

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
No. 08-01916-MD-MARRA/JOHNSON

IN RE: CHIQUITA BRANDS
INTERNATIONAL, INC., ALIEN TORT
STATUTE AND SHAREHOLDER
DERIVATIVE LITIGATION

This Document Relates To:

DERIVATIVE ACTIONS.

**ORDER PRELIMINARILY APPROVING DERIVATIVE SETTLEMENT AND
PROVIDING FOR NOTICE**

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WHEREAS, the Settling Parties have made application, pursuant to Federal Rule of Civil Procedure 23.1, for an order approving the settlement (the “Settlement”) of the Derivative Litigation, in accordance with the Stipulation and Agreement of Settlement dated as of April 19, 2010 (the “Stipulation”), which, together with the Exhibits annexed thereto, sets forth the terms and conditions for a proposed Settlement;

WHEREAS, all capitalized terms contained herein shall have the same meanings as set forth in the Stipulation (in addition to those capitalized terms defined herein); and

WHEREAS, the Court having read and considered the Stipulation and the Exhibits annexed thereto:

NOW THEREFORE, IT IS HEREBY ORDERED:

1. The Court does hereby preliminarily approve, subject to further consideration at the Settlement Hearing described below, the Stipulation and the Settlement set forth therein, including the terms and conditions for settlement of the Derivative Litigation.

2. A hearing (the “Settlement Hearing”) shall be held before this Court on October 15, 2010 at 1:30 p.m. at the Paul G. Rogers Federal Building and U.S. Courthouse, 701 Clematis Street, Courtroom 4, West Palm Beach, Florida to determine: (I) whether the Settlement of the Derivative Litigation on the terms and conditions provided for in the Stipulation, including the provision for the payment of fees and expenses to Plaintiffs’ counsel, is fair, reasonable and adequate to Chiquita Shareholders and to Chiquita and should be approved by the Court; and (ii) whether a Judgment as provided in ¶1.7 of the Stipulation should be entered herein.

3. The Court approves, as to form and content, the Notice of Proposed Settlement of Derivative Litigation and Hearing (“Notice”) annexed as Exhibit A-1 hereto and the Summary

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Notice of Proposed Settlement of Derivative Litigation (“Summary Notice”) annexed as Exhibit A-2 hereto, and finds that the mailing and publication of these notices, substantially in the manner and form set forth in this Order, meet the requirements of Federal Rule of Civil Procedure 23.1 and due process, and are the best notice practicable under the circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

4. The firm of The Altman Group, Inc. (“Notice Administrator”) is hereby appointed to supervise and administer the notice procedure as more fully set forth below:

(a) Not later than August 16, 2010, the Notice shall be mailed to all Chiquita shareholders as of April 19, 2010 who can be identified with reasonable effort;

(b) Not later than August 27, 2010, the Summary Notice shall be published once in *Investor’s Business Daily*; and

(c) At least seven (7) days prior to the Settlement Hearing, counsel for the SLC shall serve on Co-Lead Counsel, counsel for the Individual Defendants, and Chiquita and file with the Court proof, by affidavit or declaration, of such mailing and publishing.

5. The notice described in ¶¶4(a) and (b), above, shall be provided at Chiquita’s expense.

6. All Chiquita Shareholders shall be bound by all orders, determinations and judgments in the Derivative Litigation concerning the Settlement, whether favorable or unfavorable to the Chiquita Shareholders.

7. Pending final determination of whether the Settlement should be approved, no Chiquita Shareholder, either directly, representatively, or in any other capacity, shall commence or

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prosecute against any of the Released Persons, any action or proceeding in any court or tribunal asserting any of the Released Claims.

8. All papers in support of the Settlement shall be filed with the Court and served on or before August 20, 2010.

9. Any Chiquita Shareholder may appear and show cause, if he, she or it has any, why the Settlement of the Derivative Litigation should not be approved as fair, reasonable and adequate, or why a Judgment should not be entered thereon, provided, however, that no Chiquita Shareholder shall be heard or entitled to contest the approval of the terms and conditions of the Settlement, or, if approved, the Judgment to be entered thereon approving the same, unless that Person has, on or before September 20, 2010, filed with the Clerk of the Court and served on the following counsel (delivered by hand or sent by first class mail) written objections and copies of any papers and briefs in support thereof:

ROBBINS GELLER RUDMAN & DOWD LLP
KEITH F. PARK
ARTHUR C. LEAHY
655 West Broadway, Suite 1900
San Diego, CA 92101

COHEN, PLACITELLA & ROTH, P.C.
STEWART L. COHEN
HARRY M. ROTH
Two Commerce Square, Suite 2900
2001 Market Street
Philadelphia, PA 19103

Co-Lead Counsel for Plaintiffs in the Derivative Litigation

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FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
WILLIAM G. MCGUINNESS
DAVID B. HENNES
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New York, NY 10004

Attorneys for the Chiquita Special Litigation Committee

COVINGTON & BURLING LLP
JONATHAN M. SPERLING
620 Eighth Avenue
New York, NY 10018

Attorneys for Fernando Aguirre

ARNOLD & PORTER LLP
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Attorneys for Cyrus F. Freidheim, Jr., Robert F. Kistinger, Warren J. Ligan, Carl H. Lindner, Keith E. Lindner, Robert W. Olson, James B. Riley, Fred J. Runk, William A. Tsacalis, Steven G. Warshaw, and Jeffrey M. Zalla

K&L GATES LLP
JEFFREY B. MALETTA
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Washington, DC 20006

Attorneys for Morten Arntzen, Jeffrey D. Benjamin, Robert W. Fisher, Durk I. Jager, Rohit Manocha, Jaime Serra, Steven P. Stanbrook, Gregory C. Thomas, William W. Verity, and Oliver W. Waddell

O'MELVENY & MYERS LLP
ROBERT M. STERN
1625 Eye Street NW
Washington, DC 20006

Attorneys for Roderick M. Hills

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K&L GATES LLP
ELI R. MATTIOLI
599 Lexington Avenue
New York, NY 10022

Attorneys for John W. Braukman III

RICHMAN GREER P.A.
ALAN G. GREER
201 S. Biscayne Boulevard
Suite 1000
Miami, FL 33131

Attorneys for Clare M. Hasler and Howard W. Barker, Jr.

The written objections and copies of any papers and briefs in support thereof to be filed in Court shall be delivered by hand or sent by first class mail to:

CLERK OF THE COURT
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
701 Clematis Street, Room 202
West Palm Beach, FL 33401

Any Chiquita Shareholder who does not make his, her or its objection in the manner provided herein shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness or adequacy of the Settlement as incorporated in the Stipulation, but shall otherwise be bound by the Judgment to be entered and the releases to be given.

10. All replies to any objections shall be filed and served on or before October 8, 2010.

11. Neither the Stipulation, nor any of its Exhibits (including but not limited to the Governance and Compliance Changes attached as Exhibit C thereto), terms or provisions, nor any of the negotiations or proceedings connected with it, shall be deemed, used or construed as an admission or concession by the Individual Defendants, Chiquita, or the SLC, or as evidence, of the

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truth or validity of any of the allegations in the Derivative Litigation, or of any liability, fault, or wrongdoing of any kind.

12. If the Settlement, including any amendment made in accordance with the Stipulation, is not approved by the Court or shall not become Final or otherwise not become effective for any reason whatsoever, the Settlement (including any modification thereof made with the consent of the parties as provided for in the Stipulation) and any actions taken or to be taken in connection therewith (including this Notice Order and any judgment entered herein) shall be terminated and shall become void and of no further force and effect, except for Chiquita's obligation to pay for any expenses incurred in connection with publishing the notices provided for by this Notice Order. In that event, pursuant to Federal Rule of Evidence 408 and all analogous state laws, neither the Stipulation, nor any provision contained in the Stipulation, nor any action undertaken pursuant thereto, nor the negotiation thereof by any party, shall be deemed an admission or received as evidence in this or any other action or proceeding.

13. The Court reserves the right to adjourn the date of the Settlement Hearing or modify any other dates set forth herein without further notice to the Chiquita Shareholders, and retains jurisdiction to consider all further applications arising out of or connected with the Settlement. The Court may approve the Settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Chiquita Shareholders.


14. The Clerk shall **ADMINISTRATIVELY CLOSE** the individual derivative actions (case no.'s 08-20767, 08-80463, 08-80466, and 08-80467) during the pendency of the settlement approval process, with the right to reopen those cases if the settlement is not approved. Any pending motions in case no.'s 08-20767, 08-80463, 08-80466, and 08-80467 are **DENIED AS MOOT**.

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15. The parties shall file all documents related to the settlement of the derivative actions in case number 08-md-01916.

IT IS SO ORDERED.

DATED: August 5, 2010



THE HONORABLE KENNETH A. MARRA
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
No. 08-01916-MD-MARRA/JOHNSON

IN RE: CHIQUITA BRANDS
INTERNATIONAL, INC., ALIEN TORT
STATUTE AND SHAREHOLDER
DERIVATIVE LITIGATION

This Document Relates To:

DERIVATIVE ACTIONS.

NOTICE OF PROPOSED SETTLEMENT OF DERIVATIVE LITIGATION AND HEARING

EXHIBIT A-1

No. 08-01916-MD-MARRA/JOHNSON

TO: ANY PERSON WHO OWNED CHIQUITA BRANDS INTERNATIONAL, INC. COMMON STOCK AS OF OR AT ANY POINT PRIOR TO APRIL 19, 2010 ("CHIQUITA SHAREHOLDER")

PLEASE READ THIS NOTICE CAREFULLY

THIS NOTICE RELATES TO THE PENDENCY AND PROPOSED SETTLEMENT OF THIS SHAREHOLDER DERIVATIVE LITIGATION

YOU ARE HEREBY NOTIFIED, pursuant to Federal Rule of Civil Procedure 23.1 and an Order of the United States District Court for the Southern District of Florida (the "Court"), that a proposed settlement (the "Settlement") has been reached between Plaintiffs, on behalf of Chiquita Brands International, Inc. ("Chiquita" or the "Company"), the Individual Defendants (defined below) and Chiquita through the Special Litigation Committee of the Board of Directors of Chiquita (the "SLC").

A hearing (the "Settlement Hearing") will be held on Oct. 15, 2010, at 1:30 p.m. at the Paul G. Rogers Federal Building and U.S. Courthouse, Courtroom 4, 701 Clematis Street, West Palm Beach, Florida to determine: (i) whether the Settlement of the Derivative Litigation on the terms and conditions provided for in the Stipulation and Agreement of Settlement dated as of April 19, 2010 (the "Stipulation") (including the provision for the payment of up to \$4,000,000.00 to Plaintiffs' counsel for fees and expenses), is fair, reasonable and adequate to Chiquita Shareholders and to Chiquita and should be approved by the Court; and (ii) whether a Judgment as provided in the Stipulation should be entered dismissing the Derivative Litigation.

I. BACKGROUND

In October and December of 2007 and January of 2008, certain shareholders of the Company filed four shareholder derivative lawsuits in various U.S. District Courts, captioned (i) *City of Philadelphia Public Employees Retirement System, derivatively on behalf of Chiquita Brands*

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International, Inc. v. Aguirre, et al., Case No. 1:07-cv-851 (S.D. Ohio), (ii) *Sheet Metal Workers Local #218(S) Pension Fund, derivatively on behalf of Chiquita Brands International, Inc. v. Hills, et al.*, Case No. 1:07-cv-01957 (D.D.C.), (iii) *Henry Taylor, derivatively on behalf of Chiquita Brands International, Inc. v. Aguirre, et al.*, Case No. 3:07-cv-06002-FLW-JJH (D.N.J.), and (iv) *Hawaii Annuity Trust Fund for Operating Engineers, derivatively on behalf of Chiquita Brands International, Inc. v. Hills, et al.*, Civil No. 1:08-cv-00081-PLF (D.D.C.).

By Orders dated February 20 and 27, 2008, the U.S. Judicial Panel on Multidistrict Litigation transferred the above-described shareholder derivative lawsuits (together with certain other lawsuits that are not the subject of the Stipulation) to the U.S. District Court for the Southern District of Florida (the "Court") for pre-trial purposes. These cases are currently centralized for pre-trial purposes before Judge Kenneth Marra and captioned *In re: Chiquita Brands International, Inc. Alien Tort Statute and Derivative Litigation*, No. 08-01916-Marra/Johnson (the "Derivative Litigation").

In December of 2007, the Service Employees International Union filed a shareholder derivative lawsuit in the Ohio Court of Common Pleas captioned *Serv. Employees Int'l Union, derivatively on behalf of Chiquita Brands International, Inc. v. Hills, et al.*, No. A07-11383 (Ct. of Common Pleas, Hamilton County Ohio) (the "Ohio Action"). By Order entered February 26, 2008, the court in the Ohio Action stayed the Ohio Action pending resolution of the Derivative Litigation.

By order dated August 12, 2008, the Court appointed the law firms of Coughlin, Stoia, Geller, Rudman & Robbins LLP¹ and Cohen, Placitella & Roth, P.C. as co-lead counsel in the Derivative Litigation ("Co-Lead Counsel").

¹ Now known as Robbins Geller Rudman & Dowd LLP.

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On September 11, 2008, Plaintiffs filed a verified consolidated shareholder derivative complaint (the "Amended Complaint") in the Derivative Litigation. The Amended Complaint asserts two causes of action on behalf of Chiquita, breach of fiduciary duty and corporate waste, and asserts those claims against twenty-six (26) current and former Chiquita directors and officers. There are no wrongful acts alleged, claims asserted, or defendants named in the Ohio Action that are not alleged, asserted, and named, respectively, in the Amended Complaint.

The allegations in the Amended Complaint arise principally out of payments made by Chiquita's Colombian subsidiary, C.I. Bananos de Exportación S.A. ("Banadex"), to left-wing guerrilla and right-wing paramilitary groups, including the Fuerzas Armadas Revolucionarias de Colombia, or the Revolutionary Armed Forces of Colombia, known as the "FARC," and the Autodefensas Unidas de Colombia, or the United Self-Defenses of Colombia, known as the "AUC," from approximately 1989 through January 2004 (the "Colombia Payments").

In response to the filing of the Derivative Litigation and the filing of two substantially similar state court actions (the Ohio Action and Hawaii Annuity Trust Fund for Operating Engineers v. Hills, et al., No. c-379-07 (N.J. Super Ct. Ch. Div.)), on April 3, 2008, the Chiquita Board of Directors adopted a resolution (the "Resolution"), which established the SLC. The Resolution delegated to the SLC the authority and power to investigate, review, and analyze the facts, allegations, and circumstances that are the subject of the Derivative Litigation and granted it "the full and exclusive authority to consider and determine whether or not the prosecution of the claims asserted in the Derivative Litigation or any other claims related to the facts, allegations, and circumstances of the Derivative Litigation is in the best interests of the Company and its shareholders, and what action the Company should take with respect thereto. . . ." The Resolution

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designated non-management Chiquita directors Howard W. Barker, Jr., William H. Camp, and Clare M. Hasler as members of the SLC.

From May 2008 through February 2009 the SLC, with the assistance of its independent counsel, Fried, Frank, Harris, Shriver & Jacobson LLP, conducted a detailed and thorough factual and legal investigation in order to determine whether it is in the best interests of the Company and its shareholders to pursue, settle, or dismiss any or all of the claims asserted in the Amended Complaint. During that investigation, the SLC and its counsel conducted seventy interviews of relevant witnesses and reviewed more than 750,000 pages of documents. During the course of the SLC's investigation, the SLC provided Co-Lead Counsel the opportunity to provide input concerning the scope and direction of its investigation and periodically updated Co-Lead Counsel with respect to its factual findings through in-person and telephonic meetings.

Following the conclusion of its investigation and after considering the factual and legal merits of each claim against each of the Individual Defendants (defined below) alleged in the Derivative Litigation, the SLC, in the exercise of its business judgment, concluded that the Amended Complaint should be dismissed in its entirety. Consistent with that conclusion, on February 25, 2009, the SLC filed a motion to dismiss the Amended Complaint. Accompanying the SLC's motion to dismiss, the SLC filed a detailed written report of its investigation and conclusions (the "SLC Report"). The SLC's motion to dismiss remains pending before the Court.

On or before March 31, 2009, Plaintiffs in the Derivative Litigation and the SLC served certain discovery requests and agreed to a briefing schedule with respect to the SLC's motion to dismiss.

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Following the filing of the SLC's motion to dismiss and the SLC Report, Plaintiffs and the SLC engaged in extensive discussions regarding a potential resolution of the Derivative Litigation. On October 5, 2009, the Settling Parties participated in a mediation before the Honorable Layn R. Phillips, a former United States District Judge, in an attempt to reach a settlement. Although a settlement was not reached at the mediation, following the mediation the Settling Parties continued to negotiate in good faith regarding a potential resolution of the Derivative Litigation and the Ohio Action.

On December 23, 2009, the Parties entered into a Memorandum of Understanding pursuant to which they agreed to settle the Derivative Litigation and the Ohio Action, subject to execution of the Stipulation.

Plaintiffs and the SLC agree that it is in the best interests of Chiquita and its shareholders to settle the Derivative Litigation and Ohio Action on the terms described below (the "Settlement"), and the SLC believes that the Settlement, taken as a whole, including the payment of attorneys' fees and expenses of up to \$4 million to Plaintiffs' counsel, is fair and reasonable and is in the best interests of Chiquita and its shareholders.

II. CLAIMS OF PLAINTIFFS AND BENEFITS OF SETTLEMENT

The Plaintiffs believe that the claims asserted in the Derivative Litigation have merit. However, Plaintiffs recognize and acknowledge the expense and length of continued proceedings necessary to prosecute the Derivative Litigation against the Individual Defendants through trial and appeal. Plaintiffs also recognize and acknowledge that the SLC's report sets forth a basis from which it could be concluded that the members of the SLC were independent and disinterested, investigated in good faith and with due care, that the SLC's conclusion that the claims asserted in the

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Derivative Litigation should be dismissed was reasonable, and that, as a result, the Court could have dismissed the Amended Complaint. Plaintiffs also have taken into account the uncertain outcome and the risk of any litigation, especially in complex actions such as the Derivative Litigation, as well as the difficulties and delays inherent in such litigation. Plaintiffs also are mindful of the inherent problems of proof of, and possible defenses to, the violations asserted in the Derivative Litigation. Plaintiffs believe that the Settlement set forth in the Stipulation addresses many of the issues raised in the Derivative Litigation and the Ohio Action and confers substantial benefits upon, and is in the best interests of, Chiquita and its shareholders.

III. TERMS OF THE PROPOSED SETTLEMENT

The full terms and conditions of the Settlement are embodied in the Stipulation, which is on file with the Court and may also be accessed on the internet at www.chiquitaderivativesettlement.com. The following is a summary of the terms of the Stipulation.

A. Definitions

1. "Chiquita" means Chiquita Brands International, Inc.
2. "Co-Lead Counsel" means Robbins Geller Rudman & Dowd LLP, Keith F. Park, Arthur C. Leahy, 655 W. Broadway, Suite 1900, San Diego, California 92101 and Cohen, Placitella & Roth, P.C., Stewart L. Cohen, Two Commerce Square, Suite 2900, 2001 Market Street, Philadelphia, PA 19103.
3. "Effective Date" means the first date by which all of the events and conditions specified in ¶5.1 of the Stipulation have been met and have occurred.
4. "Final" means: (i) if no appeal is filed, that the applicable time for the filing or noticing of any appeal from the Judgment has expired; or (ii) if an appeal is filed, that (a) the

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Judgment (as defined below), has been finally affirmed on appeal or that the appeal has been dismissed, and (b) that the time within which to petition for rehearing, rehearing en banc, and for a writ of certiorari to review the Judgment has expired or all such petitions have been denied or, if a petition for a writ of certiorari is granted, that the Judgment has been affirmed pursuant to that grant.

5. "Individual Defendants" means Fernando Aguirre, Morten Arntzen, Howard W. Barker, Jr., Jeffrey D. Benjamin, John W. Braukman III, Robert W. Fisher, Cyrus Freidheim, Jr., Dr. Clare M. Hasler, Roderick M. Hills, Durk I. Jager, Robert F. Kistingner, Warren J. Ligan, Carl H. Lindner, Keith E. Lindner, Rohit Manocha, Robert W. Olson, James B. Riley, Fred J. Runk, Jamie Serra, Steven P. Stanbrook, Gregory C. Thomas, William A. Tsacalis, William W. Verity, Oliver W. Waddell, Steven G. Warshaw, and Jeffrey M. Zalla.

6. "Judgment" means the final judgment to be rendered by the Court in the Derivative Litigation.

7. "Nominal Defendant" means Chiquita.

8. "Person" means an individual, corporation, limited liability company, professional corporation, limited liability partnership, partnership, limited partnership, association, joint stock company, estate, legal representative, trust, unincorporated association, government or any political subdivision or agency thereof, and any business or legal entity and their spouses, heirs, predecessors, successors, representatives, or assignees.

9. "Related Parties" means any Individual Defendant's, Chiquita's or the SLC's respective predecessors, successors, parents, subsidiaries, affiliates and agents (including, without limitation, any investment bankers, accountants, auditors, insurers, reinsurers or attorneys and any

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past, present or future officers, directors and employees of Chiquita, their predecessors, successors, parents, subsidiaries, affiliates, agents, and their subsidiaries, affiliates and agents).

10. "Released Claims" means all known and unknown claims, rights and causes of action for damages, injunctive relief, or any other legal or equitable remedies against the Released Persons which have been or could have been asserted by any current or former Chiquita shareholder derivatively on behalf of the Company, based upon, arising from, or related to the conduct at issue in the Derivative Litigation, including, without limitation, any allegations of breach of fiduciary duty or corporate waste arising from the Colombia Payments, the sale of Banadex, the guilty plea entered into by Chiquita in March 2007, Chiquita's acquisition and sale of Atlanta AG, the payment of severance and/or compensation to the Individual Defendants or any other individual alleged to have been involved in any of the conduct at issue, or Chiquita's public disclosures regarding any of the conduct at issue in the Derivative Litigation.

11. "Released Persons" means the Individual Defendants, Chiquita, the SLC (which is comprised of William H. Camp, Howard W. Barker, Jr. and Dr. Clare Hasler) and their Related Parties.

12. "Unknown Claims" means any Released Claims which the Plaintiffs, Chiquita Shareholders, or Chiquita do not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with, and release of, the Released Persons or might have affected his, her or its decision not to object to this Settlement.

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B. The Settlement

1. The Settlement

a. Corporate Governance

Plaintiffs and the SLC have reached agreement regarding certain corporate governance and compliance changes, as set forth in Exhibit C to the Stipulation (the "Governance and Compliance Changes"). The Governance and Compliance Changes may be viewed in their entirety at www.chiquitaderivativesettlement.com. In general, and among other things, the Governance and Compliance Changes create, modify, or formalize policies and practices with respect to: the composition of, membership on, or independence of, Chiquita's Board of Directors; internal controls, including training programs for 2010 on some or all of the following topics: "Working with Agents and Intermediaries" (FCPA focus), "Chiquita's Code of Conduct," "Antitrust Policies" and "US Trade Regulations" (OFAC focus), Chiquita's whistleblower program, screening of third-party payments, and related reporting obligations; compliance and ethics; the conduct of shareholder meetings; and director compensation. In connection with the Settlement, except as otherwise specified herein and in Exhibit C to the Stipulation, the Company shall, within one hundred eighty (180) days of the Effective Date, adopt the Governance and Compliance Changes. The SLC acknowledges that the pendency of the Derivative Litigation and negotiations with Co-Lead Counsel caused the Governance and Compliance Changes and that the Governance and Compliance Changes constitute a substantial benefit to Chiquita.

b. Presentation to Chiquita's Board of Directors

Co-Lead Counsel will be allowed to make a presentation to the full Board on two further governance and compliance changes proposed by Co-Lead Counsel: (i) separation of the Chief

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Executive and Chairman roles at the Company, and (ii) the institution of majority voting in contested director elections. The presentation will take place before the Effective Date, unless the Parties are unable to coordinate such a presentation before that time.

c. Discovery

The SLC will provide to Co-Lead Counsel the following discovery: (i) one deposition of an SLC member; (ii) all documents cited in the SLC Report; (iii) all memoranda of interviews conducted by the SLC and its counsel during the course of its investigation; and (iv) all minutes of SLC meetings, in order for Plaintiffs to confirm the fairness and reasonableness of the Settlement. After having had the opportunity to review the foregoing documents, Co-Lead Counsel may request, and upon such request the SLC shall provide, copies of (i) the Company's insurance policies that cover claims alleged in the actions brought against the Company under the Alien Tort Statute, 28 U.S.C. §1350, or the Antiterrorism Act, 18 U.S.C. §2333, that have been centralized in this Court along with the Derivative Litigation (the "ATS Litigation"), (ii) all pleadings filed in the case captioned *Chiquita Brands Int'l, Inc. v. Federal Ins. Co. et al.*, Case No. A0808934 (Ct. Common Pleas, Hamilton County Ohio), and (iii) all coverage correspondence between the Company and its insurance carriers regarding coverage of the claims alleged against the Company in the ATS Litigation (all discovery referred to in this paragraph is defined as the "Settlement Related Discovery"). The Settlement Related Discovery shall be provided pursuant to a protective order entered by the Court pursuant to Federal Rule of Evidence 502(d). No discovery other than the Settlement Related Discovery as described in this paragraph shall be taken.

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d. Dismissal of Ohio Action

Within ten days following the Effective Date of the Settlement, plaintiff in the Ohio Action shall petition the court to dismiss the Ohio Action with prejudice and without costs to any party on the expressly-stated grounds that the Court's approval of the Settlement under Federal Rule of Civil Procedure 23.1 is binding on all current and former Chiquita shareholders, including without limitation the Service Employees International Union.

e. Attorneys' Fees & Expenses

Chiquita, or any successor in interest, and/or Chiquita's D&O insurer will pay or cause to be paid to Plaintiffs' counsel a sum of up to \$4,000,000.00 as ordered by and subject to the approval of the Court, in full settlement of Plaintiffs' claim for attorneys' fees and expenses (referred to herein as the "Fee and Expense Award"). Plaintiffs and Plaintiffs' counsel have agreed that they will not request that the Court approve payment of attorneys' fees and expenses, or reimbursement or compensation for any other costs or expenses, in excess of \$4,000,000.00, as provided for in this Paragraph, both in the Court and on any appeal. Defendants have agreed not to oppose Plaintiffs' counsel's request for such approval in an amount not exceeding \$4,000,000.00, both in the Court and on any appeal. The Settling Parties negotiated the provisions related to the Fee and Expense Award after they agreed to other substantive terms of the Stipulation.

IV. RELEASES

The full terms of the dismissal and release of claims are set forth in the Stipulation. The following is only a summary.

Upon the Effective Date of the Settlement, Chiquita, the Plaintiffs and all Chiquita Shareholders will release the Released Claims against the Released Persons, both as defined above.

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Moreover, the judgment to be entered upon approval of the Settlement will preclude the filing of any action purporting to litigate the Released Claims against the Released Persons. Upon the Effective Date, each of the Released Persons will release claims against Plaintiffs and their counsel from all claims relating to or arising out of, or connected with the institution, prosecution, assertion, settlement or resolution of the Derivative Litigation, the Ohio Action and/or the Released Claims.

With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Plaintiffs, Chiquita Shareholders, and Chiquita shall be deemed to have, and by operation of the Judgment shall have, waived the provisions, rights and benefits of California Civil Code §1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

The Plaintiffs, Chiquita Shareholders, and Chiquita shall be deemed to have, and by operation of the Judgment shall have, waived any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. The Plaintiffs, Chiquita Shareholders, and Chiquita may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the Released Claims but the Plaintiffs, Chiquita Shareholders, and Chiquita upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims known or unknown, suspected or unsuspected, contingent or non-contingent, accrued or unaccrued, whether or not concealed or hidden, which now exist, or heretofore have existed upon any theory of law or equity

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now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Plaintiffs, Chiquita Shareholders, and Chiquita shall be deemed by operation of the Judgment to have acknowledged that the foregoing waivers were separately bargained for and are key elements of the Settlement of which this release is a part.

V. THE HEARING AND YOUR RIGHTS AS CHIQUITA SHAREHOLDERS

A hearing will be held on Oct. 15, 2010, at 1:30 p.m. before the Honorable Kenneth A. Marra, United States District Judge, at the Paul G. Rogers Federal Building and Courthouse, Courtroom 4, 701 Clematis Street, West Palm Beach Florida, for the purpose of determining: (i) whether the Settlement of the Derivative Litigation on the terms and conditions provided for in the Stipulation, including the provision for the payment of attorneys' fees and expenses to cover all attorneys' fees and expenses of all counsel to plaintiffs in both the Derivative Litigation and the Ohio Action is fair, reasonable and adequate to the Chiquita Shareholders and to Chiquita and should be approved by the Court; and (ii) whether a Judgment as provided for in the Stipulation should be entered dismissing the Derivative Litigation with prejudice. The hearing may be adjourned from time to time by the Court at the hearing or any adjourned session thereof without further notice other than by announcement at the hearing of such adjournment.

Any beneficial owner of Chiquita common stock as of or at any point prior to April 19, 2010 may appear at the hearing and be heard as to whether the proposed Settlement should be approved, provided, however, that no such beneficial owner shall be heard unless, on or before Sept. 20, 2010, his, her or its objection or opposition is made in writing and is filed with the Court at the

No. 08-01916-MD-MARRA/JOHNSON

address shown below, together with copies of any supporting papers and briefs upon which he, she or it intends to rely and a sworn statement attesting to the date of purchase by such beneficial owner of his, her or its Chiquita common stock and his, her or its continued ownership thereof. In addition, such beneficial owner shall show due proof of service, on or before the aforesaid date, of copies of such objection or opposition, supporting papers and briefs, and proof of purchase and continued ownership of Chiquita common stock upon each of the following:

CLERK OF THE COURT
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
701 Clematis Street, Room 202
West Palm Beach, FL 33401

ROBBINS GELLER RUDMAN & DOWD LLP
KEITH F. PARK
ARTHUR C. LEAHY
655 West Broadway, Suite 1900
San Diego, CA 92101

COHEN, PLACITELLA & ROTH, P.C.
STEWART L. COHEN
HARRY M. ROTH
Two Commerce Square, Suite 2900
2001 Market Street
Philadelphia, PA 19103

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Attorneys for Fernando Aguirre

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Washington, DC 20006

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Attorneys for John W. Braukman III

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RICHMAN GREER P.A.
ALAN G. GREER
201 S. Biscayne Boulevard
Suite 1000
Miami, FL 33131

Attorneys for Clare M. Hasler and Howard W. Barker, Jr.

Any Chiquita shareholder who does not make his, her or its objection or opposition in the manner provided herein shall be deemed to have waived any and all objections and opposition, and shall be forever foreclosed from making any objection to the fairness, reasonableness and adequacy of the proposed Settlement.

VI. DISMISSAL & RELEASE

Should the Settlement be approved by the Court following the Settlement Hearing, the Court will enter a Final Order and Judgment that:

1. Approves the Settlement as fair, reasonable and adequate to Chiquita and its shareholders;
2. Releases and discharges each of the Released Persons from any and all liability with respect to the Released Claims (including Unknown Claims); and
3. Permanently bars and enjoins the institution or prosecution against the Released Persons of any action asserting or relating in any way to the Released Claims (including Unknown Claims).
4. In the event the Settlement is not approved or such approval does not become Final, then the Settlement shall be of no further force and effect, and each party then shall be returned to his, her or its respective position prior to the Settlement without prejudice and as if the Settlement had not been entered into.

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VII. SPECIAL NOTICE TO NOMINEES

If you held any Chiquita common stock as nominee for a beneficial owner of Chiquita common stock as of or at any point prior to April 19, 2010, then, within ten (10) days after you receive this Notice, you must either: (1) send a copy of this Notice by first class mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Notice Administrator:

Chiquita Derivative Litigation
Notice Administrator
c/o The Altman Group, Inc.
1200 Wall Street West, 3rd Floor
Lyndhurst, NJ 07071

If you choose to mail the Notice yourself, you may obtain from the Notice Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Notice Administrator.

VIII. INJUNCTION AGAINST CERTAIN OTHER LITIGATION

The Court has entered an order barring and enjoining all Chiquita Shareholders from commencing, prosecuting or instigating any action in any court or tribunal asserting any Released Claims against any Released Persons, pending approval of the Settlement by the Court.

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IX. EXAMINATION OF PAPERS AND INQUIRIES

For a more detailed statement of the matters involved in the Derivative Litigation, reference is made to the pleadings, to the Stipulation and to all other papers publicly filed in the Derivative Litigation, which may be inspected at the Office of the Clerk for the United States District Court for the Southern District of Florida, 701 Clematis Street, Room 202, West Palm Beach, Florida, during regular business hours of each business day. Pleadings and other papers regarding the settlement may also be accessed on the internet at www.chiquitaderivativesettlement.com.

Any inquiry concerning the Derivative Litigation should be addressed to a representative of Plaintiffs' Counsel: Robbins Geller Rudman & Dowd LLP, 655 W. Broadway, Suite 1900, San Diego, California 92101, Attention: Rick Nelson.

**PLEASE DO NOT CONTACT THE COURT OR THE CLERK OF THE COURT
REGARDING THIS NOTICE**

DATED: August 5, 2010

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

EXHIBIT A-2

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
No. 08-01916-MD-MARRA/JOHNSON

IN RE: CHIQUITA BRANDS
INTERNATIONAL, INC., ALIEN TORT
STATUTE AND SHAREHOLDER
DERIVATIVE LITIGATION

This Document Relates To:

DERIVATIVE ACTIONS.

SUMMARY NOTICE OF PROPOSED SETTLEMENT OF DERIVATIVE ACTION
EXHIBIT A-2

No. 08-01916-MD-MARRA/JOHNSON

TO: ANY PERSON WHO OWNED CHIQUITA BRANDS INTERNATIONAL, INC. COMMON STOCK AS OF OR AT ANY POINT PRIOR TO APRIL 19, 2010 (“CHIQUITA SHAREHOLDER”)

YOU ARE HEREBY NOTIFIED that pursuant to an Order of the United States District Court for the Southern District of Florida, a hearing will be held on Oct. 15, 2010, at 1:30p.m., before the Honorable Kenneth A. Marra, United States District Judge, Paul G. Rogers Federal Building and U.S. Courthouse, Courtroom 4, 701 Clematis Street, West Palm Beach, Florida for the purpose of determining whether the proposed settlement of the above captioned derivative action (the “Derivative Litigation”) should be approved as fair, reasonable and adequate and whether a judgment dismissing the Derivative Litigation should be entered. In connection with the Settlement, Chiquita will adopt a variety of Governance and Compliance Changes that relate to and address many of the issues raised in the Derivative Litigation. The settlement also provides for the payment of Plaintiffs’ counsels’ fees and expenses, subject to Court approval.

IF YOU WERE OR ARE AN OWNER OF CHIQUITA COMMON STOCK, YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THIS CASE. A more detailed notice describing the Settlement may already have been mailed to you. If you have not received the detailed notice, you may obtain a copy of it by identifying yourself as a former or current owner of Chiquita common stock and writing to:

Chiquita Derivative Litigation
Notice Administrator
c/o The Altman Group, Inc.
1200 Wall Street West, 3rd Floor
Lyndhurst, NJ 07071

Alternatively, you can obtain a copy of the notice on the internet at www.chiquitaderivativesettlement.com.

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Inquiries, other than requests for the detailed notice, may be made to a representative of

Plaintiffs' Counsel:

Rick Nelson
Shareholder Relations
ROBBINS GELLER RUDMAN & DOWD LLP
655 W. Broadway, Suite 1900
San Diego, CA 92101
1-800-449-4900

Any objection to the settlement must be filed with the Court no later than Sept. 20,

2010 and received by the following no later than Sept. 20, 2010:

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655 West Broadway, Suite 1900
San Diego, CA 92101

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Philadelphia, PA 19103

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Suite 1000
Miami, FL 33131

Attorneys for Clare M. Hasler and Howard W. Barker, Jr.

**PLEASE DO NOT CONTACT THE COURT OR THE CLERK OF THE COURT
REGARDING THIS NOTICE**

DATED: August 5, 2010 BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA