
NOTICE OF EXTRAORDINARY GENERAL MEETING

Fyffes plc

(Incorporated in Ireland under the Companies Acts 1963 to 2005, with registered number 73342)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of Fyffes plc (the “Company”) will be held at the Westin Hotel, College Green, Dublin 2 at 10am on 5 December 2006 to consider and, if thought fit, pass the following Resolutions:

As ordinary resolutions

Resolution 1

THAT, subject to and conditional upon the passing of Resolution 6 in the notice of this Meeting:

- (a) the authorised share capital of the Company be and is hereby altered so that:
 - (i) it shall consist exclusively of €45,005,000 divided into 750,000,000 Ordinary Shares of €0.06 each and 500,000,000 B Tracker Shares of €0.00001 each, such Ordinary Shares and B Tracker Shares having the rights and being subject to the restrictions set out in the Articles of Association of the Company as amended by Resolution 6 in the notice of this meeting; and
 - (ii) any other class of share in the unissued share capital of the Company (which for the avoidance of doubt are shares which have either been redeemed or have not been taken or agreed to be taken by any person) are hereby cancelled.
- (b) in addition to all existing authorities, the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 20 of the Companies (Amendment) Act 1983 (the “1983 Act”) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 20(10) of the 1983 Act) up to €5,000 in nominal value. The authority hereby given shall expire on the earlier of 31 May 2007 or on the completion of the Demerger, as defined in the circular to the Company’s shareholders issued on 10 November 2006 (the “Circular”), and for the purposes of identification signed by the Chairman of the Meeting (the “Demerger”);
- (c) the Directors be authorised and directed to capitalise an amount of up to €5,000 (being part of the amount standing to the credit of the profit and loss account of the Company) and to apply such amount as may be required in paying up in full at par value a bonus issue of one B Tracker Share per ordinary share to each holder of the ordinary shares in the Company as recorded in the register of member at 5.00pm (Irish time) on 29 December 2006 provided that the Directors be and are hereby authorised to take such action as they consider necessary or expedient to deal with any legal, regulatory or practical problems arising in any Overseas Territory (as defined in the Circular), or the requirements of any regulatory body and otherwise to further and give effect to the foregoing provisions of this resolution; and
- (d) for the purpose of effecting and implementing the Demerger, the Directors be authorised to redeem and cancel all B Tracker Shares in exchange for the allotment and issue of ordinary shares of €0.01 each in Total Produce plc (a “Total Produce Share”) to the shareholders of the Company on the basis of 1 Total Produce Share for every 1 B Tracker Share in the Company held by such shareholders as recorded in the register of members of the Company at 5.00pm (Irish time) on 29 December 2006 provided that such Total Produce Shares shall have been allotted and issued in consideration for the transfer to Total Produce plc of the General Produce and Distribution Business, (as more particularly described in the Business Transfer Agreement entered into between the Company and Total Produce (being the material contract referred to in Section 8(1)(b) of Part 6 of the Circular)) (the “General Produce and Distribution Business”) and such redemption shall have been made by reducing the distributable reserves of the Company, including that element of the revaluation reserves falling to be treated as realised, by an amount equal to the carrying value of the General Produce and Distribution Business.

Resolution 2

THAT the Business Transfer Agreement (being the material contract referred to in Section 8(1)(b) of Part 6 of the Circular) be and is hereby approved and the Directors be and are hereby authorised (i) to

do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as they consider necessary or expedient for the purpose of giving effect to the transactions described in the Circular (including, without prejudice to the generality of the foregoing, the implementation of the Demerger); and (ii) to determine the timing at which each such act or thing shall be done; provided no such act or thing is done in a way or at a time which is materially inconsistent with information described in the Circular.

Resolution 3

THAT, subject to and conditional upon the passing of Resolutions 1, 2 and 6, the rules of the Total Produce Profit Sharing Scheme, the main features of which are summarised in Section 9 of Part 6 (Additional Information) of the Circular and a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be approved and the directors of Total Produce, or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to carry the Total Produce Profit Sharing Scheme into effect (including making any amendments required to the rules in order to obtain the approval to them of the Irish Revenue Commissioners).

Resolution 4

THAT, subject to and conditional upon the passing of Resolutions 1, 2 and 6, the rules of the Total Produce Share Incentive Plan, the main features of which are summarised in Section 9 of Part 6 (Additional Information) of the Circular and a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be approved and the directors of Total Produce, or a duly authorised committee of them be authorised to do all such acts and things as they may consider necessary or expedient to carry the Total Produce Share Incentive Plan into effect (including making any amendments required to the rules in order to obtain the approval to them of Her Majesty's Revenue and Customs).

Resolution 5

THAT, subject to and conditional upon the passing of Resolutions 1, 2 and 6, the rules of the Total Produce Executive Share Option Scheme (the Total Produce Option Scheme), the main features of which are summarised in Section 9 of Part 6 (Additional Information) of the Circular and a copy of which is produced to the meeting and initialled by the Chairman for the purpose of identification, be approved and the directors of Total Produce, or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to carry the Total Produce Option Scheme into effect (including making any amendments required to the approved part of the Total Produce Option Scheme in order to obtain the approval of Her Majesty's Revenue and Customs), and the directors of Total Produce or a duly authorised committee of them, be authorised to establish any schedule to the Total Produce Option Scheme they consider necessary in relation to employees in jurisdictions outside of Ireland, with any modifications necessary or desirable to take account of local securities laws, exchange control and tax legislation, provided that any ordinary shares in the capital of Total Produce made available under any schedule are treated as counting against the relevant limits on individual and overall participation in the Total Produce Option Scheme.

As special resolutions

Resolution 6

THAT, subject to and conditional upon the passing of Resolution 1 in the notice of this Meeting, the amendments required to be made to the memorandum and articles of association (as described in paragraph 17 of Part 1 (Letter from the Chairman of Fyffes) of the Circular) as a result of the increase in share capital provided for in Resolution 1 above and the regulations contained in the draft produced to the Meeting and signed for the purposes of identification by the Chairman of the board of directors of the Company, be and are hereby adopted as the new memorandum of association and the new articles of association of the Company in substitution for and to the exclusion of the memorandum of association and the articles of association of the Company for the time being.

Resolution 7

THAT the Company shall make an application forthwith to each of the Irish Stock Exchange and the United Kingdom Listing Authority for the listing of the ordinary share capital of the Company on the Official List of the Irish Stock Exchange and the Official List of the United Kingdom Listing Authority respectively to be cancelled with effect from 8.00 am on 10 January 2007, or in any event no less than twenty business days from the date of passing of this resolution.

By order of the Board

SEAMUS KEENAN
Company Secretary

10 November 2006

Registered Office:
29 North Anne Street
Dublin 7
Ireland

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote in his/her place. Completion of a form of proxy will not affect the right of a member to attend, speak and vote at the Meeting in person.
2. To be valid, proxy forms duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with the Company's Registrars, Computershare Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not later than 10am on 3 December 2006.
3. The Company, pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the register of members of the Company as at 10am on 3 December 2006 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the Meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Services (Ireland) Limited (ID **3RA50**) by 5pm on 1 December 2006. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
5. Resolution 7 must, pursuant to rule 1.6.9 of the Listing Rules of the Irish Stock Exchange, be passed by a majority of not less than 75% of the holders of the Ordinary Shares as (being eligible to do so) vote in person or by proxy on the Resolution.

