

Fyffes Announces Combination with Chiquita

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The Firm is representing Fyffes plc (ESM: FFY ID: AIM: FFY LN) in connection with its announced combination with Chiquita Brands International, Inc. (NYSE: CQB). At the close of the stock-for-stock transaction, which is expected before the end of 2014, Fyffes and Chiquita will be combined under a new company incorporated in Ireland (“ChiquitaFyffes”), where Fyffes is incorporated today. Under the terms of the agreement, Chiquita will merge with a subsidiary of ChiquitaFyffes, and ChiquitaFyffes will acquire Fyffes by way of a scheme of arrangement under Irish law. The transaction is expected to result in Chiquita shareholders owning approximately 50.7% of ChiquitaFyffes, and Fyffes shareholders owning approximately 49.3% of ChiquitaFyffes, on a fully diluted basis. ChiquitaFyffes is expected to be listed on the New York Stock Exchange.

Fyffes is a leading international importer and distributor of tropical produce. Chiquita is a leading international marketer and distributor of bananas, salads, other fruits and healthy snacking products.

The Simpson Thacher team includes Mario Ponce, Elizabeth Cooper, Ravi Agarwal and Jennifer Albrecht (M&A); Brian Robbins, Paul Koppel, Alina Finkelshteyn and Patricia Adams (Executive Compensation and Employee Benefits); Richard Fenyes (Financing); and Devin Heckman (Tax).

Team and Contacts

Mario Ponce

Of Counsel

mponce@stblaw.com

+1-212-455-3442

Richard Fenyes

Partner

rfenyes@stblaw.com

+1-212-455-2812

Elizabeth Cooper

Partner

ecooper@stblaw.com

+1-212-455-3407

Brian Robbins

Partner

brobbins@stblaw.com

+1-212-455-3090

