

Thank you for your recent correspondence and the opportunity to provide a response regarding Chiquita's policies to guarantee a safe and respectful workplace for all of our company's employees. As you will see below, we also pay particular attention to the hiring of women and strictly enforce our various policies prohibiting sexual harassment and discrimination against female employees.

1. Our Code of Conduct

First, let me assure you that Chiquita has several mechanisms to guarantee a safe and respectful workplace, free of sexual harassment. All our policies and actions are guided by our core values: Integrity, Respect, Opportunity and Responsibility. These values are defined in our **Code of Conduct**, which is the fundamental policy that guides our ethics and compliance program.

The Code serves as a guide to making good decisions and conducting business ethically and is based on the **Social Accountability 8000 (SA8000)** certification principles regarding: child labor, forced labor, health and safety, freedom of association and right to collective bargaining, discrimination prevention, disciplinary practices, working hours, remuneration and management systems. These standards were developed by Social Accountability International (SAI) and are based on the International Labor Organization (ILO) Agreements and the Universal Declaration of Human Rights. The core ILO conventions are also incorporated in our Framework Agreement with the IUF and Colsiba, which is explained in Section 3 below.

We believe that SA8000, together with its guidance material and accreditation process, is currently the most credible and verifiable social accountability standard. Since 2004, 100 percent of our owned operations are certified to it. These operations are audited by third parties who perform two visits a year with a special emphasis on interviews with employees including our female employees and with the participation of female auditors so that women-only interviews can occur. Chiquita has been recertified each year.

Any behavior that violates these SA8000 values or our Code of Conduct are subject to disciplinary practices, up to and including termination of employment. Specifically to sexual harassment, we do not tolerate this behavior. Our company Code of Conduct states that:

“At Chiquita, we do not tolerate harassment or any conduct which creates a work environment that is considered intimidating, hostile or offensive. Likewise, unwelcome sexual flirtations, advances or propositions, graphic or verbal comments about an individual, or sexually explicit or offensive jokes, unnecessary touching, and any other unwelcome verbal or physical conduct of a sexual nature is prohibited. Any harassment will not be tolerated, regardless of whether you are on company premises or are engaged in off-hours business-related functions, such as holiday parties or business travel. Harassment may be grounds for immediate dismissal, and it can subject both you and the company to severe legal

penalties. We should each help foster a harassment-free work environment by speaking out when a co-worker's conduct makes us uncomfortable. We strictly prohibit retaliation against employees who report discrimination or harassment."

You can find a complete copy of Chiquita's Code of Conduct, in multiple languages including English, Spanish and French, at <http://www.chiquitabrands.com/CorporateCommitment/EthicsAndIntegrity.aspx>.

In addition, we have also a *Prohibited Harassment: Workplace Harassment/Discrimination* Policy and we have dedicated a chapter in our **Employee Handbook** referring to sexual harassment, which states in part:

Prohibited Harassment The Company is committed to preventing and eliminating unlawful harassment in the work environment. Chiquita prohibits statements or conduct that are offensive or inappropriate regarding age, race, national origin, religion, disability, gender, sexual orientation, union membership, political affiliation, pregnancy, veteran status or any other applicable statutorily protected category. Laws in many jurisdictions prohibit harassment on the basis of sex, race, color, religion, age, disability and national origin that unreasonably interferes with an individual's job performance or creates an intimidating, hostile or offensive work environment. Chiquita's policy is designed to prevent unlawful harassment from occurring; however, the policy also prohibits conduct that is offensive and inappropriate, but that may not rise to the level of unlawful harassment...

Explanation of Sexual Harassment: Sexual harassment is defined as unwelcome sexual advances, request for sexual favors, gestures, language or other verbal or physical conduct of a sexual nature when:

- a. submission to such conduct is either implicitly or explicitly made a term or condition of employment;*
- b. the submission to such conduct is either implicitly or explicitly made a term or condition of employment;*
- c. such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or of creating an intimidating, hostile or offensive work environment.*

The handbook thoroughly describes Chiquita's approach in the event that undesirable behavior occurs, as well as outlines our non-retaliation policy and the consequences of misconduct. It also states clearly the responsibilities and avenues available for our employees to ensure violations are reported and addressed, which can be done confidentially to company authorities or anonymously through our company help line:

"Responsibility to Report: Anyone who is the object of or who observes any such conduct must immediately report violations of this policy, regardless of who originated it or participated in it (employee or non-employee), and regardless of

whether it is oral, written, visual or physical conduct. Executives, managers, and supervisors shall immediately report all alleged violations of this policy that they have witnessed or that have been reported to them.

*Procedure: All alleged violations of this policy will be taken seriously and promptly investigated. If found to have occurred, such misconduct will result in corrective action that Chiquita determines is an appropriate resolution of the matter. If you believe that this policy has been violated, you must report the situation promptly to any one or more of the following individuals: i) your supervisor; ii) the person at the facility charged with human resources responsibilities; or iii) the corporate Senior Vice President of Human Resources. You may directly report a violation to one of the individuals noted above, or you may call the **Company HELPLINE.**”*

2. Making the tools available and taking appropriate action

We also recognize that it is vital to go further than establishing the appropriate policies, and to also ensure that their spirit is followed in practice throughout our daily operations. To that end, all our employees around the world are trained on a regular basis on our Code of Conduct, harassment prevention, and other important topics. In 2010, more than 13,000 employees globally, including 12,000 employees in Latin America, were trained on harassment prevention. It's clear that these tools are not effective unless they are known by and within practical reach of our employees. As a result, we have increased awareness through several global employee campaigns. Posters, pamphlets, wallet cards, emails, and training have been provided in all relevant languages so our employees know they have the power to prevent and combat any misconduct in the workplace. The bottom line is that confidential assistance is available around the clock in all languages for our employees globally and all reported cases are thoroughly investigated under the direction of our chief compliance officer.

Corrective actions have and continue to be taken when required. While we cannot comment on individual cases due to confidentiality concerns, during the four-year period from 2007 to 2010, there were approximately 50 dismissals from Chiquita in Latin America due to violations of our Code of Conduct, including nine for which sexual harassment was fully or partially implicated.

Considering that women have not traditionally applied for the many labor intensive job functions in cultivation and harvest, we are very pleased to employ a substantial amount of women throughout our operations in Latin America (approximately 20 percent of employees) and to have a notable increase in the presence of women in positions of supervision and management. In fact, this has also extended to the company's board of directors. We are pleased that the actions we have taken as a company have increased opportunities for women and have better ensured the absence of discrimination in our workforce by among other things, encouraging prompt reporting and investigation of any concerns.

3. IUF/COLSIBA and Chiquita Agreement on Freedom of Association

In addition, Chiquita has established a forum that is also a valuable tool for addressing potential cases such as sexual harassment. In 2001, Chiquita signed an International Framework Agreement on Freedom of Association Minimum Labor Standards and Employment in Latin American Banana Operations with the International Union of Food Workers (IUF) and COLSIBA, the coordinating body of Latin American banana workers unions. This agreement, which is unique in the banana industry, applies to Chiquita's banana production in Latin America, reiterates Chiquita's commitment to respect workers' rights, including freedom of association and the right to collective bargaining, and establishes a Joint Review Committee that meets twice a year.

As part of the Agreement, Chiquita reaffirmed its commitment to the core ILO Conventions, which specifically include the elimination of discrimination in respect of employment and occupation (Convention No. 100; Equal Remuneration, 1951 and Convention No. 111: Discrimination (Employment and Occupation), 1958. The Agreement further states: "Chiquita acknowledges its responsibility to provide safe and healthy workplaces, and Chiquita and the IUF/Colsiba agree to collaborate in efforts to further improve the health and safety of the Company's banana operations."

As part of the biannual Joint Review Committee meetings, the parties have often addressed the issues around the hiring of women and allegations of sexual harassment. For example, at the Joint Review Committee meeting held on November 5, 2009 held in San Jose, Costa Rica, Chiquita made a detailed presentation covering the disciplinary actions taken against employees who violated our Code and the training programs given to prevent future violations. We specifically discussed our policies to guarantee "respect in the workplace" and to facilitate an environment free of sexual harassment. Please be assured that we intend to further discuss these issues during our next Joint Review Committee meeting already schedule to be held in April in San Jose, Costa Rica.

Chiquita also requires its suppliers, contract growers and joint venture partners to provide reasonable evidence that they respect national legislation and the Minimum Labor Standards outlined in our Framework Agreement. We have often discussed labor issues of our suppliers and growers at the meetings of the Joint Review Committee.

4. World Banana Forum (WBF)

Chiquita is a strong supporter of and active member in the World Banana Forum, with representation in its Steering Committee and Coordination Committee of Sustainable Banana Production. We look forward to also discussing these issues in the WBF meetings.

A comprehensive assessment of our environmental, social and financial performance, focusing on our banana sourcing operations in Latin America, is available in our corporate responsibility reports. These reports signal a spirit of openness in our communication with stakeholders about issues of social and environmental concern. To learn more about the CSR initiatives at Chiquita, please visit

<http://www.chiquitabrands.com/CorporateCommitment/CorporateSocialResponsibility.aspx>.

If I can answer any further questions for you, please do not hesitate to let me know.

Sincerely,

A handwritten signature in black ink that reads "Manuel Rodríguez". The signature is written in a cursive style with a large, sweeping flourish at the end.

Manuel Rodríguez
Senior Vice President,
Government & International Affairs and Corporate Responsibility Officer