# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2016**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

**A** This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [ ] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [X] special extension (enter description) FLORIDA, HURRICANE IRMA

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
CHIQUITA SAVINGS & INVESTMENT PLAN

**1b** Three-digit plan number (PN) ▶ 003

**1c** Effective date of plan 01/01/1986

**2a** Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

CHIQUITA BRANDS INTERNATIONAL, INC.

BARBARA HOWLAND CORPORATE SECRETARY
1855 GRIFFIN ROAD SUITE C-436
FORT LAUDERDALE, FL 33004-2275

**2b** Employer Identification Number (EIN) 04-1923360

**2c** Plan Sponsor's telephone number 980-636-5035

**2d** Business code (see instructions) 424400

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 01/31/2018 | ANTOINE MORIN |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

| | | | |
|---|---|---|---|
| **3a** | Plan administrator's name and address [X] Same as Plan Sponsor | **3b** | Administrator's EIN |
| | | **3c** | Administrator's telephone number |
| **4** | If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: | **4b** | EIN |
| **a** | Sponsor's name | **4c** | PN |

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 3739 |
| **6** | Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**). | | |
| **a(1)** | Total number of active participants at the beginning of the plan year | **6a(1)** | 2309 |
| **a(2)** | Total number of active participants at the end of the plan year | **6a(2)** | 2471 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 1128 |
| **d** | Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 3599 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 26 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 3625 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 2334 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 37 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2H 2I 2J 2K 2O 2T 3F 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | [ ] | Insurance |
| **(2)** | [ ] | Code section 412(e)(3) insurance contracts |
| **(3)** | [X] | Trust |
| **(4)** | [ ] | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | [ ] | Insurance |
| **(2)** | [ ] | Code section 412(e)(3) insurance contracts |
| **(3)** | [X] | Trust |
| **(4)** | [ ] | General assets of the sponsor |

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | [X] | **R** (Retirement Plan Information) |
| **(2)** | [ ] | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| **(3)** | [ ] | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

| | | |
|---|---|---|
| **(1)** | [X] | **H** (Financial Information) |
| **(2)** | [ ] | **I** (Financial Information – Small Plan) |
| **(3)** | [ ] | **A** (Insurance Information) |
| **(4)** | [X] | **C** (Service Provider Information) |
| **(5)** | [X] | **D** (DFE/Participating Plan Information) |
| **(6)** | [ ] | **G** (Financial Transaction Schedules) |

## Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2016**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

**A** Name of plan
CHIQUITA SAVINGS & INVESTMENT PLAN

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
CHIQUITA BRANDS INTERNATIONAL, INC.

**D** Employer Identification Number (EIN)
04-1923360

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AMERICAN FUNDS

95-1411037

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AMERICAN BEACON

75-2401150

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DODGE & COX

94-1441976

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DREYFUS

13-5673135

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FEDERATED

25-1111467

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HARTFORD MUTUAL FUNDS

13-3317783

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

LAZARD

20-4571006

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PIMCO FUNDS

95-2632339

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

T. ROWE PRICE

52-2264646

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD

23-1945930

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 37 50 62 64 | SERVICE PROVIDER | 303185 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

UBS FINANCIAL SERVICES INC

13-2638166

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 27 52 | SERVICE PROVIDER | 36250 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

## Part I Service Provider Information (continued)

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2016**

**This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

**A** Name of plan
CHIQUITA SAVINGS & INVESTMENT PLAN

**B** Three-digit plan number (PN) ▶ 003

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
CHIQUITA BRANDS INTERNATIONAL, INC.

**D** Employer Identification Number (EIN)
04-1923360

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WF/BLACKROCK S&P 500 INDEX CIT N

**b** Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 94-3224211-001 | C | 12158114 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2016**

**This Form is Open to Public Inspection**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

**A** Name of plan
CHIQUITA SAVINGS & INVESTMENT PLAN

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
CHIQUITA BRANDS INTERNATIONAL, INC.

**D** Employer Identification Number (EIN)
04-1923360

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 1211 | 1533 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 99352 | |
| **(2)** Participant contributions | 1b(2) | 134494 | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 3965108 | 3658693 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 12598499 | 12158114 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 127419846 | 120765834 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 144218510 | 136584174 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 144218510 | 136584174 |

## Part II Income and Expense Statement

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 1823257 | |
| | **(B)** Participants | 2a(1)(B) | 4988719 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 165903 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 6977879 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 165897 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 165897 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 1443046 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 1443046 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 1349571 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 6016009 |
| c Other income | 2c | | 9032 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 15961434 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 23292794 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 23292794 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | -29868 |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 332844 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 332844 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 23595770 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | -7634336 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

**(1)** ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

**(1)** Name: DELOTTIE & TOUCHE LLP **(2)** EIN: 13-3891517

**d** The opinion of an independent qualified public accountant is **not attached** because:

**(1)** ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | X | | 112000 |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 1000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3 | 4n | | | |
| o | Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service? | 4o | | | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

## Part V Trust Information

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| | |

| **6c** Name of trustee or custodian | **6d** Trustee's or custodian's telephone number |
|---|---|
| | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2016**

**This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

**A** Name of plan
CHIQUITA SAVINGS & INVESTMENT PLAN

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
CHIQUITA BRANDS INTERNATIONAL, INC.

**D** Employer Identification Number (EIN)
04-1923360

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1** 0

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6257133

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6** **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

## Part VII IRS Compliance Questions

| | |
|---|---|
| **20a** Is the plan a 401(k) plan? If "No," skip b | ☐ Yes ☐ No |
| **20b** How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply: | ☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A |
| **21a** What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply: | ☐ Ratio percentage test ☐ Average benefit test ☐ N/A |
| **21b** Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules? | ☐ Yes ☐ No |

**22a** If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

**22b** If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

# Chiquita Savings and Investment Plan

Employer ID No: 04-1923360
Plan Number: 003

Financial Statements as of December 31, 2016 and 2015, and for the Year Ended December 31, 2016, Supplemental Schedules as of and for the Year Ended December 31, 2016, and Independent Auditors' Report

# CHIQUITA SAVINGS AND INVESTMENT PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Deloitte.

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## INDEPENDENT AUDITORS' REPORT

To the Employee Benefits Committee and Participants of the
Chiquita Savings and Investment Plan
Fort Lauderdale, Florida

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Chiquita Savings and Investment Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2016, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedules listed in the Table of Contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

**Report on Form and Content in Compliance with Department of Labor Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

**Predecessor Auditors' Disclaimer of Opinion on 2015 Financial Statements**

The financial statements of the Plan as of December 31, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated December 19, 2016, indicated that because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements.

Deloitte & Touche LLP

January 31, 2018

## CHIQUITA SAVINGS AND INVESTMENT PLAN

### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
### AS OF DECEMBER 31, 2016 AND 2015

| | 2016 | 2015 |
|---|---|---|
| ASSETS: | | |
| Investments, at fair value | $ 132,925,480 | $ 140,019,555 |
| Receivables: | | |
| Participant contributions | - | 134,494 |
| Employer contributions | - | 99,352 |
| Notes receivable from participants | 3,795,166 | 4,131,449 |
| Total receivables | 3,795,166 | 4,365,295 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 136,720,646 | $ 144,384,850 |

See accompanying notes to financial statements.

## CHIQUITA SAVINGS AND INVESTMENT PLAN

### STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2016

| | |
|---|---|
| ADDITIONS: | |
| Contributions: | |
| Participant | $ 4,988,719 |
| Employer | 1,823,257 |
| Rollover | 165,903 |
| Total contributions | 6,977,879 |
| Investment income: | |
| Net appreciation in fair value of investments | 7,308,233 |
| Dividends | 1,509,425 |
| Net investment income | 8,817,658 |
| Interest income on notes receivable from participants | 165,897 |
| Total additions | 15,961,434 |
| DEDUCTIONS: | |
| Distributions to participants | (23,292,794) |
| Administrative expenses | (332,844) |
| Total deductions | (23,625,638) |
| DECREASE IN NET ASSETS | (7,664,204) |
| NET ASSETS AVAILABLE FOR BENEFITS: | |
| Beginning of the year | 144,384,850 |
| End of the year | $ 136,720,646 |

See accompanying notes to financial statements.

## 1. PLAN DESCRIPTION

The following description of the Chiquita Savings and Investment Plan (the "Plan") provides only general information. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions.

**General**—The Plan is a defined contribution plan available for participation by substantially all full-time and part-time domestic nonunion employees of Chiquita Brands International, Inc. (the "Company" or the "Plan Sponsor") and its participating subsidiaries who have completed 60 days of service and have attained the age of 21. Although it is anticipated that the Plan will continue indefinitely, the Board of Directors of the Company can amend, suspend or terminate the Plan at any time, subject to the provisions of the Plan, the Internal Revenue Code of 1986 (the "IRC") and the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In the event of Plan termination, active participants become 100% vested in their accounts.

The Plan Document was amended and restated effective January 1, 2016 to include all plan amendments since the last restatement in 2011 as well as new amendments eliminating the Safe Harbor status of the Plan, changing the Company's basic matching contribution from a 100% match on up to 6% of compensation to a 50% match on up to 6% compensation, implementing a 4-year vesting schedule on employer matching contributions, and eliminating the early retirement provision for new participants.

**Participant Accounts**—Participants may have up to six accounts under the Plan:

| Account | Description of Account |
|---|---|
| Employee Accounts:<br>- Employee Before-Tax Contributions<br>- Employee After-Tax Designated Roth Contributions<br>- Rollover Contributions | Reflect all before-tax, after-tax Designated Roth, catch-up and rollover contributions, and the income, losses, withdrawals and distributions attributable to such employee contributions. |
| Company Accounts:<br>- Matching Contributions<br>- Profit Sharing Contributions<br>- Non-elective Contributions | Reflect a participant's share of Company contributions, profit-sharing contributions of certain merged plans, and an amount equal to a participant's unspent employee credits contributed prior to January 1, 2004 from the Company's separate welfare benefit plans, and the income, losses, withdrawals and distributions attributable to such contributions. |

Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contribution and related matching and nonelective contributions and Plan earnings. Participant accounts are also charged with withdrawals and an allocation of plan losses and administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Participant Contributions**—During 2016 and 2015, participants could elect to defer as a before-tax contribution or after-tax designated Roth contribution any whole percentage of their compensation, subject to the limitations, as defined in the Plan document, and subject to the non-discrimination standards of the IRC. A participant's taxable compensation is reduced by the amount of before-tax contributions, and those amounts are contributed to the Plan on the participant's behalf by the Company. A participant's before-tax contributions and designated Roth contributions in any one year are also limited to a fixed dollar maximum ($18,000 for 2016 and 2015), as specified by the IRC. The first 6% of compensation contributed to the Plan is eligible for employer matching contributions (100% match in 2015 and 50% match in 2016). Participants age 50 or older can make catch-up contributions if they contributed the maximum elective deferral under the Plan. A participant's catch-up contributions in any one year are limited to a fixed dollar maximum ($6,000 for 2016 and 2015), as specified by the IRC.

The Plan also accepts rollover contributions ("Rollovers") from other qualified plans and from certain individual retirement accounts. Rollovers are credited to a participant's rollover contributions account and are treated in a manner similar to before-tax contributions or after-tax designated Roth contributions (consistent with how rollover contributions were treated as in the previous plan) for Plan accounting and federal income tax purposes. Rollovers are not eligible for Company matching contributions.

**Company Contributions**—The Company makes a basic matching contribution based on eligible participant contributions. The Company's matching contributions are subject to the non-discrimination standards of the IRC.

The basic matching contribution is 50% of a participant's before-tax contributions and/or after-tax designated Roth contributions up to 6% of compensation in 2016 (100% match up to 6% of compensation in 2015). All Company matching contributions are made in cash. There were no non-elective or profit sharing contributions made for 2016 or 2015.

Under the IRC, a participant's annual before-tax contributions, after-tax designated Roth contributions, employer matching contributions and non-elective contributions for any calendar year cannot exceed the lesser of a fixed dollar amount ($53,000 for 2016 and 2015) or 100% of the participant's compensation for that calendar year.

**Investment Options**—The Plan offers a variety of investment options, primarily mutual funds. Participants are permitted to direct their new contributions and allocate prior contributions to any of the Plan's investment options. Participants may change the investment allocation of accumulated account balances daily. A participant's future contribution deferral amount and investment allocation may be changed with each pay period. The Plan Sponsor may change any of the investment funds offered to participants at its discretion.

**Vesting and Forfeitures**—Participants are fully vested in their Employee Accounts and their non-elective contributions accounts.

Basic matching contributions made by the Company for periods after January 1, 2009 and through December 31, 2015 and the related earnings were fully vested at the time the contribution was made. Basic matching contributions made by the Company for periods after January 1, 2016 and the related earnings become vested at a rate of 25% for each year of service to the Company. Any discretionary matching contributions made by the Company for periods after January 1, 2009 through 2013 (when discretionary contributions were suspended) and the related earnings became vested at a rate of 20% for each year of service to the Company. A participant with less than five years of service becomes fully vested in his or her matching contributions account immediately at age 65 while still actively employed or when employment terminates as a result of retirement, death or disability.

The non-vested portions of a terminating participant's Company Accounts are forfeited upon distribution and are used to pay plan expenses and reduce future Company contributions. There were $169,678 cumulative forfeitures available to pay plan expenses and offset Company contributions at December 31, 2016 and there were $79,008 available at December 31, 2015. During the year ended December 31, 2016, forfeitures used to pay plan expenses and offset Company contributions were $251,569.

**Withdrawals and Distributions**—A participant's account may be withdrawn only in limited circumstances, as permitted by the IRC and the Plan.

Upon termination of service, a participant may apply to receive a distribution of the vested portion of his or her account balance in a lump-sum amount or, if the vested portion is equal to or greater than $5,000, leave the account balance in the Plan until age 65. If the participant's account is greater than $1,000 and less than $5,000, the participant may elect to receive distribution in a single lump-sum in cash and/or direct rollover to another qualified plan. If the participant does not specify an election, the payment will be automatically rolled over to an individual retirement plan designated by the Plan Sponsor. If the participant's account is $1,000 or less, the participant will receive a lump-sum amount.

**Notes Receivable from Participants**—The Plan has a loan feature under which active participants may borrow up to 50% of the value of their vested and non-forfeitable account balance (up to a maximum of $50,000). The loan must bear interest at a rate reasonable at the time of application. The Company has established a fixed interest rate which is the prime rate plus 1%. Loans are repaid via payroll deduction over a period of not less than one year or more than five years, except for loans used to purchase a primary residence, which are repaid over a period of up to ten years. The participant may prepay the entire outstanding balance of the loan at any time. Upon participant termination, retirement or death, the outstanding loan balance is treated as a distribution to the participant if repayment is not made by the participant within 60 days after notification. Currently outstanding participant loans have interest rates from 4.25% to 9.25% and various maturity dates through 2025.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting**—The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

**Use of Estimates**—The preparation of financial statements in conformity with GAAP, requires management to make estimates and assumptions that affect the amounts of

assets, liabilities and changes therein and disclosures of contingent assets and liabilities. The most significant of these estimates and assumptions relate to fair value measurements of the Plan investments. Although these and other estimates and assumptions are based on the best available information, actual results could differ from those estimates.

**Valuation of Investments**—Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Notes Receivable from Participants**—Notes receivable from participants are measured at their unpaid principal balance plus any accrued and unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

**Payment of Benefits**—Benefit payments to participants are recorded upon distribution. There were no participants, who elected to withdraw from the Plan, but had not yet been paid as of December 31, 2016.

**Administrative Expenses**—While it has no obligation to do so, the Company has provided certain administrative services to the Plan for no compensation and has paid professional fees for the benefit of the Plan. Certain expenses of the Plan are netted against investment income.

**Recently Issued Accounting Pronouncements**—On May 1, 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2015-07"), which removes the requirement to present certain investments for which the practical expedient is used to measure fair value at net asset value within the fair value hierarchy table. Instead, a Plan would be required to include those investments as a reconciling item so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of net assets available for benefits. ASU 2015-07 is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The Plan elected to early adopt ASU 2015-07 as of December 31, 2016, as permitted, and has applied ASU 2015-07 retrospectively, as required. The Plan presents the investment disclosure required by this new guidance in Note 4, Fair Value Measurements. There are no effects on the statements of net assets available for plan benefits or the changes therein.

In July 2015, FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Part I and Part III are not applicable to the Plan. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by

general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. ASU 2015-12 is effective for fiscal years beginning after December 15, 2015. The Plan has adopted ASU 2015-12 as of December 31, 2016, and has applied the provisions of ASU 2015-12 retrospectively, as required. Part II is reflected in the statements of assets available for benefits and in the notes to the financial statements. Certain historical disclosures that are no longer required were removed.

## 3. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Wells Fargo, N.O., the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

| | 2016 | 2015 |
|---|---|---|
| **Statement of Net Assets Available for Benefits** | | |
| INVESTMENTS: | | |
| Investments, at fair value | $ 132,925,480 | $ 140,019,555 |
| Notes receivable from participants | 3,795,166 | 4,131,449 |

| | |
|---|---|
| **Statement of Changes in Net Assets Available for Benefits** | |
| INVESTMENT INCOME: | |
| Dividends | $ 1,509,425 |
| Net appreciation in fair value of investments | 7,308,233 |
| Interest income on notes receivable from participants | 165,897 |

Supplemental schedules: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Note 4: All investment balances and investment information, excluding the classification and level of investments in Note 4, Fair Value Measurements.

## 4. FAIR VALUE MEASUREMENTS

Fair value is the price to hypothetically sell an asset or transfer a liability in an orderly manner in the principal market for that asset or liability. Accounting standards prioritize the use of observable inputs in measuring fair value. The level of a fair value measurement is determined entirely by the lowest level input that is significant to the measurement. The three levels are (from highest to lowest):

***Level 1***—Observable prices in active markets for identical assets and liabilities;

***Level 2***—Observable inputs other than quoted market prices in active markets for identical assets and liabilities, which include quoted prices for similar assets or liabilities in an active market and market-corroborated inputs; and

***Level 3***—Unobservable inputs.

A description of the valuation methodologies used for assets measured at fair value is as follows:

*Mutual funds:* Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value held by the Plan and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

*Common collective trust fund:* Valued at the net asset value ("NAV") of units of a bank collective trust. The NAV as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expenditure is not used when it is determined to be probable that the fund will sell the investment for an amount different that the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidation will be carried out in orderly business manner.

The Plan adopted the amended fair value measurements and disclosures guidance as it relates to investments in entities calculating NAV or an equivalent measure of fair value. As a practical expedient, the amendments permit, but do not require, the Plan to measure the fair value of certain investments based on the investee's NAV or its equivalent. Investments valued using NAV as a practical expedient as of December 31, 2016 and 2015 consisted of the Wells Fargo / BlackRock S&P 500 Index ("WFSP"). The WFSP invests in 500 of the largest U.S. companies, which span many different industries and account for about three-fourths of the U.S. stock market's value. The key risk for the fund is the volatility that comes with its full exposure to the stock market. The NAV of the WFSP is determined using the market value or fair value, if market data is unavailable, of the underlying investments. The WFSP allows for daily liquidity with no additional days' notice required for redemption for participant directed transactions. The fair value of investments in the fund at December 31, 2016 and 2015 was $12,158,114 and $12,598,499, respectively. Based upon information provided by the trustee, the account is fully liquid and events limiting the account's ability to transact at NAV are not probable.

There have been no changes in the methodologies used at December 31, 2016 and 2015.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2016 and 2015:

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| | Total | Active Markets for Identical Assets (Level 1) | Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| **December 31, 2016** | | | | |
| Mutual funds | $120,767,366 | $120,767,366 | $ - | $ - |
| Investments measured at NAV | 12,158,114 | - | - | - |
| | $132,925,480 | $120,767,366 | $ - | $ - |
| **December 31, 2015** | | | | |
| Mutual funds | $127,421,056 | $127,421,056 | $ - | $ - |
| Investments measured at NAV | 12,598,499 | - | - | - |
| | $140,019,555 | $127,421,056 | $ - | $ - |

**Transfers Between Levels**—The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may requires the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The significance of transfers between levels is evaluated based upon the nature of the financial instruments and size of the transfer relative to total net assets available for benefits. For the years ended, December 31, 2016 and 2015, there were no transfers between levels.

## 5. RISKS AND UNCERTAINTIES

The Plan provides various investment options to its participants. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

## 6. EXEMPT PARTY-IN-INTEREST TRANSACTION

Certain Plan investments are shares of registered investment companies and a common collective trust managed by Wells Fargo. Wells Fargo is the Trustee and record keeper of the Plan. These transactions qualify as party-in-interest transactions. Loans to Plan participants also qualify as party-in-interest transactions.

Effective July 1, 2006, the Trustee provides certain administrative services to the Plan pursuant to a Master Plan Services Agreement ("MSA") between the Company and the Trustee. The Trustee receives revenue from mutual fund and common/collective trusts for services the Trustee provides to the funds. This revenue is used to offset certain amounts owed to the Trustee for its administrative services to the Plan. If the revenue received by the Trustee from such mutual fund or common/collective trust fund service providers exceeds the amount owed under the MSA, the Trustee remits the excess to the Plan's trust on a quarterly basis. Such amounts may be applied to pay Plan administrative expenses or allocated to the accounts of the participants. During 2016, $57,348 was received by the Plan and no amounts were used to offset Plan administrative expenses. The Plan or Plan Sponsor may make a payment to the Trustee for administrative expenses not covered by revenue sharing.

## 7. FEDERAL INCOME TAX STATUS

On February 1, 2016, the Plan filed for a determination letter from the Internal Revenue Service ("IRS"). As of December 31, 2016 the Plan had not yet received an answer from the IRS. Prior to February 1, 2016, the Plan was operating in accordance with the determination letter from the IRS dated September 18, 2013, which stated that the Plan is qualified under Section 401(a) of the IRS and, therefore, the related trust is exempt from taxation. Subsequent to December 31, 2016, the IRS has determined and informed the Company by a letter dated December 13, 2017, that the Plan was designed in accordance with the applicable regulations of the IRC requirements.

During the Plan year, the Plan had certain operational issues occur which have been or are in the process of being corrected in accordance with the acceptable correction methods of the Employee Plans Compliance Resolution System. The Plan Sponsor believes the Plan has maintained its tax-exempt status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2013.

## 8. NONEXEMPT PARTY-IN-INTEREST TRANSACTION.

During 2016, participant contributions of $112,000 were remitted to the trustee later than required by Department of Labor (DOL) Regulation 2510.3-102. The Company will file Form 5330 with the IRS and pay the required excise tax on the transaction. In addition, participant accounts will be credited the amount of investment income that would have been earned had the participant contributions been remitted on a timely basis.

## 9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2016 and 2015:

| | Year Ended December 31, | |
|---|---|---|
| | **2016** | **2015** |
| Net assets available for benefits per the financial statements | $ 136,720,646 | $ 144,384,850 |
| Deemed distributions | (136,473) | (166,341) |
| Net assets available for benefits per the Form 5500 | $ 136,584,173 | $ 144,218,509 |

The following is a reconciliation of deemed distributions per the financial statements to the Form 5500 as of December 31, 2016:

| | |
|---|---|
| Total deemed distributions per financial statements | $ - |
| Deemed distributions associated with defaulted participant losses | 29,868 |
| Total deemed distributions per Form 5500 | $29,868 |

## 10. SUBSEQUENT EVENTS

On February 16, 2017, the Plan was amended to change its name to Chiquita/Fresh Express Savings and Investment Plan, and appoint MassMutual as the new Plan trustee. Plan assets were transferred on March 1, 2017.

Subsequent events were evaluated for disclosure through January 31, 2018, which was the date the financial statements were available to be issued.

* * * * * *

# SUPPLEMENTAL SCHEDULES

## CHIQUITA SAVINGS AND INVESTMENT PLAN

**Employer ID No. 04-1923360, Plan No: 003**

## FORM 5500, SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2016

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value | (d) Cost | (e) Current Values |
|---|---|---|---|---|
| | Dreyfus Government Cash | Mutual Fund | ** | $ 28,937,996 |
| * | Wells Fargo/BlackRock S&P 500 Index Fund | Common Collective | ** | 12,158,114 |
| * | Wells Fargo Advantage Growth | Mutual Fund | ** | 9,615,768 |
| | Dodge & Cox Stock Fund | Mutual Fund | ** | 9,207,397 |
| | T. Rowe Price Mid Cap Growth | Mutual Fund | ** | 6,760,943 |
| | Vanguard Target Retirement 2025 | Mutual Fund | ** | 7,798,206 |
| | American Funds Euro Pacific Growth | Mutual Fund | ** | 4,977,894 |
| | American Growth Fund | Mutual Fund | ** | 5,175,503 |
| | Vanguard Target Retirement 2040 | Mutual Fund | ** | 6,023,649 |
| | Vanguard Target Retirement 2035 | Mutual Fund | ** | 5,954,343 |
| | Vanguard Target Retirement 2030 | Mutual Fund | ** | 5,432,089 |
| | American Beacon Small Cap Value | Mutual Fund | ** | 4,981,080 |
| | Vanguard Selected Value | Mutual Fund | ** | 3,722,389 |
| | Vanguard Target Retirement 2020 | Mutual Fund | ** | 2,732,718 |
| | Vanguard Target Retirement 2045 | Mutual Fund | ** | 3,337,615 |
| | Hartford Small Company HLS | Mutual Fund | ** | 2,930,674 |
| | Dodge & Cox Income Fund | Mutual Fund | ** | 2,974,783 |
| * | Wells Fargo Advantage Government Securities | Mutual Fund | ** | 2,686,660 |
| | Vanguard Target Retirement 2050 | Mutual Fund | ** | 2,565,023 |
| | Vanguard Target Retirement 2015 | Mutual Fund | ** | 1,081,275 |
| | Federated Institutional High Yield Bond Fund | Mutual Fund | ** | 1,484,722 |
| | Lazard Emerging Markets Equity Intsl | Mutual Fund | ** | 1,012,844 |
| | Vanguard Target Retirement 2055 | Mutual Fund | ** | 583,185 |
| | Vanguard Target Retirement Income Fund | Mutual Fund | ** | 230,809 |
| | Vanguard Target Retirement 2010 | Mutual Fund | ** | 326,267 |
| | Pimco Real Return Fund | Mutual Fund | ** | 233,534 |
| * | Notes Receivable from Participants | Participant Loans *** (Interest rates range from 4.25% to 9.25%; maturities at various dates through 2025 ) | ** | 3,795,166 |
| | | | | $ 136,720,646 |

* Party-in-interest

** Cost information is not required for participant-directed investments and therefore is not included

*** Includes $136,473 of deemed loan distributions

See accompanying Independent Auditors' Report

## CHIQUITA SAVINGS AND INVESTMENT PLAN
**Employer ID No: 04-1923360, Plan No: 003**

## FORM 5500, SCHEDULE H, PART IV, LINE 4a-SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2016

| | Participant Contributions Transferred Late to Plan | Total that Constitutes Nonexempt Prohibited Transactions | | | Total Fully Corrected Under VFCP and PTE 2002-51 |
|---|---|---|---|---|---|
| Year | Check here if late Participant Loan Repayments are included: X | Contributions Not Corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP | |
| 2016 | $112,000 | $112,000 | $ - | $ - | $ - |
| 2015 | $316,017 | - | $316,017 | - | - |

See accompnying Independent Auditors' Report

# Chiquita Savings and Investment Plan

Employer ID No: 04-1923360
Plan Number: 003

Financial Statements as of December 31, 2016 and 2015, and for the Year Ended December 31, 2016, Supplemental Schedules as of and for the Year Ended December 31, 2016, and Independent Auditors' Report

# CHIQUITA SAVINGS AND INVESTMENT PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Deloitte.

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## INDEPENDENT AUDITORS' REPORT

To the Employee Benefits Committee and Participants of the
Chiquita Savings and Investment Plan
Fort Lauderdale, Florida

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Chiquita Savings and Investment Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2016, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedules listed in the Table of Contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

**Report on Form and Content in Compliance with Department of Labor Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

**Predecessor Auditors' Disclaimer of Opinion on 2015 Financial Statements**

The financial statements of the Plan as of December 31, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated December 19, 2016, indicated that because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements.

Deloitte & Touche LLP

January 31, 2018

## CHIQUITA SAVINGS AND INVESTMENT PLAN

### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
### AS OF DECEMBER 31, 2016 AND 2015

| | 2016 | 2015 |
|---|---|---|
| ASSETS: | | |
| Investments, at fair value | $ 132,925,480 | $ 140,019,555 |
| Receivables: | | |
| Participant contributions | - | 134,494 |
| Employer contributions | - | 99,352 |
| Notes receivable from participants | 3,795,166 | 4,131,449 |
| Total receivables | 3,795,166 | 4,365,295 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 136,720,646 | $ 144,384,850 |

See accompanying notes to financial statements.

## CHIQUITA SAVINGS AND INVESTMENT PLAN

### STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2016

| | |
|---|---|
| ADDITIONS: | |
| Contributions: | |
| Participant | $ 4,988,719 |
| Employer | 1,823,257 |
| Rollover | 165,903 |
| Total contributions | 6,977,879 |
| Investment income: | |
| Net appreciation in fair value of investments | 7,308,233 |
| Dividends | 1,509,425 |
| Net investment income | 8,817,658 |
| Interest income on notes receivable from participants | 165,897 |
| Total additions | 15,961,434 |
| DEDUCTIONS: | |
| Distributions to participants | (23,292,794) |
| Administrative expenses | (332,844) |
| Total deductions | (23,625,638) |
| DECREASE IN NET ASSETS | (7,664,204) |
| NET ASSETS AVAILABLE FOR BENEFITS: | |
| Beginning of the year | 144,384,850 |
| End of the year | $ 136,720,646 |

See accompanying notes to financial statements.

## 1. PLAN DESCRIPTION

The following description of the Chiquita Savings and Investment Plan (the "Plan") provides only general information. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions.

**General**—The Plan is a defined contribution plan available for participation by substantially all full-time and part-time domestic nonunion employees of Chiquita Brands International, Inc. (the "Company" or the "Plan Sponsor") and its participating subsidiaries who have completed 60 days of service and have attained the age of 21. Although it is anticipated that the Plan will continue indefinitely, the Board of Directors of the Company can amend, suspend or terminate the Plan at any time, subject to the provisions of the Plan, the Internal Revenue Code of 1986 (the "IRC") and the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In the event of Plan termination, active participants become 100% vested in their accounts.

The Plan Document was amended and restated effective January 1, 2016 to include all plan amendments since the last restatement in 2011 as well as new amendments eliminating the Safe Harbor status of the Plan, changing the Company's basic matching contribution from a 100% match on up to 6% of compensation to a 50% match on up to 6% compensation, implementing a 4-year vesting schedule on employer matching contributions, and eliminating the early retirement provision for new participants.

**Participant Accounts**—Participants may have up to six accounts under the Plan:

| Account | Description of Account |
|---|---|
| Employee Accounts:<br>- Employee Before-Tax Contributions<br>- Employee After-Tax Designated Roth Contributions<br>- Rollover Contributions | Reflect all before-tax, after-tax Designated Roth, catch-up and rollover contributions, and the income, losses, withdrawals and distributions attributable to such employee contributions. |
| Company Accounts:<br>- Matching Contributions<br>- Profit Sharing Contributions<br>- Non-elective Contributions | Reflect a participant's share of Company contributions, profit-sharing contributions of certain merged plans, and an amount equal to a participant's unspent employee credits contributed prior to January 1, 2004 from the Company's separate welfare benefit plans, and the income, losses, withdrawals and distributions attributable to such contributions. |

Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contribution and related matching and nonelective contributions and Plan earnings. Participant accounts are also charged with withdrawals and an allocation of plan losses and administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Participant Contributions**—During 2016 and 2015, participants could elect to defer as a before-tax contribution or after-tax designated Roth contribution any whole percentage of their compensation, subject to the limitations, as defined in the Plan document, and subject to the non-discrimination standards of the IRC. A participant's taxable compensation is reduced by the amount of before-tax contributions, and those amounts are contributed to the Plan on the participant's behalf by the Company. A participant's before-tax contributions and designated Roth contributions in any one year are also limited to a fixed dollar maximum ($18,000 for 2016 and 2015), as specified by the IRC. The first 6% of compensation contributed to the Plan is eligible for employer matching contributions (100% match in 2015 and 50% match in 2016). Participants age 50 or older can make catch-up contributions if they contributed the maximum elective deferral under the Plan. A participant's catch-up contributions in any one year are limited to a fixed dollar maximum ($6,000 for 2016 and 2015), as specified by the IRC.

The Plan also accepts rollover contributions ("Rollovers") from other qualified plans and from certain individual retirement accounts. Rollovers are credited to a participant's rollover contributions account and are treated in a manner similar to before-tax contributions or after-tax designated Roth contributions (consistent with how rollover contributions were treated as in the previous plan) for Plan accounting and federal income tax purposes. Rollovers are not eligible for Company matching contributions.

**Company Contributions**—The Company makes a basic matching contribution based on eligible participant contributions. The Company's matching contributions are subject to the non-discrimination standards of the IRC.

The basic matching contribution is 50% of a participant's before-tax contributions and/or after-tax designated Roth contributions up to 6% of compensation in 2016 (100% match up to 6% of compensation in 2015). All Company matching contributions are made in cash. There were no non-elective or profit sharing contributions made for 2016 or 2015.

Under the IRC, a participant's annual before-tax contributions, after-tax designated Roth contributions, employer matching contributions and non-elective contributions for any calendar year cannot exceed the lesser of a fixed dollar amount ($53,000 for 2016 and 2015) or 100% of the participant's compensation for that calendar year.

**Investment Options**—The Plan offers a variety of investment options, primarily mutual funds. Participants are permitted to direct their new contributions and allocate prior contributions to any of the Plan's investment options. Participants may change the investment allocation of accumulated account balances daily. A participant's future contribution deferral amount and investment allocation may be changed with each pay period. The Plan Sponsor may change any of the investment funds offered to participants at its discretion.

**Vesting and Forfeitures**—Participants are fully vested in their Employee Accounts and their non-elective contributions accounts.

Basic matching contributions made by the Company for periods after January 1, 2009 and through December 31, 2015 and the related earnings were fully vested at the time the contribution was made. Basic matching contributions made by the Company for periods after January 1, 2016 and the related earnings become vested at a rate of 25% for each year of service to the Company. Any discretionary matching contributions made by the Company for periods after January 1, 2009 through 2013 (when discretionary contributions were suspended) and the related earnings became vested at a rate of 20% for each year of service to the Company. A participant with less than five years of service becomes fully vested in his or her matching contributions account immediately at age 65 while still actively employed or when employment terminates as a result of retirement, death or disability.

The non-vested portions of a terminating participant's Company Accounts are forfeited upon distribution and are used to pay plan expenses and reduce future Company contributions. There were $169,678 cumulative forfeitures available to pay plan expenses and offset Company contributions at December 31, 2016 and there were $79,008 available at December 31, 2015. During the year ended December 31, 2016, forfeitures used to pay plan expenses and offset Company contributions were $251,569.

**Withdrawals and Distributions**—A participant's account may be withdrawn only in limited circumstances, as permitted by the IRC and the Plan.

Upon termination of service, a participant may apply to receive a distribution of the vested portion of his or her account balance in a lump-sum amount or, if the vested portion is equal to or greater than $5,000, leave the account balance in the Plan until age 65. If the participant's account is greater than $1,000 and less than $5,000, the participant may elect to receive distribution in a single lump-sum in cash and/or direct rollover to another qualified plan. If the participant does not specify an election, the payment will be automatically rolled over to an individual retirement plan designated by the Plan Sponsor. If the participant's account is $1,000 or less, the participant will receive a lump-sum amount.

**Notes Receivable from Participants**—The Plan has a loan feature under which active participants may borrow up to 50% of the value of their vested and non-forfeitable account balance (up to a maximum of $50,000). The loan must bear interest at a rate reasonable at the time of application. The Company has established a fixed interest rate which is the prime rate plus 1%. Loans are repaid via payroll deduction over a period of not less than one year or more than five years, except for loans used to purchase a primary residence, which are repaid over a period of up to ten years. The participant may prepay the entire outstanding balance of the loan at any time. Upon participant termination, retirement or death, the outstanding loan balance is treated as a distribution to the participant if repayment is not made by the participant within 60 days after notification. Currently outstanding participant loans have interest rates from 4.25% to 9.25% and various maturity dates through 2025.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting**—The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

**Use of Estimates**—The preparation of financial statements in conformity with GAAP, requires management to make estimates and assumptions that affect the amounts of

assets, liabilities and changes therein and disclosures of contingent assets and liabilities. The most significant of these estimates and assumptions relate to fair value measurements of the Plan investments. Although these and other estimates and assumptions are based on the best available information, actual results could differ from those estimates.

**Valuation of Investments**—Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Notes Receivable from Participants**—Notes receivable from participants are measured at their unpaid principal balance plus any accrued and unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

**Payment of Benefits**—Benefit payments to participants are recorded upon distribution. There were no participants, who elected to withdraw from the Plan, but had not yet been paid as of December 31, 2016.

**Administrative Expenses**—While it has no obligation to do so, the Company has provided certain administrative services to the Plan for no compensation and has paid professional fees for the benefit of the Plan. Certain expenses of the Plan are netted against investment income.

**Recently Issued Accounting Pronouncements**—On May 1, 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* ("ASU 2015-07"), which removes the requirement to present certain investments for which the practical expedient is used to measure fair value at net asset value within the fair value hierarchy table. Instead, a Plan would be required to include those investments as a reconciling item so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of net assets available for benefits. ASU 2015-07 is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The Plan elected to early adopt ASU 2015-07 as of December 31, 2016, as permitted, and has applied ASU 2015-07 retrospectively, as required. The Plan presents the investment disclosure required by this new guidance in Note 4, Fair Value Measurements. There are no effects on the statements of net assets available for plan benefits or the changes therein.

In July 2015, FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Part I and Part III are not applicable to the Plan. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by

general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. ASU 2015-12 is effective for fiscal years beginning after December 15, 2015. The Plan has adopted ASU 2015-12 as of December 31, 2016, and has applied the provisions of ASU 2015-12 retrospectively, as required. Part II is reflected in the statements of assets available for benefits and in the notes to the financial statements. Certain historical disclosures that are no longer required were removed.

## 3. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Wells Fargo, N.O., the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

| | 2016 | 2015 |
|---|---|---|
| **Statement of Net Assets Available for Benefits** | | |
| INVESTMENTS: | | |
| Investments, at fair value | $ 132,925,480 | $ 140,019,555 |
| Notes receivable from participants | 3,795,166 | 4,131,449 |

| | |
|---|---|
| **Statement of Changes in Net Assets Available for Benefits** | |
| INVESTMENT INCOME: | |
| Dividends | $ 1,509,425 |
| Net appreciation in fair value of investments | 7,308,233 |
| Interest income on notes receivable from participants | 165,897 |

Supplemental schedules: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Note 4: All investment balances and investment information, excluding the classification and level of investments in Note 4, Fair Value Measurements.

## 4. FAIR VALUE MEASUREMENTS

Fair value is the price to hypothetically sell an asset or transfer a liability in an orderly manner in the principal market for that asset or liability. Accounting standards prioritize the use of observable inputs in measuring fair value. The level of a fair value measurement is determined entirely by the lowest level input that is significant to the measurement. The three levels are (from highest to lowest):

***Level 1***—Observable prices in active markets for identical assets and liabilities;

***Level 2***—Observable inputs other than quoted market prices in active markets for identical assets and liabilities, which include quoted prices for similar assets or liabilities in an active market and market-corroborated inputs; and

***Level 3***—Unobservable inputs.

A description of the valuation methodologies used for assets measured at fair value is as follows:

*Mutual funds:* Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value held by the Plan and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

*Common collective trust fund:* Valued at the net asset value ("NAV") of units of a bank collective trust. The NAV as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expenditure is not used when it is determined to be probable that the fund will sell the investment for an amount different that the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidation will be carried out in orderly business manner.

The Plan adopted the amended fair value measurements and disclosures guidance as it relates to investments in entities calculating NAV or an equivalent measure of fair value. As a practical expedient, the amendments permit, but do not require, the Plan to measure the fair value of certain investments based on the investee's NAV or its equivalent. Investments valued using NAV as a practical expedient as of December 31, 2016 and 2015 consisted of the Wells Fargo / BlackRock S&P 500 Index ("WFSP"). The WFSP invests in 500 of the largest U.S. companies, which span many different industries and account for about three-fourths of the U.S. stock market's value. The key risk for the fund is the volatility that comes with its full exposure to the stock market. The NAV of the WFSP is determined using the market value or fair value, if market data is unavailable, of the underlying investments. The WFSP allows for daily liquidity with no additional days' notice required for redemption for participant directed transactions. The fair value of investments in the fund at December 31, 2016 and 2015 was $12,158,114 and $12,598,499, respectively. Based upon information provided by the trustee, the account is fully liquid and events limiting the account's ability to transact at NAV are not probable.

There have been no changes in the methodologies used at December 31, 2016 and 2015.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2016 and 2015:

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| | Total | Active Markets for Identical Assets (Level 1) | Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| **December 31, 2016** | | | | |
| Mutual funds | $120,767,366 | $120,767,366 | $ - | $ - |
| Investments measured at NAV | 12,158,114 | - | - | - |
| | $132,925,480 | $120,767,366 | $ - | $ - |
| **December 31, 2015** | | | | |
| Mutual funds | $127,421,056 | $127,421,056 | $ - | $ - |
| Investments measured at NAV | 12,598,499 | - | - | - |
| | $140,019,555 | $127,421,056 | $ - | $ - |

**Transfers Between Levels**—The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may requires the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The significance of transfers between levels is evaluated based upon the nature of the financial instruments and size of the transfer relative to total net assets available for benefits. For the years ended, December 31, 2016 and 2015, there were no transfers between levels.

## 5. RISKS AND UNCERTAINTIES

The Plan provides various investment options to its participants. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

## 6. EXEMPT PARTY-IN-INTEREST TRANSACTION

Certain Plan investments are shares of registered investment companies and a common collective trust managed by Wells Fargo. Wells Fargo is the Trustee and record keeper of the Plan. These transactions qualify as party-in-interest transactions. Loans to Plan participants also qualify as party-in-interest transactions.

Effective July 1, 2006, the Trustee provides certain administrative services to the Plan pursuant to a Master Plan Services Agreement ("MSA") between the Company and the Trustee. The Trustee receives revenue from mutual fund and common/collective trusts for services the Trustee provides to the funds. This revenue is used to offset certain amounts owed to the Trustee for its administrative services to the Plan. If the revenue received by the Trustee from such mutual fund or common/collective trust fund service providers exceeds the amount owed under the MSA, the Trustee remits the excess to the Plan's trust on a quarterly basis. Such amounts may be applied to pay Plan administrative expenses or allocated to the accounts of the participants. During 2016, $57,348 was received by the Plan and no amounts were used to offset Plan administrative expenses. The Plan or Plan Sponsor may make a payment to the Trustee for administrative expenses not covered by revenue sharing.

## 7. FEDERAL INCOME TAX STATUS

On February 1, 2016, the Plan filed for a determination letter from the Internal Revenue Service ("IRS"). As of December 31, 2016 the Plan had not yet received an answer from the IRS. Prior to February 1, 2016, the Plan was operating in accordance with the determination letter from the IRS dated September 18, 2013, which stated that the Plan is qualified under Section 401(a) of the IRS and, therefore, the related trust is exempt from taxation. Subsequent to December 31, 2016, the IRS has determined and informed the Company by a letter dated December 13, 2017, that the Plan was designed in accordance with the applicable regulations of the IRC requirements.

During the Plan year, the Plan had certain operational issues occur which have been or are in the process of being corrected in accordance with the acceptable correction methods of the Employee Plans Compliance Resolution System. The Plan Sponsor believes the Plan has maintained its tax-exempt status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2013.

## 8. NONEXEMPT PARTY-IN-INTEREST TRANSACTION.

During 2016, participant contributions of $112,000 were remitted to the trustee later than required by Department of Labor (DOL) Regulation 2510.3-102. The Company will file Form 5330 with the IRS and pay the required excise tax on the transaction. In addition, participant accounts will be credited the amount of investment income that would have been earned had the participant contributions been remitted on a timely basis.

## 9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2016 and 2015:

| | Year Ended December 31, | |
|---|---|---|
| | **2016** | **2015** |
| Net assets available for benefits per the financial statements | $ 136,720,646 | $ 144,384,850 |
| Deemed distributions | (136,473) | (166,341) |
| Net assets available for benefits per the Form 5500 | $ 136,584,173 | $ 144,218,509 |

The following is a reconciliation of deemed distributions per the financial statements to the Form 5500 as of December 31, 2016:

| | |
|---|---|
| Total deemed distributions per financial statements | $ - |
| Deemed distributions associated with defaulted participant losses | 29,868 |
| Total deemed distributions per Form 5500 | $29,868 |

## 10. SUBSEQUENT EVENTS

On February 16, 2017, the Plan was amended to change its name to Chiquita/Fresh Express Savings and Investment Plan, and appoint MassMutual as the new Plan trustee. Plan assets were transferred on March 1, 2017.

Subsequent events were evaluated for disclosure through January 31, 2018, which was the date the financial statements were available to be issued.

* * * * * *

# SUPPLEMENTAL SCHEDULES

## CHIQUITA SAVINGS AND INVESTMENT PLAN

**Employer ID No. 04-1923360, Plan No: 003**

## FORM 5500, SCHEDULE H, PART IV, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2016

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value | (d) Cost | (e) Current Values |
|---|---|---|---|---|
| | Dreyfus Government Cash | Mutual Fund | ** | $ 28,937,996 |
| * | Wells Fargo/BlackRock S&P 500 Index Fund | Common Collective | ** | 12,158,114 |
| * | Wells Fargo Advantage Growth | Mutual Fund | ** | 9,615,768 |
| | Dodge & Cox Stock Fund | Mutual Fund | ** | 9,207,397 |
| | T. Rowe Price Mid Cap Growth | Mutual Fund | ** | 6,760,943 |
| | Vanguard Target Retirement 2025 | Mutual Fund | ** | 7,798,206 |
| | American Funds Euro Pacific Growth | Mutual Fund | ** | 4,977,894 |
| | American Growth Fund | Mutual Fund | ** | 5,175,503 |
| | Vanguard Target Retirement 2040 | Mutual Fund | ** | 6,023,649 |
| | Vanguard Target Retirement 2035 | Mutual Fund | ** | 5,954,343 |
| | Vanguard Target Retirement 2030 | Mutual Fund | ** | 5,432,089 |
| | American Beacon Small Cap Value | Mutual Fund | ** | 4,981,080 |
| | Vanguard Selected Value | Mutual Fund | ** | 3,722,389 |
| | Vanguard Target Retirement 2020 | Mutual Fund | ** | 2,732,718 |
| | Vanguard Target Retirement 2045 | Mutual Fund | ** | 3,337,615 |
| | Hartford Small Company HLS | Mutual Fund | ** | 2,930,674 |
| | Dodge & Cox Income Fund | Mutual Fund | ** | 2,974,783 |
| * | Wells Fargo Advantage Government Securities | Mutual Fund | ** | 2,686,660 |
| | Vanguard Target Retirement 2050 | Mutual Fund | ** | 2,565,023 |
| | Vanguard Target Retirement 2015 | Mutual Fund | ** | 1,081,275 |
| | Federated Institutional High Yield Bond Fund | Mutual Fund | ** | 1,484,722 |
| | Lazard Emerging Markets Equity Intsl | Mutual Fund | ** | 1,012,844 |
| | Vanguard Target Retirement 2055 | Mutual Fund | ** | 583,185 |
| | Vanguard Target Retirement Income Fund | Mutual Fund | ** | 230,809 |
| | Vanguard Target Retirement 2010 | Mutual Fund | ** | 326,267 |
| | Pimco Real Return Fund | Mutual Fund | ** | 233,534 |
| * | Notes Receivable from Participants | Participant Loans *** (Interest rates range from 4.25% to 9.25%; maturities at various dates through 2025 ) | ** | 3,795,166 |
| | | | | $ 136,720,646 |

* Party-in-interest

** Cost information is not required for participant-directed investments and therefore is not included

*** Includes $136,473 of deemed loan distributions

See accompanying Independent Auditors' Report

## CHIQUITA SAVINGS AND INVESTMENT PLAN
**Employer ID No: 04-1923360, Plan No: 003**

## FORM 5500, SCHEDULE H, PART IV, LINE 4a-SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2016

| | Participant Contributions Transferred Late to Plan | Total that Constitutes Nonexempt Prohibited Transactions | | | Total Fully Corrected Under VFCP and PTE 2002-51 |
|---|---|---|---|---|---|
| Year | Check here if late Participant Loan Repayments are included: X | Contributions Not Corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP | |
| 2016 | $112,000 | $112,000 | $ - | $ - | $ - |
| 2015 | $316,017 | - | $316,017 | - | - |

See accompnying Independent Auditors' Report