

IN RE DOLE FOOD COMPANY, INC.
STOCKHOLDER LITIGATION

CONSOLIDATED
C.A. No. 8703-VCL

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

Please complete the Proof of Claim and Release form (“Proof of Claim”) below if you were a record holder or beneficial owner of Dole Food Co., Inc. (“Dole”) common stock at any time between and including June 11, 2013 and November 1, 2013 (regardless of the date of purchase of Dole common stock), or acted for or on behalf of, or claiming under, any of them and each of them, **except** for those persons and entities excluded from the Class.¹

Excluded persons and entities include Dole, defendants David H. Murdock (“Murdock”), C. Michael Carter (“Carter”), David A. DeLorenzo (“DeLorenzo”), Deutsche Bank AG, New York Branch, Deutsche Bank Securities Inc., DFC Holdings, LLC, and each of their affiliates, legal representatives, heirs, successors in interests, transferees and assigns. Also excluded from the Class are the “Appraisal Petitioners” Hudson Bay Master Fund Ltd., Hudson Bay Merger Arbitrage Opportunities Master Fund Ltd., Ripe Holdings LLC, Merion Capital LP, Merion Capital II, LP, Magnetar Capital Master Fund Ltd., Magnetar Global Event Driven Master Fund Ltd., Spectrum Opportunities Master Fund Ltd., Blackwell Partners LLC, and Susan Hernon, except to the extent any such Appraisal Petitioners owned shares of Dole common stock at the Closing of the Merger on November 1, 2013, that were not the subject of a perfected appraisal demand.

This Proof of Claim form must contain the name, address, and taxpayer identification number of the beneficial owner(s). The taxpayer identification number (“TIN”), consisting of a valid Social Security number (“SSN”) for individuals or employer identification number (“EIN”) for business entities, trusts, estates, etc., and telephone number of the beneficial owners(s) may be used in verifying this claim. **This information is required.**

You must also provide the quantity of shares and the stock certificate numbers (if shares were held in certificate form; if shares were held through a brokerage account certificate, numbers would be needed). You must sign the Proof of Claim form in the space provided in order to make a valid claim. Please also provide your brokerage statement for November 2013 or a letter from your bank, broker, or other nominee indicating the quantity of shares held as of November 1, 2013, if you did not hold shares in certificate form. If you held shares in certificate form, please provide confirmation from the transfer agent of surrender.

Submission of this Claim Form does not ensure that you will share in the proceeds of the Settlement Fund created in the above-captioned action.

YOU MUST COMPLETE AND SUBMIT YOUR CLAIM FORM VIA MAIL POSTMARKED ON OR BEFORE APRIL 11, 2016, ADDRESSED TO THE SETTLEMENT ADMINISTRATOR AS FOLLOWS:

**DOLE FOOD STOCKHOLDER LITIGATION
ATTN: SETTLEMENT ADMINISTRATOR
c/o A.B. DATA, LTD.
3410 WEST HOPKINS STREET
P.O. BOX 170999
MILWAUKEE, WI 53217**

If you are NOT a member of the Class, as defined in the Notice, then DO NOT submit a Claim Form.

If you are a member of the Class and the Settlement is approved, you are bound by the terms of the judgment entered in the Action, **WHETHER OR NOT YOU SUBMIT A CLAIM FORM.**

II. REMINDER CHECKLIST

1. Please sign the release and certification below. If this Proof of Claim form is being submitted on behalf of joint claimants, then **both** must sign.
2. Remember to attach only copies of acceptable supporting documentation.
3. Please do not highlight any portion of the Proof of Claim form or any supporting documents.
4. Do not send original stock certificates or documentation. These items cannot be returned to you by the Settlement Administrator.
5. Keep copies of the completed Proof of Claim form and documentation for your own records.
6. You will not receive confirmation of receipt of your Proof of Claim. If confirmation is desired, please send your Proof of Claim Certified Mail, Return Receipt Requested.
7. If your address changes in the future, or if this Proof of Claim was sent to an old or incorrect address, please send the Settlement Administrator written notification of your new address. If you change your name, please inform the Settlement Administrator.
8. If you have any questions or concerns regarding your Proof of Claim form, please contact the Settlement Administrator at the above address or call 866-540-4948 or visit www.dolestockholderlitigation.com.

¹ Unless indicated otherwise, all capitalized terms used here are intended to have the same meaning ascribed to them in the Notice of Proposed Settlement of Class Action, Settlement Hearing, and Right to Appear (the “Notice”).

For Official Use Only



THE COURT OF CHANCERY
OF THE STATE OF DELAWARE

In re Dole Food Co., Inc. Stockholder Litigation
Cons. C.A. No. 8703-VCL

**MUST BE POSTMARKED
NO LATER THAN:
APRIL 11, 2016**

PROOF OF CLAIM AND RELEASE

PLEASE TYPE OR PRINT

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name(s) (First, Middle, Last)

Record Holder's Names(s) (if different from beneficial owner listed above)

Street Address (Line 1)

Street Address (Line 2)

City

State

Postal/Zip Code

Foreign Province

Foreign Country

Social Security Number or Employer Identification Number (if U.S. Citizen/Resident)

Telephone Number (work)

Telephone Number (home/cell)

Email Address (optional)

Check One:

- ☐ Individual ☐ Corporation
☐ Joint Owners ☐ Individual Retirement Plan²
☐ Estate ☐ Other _____ (specify)

² This includes Individual Retirement Accounts (or IRAs), Keogh plans, and any other type of individual retirement plan. On a separate sheet, please indicate the type of plan, mailing address and name of current custodian.

PART II: HOLDINGS ON NOVEMBER 1, 2013

1. HOLDINGS ON NOVEMBER 1, 2013—Indicate in the space below the number of shares of Dole common stock the Claimant surrendered pursuant to the Merger on November 1, 2013. Documentation includes brokerage statements from November 2013 or proof of stock certificate surrender (see below for more details if your shares were held in certificate form).

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2. STOCK CERTIFICATE NUMBERS (IF APPLICABLE)—List below the stock certificate number for all Dole common stock surrendered pursuant to the Merger on November 1, 2013, for all shares NOT HELD IN A BROKERAGE ACCOUNT. Be sure to attach documentation of surrender such as a letter accompanying a payment for surrendered shares from the transfer agent or your broker.

	Stock Certificate Number	Documentation Enclosed
Certificate 1:		☐ Y ☐ N
Certificate 2:		☐ Y ☐ N
Certificate 3:		☐ Y ☐ N
Certificate 4:		☐ Y ☐ N
Certificate 5:		☐ Y ☐ N
Certificate 6:		☐ Y ☐ N
Certificate 7:		☐ Y ☐ N

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PRINT THE BENEFICIAL OWNER'S FULL NAME AND TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE.

YOU MUST READ AND SIGN THE PROOF OF CLAIM FORM ON PAGE 4.

PART III: RELEASE AND CERTIFICATION

On behalf of myself (ourselves) or the beneficial owner, I (we) am (are) authorized to file this Proof of Claim, and on behalf of each of my (our, his, her, its) heirs, executors, administrators, estates, predecessors in interest, predecessors, successors in interest, successors, and assigns in their capacities as such, I (we, he, she, it) hereby acknowledge that as of the Effective Date of the Settlement, I (we, he, she, it) shall (i) be deemed to have fully, finally, and forever released, settled, and discharged each and every one of the Released Defendant Persons (as defined in the Notice) from and with respect to each and every one of the Settled Plaintiff Claims (as defined in the Notice); and (ii) forever be barred and enjoined from commencing, instituting, or prosecuting any of the Settled Plaintiff Claims against any of the Released Defendant Persons.

☐ By checking this box, I certify that I (we) am (are), or, if I am filing on behalf of another, that party is, not an excluded party under the terms of the Stipulation. Excluded parties include Dole, Murdock, Carter, DeLorenzo, Deutsche Bank AG, New York Branch, Deutsche Bank Securities Inc., DFC Holdings, LLC, and each of their affiliates, legal representatives, heirs, successors in interests, transferees and assigns. Also excluded from the Class are the "Appraisal Petitioners" Hudson Bay Master Fund Ltd., Hudson Bay Merger Arbitrage Opportunities Master Fund Ltd., Ripe Holdings LLC, Merion Capital LP, Merion Capital II, LP, Magnetar Capital Master Fund Ltd., Magnetar Global Event Driven Master Fund Ltd., Spectrum Opportunities Master Fund Ltd., Blackwell Partners LLC, and Susan Hernon, except to the extent any such Appraisal Petitioners owned shares of Dole common stock at the Closing that were not the subject of a perfected appraisal demand.

By signing and submitting this Proof of Claim, the claimant(s) or the person(s) who represent(s) the claimant(s) certifies (certify) as follows:

- 1. that I (we) have read the Notice and the Proof of Claim, including the releases provided for in the Settlement;
- 2. that the claimant(s) is (are) a Class Member(s), as defined in the Notice, and is (are) not excluded from the Class;
- 3. that the claimant(s) owns(ed) the Dole common stock identified in the Proof of Claim and has (have) not assigned the claim against the Released Defendant Persons to another, or that, in signing and submitting this Proof of Claim, the claimant(s) has (have) the authority to act on behalf of the owner(s) thereof;
- 4. that the claimant(s) has (have) not submitted any other claim covering the same holdings of Dole common stock and knows (know) of no other person having done so on his/her/its/their behalf;
- 5. that the claimant(s) submits (submit) to the jurisdiction of the Court with respect to his/her/its/their claim and for purposes of enforcing the releases set forth herein;
- 6. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the Settlement Administrator or the Court may require;
- 7. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of the Stipulation and Agreement of Settlement and any judgment that may be entered in the litigation, including the releases and covenants set forth herein; and
- 8. that I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE AND THAT THE DOCUMENTS SUBMITTED HERewith ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of Claimant

Date

Print Name of Claimant

Signature of Joint Claimant (if any)

Date

Print Name of Joint Claimant

Capacity of Person(s) Signing, (e.g., beneficial owner(s), executor, administrator, trustee, etc.)

THIS PROOF OF CLAIM MUST BE MAILED TO THE SETTLEMENT ADMINISTRATOR, POSTMARKED BY APRIL 11, 2016.