or deemed receipt of any payments under this Agreement, ERISA excise taxes and penalties, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be a witness in, settling or negotiating for the settlement of, responding to or objecting to requests to provide discovery in or otherwise participating in, a Proceeding. Expenses shall also include (i) Expenses incurred in connection with any appeal resulting from any Proceeding, including without limitation the premium, security for, and other costs relating to any cost bond, supersedeas bond, or other appeal bond or its equivalent, and (ii) for purposes of Section 13(d) only, Expenses incurred by Indemnatee in connection with the interpretation, enforcement or defense of Indemnatee's rights under this Agreement, by litigation or otherwise. The parties agree that for the purposes of any advancement of Expenses for which Indemnatee has made written demand to the Company in accordance with this Agreement, all Expenses included in such demand that are certified by affidavit of Indemnatee's counsel as being reasonable in the good faith judgment of such counsel shall be presumed conclusively to be reasonable. Expenses, however, do not include amounts paid in settlement by Indemnatee or the amount of judgments or fines against Indemnatee.

(g) **"Independent Counsel"** means a law firm, or a member of a law firm, that is experienced in matters of corporation law and neither presently is, nor in the past five years has been, retained to represent: (i) the Company or Indemnatee in any matter material to either such party (other than with respect to matters concerning the Indemnatee under this Agreement, or of other indemnitees under similar indemnification agreements), or (ii) any other party to the Proceeding giving rise to a claim for indemnification hereunder. Notwithstanding the foregoing, the term "Independent Counsel" does not include a law firm, or a member of a law firm, who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Company or Indemnatee in an action to determine Indemnatee's rights under this Agreement.

(h) The term **"Proceeding"** includes any threatened, pending or completed action, suit, arbitration, mediation, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened or completed proceeding, or any claim, counterclaim, cross claim, issue or matter therein, whether brought in the right of the Company or otherwise and whether of a civil, criminal, administrative, legislative, or investigative (formal or informal) nature, including any appeal therefrom, in which Indemnatee was, is or will be involved as a party, participant, potential party, non-party witness or otherwise by reason of Indemnatee's Corporate Status or by reason of any action taken by Indemnatee (or a failure to take action by Indemnatee) or of any action (or failure to act) on Indemnatee's part while acting pursuant to Indemnatee's Corporate Status, in each case whether or not serving in such capacity at the time any liability or Expense is incurred for which indemnification, reimbursement, or advancement of Expenses can be provided under this Agreement. A Proceeding also includes a situation the Indemnatee believes in good faith may lead to or culminate in the institution of a Proceeding.

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**Section 3. Indemnity in Third-Party Proceedings.** The Company shall indemnify Indemnitee in accordance with the provisions of this Section 3 if Indemnitee is, was or is threatened to be made, a party to or a participant in any Proceeding, other than a Proceeding by or in the right of the Company to procure a judgment in its favor. Pursuant to this Section 3, the Company shall indemnify Indemnitee to the fullest extent permitted by applicable law against all Expenses, judgments, fines and amounts paid in settlement (including all interest, assessments and other charges paid or payable in connection with or in respect of such Expenses, judgments, fines and amounts paid in settlement) actually and reasonably incurred by Indemnitee or on Indemnitee's behalf in connection with such Proceeding, if Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in or not opposed to the best interests of the Company and, in the case of a criminal Proceeding had no reasonable cause to believe that Indemnitee's conduct was unlawful.

**Section 4. Indemnity in Proceedings by or in the Right of the Company.** The Company shall indemnify Indemnitee in accordance with the provisions of this Section 4 if Indemnitee is, was or is threatened to be made, a party to or a participant in any Proceeding by or in the right of the Company to procure a judgment in its favor. Pursuant to this Section 4, the Company shall indemnify Indemnitee to the fullest extent permitted by applicable law against all Expenses actually and reasonably incurred by Indemnitee or on Indemnitee's behalf in connection with such Proceeding, if Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in or not opposed to the best interests of the Company. The Company shall not indemnify Indemnitee for Expenses under this Section 5 related to any Proceeding for which Indemnitee has been finally adjudged by a court to be liable to the Company, unless, and only to the extent that, the Court of Chancery of the State of Delaware (the "**Delaware Court**") or any court in which the Proceeding was brought determines upon application by Indemnitee that, despite the adjudication of liability but in view of all the circumstances of the case, Indemnitee is fairly and reasonably entitled to indemnification.

**Section 5. Indemnification for Expenses of a Party Who is Wholly or Partly Successful.** To the fullest extent permitted by applicable law, the Company shall indemnify Indemnitee against all Expenses actually and reasonably incurred by Indemnitee in connection with any Proceeding to the extent that Indemnitee is successful, on the merits or otherwise. If Indemnitee is not wholly successful in such Proceeding but is successful, on the merits or otherwise, as to one or more but less than all claims, issues or matters in such Proceeding, the Company shall indemnify Indemnitee against all Expenses actually and reasonably incurred by Indemnitee or on Indemnitee's behalf in connection with or related to each successfully resolved claim, issue or matter to the fullest extent permitted by applicable law. For purposes of this Section 5 and without limitation, the termination of any claim, issue or matter in such a Proceeding by dismissal, with or without prejudice, shall be deemed to be a successful result as to such claim, issue or matter.

**Section 6. Indemnification For Expenses of a Witness.** To the fullest extent permitted by applicable law, the Company shall indemnify Indemnitee against all Expenses actually and reasonably incurred by Indemnitee or on Indemnitee's behalf in connection with any Proceeding to which Indemnitee is not a party but to which Indemnitee is a witness, deponent, interviewee, or otherwise asked to participate.

**Section 7. Partial Indemnification.** If Indemnitee is entitled under any provision of this Agreement to indemnification by the Company for some or a portion of Expenses, but not, however, for the total amount thereof, the Company shall indemnify Indemnitee for the portion thereof to which Indemnitee is entitled.

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**Section 8. Additional Indemnification.** Notwithstanding any limitation in Sections 3, 4, or 5, the Company shall indemnify Indemnitee to the fullest extent permitted by applicable law if Indemnitee is a party to or threatened to be made a party to any Proceeding (including a Proceeding by or in the right of the Company to procure a judgment in its favor).

**Section 9. Exclusions.** Notwithstanding any provision in this Agreement, the Company is not obligated under this Agreement to make any indemnification payment to Indemnitee in connection with any Proceeding:

(a) for which payment has actually been made to or on behalf of Indemnitee under any insurance policy or other indemnity provision, except to the extent provided in Section 15(b) and except with respect to any excess beyond the amount paid under any insurance policy or other indemnity provision; or

(b) for (i) an accounting of profits made from the purchase and sale (or sale and purchase) by Indemnitee of securities of the Company within the meaning of Section 16(b) of the Exchange Act (as defined in Section 2(b) f) or similar provisions of state statutory law or common law, (ii) any reimbursement of the Company by the Indemnitee of any bonus or other incentive- based or equity-based compensation or of any profits realized by the Indemnitee from the sale of securities of the Company, as required in each case under the Exchange Act (including any such reimbursements that arise from an accounting restatement of the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 (the "**Sarbanes-Oxley Act**"), or the payment to the Company of profits arising from the purchase and sale by Indemnitee of securities in violation of Section 306 of the Sarbanes-Oxley Act) or (iii) any reimbursement of the Company by Indemnitee of any compensation pursuant to any compensation recoupment or clawback policy adopted by the Board or the compensation committee of the Board, including but not limited to any such policy adopted to comply with stock exchange listing requirements implementing Section 10D of the Exchange Act; or

(c) commenced by Indemnitee, including any Proceeding (or any part of any Proceeding) commenced by Indemnitee against the Company or its directors, officers, employees or other indemnitees, unless (i) the Proceeding or part of any Proceeding is to enforce Indemnitee's rights to indemnification or advancement of Expenses, including a Proceeding (or any part of any Proceeding) commenced pursuant to Section 14, or (ii) the Board authorized the Proceeding (or any part of any Proceeding) prior to its commencement.

**Section 10. Advances of Expenses.**

(a) The Company shall advance, to the fullest extent permitted by applicable law, the Expenses incurred by Indemnitee in connection with any Proceeding (or any part of any Proceeding) not commenced by Indemnitee or any Proceeding (or any part of any Proceeding) commenced by Indemnitee if (i) the Proceeding or part of any Proceeding is to enforce Indemnitee's rights to indemnification or advancement of Expenses from the Company or Enterprise, including a Proceeding (or any part of any Proceeding) commenced pursuant to Section 14 or (ii) the Board authorized the Proceeding (or any part of any Proceeding) prior to its commencement. The Company shall advance the Expenses within ten (10) business days after the receipt by the Company of a statement or statements requesting such advances from time to time, whether prior to or after final disposition of any Proceeding.

(b) Advances shall be unsecured and interest free. Indemnitee undertakes to repay the amounts advanced (without interest) to the extent that it is ultimately determined that Indemnitee is not entitled to be indemnified by the Company, thus, to the fullest extent permitted by applicable

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law, Indemnatee qualifies for advances upon the execution of this Agreement and delivery to the Company and no other form of undertaking is required other than the execution of this Agreement. The Company shall make advances without regard to Indemnatee's ability to repay the Expenses and without regard to Indemnatee's ultimate entitlement to indemnification under the other provisions of this Agreement.

**Section 11. Procedure for Notification of Claim for Indemnification or Advancement.**

(a) Indemnatee shall notify the Company in writing of any Proceeding with respect to which Indemnatee intends to seek indemnification or advancement of Expenses hereunder as soon as reasonably practicable following the receipt by Indemnatee of written notice thereof. Indemnatee shall include in the written notification to the Company a description of the nature of the Proceeding and the facts underlying the Proceeding and provide such documentation and information as is reasonably available to Indemnatee and is reasonably necessary to determine whether and to what extent Indemnatee is entitled to indemnification following the final disposition of such Proceeding. Indemnatee's failure to notify the Company shall not relieve the Company from any obligation it may have to Indemnatee under this Agreement, and any delay in so notifying the Company shall not constitute a waiver by Indemnatee of any rights under this Agreement. The Secretary of the Company shall, promptly upon receipt of such a request for indemnification or advancement, advise the Board in writing that Indemnatee has requested indemnification or advancement of Expenses hereunder.

(b) The Company shall be entitled to participate in the Proceeding at its own expense.

**Section 12. Procedure Upon Application for Indemnification**

(a) Unless a Change in Control has occurred, the determination of Indemnatee's entitlement to indemnification shall be made:

- i. by a majority vote of the Disinterested Directors, even though less than a quorum of the Board;
- ii. by a committee of Disinterested Directors designated by a majority vote of the Disinterested Directors, even though less than a quorum of the Board;
- iii. if there are no such Disinterested Directors or, if such Disinterested Directors so direct, by written opinion provided by Independent Counsel selected by the Board; or
- iv. if so directed by the Board, by the shareholders of the Company.

(b) If a Change in Control has occurred, the determination of Indemnatee's entitlement to indemnification shall be made by written opinion provided by Independent Counsel selected by Indemnatee (unless Indemnatee requests in writing such selection be made by the Board).

(c) The party selecting Independent Counsel pursuant to subsection (a)(iii) or (b) of this Section 12 shall provide written notice of the selection to the other party. The notified party may, within ten (10) days after receiving written notice of the selection of Independent Counsel, deliver to the selecting party a written objection to such selection; provided, however, that such objection may be asserted only on the ground that the Independent Counsel so selected does not meet the requirements of "Independent Counsel" as defined in Section 2, and the objection shall set forth with particularity the factual basis of such assertion. Absent a proper and timely objection, the law firm, or member of a law firm, so selected shall act as Independent Counsel. If

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such written objection is so made and substantiated, the Independent Counsel so selected may not serve as Independent Counsel unless and until such objection is withdrawn or the Delaware Court has determined that such objection is without merit. If, within thirty (30) days after the later of submission by Indemnitee of a written request for indemnification pursuant to Section 11(a) and the final disposition of the Proceeding, Independent Counsel has not been selected or, if selected, any objection to has not been resolved, either the Company or Indemnitee may petition the Delaware Court for the appointment as Independent Counsel of a law firm, or member of a law firm, selected by the Delaware Court or by such other person as the Delaware Court designates. Upon the due commencement of any judicial proceeding or arbitration pursuant to Section 14(a), Independent Counsel shall be discharged and relieved of any further responsibility in such capacity (subject to the applicable standards of professional conduct then prevailing).

(d) Indemnitee shall cooperate with the person, persons or entity making the determination with respect to Indemnitee's entitlement to indemnification, including providing to such person, persons or entity upon reasonable advance request any documentation or information which is not protected by the attorney-client privilege or similar protection or privilege and which is reasonably available to Indemnitee and reasonably necessary to such determination. The Company shall, to the fullest extent permitted by applicable law, advance and pay any Expenses incurred by Indemnitee in so cooperating with the person, persons or entity making the indemnification determination irrespective of the determination as to Indemnitee's entitlement to indemnification and the Company hereby indemnifies and agrees to hold Indemnitee harmless therefrom. The Company promptly shall advise Indemnitee in writing of the determination that Indemnitee is or is not entitled to indemnification, including a description of any reason or basis for which indemnification has been denied and providing a copy of any written opinion provided to the Board by Independent Counsel.

(e) If it is determined that Indemnitee is entitled to indemnification, the Company shall make payment to Indemnitee within ten (10) business days after such determination.

### **Section 13. Presumptions and Effect of Certain Proceedings**

(a) In making a determination with respect to entitlement to indemnification hereunder, the person or persons or entity making such determination shall, to the fullest extent permitted by applicable law, presume Indemnitee is entitled to indemnification under this Agreement if Indemnitee has submitted a request for indemnification in accordance with Section 11(a), and the Company shall, to the fullest extent permitted by applicable law, have the burden of proof to overcome that presumption. Neither the failure of the Company (including by its directors or Independent Counsel) to have made a determination prior to the commencement of any action pursuant to this Agreement that indemnification is proper in the circumstances because Indemnitee has met the applicable standard of conduct, nor an actual determination by the Company (including by its directors or Independent Counsel) that Indemnitee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that Indemnitee has not met the applicable standard of conduct.

(b) If the determination of the Indemnitee's entitlement to indemnification has not been made pursuant to Section 12 within sixty (60) days after the later of (i) receipt by the Company of Indemnitee's request for indemnification pursuant to Section 11(a) and (ii) the final disposition of the Proceeding for which Indemnitee requested indemnification (the "**Determination Period**"), the requisite determination of entitlement to indemnification shall, to the fullest extent permitted by applicable law, be deemed to have been made and Indemnitee shall be entitled to such indemnification, absent (i) a misstatement by Indemnitee of a material fact, or an omission of a

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material fact necessary to make Indemnitee's statement not materially misleading, in connection with the request for indemnification, or (ii) a prohibition of such indemnification under applicable law. The Determination Period may be extended for a reasonable time, not to exceed an additional thirty (30) days, if the person, persons or entity making the determination with respect to entitlement to indemnification in good faith requires such additional time for the obtaining or evaluating of documentation and/or information relating thereto; and provided, further, the Determination Period may be extended an additional fifteen (15) days if the determination of entitlement to indemnification is to be made by the shareholders pursuant to Section 12(a)(iv).

(c) The termination of any Proceeding or of any claim, issue or matter therein, by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not (except as otherwise expressly provided in this Agreement) of itself adversely affect the right of Indemnitee to indemnification or create a presumption that Indemnitee did not act in good faith and in a manner which Indemnitee reasonably believed to be in or not opposed to the best interests of the Company or, with respect to any criminal Proceeding, that Indemnitee had reasonable cause to believe that Indemnitee's conduct was unlawful.

(d) For purposes of any determination of good faith, Indemnitee shall be deemed to have acted in good faith if Indemnitee acted based on the records or books of account of the Company, its subsidiaries, or an Enterprise, including financial statements, or on information supplied to Indemnitee by the directors, officers, employees, agents trustee, partner, managing member, or fiduciary of the Company, its subsidiaries, or an Enterprise in the course of their duties, or on the advice of legal counsel for the Company, its subsidiaries, or an Enterprise or on information or records given or reports made to the Company or an Enterprise by an independent certified public accountant or by an appraiser, financial advisor or other expert selected with reasonable care by or on behalf of the Company, its subsidiaries, or an Enterprise. Further, Indemnitee shall be deemed to have acted in a manner "not opposed to the best interests of the Company," as referred to in this Agreement if Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan. The provisions of this Section 14(d) are not exclusive and do not limit in any way the other circumstances in which the Indemnitee may be deemed to have met the applicable standard of conduct set forth in this Agreement.

(e) To the fullest extent permitted by applicable law, the knowledge and/or actions, or failure to act, of any director, officer, trustee, partner, managing member, fiduciary, agent or employee of the Enterprise may not be imputed to Indemnitee for purposes of determining Indemnitee's right to indemnification under this Agreement.

#### **Section 14. Remedies of Indemnitee.**

(a) Indemnitee may commence a proceeding against the Company in the Delaware Court to obtain indemnification or advancement of Expenses provided by this Agreement in the event that (i) a determination is made pursuant to Section 12 that Indemnitee is not entitled to indemnification under this Agreement, (ii) the Company does not advance Expenses pursuant to Section 10, (iii) the determination of entitlement to indemnification is not made pursuant to Section 12 within the Determination Period, (iv) the Company does not indemnify Indemnitee or advance Expenses pursuant to Section 5 or 6 or the second to last sentence of Section 12(d) within ten (10) business days after receipt by the Company of a written request therefor, (v) the Company does not indemnify Indemnitee pursuant to Section 3, 4, 5, or 6 within ten (10) business days after a determination has been made that Indemnitee is entitled to indemnification, or (vi) in the event that the Company or any other person takes or threatens to take any action to declare this Agreement

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void or unenforceable, or institutes any litigation or other action or Proceeding designed to deny, or to recover from, the Indemnitee the benefits provided or intended to be provided to the Indemnitee hereunder. Alternatively, Indemnitee, at Indemnitee's option, may seek an award in arbitration to be conducted by a single arbitrator pursuant to the Commercial Arbitration Rules of the American Arbitration Association. Indemnitee must commence such proceeding seeking an adjudication or an award in arbitration within one hundred and eighty (180) days following the date on which Indemnitee first has the right to commence such proceeding pursuant to this Section 14(a); provided, however, that the foregoing clause does not apply in respect of a proceeding brought by Indemnitee to enforce Indemnitee's rights under Section 5. The Company shall not oppose Indemnitee's right to seek any such adjudication or award in arbitration.

(b) If a determination is made pursuant to Section 12 that Indemnitee is not entitled to indemnification, any judicial proceeding or arbitration commenced pursuant to this Section 14 shall be conducted in all respects as a *de novo* trial, or arbitration, on the merits and Indemnitee may not be prejudiced by reason of that adverse determination. In any judicial proceeding or arbitration commenced pursuant to this Section 14, to the fullest extent permitted by applicable law, the Company shall have the burden of proving Indemnitee is not entitled to indemnification or advancement of Expenses, as the case may be, and shall not introduce evidence of the determination made pursuant to Section 12.

(c) If a determination is made pursuant to Section 12 that Indemnitee is entitled to indemnification, the Company shall be bound by such determination in any judicial proceeding or arbitration commenced pursuant to this Section 14, absent (i) a misstatement by Indemnitee of a material fact, or an omission of a material fact necessary to make Indemnitee's statement not materially misleading, in connection with the request for indemnification, or (ii) a prohibition of such indemnification under applicable law.

(d) The Company is, to the fullest extent not prohibited by applicable law, precluded from asserting in any judicial proceeding or arbitration commenced pursuant to this Section 14 that the procedures and presumptions of this Agreement are not valid, binding and enforceable and shall stipulate in any such court or before any such arbitrator that the Company is bound by all the provisions of this Agreement.

(e) It is the intent of the Company that, to the fullest extent permitted by applicable law, the Indemnitee not be required to incur legal fees or other Expenses associated with the interpretation, enforcement or defense of Indemnitee's rights under this Agreement by litigation or otherwise because the cost and expense thereof would substantially detract from the benefits intended to be extended to the Indemnitee hereunder. The Company, to the fullest extent permitted by applicable law, shall (within ten (10) business days after receipt by the Company of a written request therefor) advance to Indemnitee such Expenses which are incurred by Indemnitee in connection with any action concerning this Agreement, Indemnitee's right to indemnification or advancement of Expenses from the Company, or concerning any directors' and officers' liability insurance policies maintained by the Company, and shall indemnify Indemnitee against any and all such Expenses unless the court determines that each of the Indemnitee's claims in such action were made in bad faith or were frivolous or are prohibited by applicable law.

(f) To the extent requested by Indemnitee and approved by the Board, the Company may at any time and from time to time provide security to Indemnitee for the Company's obligations under this Agreement through an irrevocable bank line of credit, funded trust or other collateral. Any such security, once provided to Indemnitee, may not be revoked or released without the prior written consent of the Indemnitee.

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(g) (i) Whether or not the indemnification provided in Sections 3, 4, or 5 is available in respect of any Proceeding in which the Company is jointly liable with Indemnitee (or would be if joined in such Proceeding), the Company shall pay, in the first instance, the entire amount of any judgment or settlement of such Proceeding without requiring Indemnitee to contribute to such payment and the Company hereby waives and relinquishes any right of contribution it may have against Indemnitee, in each case, to the fullest extent permitted by applicable law. The Company shall not enter into any settlement of any Proceeding in which the Company is jointly liable with Indemnitee (or would be if joined in such Proceeding) unless such settlement provides for a full and final release of all claims asserted against Indemnitee.

(ii) Without diminishing or impairing the obligations of the Company set forth in the preceding subparagraph (g)(i), if, for any reason, Indemnitee shall elect or be required to pay all or any portion of any judgment or settlement in any Proceeding in which the Company is jointly liable with Indemnitee (or would be if joined in such Proceeding), the Company shall, to the fullest extent permitted by applicable law, contribute to the amount of Expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred and paid or payable by Indemnitee in proportion to the relative benefits received by the Company and all officers, directors, employees, trustee, partner, managing member, fiduciary or agent of the Company, other than Indemnitee, who are jointly liable with Indemnitee (or would be if joined in such Proceeding), on the one hand, and Indemnitee, on the other hand, from the transaction or events from which such Proceeding arose; provided, however, that the proportion determined on the basis of relative benefit may, to the extent necessary to conform to applicable law, be further adjusted by reference to the relative fault of the Company and all officers, directors, employees, trustee, partner, managing member, fiduciary or agent of the Company other than Indemnitee who are jointly liable with Indemnitee (or would be if joined in such Proceeding), on the one hand, and Indemnitee, on the other hand, in connection with the transaction or events that resulted in such expenses, judgments, fines or settlement amounts, as well as any other equitable considerations which applicable law may require to be considered. The relative fault of the Company and all officers, directors, employees, trustee, partner, managing member, fiduciary or agent of the Company, other than Indemnitee, who are jointly liable with Indemnitee (or would be if joined in such Proceeding), on the one hand, and Indemnitee, on the other hand, shall, to the fullest extent permitted by applicable law, be determined by reference to, among other things, the degree to which their actions were motivated by intent to gain personal profit or advantage, the degree to which their liability is primary or secondary and the degree to which their conduct is active or passive.

(iii) The Company hereby agrees to fully indemnify and hold Indemnitee harmless from any claims of contribution which may be brought by officers, directors, employees, trustee, partner, managing member, fiduciary or agent of the Company, other than Indemnitee, who may be jointly liable with the Company.

**Section 15. Non-exclusivity; Survival of Rights; Insurance; Primacy of Indemnification; Subrogation.**

(a) The indemnification and advancement of Expenses provided by this Agreement are not exclusive of any other rights to which Indemnitee may at any time be entitled under applicable law, the M&As, any agreement, a vote of shareholders or a resolution of directors, or otherwise. The indemnification and advancement of Expenses provided by this Agreement may not be eliminated or impaired by any amendment, alteration or repeal of this Agreement in any way with respect to any action taken or omitted by Indemnitee in Indemnitee's Corporate Status occurring prior to any amendment, alteration or repeal of this Agreement. To the extent that a change in

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Cayman Islands law, whether by statute or judicial decision, permits greater indemnification or advancement of Expenses than would be afforded currently under the M&As or this Agreement, it is the intent of the parties hereto that Indemnitee enjoy by this Agreement the greater benefits so afforded by such change. No right or remedy herein conferred is intended to be exclusive of any other right or remedy, and every other right and remedy is cumulative and in addition to every other right and remedy given hereunder or now or hereafter existing at law or in equity or otherwise. The assertion or employment of any right or remedy hereunder, or otherwise, shall not prevent the concurrent assertion or employment of any other right or remedy.

(b) To the extent that the Company maintains an insurance policy or policies providing liability insurance for directors, officers, employees, or agents of the Company, Indemnitee shall be covered by such policy or policies to the maximum extent of the coverage available for any such director, officer, employee or agent under such policy or policies, including coverage in the event the Company does not or cannot, for any reason, indemnify or advance Expenses to Indemnitee as required by this Agreement. If, at the time of the receipt of a notice of a Proceeding pursuant to this Agreement, the Company has director and officer liability insurance in effect, the Company shall give prompt notice of such Proceeding to the insurers in accordance with the procedures set forth in the respective policies. The Company shall thereafter take all necessary or desirable lawful action to cause such insurers to pay, on behalf of the Indemnitee, all amounts payable as a result of such Proceeding in accordance with the terms of such policies. Indemnitee agrees to assist the Company efforts to cause the insurers to pay such amounts and shall comply with the terms of such policies, including selection of approved panel counsel, if required.

(c) The Company's obligation to indemnify or advance Expenses hereunder to Indemnitee for any Proceeding concerning Indemnitee's Corporate Status with an Enterprise shall be reduced by any amount Indemnitee has actually received as indemnification or advancement of Expenses from such Enterprise. The Company and Indemnitee intend that any such Enterprise (and its insurers) be the indemnitor of first resort with respect to indemnification and advancement of Expenses for any Proceeding related to or arising from Indemnitee's Corporate Status with such Enterprise. The Company's obligation to indemnify and advance Expenses to Indemnitee is secondary to the obligations the Enterprise or its insurers owe to Indemnitee. Indemnitee agrees to take all reasonably necessary and desirable lawful action to obtain from an Enterprise indemnification and advancement of Expenses for any Proceeding related to or arising from Indemnitee's Corporate Status with such Enterprise.

(d) In the event of any payment made by the Company under this Agreement, the Company shall be subrogated to the extent of such payment to all of the rights of recovery of Indemnitee from any Enterprise or insurance carrier. Indemnitee shall execute all papers required and take all lawful action necessary to secure such rights, including execution of such documents as are necessary to enable the Company to bring suit to enforce such rights.

**Section 16. Duration of Agreement.** This Agreement continues until and terminates upon the later of: (a) ten (10) years after the date that Indemnitee ceases to have a Corporate Status or (b) one (1) year after the final termination of any Proceeding then pending in respect of which Indemnitee is granted rights of indemnification or advancement of Expenses hereunder and of any Proceeding commenced by Indemnitee pursuant to Section 14 relating thereto. The indemnification and advancement of Expenses rights provided by or granted pursuant to this Agreement are binding upon and be enforceable by the parties hereto and their respective successors and assigns (including any direct or indirect successor by purchase, merger, consolidation or otherwise to all or substantially all of the business or assets of the Company), continue as to an Indemnitee who has ceased to be a director, officer, employee or agent of the

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Company or of any other Enterprise, and inure to the benefit of Indemnitee and Indemnitee's spouse, assigns, heirs, devisees, executors and administrators and other legal representatives.

**Section 17. Severability.** If any provision or provisions of this Agreement is held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Agreement (including without limitation, each portion of any Section of this Agreement containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby and remain enforceable to the fullest extent permitted by applicable law; (b) such provision or provisions shall be deemed reformed to the extent necessary to conform to applicable law and to give the maximum effect to the intent of the parties hereto; and (c) to the fullest extent possible, the provisions of this Agreement (including, without limitation, each portion of any Section of this Agreement containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested thereby.

**Section 18. Interpretation.** Any ambiguity in the terms of this Agreement shall be resolved in favor of Indemnitee and in a manner to provide the maximum indemnification and advancement of Expenses permitted by applicable law. The Company and Indemnitee intend that this Agreement provide, to the fullest extent permitted by applicable law, for indemnification and advancement in excess of that expressly provided, without limitation, by the M&As, vote of the Company shareholders or disinterested directors, or applicable law.

**Section 19. Enforcement.**

(a) The Company expressly confirms and agrees that it has entered into this Agreement and assumed the obligations imposed on it hereby in order to induce Indemnitee to serve as a director or officer of the Company, and the Company acknowledges that Indemnitee is relying upon this Agreement in serving or continuing to serve as a director or officer of the Company.

(b) This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all prior agreements and understandings, oral, written and implied, between the parties hereto with respect to the subject matter hereof; provided, however, that this Agreement is a supplement to and in furtherance of the M&As and applicable law, and is not a substitute therefor, nor to diminish or abrogate any rights of Indemnitee thereunder.

**Section 20. Modification and Waiver.** No supplement, modification or amendment of this Agreement is binding unless executed in writing by the parties hereto. No waiver of any of the provisions of this Agreement shall be deemed or constitutes a waiver of any other provisions of this Agreement nor shall any waiver constitute a continuing waiver.

**Section 21. Notice by Indemnitee.** Indemnitee agrees promptly to notify the Company in writing upon being served with any summons, citation, subpoena, complaint, indictment, information or other document relating to any Proceeding which may be subject to indemnification or advancement of Expenses covered hereunder. The failure of Indemnitee to so notify the Company does not relieve the Company of any obligation which it may have to the Indemnitee under this Agreement or otherwise.

**Section 22. Notices.** All notices, requests, demands and other communications under this Agreement shall be in writing and shall be deemed to have been duly given if (a) delivered by

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hand to the other party, (b) sent by reputable overnight courier to the other party or (c) sent by facsimile transmission or electronic mail, with receipt or oral confirmation that such

communication has been received:

(a) If to Indemnitee, at the address indicated on the signature page of this Agreement, or such other address as Indemnitee provides to the Company.

(b) If to the Company to:

Fresh Del Monte Produce Inc.  
241 Sevilla Avenue  
Coral Gables, Florida 33134

or to any other address as may have been furnished to Indemnitee by the Company.

**Section 23. Contribution.** To the fullest extent permitted by applicable law, if the indemnification provided for in this Agreement is unavailable to Indemnitee for any reason whatsoever, the Company, in lieu of indemnifying Indemnitee, shall contribute to the amount incurred by Indemnitee, whether for judgments, fines, penalties, excise taxes, amounts paid or to be paid in settlement and/or for Expenses, in connection with any claim relating to an indemnifiable event under this Agreement, in such proportion as is deemed fair and reasonable in light of all of the circumstances of such Proceeding in order to reflect: (a) the relative benefits received by the Company and Indemnitee as a result of the event(s) and/or transaction(s) giving cause to such Proceeding; and/or (b) the relative fault of the Company (and its directors, officers, employees, , trustee, partner, managing member, fiduciary or agents) and Indemnitee in connection with such event(s) and/or transaction(s).

**Section 24. Applicable Law and Consent to Jurisdiction** This Agreement and the legal relations among the parties are governed by, and construed and enforced in accordance with, the laws of the Cayman Islands. Except with respect to any arbitration commenced by Indemnitee pursuant to Section 15(a), to the fullest extent permitted by applicable law, the Company and Indemnitee hereby irrevocably and unconditionally (a) agree that any proceeding arising out of or in connection with this Agreement shall be brought only in the Delaware Court and not in any other state or federal court in the United States of America or any court in any other country, (b) consent to submit to the exclusive jurisdiction of the Delaware Court for purposes of any proceeding arising out of or in connection with this Agreement, (c) waive any objection to the laying of venue of any such proceeding in the Delaware Court, and (d) waive, and agree not to plead or to make, any claim that any such proceeding brought in the Delaware Court has been brought in an improper or inconvenient forum.

**Section 25. Identical Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall for all purposes be deemed to be an original but all of which together constitutes one and the same Agreement. Only one such counterpart signed by the party against whom enforceability is sought needs to be produced to evidence the existence of this Agreement.

**Section 26. Headings.** The headings of this Agreement are inserted for convenience only and do not constitute part of this Agreement or affect the construction thereof.

*[Signature pages follow.]*

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IN WITNESS WHEREOF, the parties have caused this Agreement to be signed on the day and year first above written.

**COMPANY:**                      **INDEMNITEE:**

Fresh Del Monte Produce Inc.

By: \_\_\_\_\_

Name: Effie D. Silva                      Name:

Title: Senior Vice President                      Address: c/o Fresh Del Monte Product Inc.  
and General Counsel                      241 Sevilla Avenue

Coral Gables, Florida

33134

*[Signature Page to Indemnification Agreement]*

**EXHIBIT 21.1**

Subsidiary	Date of Incorporation	Place of Incorporation
Corporacion de Desarrollo Agricola Del Monte S.A.	11/18/1967	Costa Rica
Del Monte Fresh Produce Company	12/13/1985	Delaware
Del Monte Fresh Produce N.A., Inc.	12/15/1952	Florida
Del Monte Fund B.V.	12/29/2006	Curacao
Del Monte International GmbH	11/10/2009	Switzerland
Del Monte Fresh Produce Sarl	10/7/1992	Luxembourg
Mann Packing Co., Inc	3/19/1997	California

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-154921) pertaining to the Fresh Del Monte Produce Inc. 1999 Share Incentive Plan, as amended,
- (2) Registration Statement (Form S-8 No. 333-175895) pertaining to the Fresh Del Monte Produce Inc. 2011 Omnibus Share Incentive Plan, as amended,
- (3) Registration Statement (Form S-8 No. 333-196248) pertaining to the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan, as amended, and
- (4) Registration Statement (Form S-8 No. 333-265493) pertaining to the Fresh Del Monte Produce Inc. 2022 Omnibus Share Incentive Plan, as amended;

of our reports dated February 26, 2024, with respect to the consolidated financial statements and supplemental financial statement schedule of Fresh Del Monte Produce Inc., and the effectiveness of internal control over financial reporting of Fresh Del Monte Produce Inc. included in this Annual Report (Form 10-K) of Fresh Del Monte Produce Inc. for the year ended December 29, 2023.

/s/ Ernst & Young LLP

Miami, Florida  
February 26, 2024

## CERTIFICATION

I, Mohammad Abu-Ghazaleh, certify that:

1. I have reviewed this annual report on Form 10-K of Fresh Del Monte Produce Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2024

Signature: /s/ Mohammad Abu-Ghazaleh

Title: Chairman and Chief Executive Officer

## CERTIFICATION

I, Monica Vicente, certify that:

1. I have reviewed this annual report on Form 10-K of Fresh Del Monte Produce Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2024

Signature: /s/ Monica Vicente  
Title: Senior Vice President  
and Chief Financial Officer



**CERTIFICATIONS**  
**PURSUANT TO 18 USC SECTION 1350**  
**AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

We, Mohammad Abu-Ghazaleh and Monica Vicente, as Chief Executive Officer and Chief Financial Officer, respectively, of Fresh Del Monte Produce Inc. (the "Company"), hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

- (1) the accompanying Annual Report on Form 10-K of the Company for the period ended December 29, 2023, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 26, 2024

By: /s/ Mohammad Abu-Ghazaleh  
Name: Mohammad Abu-Ghazaleh  
Title: Chairman and Chief Executive Officer

Date: February 26, 2024

By: /s/ Monica Vicente  
Name: Monica Vicente  
Title: Senior Vice President and Chief Financial Officer

**Fresh Del Monte Produce Inc.  
Dodd-Frank Executive Officer Clawback Policy**

**I. Purpose**

Upon recommendation of the Governance Committee of the Board of Directors of Fresh Del Monte Produce Inc. (including any of its direct or indirect subsidiaries, the "**Company**"), the Compensation Committee of the Company has approved this Executive Officer Clawback Policy (this "**Policy**"). This Policy describes the circumstances under which Covered Persons of the Company will be required to repay or return Erroneously-Awarded Compensation to the Company.

This Policy and any terms used in this Policy shall be construed in accordance with any SEC regulations promulgated to comply with Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules adopted by NYSE.

Each Covered Person of the Company shall sign an Acknowledgement and Agreement to the Clawback Policy in the form attached hereto as Exhibit A as a condition to his or her participation in any of the Company's incentive-based compensation programs.

**II. Definitions**

For purposes of this Policy, the following capitalized terms shall have the meaning set forth below:

- (a) "**Accounting Restatement**" shall mean an accounting restatement (i) due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial restatements that is material to the previously issued financial statements (a "Big R" restatement), or (ii) that corrects an error that is not material to previously issued financial statements, but would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a "little r" restatement).
- (b) "**Adoption Date**" shall mean October 31, 2023.
- (c) "**Board**" shall mean the Board of Directors of the Company.
- (d) "**Clawback-Eligible Incentive Compensation**" shall mean, in connection with an Accounting Restatement, any Incentive-Based Compensation Received by a Covered Person (regardless of whether such Covered Person was serving at the time that Erroneously-Awarded Compensation is required to be repaid) (i) on or after October 2, 2023, (ii) after beginning service as a Covered Person, (iii) while the Company has a class of securities listed on a national securities exchange or national securities association and (iv) during the Clawback Period.
- (e) "**Clawback Period**" shall mean, with respect to any Accounting Restatement, the three completed fiscal years immediately preceding the Restatement Date and any transition period (that results from a change in the Company's fiscal year) of less than nine months within or immediately following those three completed fiscal years.
- (f) "**Committee**" shall mean the Compensation Committee of the Board or with respect to the Chief Executive Officer, the majority of the independent directors of the Board.
- (g) "**Covered Person**" shall mean any person who is, or was at any time, during the Clawback Period, an Executive Officer of the Company. For the avoidance of doubt, Covered Person may include a former Executive Officer that left the Company, retired or transitioned to an employee role (including after serving as an Executive Officer in an interim capacity) during the Clawback Period.

- (h) **"Employee Compensation Recoupment Policy"** shall mean the Employee Compensation Recoupment Policy, applicable to all current and former employees of the Company, as adopted on February 18, 2020, and which may be amended from time to time.
- (i) **"Erroneously-Awarded Compensation"** shall mean the amount of Clawback-Eligible Incentive Compensation that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received had it been determined based on the restated amounts. This amount must be computed without regard to any taxes paid.
- (j) **"Executive Officer"** shall mean the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person (including an officer of the Company's parent(s) or subsidiaries) who performs similar policy-making functions for the Company. For the sake of clarity, at a minimum, all persons who would be executive officers pursuant to Rule 401(b) under Regulation S-K shall be deemed "Executive Officers".
- (k) **"Financial Reporting Measures"** shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and all other measures that are derived wholly or in part from such measures. For purposes of this Policy, Financial Reporting Measures shall include stock price and total shareholder return (and any measures that are derived wholly or in part from stock price or total shareholder return).
- (l) **"Incentive-Based Compensation"** shall have the meaning set forth in Section III below.
- (m) **"NYSE"** shall mean the New York Stock Exchange.
- (n) **"Policy"** shall mean this Executive Officer Clawback Policy, as the same may be amended and/or restated from time to time.
- (o) **"Received"** shall mean Incentive-Based Compensation received, or deemed to be received, in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation is attained, even if the payment or grant occurs after the fiscal period.
- (p) **"Repayment Agreement"** shall have the meaning set forth in Section V below.
- (q) **"Restatement Date"** shall mean the earlier of (i) the date the Board, a committee of the Board or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date that a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.
- (r) **"SARs"** shall mean stock appreciation rights.
- (s) **"SEC"** shall mean the U.S. Securities and Exchange Commission.

### **III. Incentive-Based Compensation**

"Incentive-Based Compensation" shall mean any compensation that is granted, earned or vested wholly or in part upon the attainment of a Financial Reporting Measure.

For purposes of this Policy, specific examples of Incentive-Based Compensation include, but are not limited to:

- Non-equity incentive plan awards that are earned based, wholly or in part, based on satisfaction of a Financial Reporting Measure performance goal;
- Bonuses paid from a "bonus pool," the size of which is determined, wholly or in part, based on satisfaction of a Financial Reporting Measure performance goal;
- Other cash awards based on satisfaction of a Financial Reporting Measure performance goal;

- Restricted stock, restricted stock units ("**RSUs**"), performance stock units ("**PSUs**"), stock options and SARs that are granted or become vested, wholly or in part, on satisfaction of a Financial Reporting Measure performance goal; and
- Proceeds received upon the sale of shares acquired through an incentive plan that were granted or vested based, wholly or in part, on satisfaction of a Financial Reporting Measure performance goal.

For purposes of this Policy, Incentive-Based Compensation excludes:

- Any base salaries (except with respect to any salary increases earned, wholly or in part, based on satisfaction of a Financial Reporting Measure performance goal);
- Bonuses paid solely at the discretion of the Committee or Board that are not paid from a "bonus pool" that is determined by satisfying a Financial Reporting Measure performance goal;
- Bonuses paid solely upon satisfying one or more subjective standards and/or completion of a specified employment period;
- Non-equity incentive plan awards earned solely upon satisfying one or more strategic measures or operational measures; and
- Equity awards that vest solely based on the passage of time and/or satisfaction of one or more non-Financial Reporting Measures.

#### **IV. Determination and Calculation of Erroneously-Awarded Compensation**

In the event of an Accounting Restatement, the Committee shall reasonably promptly determine the amount of any Erroneously-Awarded Compensation for each Covered Person in connection with such Accounting Restatement and shall promptly thereafter provide each Covered Person with a written notice containing the amount of Erroneously-Awarded Compensation and a demand for repayment or return, as applicable (the "**Notice**").

- Cash Awards**. With respect to cash awards, the Erroneously-Awarded Compensation is the difference between the amount of the cash award (whether payable as a lump sum or over time) that was Received and the amount that should have been received applying the restated Financial Reporting Measure.
- Cash Awards Paid From Bonus Pools**. With respect to cash awards paid from bonus pools, the Erroneously-Awarded Compensation is the pro rata portion of any deficiency that results from the aggregate bonus pool that is reduced based on applying the restated Financial Reporting Measure.
- Equity Awards**. With respect to equity awards, if the shares, RSUs, PSUs, options or SARs are still held at the time of recovery, the Erroneously-Awarded Compensation is the number of such securities Received in excess of the number that should have been received applying the restated Financial Reporting Measure (or the value in excess of that number). If the RSUs, PSUs, options or SARs have vested or been exercised, as the case may be, but the underlying shares have not been sold, the Erroneously-Awarded Compensation is the number of shares underlying the excess RSUs, PSUs, options or SARs (or the value thereof). If the underlying shares have already been sold, then the Committee shall determine the amount which most reasonably estimates the Erroneously-Awarded Compensation.
- Compensation Based on Stock Price or Total Shareholder Return**. For Incentive-Based Compensation based on (or derived from) stock price or total shareholder return, where the amount of Erroneously-Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, the amount shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received (in which case, the Committee shall maintain documentation of such determination of that reasonable estimate and provide such documentation to NYSE in accordance with applicable listing standards).

## **V. Recovery of Erroneously-Awarded Compensation**

Once the Committee has determined the amount of Erroneously-Awarded Compensation recoverable from the applicable Covered Person, the Committee shall take all necessary actions to recover the Erroneously-Awarded Compensation reasonably promptly following delivery of the Notice to the Covered Person. Unless otherwise determined by the Committee, the Committee shall pursue the recovery of Erroneously-Awarded Compensation in accordance with the below:

- (a) **Cash Awards**. With respect to cash awards, the Committee shall either (i) require the Covered Person to repay the Erroneously-Awarded Compensation in a lump sum in cash (or such property as the Committee agrees to accept with a value equal to such Erroneously-Awarded Compensation) or (ii) if approved by the Committee, enter into a Repayment Agreement in accordance with subsection (d) below.
- (b) **Unvested Equity Awards**. With respect to those equity awards that have not yet vested, the Committee shall take all necessary action to cancel, or otherwise cause to be forfeited, the awards in the amount of the Erroneously-Awarded Compensation.
- (c) **Vested Equity Awards**. With respect to those equity awards that have vested or been exercised and the underlying shares have not been sold, the Committee shall take all necessary action to cause the Covered Person to deliver and surrender the underlying shares in the amount of the Erroneously-Awarded Compensation.

In the event that the Covered Person has sold any underlying shares, the Committee shall either (i) require the Covered Person to repay the Erroneously-Awarded Compensation in a lump sum in cash (or such property as the Committee agrees to accept with a value equal to such Erroneously-Awarded Compensation) or (ii) if approved by the Committee, enter into a Repayment Agreement in accordance with subsection (d) below.

- (d) **Repayment Agreement**. To the extent approved by the Committee, the Company shall enter into an agreement (in a form reasonably acceptable to the Committee) with the Covered Person for the repayment of the Erroneously-Awarded Compensation as promptly as possible without unreasonable economic hardship to the Covered Person based upon the particular facts and circumstances (a "**Repayment Agreement**").
- (e) **Effect of Non-Repayment**. To the extent that a Covered Person fails to repay all Erroneously-Awarded Compensation to the Company when due (as determined in accordance with this Policy), the Company shall, or shall cause one or more other members of the Company to, take all actions reasonable and appropriate to recover such Erroneously-Awarded Compensation from the applicable Covered Person.

The Committee shall have broad discretion to determine the appropriate means of recovery of Erroneously-Awarded Compensation based on all applicable facts and circumstances and taking into account the time value of money and the cost to shareholders of delaying recovery. However, in no event may the Company accept an amount that is less than the amount of Erroneously-Awarded Compensation in satisfaction of a Covered Person's obligations hereunder.

## **VI. Discretionary Recovery**

Notwithstanding anything herein to the contrary, the Company shall not be required to take action to recover Erroneously-Awarded Compensation if any one of the following conditions are met and the Committee determines that recovery would be impracticable:

- (i) The direct expenses paid to a third party to assist in enforcing this Policy against a Covered Person would exceed the amount to be recovered, after the Company has made a reasonable attempt to recover the applicable Erroneously-Awarded Compensation, documented such attempts and provided such documentation to NYSE;
- (ii) Recovery would violate home country law where that law was adopted prior to November 28, 2022, provided that, before determining that it would be impracticable to recover any amount

of Erroneously-Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to NYSE, that recovery would result in such a violation and a copy of the opinion is provided to NYSE; or

- (iii) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

#### **VII. Reporting and Disclosure Requirements**

The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the federal securities laws, including the disclosure required by the applicable filings required to be made with the SEC.

#### **VIII. Effective Date**

This Policy shall apply to any Incentive-Based Compensation Received on or after October 2, 2023.

#### **IX. No Indemnification**

The Company shall not indemnify any Covered Person against the loss of Erroneously-Awarded Compensation and shall not pay, or reimburse any Covered Persons for premiums, for any insurance policy to fund such Covered Person's potential recovery obligations.

#### **X. Administration**

The Committee has the sole discretion to administer this Policy and ensure compliance with NYSE Rules and any other applicable law, regulation, rule or interpretation of the SEC or NYSE promulgated or issued in connection therewith. Actions of the Committee pursuant to this Policy shall be taken by the vote of a majority of its members. The Committee shall, subject to the provisions of this Policy, make such determinations and interpretations and take such actions as it deems necessary, appropriate or advisable. All determinations and interpretations made by the Committee shall be final, binding and conclusive.

#### **XI. Amendment; Termination**

The Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary, including as and when it determines that it is legally required by any federal securities laws, SEC rule or the rules of any national securities exchange or national securities association on which the Company's securities are then listed. The Committee may terminate this Policy at any time. Notwithstanding anything in this Section XI to the contrary, no amendment or termination of this Policy shall be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate any federal securities laws, SEC rule, or the rules of any national securities exchange or national securities association on which the Company's securities are then listed.

#### **XII. Other Recoupment Rights; No Additional Payments**

The Committee intends that this Policy will be applied to the fullest extent of the law. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other rights under applicable law, regulation or rule or pursuant to the terms of the Employee Compensation Recoupment Policy or any similar policy in any employment agreement, equity plan, equity award agreement or similar arrangement and any other legal remedies available to the Company. However, this Policy shall not provide for recovery of Incentive-Based Compensation that the Company has already recovered pursuant to Section 304 of the Sarbanes-Oxley Act or other recovery obligations.

The Committee may require that any employment agreement, equity award agreement or any other agreement entered into on or after the Adoption Date shall, as a condition to the grant of any benefit thereunder, require a Covered Person to agree to abide by the terms of this Policy.

**XIII. Successors**

This Policy shall be binding and enforceable against all Covered Persons and their beneficiaries, heirs, executors, administrators, or other legal representatives.

**Exhibit A**

**ACKNOWLEDGEMENT AND AGREEMENT  
TO THE  
EXECUTIVE OFFICER CLAWBACK POLICY  
OF  
FRESH DEL MONTE PRODUCE INC.**

By signing below, the undersigned acknowledges and confirms that the undersigned has received and reviewed a copy of the Fresh Del Monte Produce Inc. Executive Officer Clawback Policy (the "**Policy**"). Capitalized terms used but not otherwise defined in this Acknowledgement Form (this "**Acknowledgement Form**") shall have the meanings ascribed to such terms in the Policy.

By signing this Acknowledgement Form, the undersigned acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned's employment with the Company. Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously-Awarded Compensation (as defined in the Policy) to the Company to the extent required by, and in a manner permitted by, the Policy.

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Signature

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Name

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Date