

# The Depository Trust Company

# **IMPORTANT**

**B#:** 2981

**DATE:** February 13, 2002

**TO:** All Participants

**CATEGORY:** Dividends

**FROM:** Nilesh Desai, Supervisor, Dividend Department

**ATTENTION:** Dividend Managers, Cashiers & Reorganization Managers

**SUBJECT:** Rights: Chiquita Brands Int'l, Inc. 7% CV Sub Deb Notes  
CUSIP#: 170032AH9 Rts Contra CUSIP#: 170032965  
Exp. 2/28/02 (4:00 P.M. Eastern Time) R/D: 1/8/02  
Rate: .0268558 rights for every \$1.00 Amt. of Notes held

\*\*\*\*\* Warning Time Critical \*\*\*\*\*

Pursuant to a Plan of Reorganization, Chiquita Brands International, Inc. (the "Company") is distributing nontransferable rights to its shareholders as of the close of business on January 8, 2002 (the "Record Date"). No fractional rights will be issued. The number of rights issued will be rounded down to the next whole number.

The Depository Trust Company ("DTC") credited rights to participants' accounts on **2/8/02**.

THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY (DIVA) FUNCTION, SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY AND PAYMENT INFORMATION.

**IT IS IMPORTANT THAT PARTICIPANTS REFER TO THE DTC REORGANIZATION INQUIRY FOR PARTICIPANTS (RIPS CODE 59) FOR INFORMATION REGARDING THE SUBSCRIPTION PRIVILEGE AND ANY EXTENSIONS TO THE EXPIRATION DATE.**

If participants have any questions concerning this Important Notice, please contact Mr. Ray Lew or Ms. Susan Alvino of DTC's Stock Dividend Department at (212) 855-4523/4532.

If participants have any questions regarding the rights offering, they may contact Innisfree M& A Incorporated, the Solicitation Agent, at (877) 750-2689.