

FRESH DEL MONTE PRODUCE INC

Form 10-Q

October 30, 2018

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

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FORM 10-Q

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(Mark One)

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

For the quarterly period ended September 28, 2018

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

333-07708

(Commission file number)

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

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The Cayman Islands (State or Other Jurisdiction of Incorporation or Organization)	N/A (I.R.S Employer Identification No.)
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c/o Intertrust Corporate Services (Cayman) Limited 190 Elgin Avenue George Town, Grand Cayman, KY1-9005 Cayman Islands (Address of Registrant's Principal Executive Office) (Zip Code)	N/A
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(305) 520-8400  
(Registrant's telephone number including area code)

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 Office)

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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

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, 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, or a smaller reporting 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. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 Exchange Act). Yes  No

As of October 19, 2018, there were 48,375,971 ordinary shares of Fresh Del Monte Produce Inc. issued and outstanding.

## Forward-Looking Statements

This report, information included in future filings by us and information contained in written material, press releases and oral statements, issued by or on behalf of us contains, or may contain, statements that constitute forward-looking statements. In this report, these statements appear in a number of places and include statements regarding the intent, beliefs or current expectations of us or our officers (including statements preceded by, followed by or that include the words “believes”, “expects”, “anticipates” or similar expressions) with respect to various matters, including our plans and future performance. These forward-looking statements involve risks and uncertainties. Fresh Del Monte’s actual plans and performance may differ materially from those in the forward-looking statements as a result of various factors, including (i) the uncertain global economic environment and the timing and strength of a recovery in the markets we serve, and the extent to which adverse economic conditions continue to affect our sales volume and results, including our ability to command premium prices for certain of our principal products, or increase competitive pressures within the industry, (ii) the impact of governmental initiatives in the United States and abroad to spur economic activity, including the effects of significant government monetary or other market interventions on inflation, price controls and foreign exchange rates, (iii) the impact of governmental trade restrictions, including adverse governmental regulation that may impact our ability to access certain markets such as uncertainty surrounding the recent vote in the United Kingdom to leave the European Union (often referred as Brexit), including spillover effects to other Eurozone countries, (iv) our anticipated cash needs in light of our liquidity, (v) the continued ability of our distributors and suppliers to have access to sufficient liquidity to fund their operations, (vi) trends and other factors affecting our financial condition or results of operations from period to period, including changes in product mix or consumer demand for branded products such as ours, particularly as consumers remain price-conscious in the current economic environment; anticipated price and expense levels; the impact of crop disease, severe weather conditions, such as flooding, or natural disasters, such as earthquakes, on crop quality and yields and on our ability to grow, procure or export our products; the impact of prices for petroleum-based products and packaging materials; and the availability of sufficient labor during peak growing and harvesting seasons, (vii) the impact of pricing and other actions by our competitors, particularly during periods of low consumer confidence and spending levels, (viii) the impact of foreign currency fluctuations, (ix) our plans for expansion of our business (including through acquisitions) and cost savings, (x) our ability to successfully integrate acquisitions into our operations, (xi) the impact of impairment or other charges associated with exit activities, crop or facility damage or otherwise, (xii) the timing and cost of resolution of pending and future legal and environmental proceedings or investigations, (xiii) the impact of changes in tax accounting or tax laws (or interpretations thereof), and the impact of settlements of adjustments proposed by the Internal Revenue Service or other taxing authorities in connection with our tax audits, and (xiv) 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. All forward-looking statements in this report are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements. Our plans and performance may also be affected by the factors described in Item 1A-“Risk Factors” in our Annual Report on Form 10-K for the year ended December 29, 2017 along with other reports that we have on file with the Securities and Exchange Commission.

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## PART I: FINANCIAL INFORMATION

## Item 1. Financial Statements

## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

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

	September 28, 2018	December 29, 2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 22.5	\$ 25.1
Trade accounts receivable, net of allowance of \$14.1 and \$12.8, respectively	362.9	358.8
Other accounts receivable, net of allowance of \$8.8 and \$8.8, respectively	88.8	73.6
Inventories, net	545.8	541.8
Prepaid expenses and other current assets	68.6	20.5
Total current assets	1,088.6	1,019.8
Investments in and advances to unconsolidated companies	6.1	2.0
Property, plant and equipment, net	1,409.9	1,328.3
Goodwill	421.4	261.9
Intangible assets, net	177.4	45.9
Deferred income taxes	55.2	59.1
Other noncurrent assets	63.4	49.9
Total assets	\$ 3,222.0	\$ 2,766.9
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 544.3	\$ 382.4
Current portion of long-term debt and capital lease obligations	0.5	0.6
Income taxes and other taxes payable	13.1	10.8
Total current liabilities	557.9	393.8
Long-term debt and capital lease obligations	629.0	357.0
Retirement benefits	95.7	96.2
Deferred income taxes	83.1	86.3
Other noncurrent liabilities	45.5	42.4
Total liabilities	1,411.2	975.7
Commitments and contingencies (See note 13)		
Redeemable noncontrolling interests	41.8	—
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; 48,375,971 and 48,759,481 issued and outstanding, respectively	0.5	0.5
Paid-in capital	524.3	522.5

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Retained earnings	1,247.2	1,275.0
Accumulated other comprehensive loss	(28.7	) (30.6
Total Fresh Del Monte Produce Inc. shareholders' equity	1,743.3	1,767.4
Noncontrolling interests	25.7	23.8
Total shareholders' equity	1,769.0	1,791.2
Total liabilities, redeemable noncontrolling interests and shareholders' equity	\$ 3,222.0	\$ 2,766.9

See accompanying notes.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(U.S. dollars in millions, except share and per share data)

	Quarter ended		Nine months ended	
	September 28, 2018	September 29, 2017	September 28, 2018	September 29, 2017
Net sales	\$1,069.5	\$ 952.7	\$3,448.0	\$ 3,132.2
Cost of products sold	1,016.9	894.4	3,210.6	2,851.6
Gross profit	52.6	58.3	237.4	280.6
Selling, general and administrative expenses	49.4	41.2	147.9	131.0
Gain on disposal of property, plant and equipment, net	—	(0.3	) (5.9	) (1.2
Asset impairment and other charges, net	14.5	0.7	36.4	0.7
Operating (loss) income	(11.3	) 16.7	59.0	150.1
Interest expense	7.0	1.4	16.8	4.4
Interest income	(0.2	) (0.4	) (0.7	) (0.7
Other expense, net	2.4	1.0	13.1	1.6
(Loss) income before income taxes	(20.5	) 14.7	29.8	144.8
Provision for income taxes	0.7	4.2	13.4	18.9
Net (loss) income	\$(21.2	) \$ 10.5	\$16.4	\$ 125.9
Less: Net income (loss) attributable to redeemable and noncontrolling interests	0.3	(1.0	) 4.3	(1.2
Net (loss) income attributable to Fresh Del Monte Produce Inc.	\$(21.5	) \$ 11.5	\$12.1	\$ 127.1
Net (loss) income per ordinary share attributable to Fresh Del Monte Produce Inc. - Basic	\$(0.44	) \$ 0.23	\$0.25	\$ 2.51
Net (loss) income per ordinary share attributable to Fresh Del Monte Produce Inc. - Diluted	\$(0.44	) \$ 0.23	\$0.25	\$ 2.49
Dividends declared per ordinary share	\$0.15	\$ 0.15	\$0.45	\$ 0.45
Weighted average number of ordinary shares:				
Basic	48,570,696	49,976,752	48,701,840	50,589,103
Diluted	48,570,696	50,254,453	48,913,435	50,951,643

See accompanying notes.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME (Unaudited)

(U.S. dollars in millions)

	Quarter ended		Nine months ended	
	September 2018	September 2017	September 2018	September 2017
Net (loss) income	\$(21.2)	\$ 10.5	\$16.4	\$ 125.9
Other comprehensive (loss) income:				
Net unrealized gain (loss) on derivatives	3.5	(0.3 )	6.4	(6.7 )
Net unrealized foreign currency translation (loss) gain	(0.7 )	3.9	(5.5 )	15.1
Net change in retirement benefit adjustment, net of tax	0.5	0.2	1.0	0.4
Comprehensive (loss) income	\$(17.9)	\$ 14.3	\$18.3	\$ 134.7
Less: Comprehensive income (loss) attributable to redeemable and noncontrolling interests	0.3	(1.0 )	4.3	(1.2 )
Comprehensive (loss) income attributable to Fresh Del Monte Produce Inc.	\$(18.2)	\$ 15.3	\$14.0	\$ 135.9

See accompanying notes.



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(U.S. dollars in millions)

	Nine months ended	
	September 28,	September 29,
	2018	2017
Operating activities:		
Net income	\$ 16.4	\$ 125.9
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	72.5	60.2
Amortization of debt issuance costs	0.5	0.3
Share-based compensation expense	8.8	9.4
Asset impairment, net	31.6	2.2
Change in uncertain tax positions	0.1	0.2
Gain on disposal of property, plant and equipment	(5.9 )	(1.2 )
Equity loss of unconsolidated companies	—	0.1
Deferred income taxes	3.8	2.1
Foreign currency translation adjustment	(1.0 )	7.4
Changes in operating assets and liabilities; net of the effect of acquisitions		
Receivables	21.2	6.8
Inventories	17.9	(16.0 )
Prepaid expenses and other current assets	(13.4 )	(1.6 )
Accounts payable and accrued expenses	123.3	(2.8 )
Other noncurrent assets and liabilities	(5.2 )	(8.8 )
Net cash provided by operating activities	270.6	184.2
Investing activities:		
Capital expenditures	(119.1)	(102.8 )
Investments in unconsolidated companies	(4.2 )	—
Proceeds from sales of property, plant and equipment	9.1	4.0
Purchase of businesses, net of cash acquired	(371.8)	—
Net cash used in investing activities	(486.0)	(98.8 )
Financing activities:		
Proceeds from long-term debt	876.3	567.3
Payments on long-term debt	(606.7)	(515.6 )
Distributions to noncontrolling interests, net	(2.4 )	(4.0 )
Proceeds from stock options exercised	0.8	1.4
Share-based awards settled in cash for taxes	(1.4 )	(5.6 )
Dividends paid	(21.8 )	(22.7 )
Repurchase and retirement of ordinary shares	(29.4 )	(96.3 )
Net cash provided by (used in) financing activities	215.4	(75.5 )
Effect of exchange rate changes on cash	(2.6 )	(0.1 )
Net (decrease) increase in cash and cash equivalents	(2.6 )	9.8
Cash and cash equivalents, beginning	25.1	20.1
Cash and cash equivalents, ending	\$ 22.5	\$ 29.9
Supplemental cash flow information:		
Cash paid for interest	\$ 13.8	\$ 3.8
Cash paid for income taxes	\$ 15.6	\$ 8.1

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Non-cash financing and investing activities:

Retirement of ordinary shares	\$29.4	\$ 96.3
Dividends on restricted stock units	\$(0.3 )	\$ (0.7 )
Purchase of a business	\$1.2	\$ —
See accompanying notes.		

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FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

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.

We were incorporated under the laws of the Cayman Islands in 1996 and are engaged primarily in the worldwide production, transportation and marketing of fresh produce. We source our products, which include bananas, pineapples, melons and nontropical fruit (including grapes, apples, citrus, blueberries, strawberries, pears, peaches, plums, nectarines, cherries and kiwis), avocados, tomatoes and vegetables, primarily from Central America, South America, Africa and the Philippines. We also source products from North America, Europe and the Middle East and distribute our products in North America, Europe, Middle East, Asia, South America and Africa. Products are sourced from our company-owned farms, through joint venture arrangements and through supply contracts with independent growers. 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. We are also a producer, marketer and distributor of prepared fruit and vegetables, juices and snacks and we hold a perpetual, royalty-free license to use the DEL MONTE® brand for prepared foods throughout Europe, Africa, the Middle East and certain Central Asian countries. 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 in certain geographic regions. We can also produce, market and distribute certain prepared food products in North America utilizing the DEL MONTE® brand. We have entered into an agreement with Del Monte Foods, Inc. to jointly; (a) produce, market and sell prepared, chilled and refrigerated (i) juices, (ii) cut-fruit and (iii) avocado and guacamole products produced using high pressure technology; and (b) develop DEL MONTE® branded restaurants, cafes and other retail outlets.

The accompanying unaudited Consolidated Financial Statements for the quarter and nine months ended September 28, 2018 have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. They do not include all information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments of a normal recurring nature considered necessary for fair presentation have been included. Operating results for the quarter and nine months ended September 28, 2018 are subject to significant seasonal variations and are not necessarily indicative of the results that may be expected for the year ending December 28, 2018. Certain reclassification of prior period balances have been made to conform to current presentation. For further information, refer to the Consolidated Financial Statements and notes thereto included in our annual report on Form 10-K for the fiscal year ended December 29, 2017.

We are required to evaluate events occurring after September 28, 2018 for recognition and disclosure in the unaudited Consolidated Financial Statements for the quarter and nine months ended September 28, 2018. Events are evaluated based on whether they represent information existing as of September 28, 2018, which require recognition in the unaudited Consolidated Financial Statements, or new events occurring after September 28, 2018, which do not require recognition but require disclosure if the event is significant to the unaudited Consolidated Financial Statements. We evaluated events occurring subsequent to September 28, 2018 through the date of issuance of these unaudited Consolidated Financial Statements.



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FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

2. Recently Issued Accounting Pronouncements

New Accounting Pronouncements Adopted

In May 2017, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2017-09, Stock Compensation (Topic 718), Scope of Modification Accounting. This ASU clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. The guidance clarifies that modification accounting will be applied if the value, vesting conditions or classification of the award changes. We adopted this ASU on December 30, 2017, the first day of our 2018 fiscal year, and this ASU did not have any effect on our financial condition, results of operations and cash flows.

In March 2017, the FASB issued ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. This ASU requires that the service cost component of net periodic benefit costs from defined benefit and other postretirement benefit plans be included in the same Consolidated Statements of Operations captions as other compensation costs arising from services rendered by the covered employees during the period. The other components of net benefit cost will be presented in other expense, net in the Consolidated Statements of Operations separately from service costs. Following adoption, only service costs are eligible for capitalization into manufactured inventories, which reduces diversity in practice. We adopted this ASU effective December 30, 2017, the first day of our 2018 fiscal year. We utilized the practical expedient provided in this ASU and did not reclassify the net periodic pension costs for the quarter and nine months ended September 29, 2017. Refer to Note 15, "Retirement and Other Employee Benefits" for the impact of the adoption on our financial condition, results of operations and cash flows.

In February 2017, the FASB issued ASU 2017-05, Other Income-Gains and Losses from the Derecognition of Nonfinancial Assets: Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets. This standard was issued to clarify the scope of Accounting Standards Codification ASC 610, Other Income and to add guidance for partial sales of nonfinancial assets. ASC 610 also provides guidance for recognizing gains and losses from the transfer of nonfinancial assets (including real estate) in contracts with non-customers. We adopted this ASU on December 30, 2017, the first day of our fiscal 2018 year, and this ASU did not have any effect on our financial condition, results of operations and cash flows.

In January 2017, the FASB issued ASU 2017-01, Business Combinations: Clarifying the Definition of a Business, which adds guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The adoption of this ASU will impact the analysis on the acquisition (or disposal) of a group of assets. We adopted this ASU on December 30, 2017, the first day of our fiscal 2018 year. Refer to Note 5, "Acquisitions" for further discussion on acquisitions occurring during the quarter and nine months ended September 28, 2018.

In October 2016, the FASB issued ASU 2016-16, Intra-Entity Transfers of Assets Other Than Inventory, which requires companies to recognize the income tax effects of intra-entity sales and transfers of assets other than inventory, particularly those asset transfers involving intellectual property, in the period in which the transfer occurs. We adopted this ASU effective December 30, 2017, the first day of our 2018 fiscal year. This guidance requires modified retrospective adoption. The impact of adoption of this ASU was an increase of \$3.2 million to deferred tax assets with a corresponding adjustment to retained earnings.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments, which addresses eight specific cash flow issues in an effort to reduce diversity in practice. We adopted this ASU on December 30, 2017, the first day of our 2018 fiscal year, and determined there were no changes to disclosures or significant impacts on the Consolidated Statement of Cash Flows.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, with further clarifications made in February 2018 with the issuance of ASU 2018-03. The amended guidance requires certain equity investments that are not consolidated and not accounted for under the equity method to be measured at fair value with changes in fair value recognized in net income rather than as a component of accumulated other comprehensive income (loss). It further states that an entity may choose to measure equity investments that do not have a readily determinable fair values using a quantitative approach, or measurement alternative, which is equal to its cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. We adopted this ASU on December 30, 2017, the first day of our 2018 fiscal year, and we determined that there was no financial impact on adoption. Refer to Note 5 "Acquisitions" for disclosure of transactions utilizing the measurement

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FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

2. Recently Issued Accounting Pronouncements (continued)

alternative occurring during the quarter and nine months ended September 28, 2018.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, and has subsequently issued several supplemental and/or clarifying ASU's (collectively, "ASC 606"), which prescribes a comprehensive new revenue recognition standard that supersedes previously existing revenue recognition guidance. The new model provides a five-step analysis in determining when and how revenue is recognized. The core principle of the new guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard also requires new, expanded disclosures regarding revenue recognition. The standard allows for initial application to be performed retrospectively to each period presented or as a modified retrospective adjustment as of the date of adoption. ASC 606, also provides for certain practical expedients, including the option to expense as incurred the incremental costs of obtaining a contract, if the contract period is for one year or less, and policy elections regarding shipping and handling that provides the option to account for shipping and handling costs as contract fulfillment costs.

We adopted the new revenue recognition standard effective December 30, 2017, the first day of our 2018 fiscal year, using the modified retrospective method. We recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of retained earnings for the current balance sheet period presented in the amount of \$0.1 million, which is not material to our financial position, results of operations and cash flows.

The adoption of this ASU resulted in increased disclosure, including qualitative and quantitative disclosures about the nature, amount timing and uncertainty of revenue and cash flows arising from contracts with customers. For further discussion, refer to Note 3, "Summary of Significant Accounting Policies."

New Accounting Pronouncements Not Yet Adopted

In September 2018, the FASB issued ASU 2018-15, Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40), Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract. This ASU requires implementation costs incurred by customers in cloud computing arrangements (i.e., hosting arrangements) to be capitalized under the same premises of authoritative guidance for internal-use software and deferred over the non-cancellable term of the cloud computing arrangements plus any option renewal periods that are reasonably certain to be exercised by the customer or for which the exercise is controlled by the service provider. This ASU will be effective for us beginning the first day of our 2020 fiscal year. We are evaluating the impact of the adoption of this ASU on our financial condition, results of operations and cash flows, and, as such, we are not able to estimate the effect the adoption of the new standard will have on our financial statements.

In August 2018, the FASB issued ASU 2018-14, Compensation-Retirement Benefits-Defined Benefit Plans-General (Subtopic 715-20). This ASU amends ASC 715 to add additional disclosures, remove certain disclosures that are not considered cost beneficial and to clarify certain required disclosures. Early adoption is permitted. This ASU will be effective for us beginning the first day of our 2021 fiscal year. We are evaluating the impact of the adoption of this ASU on our financial condition, results of operations and cash flows, and, as such, we are not able to estimate the effect the adoption of the new standard will have on our financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820), Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurements. This ASU includes additional disclosures requirements for recurring Level 3 fair value measurements including disclosure of changes in unrealized gains and losses for the period included in other comprehensive income, disclosure of the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements and narrative description of measurement uncertainty related to Level 3 measurements. Early adoption is permitted. This ASU will be effective for us beginning the first day of our 2020 fiscal year. We are evaluating the impact of the adoption of this ASU on our financial condition, results of operations and cash flows, and, as such, we are not able to estimate the effect the adoption of the new standard will have on our financial statements.



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FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

2. Recently Issued Accounting Pronouncements (continued)

In July 2018, the FASB issued ASU 2018-09, Codification Improvements. The FASB issued this ASU to facilitate amendments to a variety of topics to clarify, correct errors in, or make minor improvements to the accounting standards codification. The effective date of the standard is dependent on the facts and circumstances of each amendment. Some amendments do not require transition guidance and will be effective upon the issuance of this standard. A majority of the amendments in ASU 2018-09 will be effective in annual periods beginning after December 29, 2018. We will be required to adopt this standard the first day of our 2019 fiscal year. We are evaluating the impact of the adoption of this ASU on our financial condition, results of operations and cash flows, and, as such, we are not able to estimate the effect the adoption of the new standard will have on our financial statements.

In June 2018, the FASB issued ASU 2018-07, Improvements to Nonemployee Share-Based Payment Accounting. The FASB is issuing this update to simplify the accounting for share-based payments to nonemployees by aligning it with the accounting for share-based payments to employees, with certain exceptions. This ASU will be effective for us beginning the first day of our 2019 fiscal year. We are evaluating the impact of the update of this ASU on our financial condition, results of operations and cash flows, and, as such, we are not able to estimate the effect the adoption of the new standard will have on our financial statements.

In February 2018, the FASB issued ASU 2018-02, Reclassification of Certain Tax Effects From Accumulated Other Comprehensive Income, which amends ASC 220, Income Statement — Reporting Comprehensive Income, to allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act, (the "Act"). In addition, under the ASU, an entity will be required to provide certain disclosures regarding stranded tax effects. This ASU is effective for us the first day of our 2019 fiscal year. Early adoption is permitted. We are evaluating the impact of adoption of this ASU on our financial condition, results of operations and cash flows, and, as such, we are not able to estimate the effect the adoption of the new standard will have on our financial statements.

In January 2017, the FASB issued ASU 2017-04, Simplifying the Test for Goodwill Impairment, which removes the requirement to compare the implied fair value of goodwill with its carrying amount as part of step two of the goodwill impairment test. The ASU permits an entity to perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. This ASU will be effective for us beginning the first day of our 2020 fiscal year. Early adoption is permitted. We are evaluating the impact of adoption of this ASU on our financial condition, results of operations and cash flows, and we do not expect this ASU to have an impact until an impairment assessment is performed.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Measurement of Credit Losses on Financial Instruments, which requires measurement and recognition of expected credit losses for financial assets held. Entities will be required to use a new forward-looking "expected loss" model that results in the earlier recognition of allowances for losses on trade and other receivables. Additionally, entities will need to disclose significantly more information about credit quality by year of origination for most financing receivables. This ASU will be effective for us beginning the first day of our 2020 fiscal year. Early adoption is permitted beginning the first day of our 2019 fiscal year. We are evaluating the impact of adoption of this ASU on our financial condition, results of operations and cash flows, and, as such, we are not able to estimate the effect the adoption of the new standard will have on our financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases, and has subsequently issued several supplemental and/or clarifying ASU's (collectively, "ASC 842"), which requires a dual approach for lease accounting under which a lessee would account for leases as finance leases or operating leases. Both finance leases and operating leases may result in the lessee recognizing a right-of use asset and a corresponding lease liability. For finance leases, the lessee would recognize interest expense and amortization of the right-of-use asset, and for operating leases, the lessee would recognize a straight-line total lease expense. The guidance also requires qualitative and specific quantitative disclosures to supplement the amounts recorded in the financial statements so that users can understand more about the nature of an entity's leasing activities, including significant judgments and changes in judgments. This ASU will be effective for us beginning the first day of our 2019 fiscal year. Early adoption is permitted. A recent amendment to ASC 842 provides companies with the option to the transition provisions of the new lease standard upon the adoption date instead of at the earliest comparative period. We have begun a process to identify a complete population of our leases. Such process includes reviewing various contracts to identify whether such arrangements convey the right to control the use of an identified asset. We are also in the process of implementing a new lease accounting information system.

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FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

2. Recently Issued Accounting Pronouncements (continued)

We continue to evaluate the impact of the new accounting pronouncements, including enhanced disclosure requirements, on our business processes, controls and systems. We believe the new standard will have a material impact on our Consolidated Balance Sheets, and we are continuing to evaluate the impact of adoption of ASC 842 on our financial condition, results of operations and cash flows.

3. Summary of Significant Accounting Policies

Revenue Recognition

Our revenues result from the sale of products or services and reflect the consideration to which we expect to be entitled. We record revenue based on a five-step model in accordance with ASC 606. 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.

As part of our adoption of ASC 606, we elected the practical expedient to 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 in the consolidated balance sheets and amortized over time as promised goods and services are transferred to a customer. We also elected to adopt a policy that shipping and handling costs will be accounted for as costs to fulfill a contract and are not considered performance obligations to our customers. The impact was insignificant as the expedient and policy election align with our current practice. We also elected to 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 transaction price.

The gain on disposal of property, plant and equipment, net during the nine months ended September 28, 2018 primarily related to the sale of surplus land in the United Kingdom for \$6.4 million, which was accounted for using the guidance in ASC 610.

Refer to Note 16, "Business Segment Data" for additional description of our reportable business segments and disaggregated revenue disclosures.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 4. Asset Impairment and Other Charges, Net

The following represents a summary of asset impairment and other charges, net recorded during the quarter and nine months ended September 28, 2018 (U.S. dollars in millions):

	Quarter ended September 28, 2018			Nine months ended September 28, 2018		
	Long-lived and other asset impairment	Exit activity and other charges	Total	Long-lived and other asset impairment	Exit activity and other charges/(credits)	Total
Banana segment:						
Philippine exit activities of certain low-yield areas	\$11.8	\$ 0.3	\$12.1	\$30.0	\$ 0.3	\$30.3
Underutilized assets in Central America	1.1	—	1.1	1.1	—	1.1
Other fresh produce segment:						
Chile severance due to restructuring as a result of cost reduction initiatives	—	0.8	0.8	—	2.5	2.5
Underutilized assets in Central America	0.5	—	0.5	0.5	—	0.5
Acquisition costs related to Mann Packing (1)	—	—	—	—	2.6	(1 ) 2.6
Sanger insurance recoveries due to inclement weather conditions	—	—	—	—	(0.9 )	(0.9 )
Other acquisition costs	—	—	—	—	0.3	0.3
Total asset impairment and other charges, net	\$13.4	\$ 1.1	\$14.5	\$31.6	\$ 4.8	\$36.4

	Quarter ended September 29, 2017			Nine months ended September 29, 2017		
	Long-lived and other asset impairment	Exit activity and other charges	Total	Long-lived and other asset impairment	Exit activity and other charges/(credits)	Total
Banana segment:						
Philippines floods	\$—	\$ —	\$—	\$0.8	\$ —	\$0.8
Chile floods clean up costs	—	0.7	0.7	—	0.7	0.7
Chile Floods	—	—	—	0.8	—	0.8
Underutilized assets in Central America	—	—	—	0.6	—	0.6
Other fresh produce segment:						
Chile insurance proceeds on floods	—	—	—	—	(2.2 )	(2.2 )
Total asset impairment and other charges (credits), net	\$—	\$ 0.7	\$0.7	\$2.2	\$ (1.5 )	\$0.7

(1) Acquisition costs relate to the Mann Packing Co. Inc. and subsidiaries ("Mann Packing") Acquisition. Refer to Note 5, "Acquisition."



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 4. Asset Impairment and Other Charges, Net (continued)

## Exit Activity and Other Reserves

Exit activity and other reserve balances are recorded in the Consolidated Balance Sheets in accounts payable and accrued expenses for the current portion and in other noncurrent liabilities for the noncurrent portion. The following is a rollforward of 2018 exit activity and other reserves (U.S. dollars in millions):

	Exit activity and other reserve balance at December 29, 2017	Impact to earnings	Cash paid	Foreign exchange impact	Exit activity and other reserve balance at September 28, 2018
Termination benefits	\$ —	\$ 2.8	\$(2.7)	\$ —	—\$ 0.1
Contract termination and other exit activity charges	0.3	—	(0.3 )	—	—
	\$ 0.3	\$ 2.8	\$(3.0)	\$ —	—\$ 0.1

During the nine months ended September 28, 2018, we paid approximately \$2.7 million in termination benefits related to Chilean and Philippines restructuring and \$0.3 million in contract termination for the closure of distribution centers in Europe in previous periods. We expect additional charges related to the Philippine restructuring within a range of \$0.5 million to \$1.0 million for termination benefits and contract termination costs within the next 12 months.

## 5. Acquisitions

On June 5, 2018, we acquired a 70% interest in a hydroponic herb farm in the Middle East for a purchase price of \$1.7 million funded using operating cash flows and available borrowings under the Credit Facility (as defined in Note 12, “Long-Term Debt and Capital Lease Obligations”). The results of operations have been included in our consolidated financial statements since that date. The acquisition consisted primarily of working capital and property, plant and equipment.

On May 7, 2018, we paid \$4.2 million for a 10% equity ownership interest in Three Limes, Inc., d/b/a The Purple Carrot, a privately-held company providing plant-based meal kits in North America. Our investment was funded using operating cash flows and available borrowings under the Credit Facility. We account for this investment using the measurement alternative election under the ASC guidance on “Financial Instruments”, and we do not exercise significant influence over the privately-held company’s operating or financial activities. The measurement alternative election requires us to measure the investment at cost less impairment, if any, adjusted for observable price changes in orderly transactions for the identical or similar investments. No adjustments or impairments have been made as of September 28, 2018. 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.

On February 26, 2018, we completed the acquisition of 100% of the voting interests of Mann Packing. The results of Mann Packing’s operations have been included in our consolidated financial statements since that date. This acquisition expanded our fresh-cut, vegetable and prepared product offerings in North America. In addition, this

transaction is expected to provide us with the following synergies:

• Acceleration of expansion strategy at Mann Packing's key retailers and channels;

• Improvement of our access to key retailers and food service distribution;

• Development of a forward distribution model to offer just-in-time delivery services nationwide by leveraging our North America distribution infrastructure to significantly broaden national coverage for our value-added vegetable products;

• Procurement savings by leveraging product sourcing in North America and lower cost sourcing opportunities using our infrastructure in Central America. In addition to enhanced packaging, materials, equipment and other consolidated component savings;

• Expansion of Mann Packing's production capacity in the United States by leveraging our existing facilities to improve Mann Packing's reach; and

• Marketing and overhead synergies resulting from opportunities to pursue co-branding and better pricing potential utilizing the DEL MONTE® brand.

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FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

5. Acquisitions (continued)

We purchased all of its outstanding capital stock for an aggregate consideration of \$372.9 million funded by a \$229.7 million three-day promissory note and \$143.2 million in cash. The three-day promissory note was settled with cash on hand and borrowings under our Credit Facility. During the third quarter of 2018, we adjusted the purchase price to \$371.4 million by \$1.5 million with a corresponding decrease to goodwill due to proceeds received as a result of settlement provisions contained in purchase agreement.

Based on an evaluation of the provisions of ASC Business Combinations ("Topic 805"), the purchase price allocation reflected in the accompanying financial statements is preliminary and is based upon estimates and assumptions that are subject to change within the measurement period. Topic 805 allows entities a measurement period of up to one year from the acquisition date to finalize the allocation.

The measurement period remains open pending the completion of valuation procedures related to the acquired tangible and intangible assets, assumed liabilities and redeemable non-controlling interests. During the third quarter of 2018, we have preliminarily estimated that the fair value of the definite-lived intangible assets including customer lists, trade names and trademarks were \$135.9 million and the fair value of the property, plant and equipment increased by \$26.9 million, each with a corresponding decrease to goodwill. We have made other immaterial adjustments listed below with a corresponding increase or decrease to goodwill due to new information obtained during the measurement period for amounts that existed on the acquisition date. The \$159.9 million allocated to goodwill on our Consolidated Balance Sheets represents the excess of the purchase price over the preliminary values of assets acquired and liabilities assumed and is subject to revision. We are still evaluating the tax implications of this transaction.

We are still evaluating our definite-lived intangible assets of which \$113.2 million relates to customer lists with a weighted average amortization period of 26 years and \$22.7 million relates to trade names and trademarks with a weighted average amortization period of 9 years.

We are still evaluating our reportable segments and have preliminarily included goodwill related to this acquisition of \$118.0 million in the other fresh produce segment and \$41.9 million in the prepared foods segment.

We recognized \$2.6 million of acquisition related costs which primarily consist of advisory, legal, accounting, valuation, other professional and consulting fees and are included in asset impairment and other charges, net. Refer to Note 4, "Asset Impairment and Other Charges, Net".



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 5. Acquisitions (continued)

The following table summarizes the preliminary estimated fair values of the net assets acquired and liabilities assumed at the date of the acquisition:

	As Previously Reported	Adjustments	As Adjusted
Assets acquired			
Current assets:			
Cash and cash equivalents	\$ 0.1	\$ —	\$ 0.1
Trade accounts receivable, net of allowance	39.4	—	39.4
Other accounts receivable, net of allowance	1.2	2.8	4.0
Inventories, net	21.1	(0.2 )	20.9
Prepaid expenses and other current assets	2.1	—	2.1
Total current assets	63.9	2.6	66.5
Property, plant and equipment, net	70.2	26.9	97.1
Definite-lived intangible assets, net	—	135.9	135.9
Goodwill	328.8	(168.9 )	159.9
Total assets acquired	\$ 462.9	\$ (3.5 )	\$ 459.4
Liabilities assumed			
Current liabilities:			
Accounts payable and accrued expenses	50.9	(2.0 )	\$ 48.9
Total liabilities assumed	\$ 50.9	\$ (2.0 )	\$ 48.9
Less: Redeemable noncontrolling interest	39.1	—	39.1
Net assets acquired	\$ 372.9	\$ (1.5 )	\$ 371.4

The Mann Packing acquisition includes 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 5-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 Sheets. The fair value assigned to this interest at acquisition date is subject to change and is pending completion. Refer to Note 7, "Redeemable Noncontrolling Interests", for further discussion.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 5. Acquisitions (continued)

Our consolidated results include the following unaudited financial information of Mann Packing:

	Quarter ended September 28, 2018	Period from February 27, 2018 to September 28, 2018
Net sales	\$ 142.5	\$ 339.9
Net (loss) income attributable to Fresh Del Monte Produce, Inc.	\$ (5.2 )	\$ (1.7 )

The following unaudited pro forma combined financial information presents our results including Mann Packing as if the business combination had occurred at the beginning of fiscal year 2017:

	Quarter ended		Nine months ended	
	September 28, 2018	September 29, 2017	September 28, 2018	September 29, 2017
Net sales	\$1,069.5	\$ 1,087.5	\$3,527.0	\$ 3,537.9
Net (loss) income attributable to Fresh Del Monte Produce, Inc.	\$(21.5 )	\$ 15.1	(2) \$14.2	(1) \$ 144.9 (3)

(1)Unaudited pro forma results for the nine months ended September 28, 2018 were positively adjusted by \$9.6 million consisting of \$11.5 million of nonrecurring transaction related compensation benefits, advisory, legal, accounting, valuation and other professional fees, partially offset by \$1.9 million of interest expense as a result of increased borrowings under our Credit Facility.

(2)Unaudited pro forma results for the quarter ended September 29, 2017 were adjusted to include \$2.1 million of interest expense as a result of increased borrowings under our Credit Facility.

(3)Unaudited pro forma results for the nine months ended September 29, 2017 was adjusted to include \$6.1 million of interest expense as a result of increased borrowings under our Credit Facility.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 5. Acquisitions (continued)

The change in provisional amounts resulted in \$2.3 million for the three months ended September 28, 2018 and \$5.4 million for the nine months ended September 28, 2018 in additional amortization and depreciation related to definite-lived intangible assets and property, plant and equipment. The change in provisional amounts for definite-lived intangible assets resulted in amortization expense of \$1.7 million for the third quarter and \$4.0 million for the nine months ended September 28, 2018 included in selling, general and administrative expenses on our Consolidated Statements of Operations. The change in provisional amounts on property, plant and equipment resulted in depreciation expense of \$0.6 million for the third quarter and \$1.4 million for the nine months ended September 28, 2018 included in cost of products sold on our Consolidated Statements of Operations.

## 6. Noncontrolling Interests

The following table reconciles shareholders' equity attributable to noncontrolling interests (U.S. dollars in millions):

	Nine months ended	
	September 28, 2018	September 29, 2017
Noncontrolling interests, beginning	\$23.8	\$ 24.6
Net income (loss) attributable to noncontrolling interests	1.6	(1.2 )
Distributions (to) from noncontrolling interests	(0.4 )	—
Capital contributions from noncontrolling interests	0.7	0.8
Noncontrolling interests, ending	\$25.7	\$ 24.2

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 7. Redeemable Noncontrolling Interests

The following table reconciles redeemable noncontrolling interests (U.S. dollars in millions):

	Nine months ended September 28, 2018
Redeemable noncontrolling interests, beginning	\$ —
Initial measurement of redeemable noncontrolling interest due to Mann Packing acquisition	39.1
Net income attributable to redeemable noncontrolling interests	2.7
Redeemable noncontrolling interests, ending	\$ 41.8

The Mann Packing acquisition includes a put option exercisable by the 25% shareholder of one of the acquired subsidiaries, a redeemable noncontrolling interest. At each reporting period, the redeemable noncontrolling interest is recognized at the higher of 1) the sum of the initial value and accumulated earnings or 2) the contractually-defined redemption value as of the balance sheet date. Refer to Note 5, "Acquisitions" for further discussion on the acquisition of Mann Packing.

## 8. Income Taxes

In connection with a current examination of the tax returns in two foreign jurisdictions, the taxing authorities have issued income tax deficiencies related to transfer pricing aggregating approximately \$144.1 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 as we believe that the proposed adjustments are without technical merit. We will continue to vigorously contest the adjustments and expect to exhaust all administrative and judicial remedies necessary to resolve the matters, which could be a lengthy process. We regularly assesses 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.

On December 22, 2017, the Tax Cut and Jobs Act (the "Act") was signed into law. In accordance with Staff Accounting Bulletin ("SAB") 118, we recognized the estimated impact of this legislation as a component of income tax expense in our audited financial statements for the year ending December 29, 2017. SAB 118 allows for a measurement period, not to extend beyond one year from the enactment date, for companies to complete their accounting for the provisions of the Act under ASC 740. As of September 28, 2018, we finalized our analysis of the impact of the Act and determined that there were no adjustments required to be recorded for the financial statement for the year ending December 29, 2017.



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 9. Financing Receivables

Financing receivables are included in other accounts receivable, less allowances on our accompanying Consolidated Balance Sheets and are recognized at net realizable value, which approximates fair value. Other accounts receivable may include value-added taxes receivables, 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 10 years.

These advances are collateralized by property liens and pledges of the respective season's produce; however, certain factors such as unfavorable weather conditions, crop disease and financial stability could impact the ability for these growers to repay their advance. Occasionally, we agree to a payment plan or take steps to recover the advance via established collateral. Allowances for advances to growers and suppliers are determined on a case by case basis depending on the production for the season and other contributing factors. We may write-off uncollectable financing receivables after our collection efforts are exhausted.

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

	September 28, 2018		December 29, 2017	
	Short-term	Long-term	Short-term	Long-term
Gross advances to growers and suppliers	\$45.5	\$ 1.0	\$38.9	\$ 1.6
Allowance for advances to growers and suppliers (past due)	(2.2 )	(0.6 )	(2.8 )	(0.1 )
Net advances to growers and suppliers	\$43.3	\$ 0.4	\$36.1	\$ 1.5

The short-term and long-term portions of the financing receivables included above are classified in the Consolidated Balance Sheets in other accounts receivable and other noncurrent assets.

The allowance for advances to growers and suppliers and the related financing receivables for the quarters and nine months ended September 28, 2018 and September 29, 2017 were as follows (U.S. dollars in millions):

	Quarter ended September 28, 2018		Nine months ended September 29, 2017	
Allowance for advances to growers and suppliers:				
Balance, beginning of period	\$ 2.8	\$ 2.6	\$ 2.9	\$ 1.5
Provision for uncollectible amounts	—	0.4	0.8	1.5
Deductions to allowance related to write-offs	—	—	(0.9 )	—
Balance, end of period	\$ 2.8	\$ 3.0	\$ 2.8	\$ 3.0



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 10. Share-Based Compensation

Our shareholders approved and ratified the 2014 Omnibus Share Incentive Plan (the "2014 Plan"), which allows us to grant equity-based compensation awards, including stock options, restricted stock awards and restricted stock units including performance stock units. We disclosed the significant terms of the 2014 Plan and prior plans in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 29, 2017.

Stock-based compensation expense related to stock options, restricted stock awards ("RSAs"), restricted stock units ("RSUs") and performance stock units ("PSUs") is included in selling, general and administrative expenses in the accompanying Consolidated Statements of Operations and is comprised as follows (U.S. dollars in millions):

	Quarter ended		Nine months ended	
	September 28, 2018	September 29, 2017	September 28, 2018	September 29, 2017
Stock options	\$ —	\$ 0.1	\$ 0.1	\$ 0.4
RSUs/PSUs	1.7	2.8	7.6	8.1
RSAs	0.1	—	1.1	0.9
Total	\$ 1.8	\$ 2.9	\$ 8.8	\$ 9.4

We received proceeds from the exercise of stock-based options of \$0.8 million for the nine months ended September 28, 2018 and \$1.4 million for the nine months ended September 29, 2017.

## Stock Option Awards

Under the 2014 Plan and prior plans, 20% of the granted options vest immediately, and the remaining granted options vest in equal installments over the next four years. Options under the 2014 Plan and prior plans may be exercised over a period not in excess of 10 years from the date of the grant. Prior plan provisions are still applicable to outstanding options and awards under those plans. There were no stock option grants for the nine months ended September 28, 2018 or September 29, 2017.

The fair value for stock options was estimated at the date of grant using the Black-Scholes option pricing model, which requires us to make certain assumptions. Volatility is estimated based on the historical volatility of our stock over the past five years. The risk-free interest rate is based on U.S. Treasury zero-coupon issues with a remaining term equal to the expected term of grant. The dividend yield is estimated over the expected term based on our dividend policy, historical cash dividends and expected future cash dividends. The expected term of grant was based on the contractual term of the stock option and expected employee exercise and post-vesting employment termination trends. Forfeitures are recognized as they occur.



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 10. Share-Based Compensation (continued)

## Restricted Stock Awards

A share of restricted stock is one of our ordinary shares that has restrictions on transferability until certain vesting conditions are met.

For RSAs awarded under the 2014 Plan, 50% of each award of our restricted stock vested on the date it was granted. The remaining 50% of each award vests upon the six-month anniversary of the date on which the recipient ceases to serve as a member of our Board of Directors. Restricted stock awarded during the nine months ended September 28, 2018 and September 29, 2017 allow directors to retain all of their awards once they cease to serve as a member of our Board of Directors and is considered a nonsubstantive service condition in accordance with the guidance provided by the ASC on “Compensation – Stock Compensation.” Accordingly, we recognize compensation cost immediately for restricted stock awards granted to non-management members of the Board of Directors.

The following table lists RSAs awarded under the 2014 plan for the nine months ended September 28, 2018 and September 29, 2017:

Date of award	Shares of restricted stock awarded	Price per share
August 2, 2018	1,687	\$49.38
January 2, 2018	21,304	46.93
January 3, 2017	14,294	61.21

## Restricted Stock Units/Performance Stock Units

Under the 2014 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. Provided such criteria are met, the PSUs will vest in three equal annual installments on each of the next three anniversary dates provided that the recipient remains employed with us. The RSUs will vest 20% on the award date and 20% on each of the next four anniversaries.

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.

The fair market value for RSUs and PSUs is based on the closing price of our stock on the award date. Forfeitures are recognized as they occur.



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 10. Share-Based Compensation (continued)

The following table lists the various RSUs and PSUs awarded under the 2014 Plan for the nine months ended September 28, 2018 and September 29, 2017 (U.S. dollars in millions, except share and per share data):

Date of award	Type of award	Units awarded	Price per share
June 25, 2018	RSU	2,000	\$44.78
February 21, 2018	PSU	85,000	46.35
February 21, 2018	RSU	125,000	46.35
August 2, 2017	RSU	48,700	49.75
February 22, 2017	PSU	100,000	56.52
February 22, 2017	RSU	50,000	56.52

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.

We recognize expense related to RSUs and PSUs based on the fair market value, as determined on the date of award, ratably over the vesting period, provided the performance condition, if any, is probable.

## 11. Inventories

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

	September 28, 2018	December 29, 2017
Finished goods	\$ 209.1	\$ 210.1
Raw materials and packaging supplies	173.1	165.4
Growing crops	163.6	166.3
Total inventories	\$ 545.8	\$ 541.8

## 12. Long-Term Debt and Capital Lease Obligations

The following is a summary of long-term debt and capital lease obligations (U.S. dollars in millions):

	September 28, 2018	December 29, 2017
Senior unsecured revolving credit facility (see Credit Facility below)	\$ 628.5	\$ 356.2
Capital lease obligations	1.0	1.4
Total long-term debt and capital lease obligations	629.5	357.6
Less: Current portion	(0.5	) (0.6
Long-term debt and capital lease obligations	\$ 629.0	\$ 357.0

Credit Facility

On April 16, 2015, we entered into a five-year \$800 million syndicated senior unsecured revolving credit facility maturing on April 15, 2020 (the "Credit Facility") with Bank of America, N.A. as administrative agent and Merrill Lynch, Pierce, Fenner & Smith Inc. as sole lead arranger and sole book manager. Borrowings under the Credit Facility bear interest at a spread over LIBOR that varies with our leverage ratio. The Credit Facility also includes a swing line facility and a letter of credit facility.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 12. Long-Term Debt and Capital Lease Obligations (continued)

On September 27, 2018, we amended certain covenant ratios of our Credit Facility. On February 27, 2018, we exercised an option to increase the total commitments under the Credit Facility from \$800 million to \$1.1 billion. We capitalized \$0.7 million of debt issuance costs during the nine months ended September 28, 2018 as a result of these changes to the Credit Facility. Debt issuance costs of \$1.1 million are included in other noncurrent assets on our Consolidated Balance Sheets as of the nine months ended September 28, 2018.

We have a renewable 364-day, \$25.0 million commercial stand-by letter of credit facility with Rabobank Nederland.

The following is a summary of the material terms of the Credit Facility and other working capital facilities at September 28, 2018 (U.S. dollars in millions):

	Term	Maturity date	Interest rate	Borrowing limit	Available borrowings
Bank of America credit facility	5 years	April 15, 2020	3.58%	\$ 1,100.0	\$ 466.5
Rabobank letter of credit facility	364 days	June 18, 2019	Varies	25.0	17.8
Other working capital facilities	Varies	Varies	Varies	23.4	13.2
				\$ 1,148.4	\$ 497.5

The current margin for LIBOR advances is 1.50%. We intend to use funds borrowed under the Credit Facility from time to time for general corporate purposes, which may include the repayment, redemption or refinancing of our existing indebtedness, working capital needs, capital expenditures, funding of possible acquisitions, possible share repurchases and satisfaction of other obligations.

The Credit Facility requires us to comply with financial and other covenants, including limitations on capital expenditures, the amount of dividends that can be paid in the future, the amount and types of liens and indebtedness, material asset sales and mergers. As of September 28, 2018, we were in compliance with all of the covenants contained in the Credit Facility. The Credit Facility is unsecured and is guaranteed by certain of our subsidiaries. The Credit Facility permits borrowings under the revolving commitment with an interest rate determined based on our leverage ratio and spread over LIBOR. In addition, we pay a fee on unused commitments.

As of September 28, 2018, we applied \$12.2 million to the Rabobank Nederland and Bank of America letter of credit facilities in respect of certain contingent obligations and other governmental agency guarantees combined with guarantees for purchases of raw materials and equipment and other trade related letters of credit. We also had \$18.6 million in other letters of credit and bank guarantees not included in the Rabobank or Bank of America letter of credit facilities.

As of June 29, 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 from our Credit Facility. Refer to Note 17, "Derivatives".

## 13. Commitments and Contingencies

## DBCP Litigation

Beginning in December 1993, certain of our U.S. subsidiaries were named among the defendants in a number of actions in courts in Texas, Louisiana, Hawaii, California and the Philippines involving claims by numerous non-U.S. plaintiffs alleging that they were injured as a result of exposure to a nematocide containing the chemical dibromochloropropane (“DBCP”) during the period 1965 to 1990. As a result of a settlement entered into in December 1998, the remaining unresolved DBCP claims against our U.S. subsidiaries are pending in Hawaii, Delaware, Costa Rica and the Philippines.

On October 14, 2004, two of our subsidiaries were served with a complaint in an action styled Angel Abarca, et al. v. Dole Food Co., et al. filed in the Superior Court of the State of California for the County of Los Angeles on behalf of more than 2,600 Costa Rican banana workers who claim injury from exposure to DBCP. On January 2, 2009, three of our subsidiaries were served with

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FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

13. Commitments and Contingencies (continued)

multiple complaints in related actions styled Jorge Acosta Cortes, et al. v. Dole Food Company, et al. filed in the Superior Court of the State of California for the County of Los Angeles on behalf of 461 Costa Rican residents. An initial review of the plaintiffs in the Abarca and Cortes actions found that a substantial number of the plaintiffs were claimants in prior DBCP actions in

Texas. On June 27, 2008, the court dismissed the claims of 1,329 plaintiffs who were parties to prior DBCP actions. On June 30, 2008, our subsidiaries moved to dismiss the claims of the remaining Abarca plaintiffs on grounds of forum non conveniens in favor of the courts of Costa Rica. On September 22, 2009, the court granted the motion to dismiss and on November 16, 2009 entered an order conditionally dismissing the claims of those remaining plaintiffs who allege employment on farms in Costa Rica exclusively affiliated with our subsidiaries. Those dismissed plaintiffs re-filed their claim in Costa Rica on May 17, 2012 (The "Lagos" case). On January 18, 2013, all remaining plaintiffs in California filed Requests for Dismissal effecting the dismissal of their claims without prejudice. On September 25, 2013, our subsidiaries filed an answer to the claim re-filed with the courts of Costa Rica. In the Lagos case, the trial court dismissed the claims of all plaintiffs for defective powers of attorney. On appeal from that decision, the appellate court remanded the action for the trial court to consider a preliminary issue before addressing the validity of the powers of attorney. The case is back before the trial court. Two additional DBCP-related lawsuits were filed in Costa Rica in 2015, which have since been dismissed by the court on procedural grounds.

On May 31 and June 1, 2012, eight actions were filed against one of our subsidiaries in the United States District Court for the District of Delaware on behalf of approximately 3,000 plaintiffs alleging exposure to DBCP on or near banana farms in Costa Rica, Ecuador, Panama, and Guatemala. We and our subsidiaries were not involved with any banana growing operations in Ecuador or Panama during the period when DBCP was in use. The plaintiffs include 229 claimants who had cases pending in the United States District Court for the Eastern District of Louisiana which were dismissed on September 17, 2012. On August 30, 2012, our subsidiary joined a motion to dismiss the claims of those plaintiffs on the grounds that they have first-filed claims pending in the United States District Court for the Eastern District of Louisiana. The motion was granted on March 29, 2013 and appealed to the United States Court of Appeals for the Third Circuit. On September 21, 2012, our subsidiary filed an answer with respect to the claims of those plaintiffs who had not already filed in Louisiana. On May 27, 2014, the court granted a motion made by a co-defendant and entered summary judgment against all remaining plaintiffs based on the September 19, 2013 affirmance by the United States Court of Appeals for the Fifth Circuit of the dismissal on statute of limitations grounds of related cases by the United States District Court for the Eastern District of Louisiana. On July 7, 2014, our subsidiary joined in a motion for summary judgment on statute of limitations grounds as to all remaining plaintiffs on the basis of the court's May 27, 2014 ruling.

Plaintiffs agreed that judgment be entered in favor of all defendants for the claims still pending in the United States District Court for the District of Delaware on the basis of the summary judgment granted on May 27, 2014 and the district court entered judgment dismissing all plaintiffs' claims on September 22, 2014. On October 21, 2014, a notice of appeal was filed with the United States Court of Appeals for the Third Circuit expressly limited the appeal to the claims of 57 (out of the more than 2,600) plaintiffs who had not previously filed claims in Louisiana. On August 11, 2015, a panel of the Court of Appeals affirmed the dismissal of the claims of these plaintiffs. Plaintiffs filed a Motion for Rehearing en Banc with the Third Circuit, which was granted on September 22, 2015. On September 2, 2016, the Third Circuit en banc reversed the District Court's dismissal on first-filed doctrine grounds of the claims of approximately 229 of the plaintiffs and remanded the case back to the District Court for further proceedings. On June 2, 2017, the Third Circuit issued a Petition for Certification of State Law to the Delaware Supreme Court to resolve

the complex procedural question pending on appeal regarding the duration of the tolling of limitations afforded by a class action that had been pending in Texas. The Delaware Supreme Court accepted certification of the pending question of law. On March 15, 2018, the Delaware Supreme court decided the complex procedural question in favor of the plaintiffs and is in the process of returning the case to the United States District Court for the District of Delaware for further proceedings. On remand, there remain approximately 285 claims pending, although roughly two of those claims are of plaintiffs from Panama and Ecuador, where we have not been involved with any banana growing during the period when DBCP was in use.

In Hawaii, plaintiffs filed a petition for certiorari to the Hawaii Supreme Court based upon the Hawaii Court of Appeals affirmance in March 2014 of a summary judgment ruling in defendants' favor at the trial court level. The Hawaii Supreme Court accepted the petition and oral argument was held on September 18, 2014 with respect to whether the claims of the six named plaintiffs were properly dismissed on statute of limitations grounds. On October 21, 2015, the Hawaii Supreme Court reversed the Hawaii Court of Appeals and the Hawaii state trial court's grant of partial summary judgment against the DBCP plaintiffs on statute of limitations grounds. The Hawaii Supreme Court remanded the claims of six remaining plaintiffs back to the Hawaii state trial court for further proceedings, where they remain pending without any significant activity since 2015.



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FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

13. Commitments and Contingencies (continued)

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”). Shortly thereafter, our subsidiary discontinued the use of the Kunia Well Site and provided an alternate water source to area well users and the subsidiary commenced its own voluntary cleanup operation.

In 1993, the Environmental Protection Agency (“EPA”) identified the Kunia Well Site for potential listing on the National Priorities List (“NPL”) under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended. On December 16, 1994, the EPA issued a final rule adding the Kunia Well Site to the NPL.

On September 28, 1995, our subsidiary entered into an order (the “Order”) with the EPA to conduct the remedial investigation and the feasibility study of the Kunia Well Site. Under the terms of the Order, our subsidiary submitted a remedial investigation report in November 1998 and a final draft feasibility study in December 1999 (which was updated from time to time) for review by the EPA. The EPA approved the remedial investigation report in February 1999 and the feasibility study on April 22, 2003.

As a result of communications with the EPA in 2001, we recorded a charge of \$15.0 million in the third quarter of 2001 to increase the recorded liability to the estimated expected future cleanup cost for the Kunia Well Site to \$19.1 million. Based on conversations with the EPA in the third quarter of 2002 and consultation with our legal counsel and other experts, we recorded a charge of \$7.0 million during the third quarter of 2002 to increase the accrual for the expected future clean-up costs for the Kunia Well Site to \$26.1 million.

On September 25, 2003, the EPA issued the Record of Decision (“ROD”). The EPA estimates in the ROD that the remediation costs associated with the cleanup of the Kunia Well Site will range from \$12.9 million to \$25.4 million and will last approximately 10 years. It remains to be determined how long the remediation will actually last.

On January 13, 2004, the EPA deleted a portion of the Kunia Well Site (Northeast section) from the NPL. On May 2, 2005, our subsidiary signed a Consent Decree with the EPA for the performance of the clean-up work for the Kunia Well Site. On September 27, 2005, the U.S. District Court for Hawaii approved and entered the Consent Decree. Based on findings from remedial investigations at the Kunia Well Site, our subsidiary continues to evaluate with the EPA the clean-up work currently in progress in accordance with the Consent Decree.

We increased the liability by \$0.4 million during 2017 and 2016 and reduced the liability by \$0.8 million during 2015 due to changes to the remediation work being performed related to the Kunia Well Site clean-up. We included these charges/(credits) in asset impairment and other charges, net on our Consolidated Statements of Operations. The estimates are between \$13.7 million and \$28.7 million. The estimate on which our accrual is based, totals \$13.7 million. As of September 28, 2018, we recorded \$13.4 million included in other noncurrent liabilities and \$0.3 million included in accounts payable and accrued expenses in the Consolidated Balance Sheets for the Kunia Well Site clean-up, which we expect to expend in the next 12 months. We expect to expend approximately \$0.3 million in 2018, \$1.1 million in each year from 2019 through 2021 and \$0.9 million in 2022.

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 are currently expected to have a material adverse effect on the results of operations, financial position or our cash flows.

We intend to vigorously defend ourselves in all of the above matters.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 14. Earnings (Loss) Per Share

Basic and diluted net (loss) income per ordinary share is calculated as follows (U.S. dollars in millions, except share and per share data):

	Quarter ended		Nine months ended	
	September 2018	September 2017	September 2018	September 2017
Numerator:				
Net (loss) income attributable to Fresh Del Monte Produce Inc.	\$(21.5)	\$ 11.5	\$12.1	\$ 127.1
Denominator:				
Weighted average number of ordinary shares - Basic	48,570,690	49,976,752	48,701,805	50,589,103
Effect of dilutive securities - share-based employee options and awards	—	277,701	211,593	362,540
Weighted average number of ordinary shares - Diluted	48,570,690	50,254,453	48,913,398	50,951,643
Antidilutive awards <sup>(1)</sup>	620,017	180,917	313,218	180,917
Net (loss) income per ordinary share attributable to Fresh Del Monte Produce Inc.:				
Basic	\$(0.44)	\$ 0.23	\$0.25	\$ 2.51
Diluted	\$(0.44)	\$ 0.23	\$0.25	\$ 2.49

<sup>(1)</sup> Certain unvested RSUs and PSUs are not included in the calculation of net income per ordinary share because the effect would have been antidilutive.

Refer to Note 20, "Shareholders' Equity", for disclosures related to the stock repurchase program and retired shares.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 15. Retirement and Other Employee Benefits

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

	Quarter ended		Nine months ended	
	September 28, 2018	September 29, 2017	September 28, 2018	September 29, 2017
Service cost	\$ 1.5	\$ 1.4	\$ 4.5	\$ 4.2
Interest cost	1.6	1.6	4.8	4.7
Expected return on assets	(0.9 )	(0.8 )	(2.7 )	(2.5 )
Amortization of net actuarial loss	0.2	0.3	0.6	0.9
Net periodic benefit costs	\$ 2.4	\$ 2.5	\$ 7.2	\$ 7.3

We provide certain other retirement benefits to certain employees who are not U.S.-based and are not included above. Generally, benefits under these programs are based on an employee's length of service and level of compensation. These programs are immaterial to our consolidated financial statements. The net periodic benefit costs related to other non-U.S.-based plans is \$0.7 million for the quarter ended September 28, 2018 and \$0.6 million for the quarter ended September 29, 2017. The net periodic benefit cost related to other non-U.S.-based plans is \$2.0 million for the nine months ended September 28, 2018 and \$2.1 million for the nine months ended September 29, 2017.

We have adopted ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost regarding the presentation of components of net periodic pension costs. 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, net. Other net periodic benefit costs of \$0.9 million for the quarter ended September 28, 2018 and \$2.7 million for the nine months ended September 28, 2018 were reclassified from operating income and are included in other expense, net on the Consolidated Statements of Operations. We utilized the practical expedient provided in this ASU and did not reclassify the net periodic pension costs for the quarter and nine months ended September 29, 2017. The impact would have been \$1.1 million for the quarter ended September 29, 2017 and \$3.1 million for the nine months ended September 29, 2017 of other net periodic benefit costs reclassified out of operating income and included in other expense, net in the Consolidated Statements of Operations. The reclassification of amounts related to other non-U.S.-based plans is immaterial for the quarter and nine months ended September 28, 2018 and September 29, 2017.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 16. Business Segment Data

We are principally engaged in one major line of business, the production, distribution and marketing of bananas, other fresh produce and prepared food. Our products are sold in markets throughout the world with our major producing operations located in North, Central and South America, Europe, Asia and Africa.

Our operations are aggregated into three business segments on the basis of our products: bananas, other fresh produce and prepared food. Other fresh produce includes pineapples, melons, non-tropical fruit (including grapes, apples, citrus, blueberries, strawberries, pears, peaches, plums, nectarines, cherries and kiwis), avocados, tomatoes, fresh-cut products, other fruit and vegetables, a third-party ocean freight business, a plastic product and a box manufacturing business. Prepared food includes prepared fruit and vegetables, juices, beverages, snacks, poultry and meat products.

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

	Quarter ended			
	September 28, 2018		September 29, 2017	
Segments:	Net Sales	Gross Profit	Net Sales	Gross Profit
Other fresh produce	\$584.9	\$37.7	\$468.0	\$44.4
Banana	397.4	10.3	409.2	5.7
Prepared foods	87.2	4.6	75.5	8.2
Totals	\$1,069.5	\$52.6	\$952.7	\$58.3

	Nine months ended			
	September 28, 2018		September 29, 2017	
Segments:	Net Sales	Gross Profit	Net Sales	Gross Profit
Other fresh produce	\$1,879.8	\$131.3	\$1,542.3	\$147.8
Banana	1,308.3	86.2	1,353.8	98.8
Prepared foods	259.9	19.9	236.1	34.0
Totals	\$3,448.0	\$237.4	\$3,132.2	\$280.6

Net Sales by geographic region:	Quarter ended		Nine months ended	
	September 28, 2018	September 29, 2017	September 28, 2018	September 29, 2017
North America	\$709.3	\$ 576.9	\$2,187.5	\$ 1,833.8
Europe	137.5	134.7	507.4	501.9
Middle East	104.2	121.3	346.1	392.0
Asia	110.1	108.3	358.6	360.0
Other	8.4	11.5	48.4	44.5
Totals	\$1,069.5	\$ 952.7	\$3,448.0	\$ 3,132.2



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 16. Business Segment Data (continued)

Our North America region included the following Mann Packing results:

Segments:	Period from February 27, Quarter ended 2018 to September 28, 2018			
	Net Sales	Gross Profit	Net Sales	Gross Profit
Other fresh produce	\$128.7	\$ 3.4	\$307.4	\$17.6
Prepared foods	13.8	2.3	32.5	6.0
Totals	\$142.5	\$ 5.7	\$339.9	\$23.6

Refer to Note 5, "Acquisitions", for further discussion on the Mann Packing acquisition.

The following table indicates our net sales by product:

Segments:	Quarter ended				Nine months ended			
	September 28, 2018		September 29, 2017		September 28, 2018		September 29, 2017	
	Net Sales				Net Sales			
Other fresh produce:								
Gold pineapples	112.3	11 %	119.5	13 %	371.8	11 %	365.2	12 %
Fresh-cut produce	254.5	24 %	158.8	16 %	706.9	20 %	468.9	15 %
Non-tropical fruit	40.6	4 %	38.3	4 %	193.2	6 %	194.7	6 %
Avocados	84.7	8 %	90.4	9 %	263.9	8 %	246.5	8 %
Melons	5.2	— %	6.4	1 %	90.8	3 %	88.1	3 %
Tomatoes	14.9	1 %	16.3	2 %	50.0	1 %	59.8	2 %
Vegetables	36.4	4 %	6.5	1 %	94.0	3 %	20.0	1 %
Other fruit, products and services	36.3	3 %	31.8	3 %	109.2	3 %	99.1	3 %
Total other fresh produce	\$584.9	55 %	\$468.0	49 %	\$1,879.8	55 %	\$1,542.3	50 %
Banana	\$397.4	37 %	\$409.2	43 %	\$1,308.3	38 %	\$1,353.8	43 %
Prepared foods	\$87.2	8 %	\$75.5	8 %	\$259.9	7 %	\$236.1	7 %
Totals	\$1,069.5	100 %	\$952.7	100 %	\$3,448.0	100 %	\$3,132.2	100 %

## 17. Derivative Financial Instruments

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

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

Because of the high degree of effectiveness between the hedging instrument and the underlying exposure being hedged, fluctuations in the value of the derivative instruments are generally offset by changes in the cash flows or fair

value of the underlying exposures being hedged. In addition, we perform an assessment of hedge effectiveness, both at inception and at least quarterly thereafter, to determine whether the financial instruments that are used in hedging transactions are effective at offsetting changes in the cash flows or fair value of the related underlying exposures. 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.



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 17. Derivative Financial Instruments (continued)

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 net liability position above a certain threshold. There are derivative instruments with a credit-risk-related contingent feature that are in a liability position on September 28, 2018, however they are immaterial to our financial condition and results of operation. As of September 28, 2018, no triggering event has occurred and thus we are not required to post collateral. If the credit-risk-related contingent features underlying these agreements were triggered on September 28, 2018, we would not be required to post collateral to the counterparty, because the collateralization threshold has not been met.

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

## 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. Our foreign currency hedges were entered into for the purpose of hedging portions of our 2018 and 2019 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 September 28, 2018 (in millions):

Foreign currency contracts qualifying as cash flow hedges:	Notional amount
Euro	EUR 74.7
British pound	GBP 1.9
Japanese yen	JPY 230.8
Philippine peso	PHP 1.5
Korean won	KRW 6,232.5

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 17. Derivative Financial Instruments (continued)

## 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. 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.

Gains or losses on interest rate swaps are recorded in other comprehensive income and will be subsequently reclassified into earnings as interest expense as the interest expense on debt is recognized in earnings. At September 28, 2018, the notional value of interest rate contracts outstanding was \$400 million, \$200 million maturing in 2024 and the remaining \$200 million maturing in 2028. Refer to Note 12, "Long-Term Debt and Capital Lease Obligations."

The following table reflects the fair values of derivative instruments, which are designated as level 2 in the fair value hierarchy, as of September 28, 2018 and December 29, 2017 (U.S. dollars in millions):

Derivatives designated as hedging instruments <sup>(1)</sup>

Balance Sheet location:	Foreign exchange contracts		Interest rate swaps		Total	
	September 28, 2018	December 29, 2017	September 28, 2018	December 29, 2017	September 28, 2018	December 29, 2017
Asset derivatives:						
Prepaid expenses and other current assets	\$ 2.8	\$ —	\$ —	\$ —	—\$ 2.8	\$ —
Other long-term receivables	—	—	2.2	—	2.2	—
Total asset derivatives	\$ 2.8	\$ —	\$ 2.2	\$ —	—\$ 5.0	\$ —
Liability derivatives:						
Accounts payable and accrued expenses	\$ —	\$ 1.4	\$ —	\$ —	—\$ —	\$ 1.4
Other long-term liabilities	—	—	—	—	—	—
Total liability derivatives	\$ —	\$ 1.4	\$ —	\$ —	—\$ —	\$ 1.4

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

<sup>(2)</sup> We expect that \$2.8 million of the net fair value of hedges recognized as a net gain in accumulated other comprehensive income ("AOCI") will be transferred to earnings during the next 12 months and the remaining net gain of \$2.2 million over a period of 10 years, along with the earnings effect of the related forecasted transactions.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 17. Derivative Financial Instruments (continued)

The following table reflects the effect of derivative instruments on the Consolidated Statements of Operations for the quarters and nine months ended September 28, 2018 and September 29, 2017 (U.S. dollars in millions):

Derivatives in effective cash flow hedging relationships	Amount of gain (loss) recognized in other comprehensive income on derivatives (effective portion)		Location of (loss) income reclassified from AOCI into income (effective portion)	Amount of (loss) income reclassified from AOCI into income (effective portion)	
	Quarter ended September 28, 2018	Quarter ended September 29, 2017		Quarter ended September 28, 2018	Quarter ended September 29, 2017
Foreign exchange contracts	\$ (0.6)	\$ (0.3)	Net sales	\$ 1.9	\$ (1.5)
Foreign exchange contracts	—	—	Cost of products sold	(0.2)	0.1
Interest rate swaps	4.1	—	Interest expense	(0.8)	—
Total	\$ 3.5	\$ (0.3)		\$ 0.9	\$ (1.4)
	Nine months ended September 28, 2018			Nine months ended September 29, 2017	
Foreign exchange contracts	\$ 3.5	\$ (6.2)	Net sales	\$ 2.0	\$ 0.1
Foreign exchange contracts	0.8	(0.5)	Cost of products sold	0.2	0.4
Interest rate swaps	2.1	—	Interest expense	(0.9)	—
Total	\$ 6.4	\$ (6.7)		\$ 1.3	\$ 0.5

## 18. Fair Value Measurements

We measure fair value for financial instruments, such as derivatives and equity securities, 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. Fair value is measured in accordance with the ASC on "Fair Value Measurements and Disclosures." The ASC on "Fair Value Measurements and Disclosures" defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measures required under other accounting

pronouncements, but does not change existing guidance as to whether or not an instrument is carried at fair value.

#### Derivative Instruments

We may choose to mitigate the risk of fluctuations in currency exchange rates and interest rates on our results of operations and financial condition by entering into foreign currency and interest rate swap cash flow hedges. We account for the fair value of the related hedge contracts as prepaid expenses and other current assets, other non-current assets, accounts payable and accrued expenses or other non-current liabilities. We use an income approach to value our outstanding foreign currency and interest rate hedges. An income approach consists of a discounted cash flow model that takes into account the present value of future cash flows under the terms of the contract using current market information as of the measurement date such as foreign currency, spot and forward rates, interest rates and interest rate curves. Additionally, we include an element of default risk based on observable inputs into the fair value calculation. Due to the fact that certain inputs to fair value these derivative instruments can be observed, they are classified as Level 2.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 18. Fair Value Measurements (continued)

The following table provides a summary of the fair values of assets and liabilities measured on a recurring basis under the ASC on “Fair Value Measurements and Disclosures” (U.S. dollars in millions):

	Fair value measurements			
	Foreign currency forward contracts, net asset (liability)		Interest rate contracts, net asset (liability)	
	September 28, 2017	December 28, 2017	September 28, 2017	December 28, 2017
Quoted prices in active markets for identical assets (Level 1)	\$ —	\$ —	\$ —	\$ —
Significant observable inputs (Level 2)	2.8 (1.4 )	2.2	—	—
Significant unobservable inputs (Level 3)	—	—	—	—

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.

**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.

**Capital lease obligations:** The carrying value of our capital lease obligations reported in the Consolidated Balance Sheets approximates their fair value based on current interest rates, which contain an element of default risk. The fair value of our capital lease obligations is estimated using Level 2 inputs based on quoted prices for those or similar instruments. Refer to Note 12, “Long-Term Debt and Capital Lease Obligations.”

**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 12, “Long-Term Debt and Capital Lease Obligations.”

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FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

18. Fair Value Measurements (continued)

Fair Value of Non-Financial Assets

The purchase price allocation for the Mann Packing acquisition reflected in the accompanying financial statements is preliminary and is based upon estimates and assumptions that are subject to change within the measurement period. The measurement period remains open pending the completion of valuation procedures related to the acquired tangible and intangible assets and assumed liabilities. The \$159.9 million allocated to goodwill represents the excess of the purchase price over the preliminary values of assets acquired and liabilities assumed and is subject to revision. The fair value of the net assets acquired are estimated using Level 3 inputs based on unobservable inputs. We primarily utilized the cost approach for the valuation of the personal and real property. For the definite-lived intangible assets including customer list intangibles and trade names and trademark were valued using an income approach methodology. Refer to Note 5, "Acquisitions" for further discussion on the acquisition of Mann Packing.

The Mann Packing acquisition includes a put option exercisable by the 25% shareholder of one of the acquired subsidiaries. The put option allows the noncontrolling owner to sell his 25% noncontrolling interest to us for a multiple of the subsidiary's adjusted earnings. As the put option is outside of our control, the estimated value of the 25% noncontrolling interest is presented as a redeemable noncontrolling interest outside of permanent equity on our Consolidated Balance Sheets. The fair value assigned to this interest is subject to change and is pending completion and is estimated using Level 3 inputs based on unobservable inputs. Refer to Note 7, "Redeemable Noncontrolling Interests", for further discussion on the redeemable noncontrolling interests.

The fair value of the banana reporting unit's goodwill and the prepared food unit's remaining trade names and trademarks are highly 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. We disclosed the sensitivity related to the banana reporting unit's goodwill and the prepared food reporting unit's trade names and trademarks in our notes to the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 29, 2017.

As of September 28, 2018, we have \$31.5 million in property, plant and equipment meeting the criteria of assets held for sale included in prepaid expenses and other current assets primarily related to the discontinuance of tomato production assets including land, buildings and machinery and equipment in the United States in the other fresh produce segment. These assets are recognized at the lower of cost or fair value less cost to sell.

The Company recorded asset impairment and other charges during the quarter and nine months ended September 28, 2018, that do not fall under the scope of fair value measurement. Refer to Note 4, "Asset Impairment and Other Charges, Net".

The following is a tabular presentation of the non-recurring fair value measurements recorded during the first nine months of 2018, along with the level within the fair value hierarchy in which the fair value measurement in their entirety fall (U.S. dollars in millions):

Fair value measurements for the nine  
months ended September 28, 2018

Total

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Underutilized assets in Central America	\$7.1	\$ —	\$ 7.1
	\$7.1	\$ —	\$ 7.1

During the third quarter of 2018, the Company recognized \$1.6 million in asset impairment and other charges, net related to certain underutilized assets in Central America. The asset impairment consisted of a write-down of \$1.6 million related to assets with a carrying value of \$8.7 million. We estimated the fair value of these assets of \$7.1 million using the market approach. The fair value of these assets are classified as Level 3 in the fair value hierarchy due to the mix of unobservable inputs utilized.

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 19. Accumulated Other Comprehensive (Loss) Income

The following table includes the changes in accumulated other comprehensive (loss) income attributable to U.S. by component under the ASC on “Comprehensive Income” (U.S. dollars in millions):

	Changes in accumulated other comprehensive (loss) income by component <sup>(1)</sup>			
	Changes in fair value of effective cash flow hedges	Foreign currency translation adjustment	Retirement benefit adjustment	Total
Nine months ended September 28, 2018				
Balance at December 29, 2017	\$ (1.4)	\$ (6.7 )	\$ (22.5 )	\$ (30.6)
Other comprehensive income (loss) before reclassifications	7.7	(5.5 )	0.4	2.6
Amounts reclassified from accumulated other comprehensive (loss) income	(1.3 )	—	0.6	(0.7 )
Net current period other comprehensive income (loss)	6.4	(5.5 )	1.0	1.9
Balance at September 28, 2018	\$ 5.0	\$ (12.2 )	\$ (21.5 )	\$ (28.7)
Nine months ended September 29, 2017				
Balance at December 30, 2016	\$ 5.4	\$ (25.4 )	\$ (24.2 )	\$ (44.2)
Other comprehensive (loss) income before reclassifications	(6.2 )	15.1	(0.5 )	8.4
Amounts reclassified from accumulated other comprehensive (loss) income	(0.5 )	—	0.9	0.4
Net current period other comprehensive (loss) income	(6.7 )	15.1	0.4	8.8
Balance at September 29, 2017	\$ (1.3)	\$ (10.3 )	\$ (23.8 )	\$ (35.4)

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

<sup>(2)</sup> Includes a loss of \$1.2 million for the nine months ended September 28, 2018 and a gain of \$5.3 million for the nine months ended September 29, 2017 on intra-entity foreign currency transactions that are of a long-term-investment nature; there was less than \$0.1 million gain for the nine months ended September 28, 2018 and there was less than \$0.1 million loss for the nine months ended September 29, 2017 related to noncontrolling interest.



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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 19. Accumulated Other Comprehensive (Loss) Income (continued)

The following table includes details about amounts reclassified from accumulated other comprehensive (loss) income by component

(U.S. dollars in millions):

Details about accumulated other comprehensive (loss) income components	Amount reclassified from accumulated other comprehensive (loss) income				Affected line item in the statement where net income is present
	September 28, 2018	September 29, 2017	Quarter ended	Quarter ended	
Changes in fair value of effective cash flow hedges:					
Foreign currency cash flow hedges	\$(1.9)	\$(2.0)	\$1.5	\$(0.1)	Net sales
Foreign currency cash flow hedges	0.2	(0.2)	(0.1)	(0.4)	Cost of products sold
Interest rate swaps	0.8	0.9	—	—	Interest expense
Total	\$(0.9)	\$(1.3)	\$1.4	\$(0.5)	
Amortization of retirement benefits:					
Actuarial losses	\$—	\$—	\$0.1	\$0.3	Cost of products sold
Actuarial losses	—	—	0.2	0.6	Selling, general and administrative expenses
Actuarial losses (1)	0.2	0.6	—	—	Other expense, net
Total	\$0.2	\$0.6	\$0.3	\$0.9	

(1) Refer to Note 15, "Retirement and Other Employee Benefits" for additional information on reclassification of certain net periodic pension costs due to adoption of ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost regarding the presentation of components of net periodic pension costs.

## 20. Shareholders' Equity

Our shareholders have authorized 50,000,000 preferred shares at \$0.01 par value, of which none are issued or outstanding at September 28, 2018, and 200,000,000 ordinary shares of common stock at \$0.01 par value, of which 48,375,971 are issued and outstanding at September 28, 2018.

Ordinary share activity is summarized as follows:

Ordinary shares issued (retired) as a result of:	Nine months ended	
	September 28, 2018	September 29, 2017
Stock option exercises	38,500	51,500
Restricted stock grants	22,991	14,294
Restricted and performance stock units	285,531	248,935

Ordinary shares  
repurchased and retired

(730,532) (1,834,724 )

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## FRESH DEL MONTE PRODUCE INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued) (Unaudited)

## 20. Shareholders' Equity (continued)

On February 21, 2018, our Board of Directors approved a three-year stock repurchase program of up to \$300 million of our ordinary shares. We have repurchased \$19.6 million of ordinary shares, or 512,300 ordinary shares, under the aforementioned repurchase program and retired all the repurchased shares. As of September 28, 2018, we have a maximum dollar value of \$280.4 million that we can purchase under the approved stock repurchase program.

Subsequent to the quarter ended September 28, 2018, there were no ordinary share repurchases.

Dividend activity is summarized as follows:

Nine months ended

September 28, 2018		September 29, 2017	
Dividend Date	Cash Dividend Declared, per Ordinary Share	Dividend Date	Cash Dividend Declared, per Ordinary Share
September 7, 2018	\$ 0.150	September 8, 2017	\$ 0.150
June 1, 2018	\$ 0.150	June 2, 2017	\$ 0.150
March 30, 2018	\$ 0.150	March 31, 2017	\$ 0.150

We paid \$21.8 million in dividends in the nine months ended September 28, 2018 and \$22.7 million in dividends in the nine months ended September 29, 2017.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

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 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. Production operations are aggregated on the basis of our products: bananas, other fresh produce and prepared foods. Other fresh produce includes pineapples, melons, tomatoes, non-tropical fruit (including grapes, apples, citrus, blueberries, strawberries, pears, peaches, plums, nectarines, cherries and kiwis), avocados, tomatoes, fresh-cut products, other fruit and vegetables, a third-party ocean freight business, a plastic product and a box manufacturing business. Prepared food includes prepared fruit and vegetables, juices, other beverages, snacks, poultry and meat products.

Liquidity and Capital Resources

Net cash provided by operating activities was \$270.6 million for the first nine months of 2018 compared with net cash provided by operating activities of \$184.2 million for the first nine months of 2017, an increase of \$86.4 million. The increase in net cash provided by operating activities was principally attributable to higher accounts payable and accrued expenses primarily as a result of improved cash management combined with other changes in operating assets and liabilities.

Working capital was \$530.7 million at September 28, 2018 compared with \$626.0 million at December 29, 2017, a decrease of \$95.3 million. The decrease in working capital was principally due to higher levels of accounts payable and accrued expenses, partially offset by higher other accounts receivable, and prepaid expenses and other current assets. The increase in accounts payable and accrued expenses was primarily due to the Mann Packing Co. Inc. and subsidiaries ("Mann Packing") acquisition combined with improved cash management. The increase in other accounts receivable was primarily due to higher levels of advances to suppliers. The increase in prepaid expenses and other current assets was due to \$31.5 million in assets held for sale related to excess land in North America combined with higher prepaid taxes in the United States.

Net cash used in investing activities for the first nine months of 2018 was \$486.0 million compared with \$98.8 million for the first nine months of 2017. Net cash used in investing activities for the first nine months of 2018 consisted of capital expenditures of \$119.1 million, purchase of businesses of \$371.8 million and investments in unconsolidated companies of \$4.2 million, partially offset by proceeds from sales of property, plant and equipment of \$9.1 million. Capital expenditures for the first nine months of 2018 consisted primarily of \$35.4 million of initial payments for the building of five new refrigerated container ships; \$23.4 million for the expansion and improvements of production facilities in California related to the newly acquired Mann Packing operation and \$19.1 million for expansion and improvements to our banana operations in Central America and the Philippines. The remaining capital expenditures of \$41.2 million was related to expansion and improvements of our distribution and fresh-cut fruit and vegetable facilities in North America related to the other fresh produce and banana segments; expansion and improvements to our production operations in Costa Rica, Chile and Jordan related to the other fresh produce segment; and expansion and improvements to our production facilities in the Middle East and Europe related to the prepared food and other fresh produce segments. Investments in unconsolidated companies is comprised of a 10% equity interest in Three Limes, Inc., d/b/a The Purple Carrot, a privately-held company providing plant-based meal kits in North America ("Purple Carrot"). Purchase of a business relates to the purchase of Mann Packing and an herb farm in Jordan.

Proceeds from sale of property, plant and equipment for the first nine months of 2018 consisted primarily of the sale of surplus land in the United Kingdom and other surplus equipment.

Net cash used in investing activities for the first nine months of 2017 consisted of capital expenditures of \$102.8 million, partially offset by proceeds from sales of property, plant and equipment of \$4.0 million. Capital expenditures for the first nine months of 2017 consisted primarily of expansion and improvements of our distribution and fresh-cut fruit facilities in North America related to the other fresh produce and banana segments; expansion and improvements to our banana operations in the Philippines and Central America; expansion and improvements to our production facilities in the Middle East and Kenya related to the prepared food and other fresh produce segments; and expansion and improvements to production facilities in Costa Rica and Chile in the other fresh produce segment. Proceeds from sale of property, plant and equipment for the first nine months of 2017 consisted primarily of the sale of a refrigerated vessel, surplus shipping equipment and other surplus equipment.

On February 26, 2018, we acquired Mann Packing by purchasing all of its outstanding capital stock for an aggregate consideration of \$371.4 million, net of cash received. This acquisition was funded by a three-day promissory note of \$229.7 million, entered into at the seller's request, and cash of \$143.2 million. The three-day promissory note was settled with cash on hand and borrowings

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under our credit facility. Mann Packing is an award-winning innovator and leading grower, processor and supplier of a broad variety of fresh and value-added vegetable products in North America with annual sales of \$535.8 million in 2017. Mann Packing's strength in the vegetable category, one of the fastest growing fresh food segments, is allowing us to diversify our business, leverage our distribution network, infrastructure and increase our market reach. In addition, this transaction is expected to provide us with the following synergies:

• Acceleration of expansion strategy at Mann Packing's key retailers and channels;

• Improvement of our access to key retailers and food service distribution;

• Development of a forward distribution model to offer just-in-time delivery services nationwide by leveraging our North America distribution infrastructure to significantly broaden national coverage for our value-added vegetable products;

• Procurement savings by leveraging product sourcing in North America and lower cost sourcing opportunities using our infrastructure in Central America. In addition to enhanced packaging, materials, equipment and other consolidated component savings;

• Expansion of Mann Packing's production capacity in the United States by leveraging our existing facilities to improve Mann Packing's reach; and

• Marketing and overhead synergies resulting from opportunities to pursue co-branding and better pricing potential utilizing the DEL MONTE® brand.

On May 7, 2018, we acquired a 10% equity interest in Purple Carrot for \$4.2 million. Our investment was funded using operating cash flows and available borrowings under our Credit Facility (as defined below). This investment builds on our commitment to seize growth opportunities that will further diversify our business, leverage our distribution network and infrastructure, and provide healthful, fresh fruit and vegetable offerings in as many channels as possible.

In June 2018, we acquired a 70% interest in an herb farm in Jordan for \$1.7 million as part of our diversification strategy. This acquisition was funded using operating cash flows and available borrowings under our Credit Facility.

Net cash provided by financing activities for the first nine months of 2018 was \$215.4 million compared with net cash used in financing activities of \$75.5 million for the first nine months of 2017. Net cash provided by financing activities for the first nine months of 2018 consisted of net borrowings on long-term debt of \$269.6 million and proceeds from stock options exercised of \$0.8 million, partially offset by distributions to noncontrolling interest, net, of \$2.4 million, share-based awards settled in cash for taxes of \$1.4 million, dividends paid of \$21.8 million and repurchase and retirement of ordinary shares of \$29.4 million.

Net cash used in financing activities for the first nine months of 2017 consisted of repurchase and retirement of ordinary shares of \$96.3 million, dividends paid of \$22.7 million, stock-based awards settled in cash for taxes of \$5.6 million and distributions to noncontrolling interest, net, of \$4.0 million, partially offset by net repayments on long-term debt of \$51.7 million and proceeds from stock options exercised of \$1.4 million.

On April 16, 2015, we entered into a five-year, \$800.0 million syndicated senior unsecured revolving credit facility maturing on April 15, 2020 (the "Credit Facility") with Bank of America, N.A. as administrative agent and Merrill Lynch, Pierce, Fenner & Smith Inc. as sole lead arranger and sole book manager. Borrowings under the Credit Facility bear interest at a spread over the London Interbank Offer Rate ("LIBOR") that varies with our leverage ratio. The margin for LIBOR advances under the Credit Facility currently is 1.50%. The Credit Facility also includes a swing line facility, a letter of credit facility and a feature which allowed, with bank approval, an increase in availability of up to an additional \$300.0 million. On February 27, 2018, we exercised this option and increased the revolving borrowing capacity of the Credit Facility from \$800.0 million to \$1.1 billion. On September 27, 2018, we amended certain covenant ratios of our Credit Facility. All other terms of the Credit Facility substantially remained the same. During the first nine months of 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 from our Credit Facility.

We intend to use the Credit Facility from time to time for general corporate purposes, which may include the repayment or refinancing of our existing indebtedness, working capital needs, capital expenditures, funding of possible acquisitions, possible share repurchases and satisfaction of other obligations.

We have a renewable 364-day, \$25.0 million commercial and stand-by letter of credit facility with Rabobank Nederland.

At September 28, 2018, we had \$628.5 million outstanding under the Credit Facility bearing interest at a per annum rate of 3.58%. In addition, we pay a fee on unused commitments under the Credit Facility.

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The Credit Facility is unsecured as long as we maintain a certain leverage ratio and also requires us to comply with certain financial and other covenants, including limitations on capital expenditures, the amount of dividends that can be paid in the future, the amount and types of liens and indebtedness, material asset sales and mergers. As of September 28, 2018, we were in compliance with all of the financial and other covenants contained in the Credit Facility.

At September 28, 2018, we had \$497.5 million available under committed working capital facilities, primarily under the Credit Facility. At September 28, 2018, we had applied \$12.2 million to the Rabobank and Bank of America letter of credit facilities, in respect of certain contingent obligations and other governmental agencies and purchases of equipment and raw material guarantees and other trade related letters of credit. We also had \$18.6 million in other letters of credit and bank guarantees not included in the Rabobank or Bank of America letter of credit facilities.

As of September 28, 2018, we had \$629.5 million of long-term debt and capital lease obligations, including the current portion, consisting of \$628.5 million outstanding under the Credit Facility and \$1.0 million of capital lease obligations.

Based on our operating plan combined with our available borrowing capacity under our Credit Facility, we believe we will have sufficient resources to meet our cash obligations for the foreseeable future.

As of September 28, 2018, we had cash and cash equivalents of \$22.5 million.

During December 2017 and during the first nine months of 2018, we entered into definitive agreements for the building of six new refrigerated container ships for approximately \$173.2 million. The agreements require payments of approximately \$36 million in 2018, \$31.5 million in 2019, \$85.1 million in 2020 and \$20.6 million in 2021. This shipbuilding program will replace our entire U.S. east coast fleet of vessels. We expect to fund these capital expenditures through operating cash flows and bank borrowings.

During the first nine months of 2018, we paid approximately \$2.7 million in termination benefits related to Chilean and Philippine restructuring and \$0.3 million in contract termination for the closure of distribution centers in Europe in previous periods. We expect additional payments related to Philippine restructuring within a range of \$0.5 million to \$1.0 million for termination benefits and contract termination costs within the next 12 months.

In connection with a current examination of the tax returns in two foreign jurisdictions, the taxing authorities have issued income tax deficiencies related to transfer pricing aggregating approximately \$144.1 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 as we believe that the proposed adjustments are without technical merit. We will continue to vigorously contest the adjustments and expect to exhaust all administrative and judicial remedies necessary to resolve the matters, which could be a lengthy process. We regularly assesses the likelihood of adverse outcomes resulting from examinations such as these to determine the adequacy of its 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.

On December 22, 2017, the Tax Cut and Jobs Act (the "Act") was signed into law. In accordance with Staff Accounting Bulletin ("SAB") 118, we recognized the estimated impact of this legislation as a component of income tax expense in our audited financial statements for the year ending December 29, 2017. SAB 118 allows for a measurement period, not to extend beyond one year from the enactment date, for companies to complete their accounting for the provisions of the Act under ASC 740. As of September 28, 2018, we finalized our analysis of the impact of the Act and



determined that there were no adjustments required to be recorded for the financial statement for the year ending December 29, 2017.

The fair value of our interest rate swaps and foreign currency cash flow hedges changed from a liability of \$1.4 million as of December 29, 2017, to an asset of \$5.0 million as of September 28, 2018. We expect that a net gain of \$2.8 million will be transferred to earnings during the next 12 months and the remaining net gain of \$2.2 million over a period of 10 years, along with the earnings effect of the related forecasted transactions.

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## Results of Operations

The following tables present for each of the periods indicated (i) net sales by geographic region and (ii) net sales and gross profit by product category, and in each case, the percentage of the total represented thereby (U.S. dollars in millions, except percent data):

## Net sales by geographic region:

	Quarter ended		September 29,		September 28,		September 29,		September 28,		September 29,	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
North America	\$709.3	66 %	\$576.9	61 %	\$2,187.5	63 %	\$1,833.8	59 %				
Europe	137.5	13 %	134.7	14 %	507.4	15 %	501.9	16 %				
Middle East	104.2	10 %	121.3	13 %	346.1	10 %	392.0	13 %				
Asia	110.1	10 %	108.3	11 %	358.6	10 %	360.0	11 %				
Other	8.4	1 %	11.5	1 %	48.4	2 %	44.5	1 %				
Totals	\$1,069.5	100%	\$952.7	100%	\$3,448.0	100%	\$3,132.2	100%				

## Product net sales and gross profit:

	Quarter ended				September 29, 2017			
	September 28, 2018		September 29, 2017		September 28, 2018		September 29, 2017	
	Net Sales	Gross Profit	Net Sales	Gross Profit	Net Sales	Gross Profit	Net Sales	Gross Profit
Other fresh produce	\$584.9	55 %	\$37.7	72 %	\$468.0	49 %	\$44.4	76 %
Banana	397.4	37 %	10.3	19 %	409.2	43 %	5.7	10 %
Prepared foods	87.2	8 %	4.6	9 %	75.5	8 %	8.2	14 %
Totals	\$1,069.5	100%	\$52.6	100%	\$952.7	100%	\$58.3	100%

	Nine months ended				September 29, 2017			
	September 28, 2018		September 29, 2017		September 28, 2018		September 29, 2017	
	Net Sales	Gross Profit	Net Sales	Gross Profit	Net Sales	Gross Profit	Net Sales	Gross Profit
Other fresh produce	\$1,879.8	55 %	\$131.3	55 %	\$1,542.3	49 %	\$147.8	53 %
Banana	1,308.3	38 %	86.2	36 %	1,353.8	43 %	98.8	35 %
Prepared foods	259.9	7 %	19.9	9 %	236.1	8 %	34.0	12 %
Totals	\$3,448.0	100%	\$237.4	100%	\$3,132.2	100%	\$280.6	100%

## Third Quarter 2018 Compared with Third Quarter of 2017

**Net Sales.** Net sales for the third quarter of 2018 were \$1,069.5 million compared with \$952.7 million for the third quarter of 2017. The increase in net sales of \$116.8 million was principally attributable to higher net sales in our other fresh produce and prepared food business segments, partially offset by lower net sales in our banana segment. The Mann Packing business, which we acquired during the first quarter of 2018 and operates in the other fresh produce and prepared food business segments, contributed \$142.5 million in net sales during the third quarter of 2018.

Net sales in the other fresh produce segment increased \$116.9 million, principally as a result of higher net sales of fresh-cut products and vegetables, partially offset by lower net sales of pineapples and avocados. The acquisition of

Mann Packing contributed \$128.7 million of the net sales of other fresh produce during the third quarter of 2018.

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Net sales of fresh-cut products increased principally due to the sales of Mann Packing products in North America. Also contributing to the increase were higher sale volumes in Europe, the Middle East and Asia, primarily attributable to strong customer demand.

Net sales of vegetables increased due to the sale of Mann Packing vegetable products in North America.

Net sales of pineapples decreased primarily due to lower per unit sales price in North America and Europe as a result of high industry supplies early in the quarter. Partially offsetting this decrease were higher sales volumes in Europe.

Worldwide pineapple sales volume remained relatively flat during the third quarter.

Net sales of avocados decreased due to lower per unit sales prices in North America principally due to high industry supplies. Our North America avocado sales volume increased 37% during the third quarter.

Net sales in the prepared food segment increased \$11.7 million principally due to sales of Mann Packing prepared food products in North America. Partially offsetting this increase were lower net sales of canned pineapple products in Europe as a result of high industry volumes sourced from Asia combined with lower net sales in our Jordanian poultry business due to increased competition.

Net sales of bananas decreased by \$11.8 million principally due to lower net sales in the Middle East and Europe, partially offset by higher net sales in North America and Asia. Worldwide banana sales volume decreased 6%.

Middle East banana net sales decreased due to lower sales volumes as a result of reduced supplies from the Philippines due to reduced sales to Iran and Iraq as a result of the political situation in those markets. Partially offsetting these decreases were higher per unit sales price.

Europe banana net sales decreased slightly due to lower sales volumes, partially offset by higher per unit sales prices. Favorable exchange rates contributed to the higher per unit sales prices.

North America banana net sales increased as a result of higher per unit sales prices, partially offset by lower sales volume.

Asia banana net sales increased due to higher sales volumes, partially offset by lower per unit sales prices.

Cost of Products Sold. Cost of products sold was \$1,016.9 million for the third quarter of 2018 compared with \$894.4 million for the third quarter of 2017, an increase of \$122.5 million. The increase was primarily attributable to cost of product sold related to the Mann Packing acquisition combined with higher distribution costs principally in North America and Europe as a result of increased trucking rates attributable to limited availability of resources and higher fuel costs.

Gross Profit. Gross profit was \$52.6 million for the third quarter of 2018 compared with \$58.3 million for the third quarter of 2017, a decrease of \$5.7 million. This decrease was attributable to lower gross profit in our other fresh produce and prepared food business segments, partially offset by higher gross profit in our banana segment.

Gross profit in the other fresh produce segment decreased \$6.7 million principally due to lower gross profit on pineapples and avocados, partially offset by higher gross profit on fresh-cut products and non-tropical fruit.

Gross profit on pineapples decreased principally due to lower per unit sales prices in North America and Europe primarily as a result of higher industry volumes. Also contributing to the decrease in gross profit were higher costs, principally higher distribution costs in North America, Europe and the Middle East and higher ocean freight costs in North America, the Middle East and Asia. In addition we incurred higher fruit cost in Costa Rica due to lower yields. Worldwide pineapple per unit sale prices decreased 6% and per unit costs increased 9%.

Gross profit on avocados decreased due to lower per unit sales price primarily as a result of higher industry supplies. Partially offsetting this decrease were higher sales volumes and lower fruit costs.

Gross profit on non-tropical fruit increased principally due to lower per unit cost and higher sales volumes of grapes and lower fruit cost and higher selling prices of apples.

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Gross profit in the prepared food segment decreased by \$3.6 million principally due to lower selling prices in our Jordanian poultry business primarily due to increased competition and an over-supply in the market along with higher distribution costs. Also contributing to the decrease in gross profit were lower sales prices on industrial pineapple products as a result of excess industry supply and lower sales volumes and per unit sales price of canned pineapple products primarily due to lower demand. Partially offsetting these decreases was the gross profit from Mann Packing prepared vegetable products.

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Gross profit in the banana segment increased \$4.6 million primarily due to higher per unit selling prices in Europe principally due to improved customer demand and favorable exchange rates and higher per unit selling prices in the Middle East primarily a result of lower volumes from the Philippines. Partially offsetting these increases were higher ocean freight and distribution costs in North America. Worldwide banana per unit sale prices increased 3% and per unit costs increased 2%.

**Selling, General and Administrative Expenses.** Selling, general and administrative expenses increased \$8.2 million from \$41.2 million in the third quarter of 2017 to \$49.4 million for the third quarter of 2018. The increase was principally due to higher selling, marketing and administrative expenses in North America as a result of the Mann Packing acquisition. The amortization of intangible assets related to the Mann Packing acquisition contributed approximately \$4.0 million of the increase in selling, general and administrative expense during the third quarter.

**Gain on Disposal of Property, Plant and Equipment, Net.** There was no gain on disposal of property, plant and equipment, net, during the third quarter of 2018. The gain on disposal of property, plant and equipment, net, of \$0.3 million during the third quarter of 2017 was principally related to the sale of surplus shipping equipment and other surplus equipment.

**Asset Impairment and Other Charges, Net.** Asset impairment and other charges, net, was \$14.5 million during the third quarter of 2018, as compared with \$0.7 million during the third quarter of 2017.

Asset impairment and other charges, net, for the third quarter of 2018 were:

• \$12.1 million in asset impairment charges and severance expense related to our decision to abandon certain low-yield areas in our banana operations in the Philippines;

• \$0.8 million in severance expense related to restructuring as a result of cost reduction initiatives in our Chilean non-tropical fruit operation; and

• \$1.6 million in asset impairment charges related to underutilized assets in Central America in the banana and other fresh produce segments.

Asset impairment and other charges, net, for the third quarter of 2017 related to flood damage in our Chile non-tropical fruit operation.

**Operating (Loss) Income.** Operating (loss) income for the third quarter of 2018 decreased by \$28.0 million from income of \$16.7 million in the third quarter of 2017 to a loss of \$(11.3) million for the third quarter of 2018. This decrease was due to lower gross profit, higher selling, general and administrative expenses, lower gain on disposal of property, plant and equipment and higher asset impairment and other charges, net.

**Interest Expense.** Interest expense was \$7.0 million for the third quarter of 2018 as compared with \$1.4 million for the third quarter of 2017. The increase was due to higher average loan balances as a result of the Mann Packing acquisition and higher interest rates.

**Other Expense, Net.** Other expense, net, was \$2.4 million for the third quarter of 2018 as compared with \$1.0 million for the third quarter of 2017. The change in other expense, net, of \$1.4 million was principally attributable to pension costs reclassified from operating expenses during the third quarter of 2018 as compared with the third quarter of 2017.

**Provision for Income Taxes.** Provision for income taxes was \$0.7 million for the third quarter of 2018 compared to \$4.2 million for the third quarter of 2017. The decrease in the provision for income taxes of \$3.5 million is primarily due to lower earnings.

First Nine Months of 2018 Compared with First Nine Months of 2017

Net Sales. Net sales for the first nine months of 2018 were \$3,448.0 million compared with \$3,132.2 million for the first nine months of 2017. The increase in net sales of \$315.8 million was due to higher net sales in our other fresh produce and prepared food segments, partially offset by lower net sales in the banana segment. The Mann Packing business, which we acquired during the first quarter of 2018, operates in the other fresh produce and prepared food business segments, contributed \$339.9 million in net sales during the first nine months of 2018.

Net sales in the other fresh produce segment increased \$337.5 million principally as a result of higher net sales of fresh-cut products, vegetables, avocados and pineapples, partially offset by lower net sales of tomatoes.

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Net sales of fresh-cut products increased primarily due to the sales of Mann Packing products in North America. Also contributing to the increase were higher sales prices and volumes in Europe and Asia, which were mostly attributable to favorable exchange rates and improved customer demand. Worldwide fresh-cut products sales volume increased 77%.

Net sales of vegetables increased due to the sale of Mann Packing vegetable products in North America such as broccoli, cauliflower and lettuce.

Net sales of avocados increased due to higher sales volumes in North America principally as a result of higher customer demand, partially offset by lower per unit sales prices due to high industry supplies.

Net sales of pineapples increased primarily due to higher sales volumes in Europe principally as a result of higher customer demand combined with favorable exchange rates. Partially offsetting this increase were high industry volumes in North America and unfavorable market conditions in the Middle East which resulted in lower per unit sales prices. Worldwide pineapple sales volume increased 9%.

Net sales of tomatoes decreased due to the discontinuance of our tomato growing operation in North America.

Net sales in the prepared food segment increased \$23.8 million principally due to sales of Mann Packing prepared food products in North America combined with higher net sales of canned deciduous products in Europe and beverage products in the Middle East, primarily the result of improved customer demand. Partially offsetting these increases were lower net sales of canned pineapple products and lower pricing on industrial products principally due to lower demand and high industry supplies.

Net sales of bananas decreased by \$45.5 million principally due to lower net sales in the Middle East, Asia and Europe, partially offset by higher net sales in North America. Worldwide banana sales volume decreased 6%.

Middle East banana net sales decreased due to lower sales volumes as a result of reduced supplies from the Philippines due to reduced sales to Iran and Iraq as a result of the political situation in those markets. Partially offsetting these decreases were higher per unit sales price.

Asia banana net sales decreased due to lower supplies from the Philippines, partially offset by higher per unit sales price.

Europe banana net sales decreased due to lower sales volumes, partially offset by higher per unit sales prices principally the result of favorable exchange rates.

North America banana net sales increased as a result of higher per unit sale prices.

Cost of Products Sold. Cost of products sold was \$3,210.6 million for the first nine months of 2018 compared with \$2,851.6 million for the first nine months of 2017, an increase of \$359.0 million. The increase was primarily attributable to \$316.3 million of cost of products sold related to the Mann Packing acquisition combined with higher distribution costs principally in North America and Europe as a result of increased trucking rates attributable to limited availability of resources and higher fuel costs. Also contributing to the decrease in cost of products sold were higher container shipping rates in the Middle East and Asia and higher fruit cost for non-tropical fruit in Chile.

Gross Profit. Gross profit was \$237.4 million for the first nine months of 2018 compared with \$280.6 million for the first nine months of 2017, a decrease of \$43.2 million. This decrease was attributable to lower gross profit in all of our business segments.

Gross profit in the banana segment decreased by \$12.5 million principally due to higher distribution costs in North America, Europe and the Middle East, higher ocean freight costs in North America, the Middle East and Asia and lower sales volumes in all markets. Partially offsetting these decreases were higher per unit sales prices in all markets. Worldwide banana per unit sales prices increased 3% and per unit cost increased 4%.

Gross profit in the prepared food segment decreased by \$14.1 million due to lower pricing on industrial products and lower sales volumes on canned pineapples primarily as a result of industry oversupply and low demand. Partially offsetting these decreases was the gross profit from prepared vegetables and prepared meals related to the Mann Packing acquisition.



Gross profit in the other fresh produce segment decreased \$16.6 million principally due to lower gross profit on pineapples, tomatoes and melons, partially offset by higher gross profit on fresh-cut products and non-tropical fruit.

Gross profit on pineapples decreased principally due to lower per unit sales prices in North America and the Middle East primarily as a result of higher industry volumes. Also contributing to the decrease in gross profit

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were higher fruit cost in Costa Rica, higher distribution costs in all regions and higher ocean freight costs in North America, the Middle East and Asia. Worldwide pineapple per unit sale prices decreased 7% and per unit costs increased 6%.

Gross profit on tomatoes decreased principally due to lower sales volumes as a result of the discontinuance of our U.S. growing operations during the year combined with higher costs.

Gross profit on melons decreased primarily due to higher fruit and distribution cost combined with lower per unit sales price in North America.

Gross profit on fresh-cut products increased due to the Mann Packing acquisition combined with lower fruit cost in North America, higher sales volumes and sales prices in Asia and Europe principally as a result of strong customer demand and favorable exchange rates. Partially offsetting these increases were lower selling prices in the Middle East.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased \$16.9 million from \$131.0 million for the first nine months of 2017 to \$147.9 million for the first nine months of 2018. The increase was due to higher selling, marketing and administrative expenses in North America principally as a result of the Mann Packing acquisition combined with unfavorable exchange rates in Europe. Partially offsetting these increases were lower executive compensation and legal expenses.

Gain on Disposal of Property, Plant and Equipment, Net. The gain on disposal of property, plant and equipment, net, was \$5.9 million during the first nine months of 2018 and primarily related to the sale of surplus land in the United Kingdom, partially offset by the disposal of non-tropical plants in Chile due to varietal changes. During the first nine months of 2017, the gain on disposal of property, plant and equipment of \$1.2 million consisted primarily of the sales of surplus shipping equipment and other surplus equipment.

Asset Impairment and Other Charges, Net. Asset impairment and other charges were \$36.4 million during the first nine months of 2018 as compared with \$0.7 million during the first nine months of 2017.

Asset impairments and other charges (credits), net, for the first nine months of 2018 were:

- \$30.3 million in asset impairment charges related to our decision to abandon certain low-yield areas in our banana operations in the Philippines;

- \$2.9 million in acquisition-related expenses:

- \$2.5 million in severance expense related to restructuring as a result of cost reduction initiatives in our Chilean non-tropical fruit operation;

- \$1.6 million in asset impairment charges related to underutilized assets in Central America in the banana and other fresh produce segments; and

- a credit of \$(0.9) million related to insurance proceeds due to damage from inclement weather in one of our California facilities related to the other fresh produce segment.

Asset impairments and other charges (credits), net, for the first nine months of 2017 were:

- \$0.8 million related to flood damage in our Philippines banana operation;

- \$0.6 million in asset impairment charges related to underutilized assets in Central America in the banana segment;

- \$0.8 million related to flood damage in our Chilean non-tropical fruit operation;

- a credit of \$(2.2) million of insurance proceeds related to previously announced flood damage in our Chile non-tropical fruit operation; and

- \$0.7 million related to flood damage in our Chile non-tropical fruit operation.

Operating (Loss) Income. Operating income decreased by \$91.1 million from \$150.1 million in the first nine months of 2017 to \$59.0 million for the first nine months of 2018. The decrease in operating income was due to lower gross

profit, higher selling, general and administrative expenses and higher asset impairment and other charges, net, partially offset by higher gain on disposal of property, plant and equipment, net.

Interest Expense. Interest expense increased by \$12.4 million from \$4.4 million for the first nine months of 2017 to \$16.8 million for the first nine months of 2018 principally due to higher average debt balances as a result of the Mann Packing acquisition combined with higher interest rates.

Other Expense , Net. Other expense, net, was \$13.1 million for the first nine months of 2018 as compared with \$1.6 million for the first nine months of 2017. The change in other expense, net, of \$11.5 million was principally attributable to higher foreign

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exchange losses and pension costs reclassified from operating expenses during the first nine months of 2018 as compared with the first nine months of 2017.

**Provision for Income Taxes.** Provision for income taxes was \$13.4 million for the first nine months of 2018 as compared with \$18.9 million for the first nine months of 2017. The decrease in the provision for income taxes of \$5.5 million is primarily due to lower earnings.

### Fair Value Measurements

The purchase price accounting for the Mann Packing acquisition reflected in the accompanying financial statements is preliminary and is based upon estimates and assumptions that are subject to change within the measurement period. The measurement period remains open pending the completion of valuation procedures related to the acquired tangible and intangible assets and assumed liabilities. The \$159.9 million allocated to goodwill represents the excess of the purchase price over the preliminary values of assets acquired and liabilities assumed and is subject to revision. The fair value of the net assets acquired are estimated using Level 3 inputs based on unobservable inputs. Refer to Note 5, "Acquisitions", in our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for further discussion on the acquisition of Mann Packing.

The Mann Packing acquisition includes 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. As the put option is outside of our control, the estimated value of the 25% noncontrolling interest is presented as a redeemable noncontrolling interest outside of permanent equity on our Consolidated Balance Sheets. The fair value assigned to this interest is subject to change and is pending completion and is estimated using Level 3 inputs based on unobservable inputs. Refer to Note 7, "Redeemable Noncontrolling Interests", for further discussion on the redeemable noncontrolling interests.

The fair value of the banana reporting unit's goodwill and the prepared food unit's remaining trade names and trademarks are highly 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. We disclosed the sensitivity related to the banana reporting unit's goodwill and the prepared food reporting unit's trade names and trademarks in our annual financial statements included in our Annual Report on Form 10-K for the year ended December 29, 2017.

Potential impairment exists if the fair value of a reporting unit to which goodwill has been allocated is less than the carrying value of the reporting unit. The amount of the impairment to recognize, if any, is calculated as the amount by which the carrying value of goodwill exceeds its implied fair value. Future changes in the estimates used to conduct the impairment review, including revenue projection, market values and changes in the discount rate used, could cause the analysis to indicate that our goodwill or trade names and trademarks are impaired in subsequent periods and result in a write-off of a portion or all of goodwill or trade names and trademarks. The discount rate used is based on independently calculated risks, our capital mix and an estimated market risk premium.

### Revenue Recognition

Our revenues result from the sale of products or services and reflect the consideration to which we expect to be entitled. We record revenue based on a five-step model in accordance with ASC 606, Revenue from Contracts with Customers. 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.

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Seasonality

Interim results are subject to significant variations and may not be indicative of the results of operations that may be expected for the entire 2018 fiscal year. See the information under the caption “Seasonality” provided in Item 1. Business, of our Annual Report on Form 10-K for the year ended December 29, 2017.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in market risk from the information provided in Item 7A. Quantitative and Qualitative Disclosures About Market Risk of our Annual Report on Form 10-K for the year ended December 29, 2017.

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Item 4. 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 September 28, 2018. 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 Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms. Such officers also confirm that there was no change in our internal control over financial reporting during the quarter ended September 28, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. During the quarter ended March 30, 2018, we acquired Mann Packing and are in the process of integrating the acquired business into our overall internal control over financial reporting process. We expect to exclude Mann Packing from the assessment of internal control over financial reporting as of December 28, 2018.

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## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings

See Note 13, “Commitments and Contingencies”, to the Consolidated Financial Statements, Part I, Item 1 included herein.

## Item 1A. Risk Factors

“Item 1A. Risk Factors” of our Form 10-K for the year ended December 29, 2017 includes a discussion of our risk factors. The information presented below updates, and should be read in conjunction with, the risk factors and information disclosed in our Form 10-K. Except as presented below, there have been no material changes from the risk factors described in our Form 10-K.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information regarding our purchases of ordinary shares during the periods indicated:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Program
July 1, 2018 through July 31, 2018	—	\$ —	—	\$300,000,000
August 1, 2018 through August 31, 2018	512,300	\$ 38.34	512,300	\$280,358,418
September 1, 2018 through September 28, 2018	—	\$ —	—	\$280,358,418
Total	512,300	\$ 38.34	512,300	\$280,358,418

(1) For the quarter ended September 28, 2018, we purchased and retired 512,300 of our ordinary shares.

(2) On February 21, 2018, our Board of Directors approved a three-year stock repurchase program of up to \$300 million of our ordinary shares.



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Item 4. Mine Safety Disclosures

Not applicable.

Item 6. Exhibits

10.1\*\* Amendment No. 2 to Amended and Restated Credit Agreement, by and among Fresh Del Monte Produce Inc., certain subsidiaries party thereto, the lenders party thereto and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer.

10.2 Amendment No. 3 to Amended and Restated Credit Agreement, dated as of September 27, 2018, by and among Fresh Del Monte Produce Inc., certain subsidiaries party thereto, the lenders party thereto and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed on September 28, 2018).

31.1\*\* Certification of Chief Executive Officer filed pursuant to 17 CFR 240.13a-14(a).

31.2\*\* Certification of Chief Financial Officer filed pursuant to 17 CFR 240.13a-14(a).

32\*\* Certification of Chief Executive Officer and Chief Financial Officer furnished pursuant to 17 CFR 240.13a-14(b) and 18 U.S.C. Section 1350.

101.INS\*\*\* XBRL Instance 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.

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\*\* Filed herewith.

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets as of September 28, 2018 and December 29, 2017, (ii) Consolidated Statements of Operations for the quarters and nine months ended September 28, 2018 and September 29, 2017, (iii) Consolidated Statements of Comprehensive (Loss) Income for the quarters and nine months ended September 28, 2018 and September 29, 2017, (iv) Consolidated Statement of Cash Flows for the nine months ended September 28, 2018 and September 29, 2017 and (iv) Notes to Consolidated Financial Statements.

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SIGNATURES

Pursuant to the requirements 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: October 30, 2018 By: /s/ Youssef Zakharia  
Youssef Zakharia  
President & Chief Operating Officer

By: /s/ Richard Contreras  
Richard Contreras  
Senior Vice President & Chief Financial Officer