20230711622

Årsredovisning

för

Nordic Fruit Invest AB

556772-9289

Räkenskapsåret

2022

Fastställelseintyg

Undertecknad styrelseledamot i Nordic Fruit Invest AB intygar att resultaträkningen och balansräkningen i årsredovisningen har fastställts på årsstämma den 30/6 2023. Årsstämman beslutade att godkänna styrelsens förslag till resultatdisposition.

Jag intygar också att innehållet i årsredovisningen och revisionsberättelsen stämmer överens med originalen.

Helsingborg 2023-07-07

Niels Klem Thomsen

20230721111623

Årsredovisning

för

Nordic Fruit Invest AB

556772-9289

Räkenskapsåret

2022

20230721 11624

Styrelsen för Nordic Fruit Invest AB har härmed upprättat årsredovisning för räkenskapsåret 2022.

Årsredovisningen är upprättad i svenska kronor, SEK.

Förvaltningsberättelse

Information om verksamheten
Bolaget är moderbolag i koncernen, där verksamheten i huvudsak består av handel med frukt och grönsaker samt logistik och administrativa förvaltningstjänster.

Bolaget har sitt säte i Helsingborg.

Förväntad framtida utveckling samt väsentliga risker och osäkerhetsfaktorer
Bolagets framtida utveckling är beroende av utvecklingen av frukt- och gröntkonsumtionen. Den generella utvecklingen av frukt- och gröntkonsumtionen förväntas vara stabil.

Risken för koncernens verksamhet bedöms vara kraftiga prisförändringar och tillgång på vissa varor, detta i relation till bolagets indirekta koppling med övriga koncernbolag och dess verksamhet i Sverige.

Väsentliga händelser under räkenskapsåret
Rysslands invasion av Ukraina har inneburit ett försämrat säkerhetsläge i Europa. Stora priosökningar har synts inom bl a energi och logistik. Bolaget tillhör inte den mest drabbade delen av näringslivet, men följer situationen noggrant och anpassar verksamheten efter utvecklingen.

Väsentliga händelser efter räkenskapsårets slut
Det försämrade säkerhetsläget i Europa efter Rysslands invasion av Ukraina förväntas hålla i sig även 2023. Den höga inflationen påverkar också bolaget.

Ägarförhållanden
Bolaget är moderbolag men lämnar inte någon koncernredovisning med stöd av ÅRL 7 kap. 2§. Av aktierna i Nordic Fruit Invest AB äger Dole Nordic AB, org. nr 556573-0370, med säte i Helsingborg, 91,9%. Dole Nordic AB ingår i sin tur i koncernen Dole PLC, org. nr 606201, med säte i Dublin, Irland som upprättar koncernredovisning. Dole PLC's årsredovisning återfinns på deras hemsida, www.doleplc.com.

Flerårsöversikt (tkr)	**2022**	**2021**	**2020**	**2019**
Nettoomsättning	0	0	0	0
Resultat efter finansiella poster	-16 172	-8 700	-8 424	-6 520
Balansomslutning	666 510	806 460	650 775	758 061
Soliditet (%)	5,6	4,0	4,6	2,9

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

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Förändringar i eget kapital

	Aktie-kapital	Balanserat resultat	Årets resultat	Totalt
Belopp vid årets ingång	110 988	7 551 359	24 852 059	**32 514 406**
Disposition enligt beslut av årsstämman:		24 852 059	-24 852 059	**0**
Utdelning		-28 930 246		**-28 930 246**
Årets resultat			33 940 247	**33 940 247**
Belopp vid årets utgång	**110 988**	**3 473 172**	**33 940 247**	**37 524 407**

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	3 473 172
årets vinst	33 940 247
	37 413 419
disponeras så att	
Till aktieaägare utdelas	30 409 382
i ny räkning överföres	7 004 037
	37 413 419

Styrelsen föreslås bemyndigas att besluta om tidpunkt då utdelningen skall betalas.

Styrelsen anser att förslaget är förenligt med försiktighetsregeln i 17 kap. 3 § aktiebolagslagen enligt följande redogörelse:

Den föreslagna utdelningen reducerar soliditeten, vilket mot bakgrund av att verksamheten sedan utgången av räkenskapsåret bedrivits med lönsamhet bedöms som betryggande. Styrelsen bedömer även att bolagets likviditet kan upprätthållas på en betryggande nivå.

Med beaktande av relationen mellan bolagets tillgångar, skulder och eget kapital samt med hänsyn till resultatprognoser och investeringsbehov per denna dag anser vi således att den föreslagna vinstutdelningen är försvarlig med hänsyn till de krav verksamhetens art, omfattning och risk ställer på storleken på det egna kapitalet, bolagets konsolideringsbehov, likviditet och ställningen i övrigt. Utdelningen påverkar inte bolagets förmåga att fullgöra sina kort- och långfristiga förpliktelser eller genomföra nödvändiga investeringar. Styrelsens uppfattning är vidare att bolagets ekonomiska ställning med beaktande av den föreslagna utdelningen är betryggande för fordringsägarna. Styrelsen kan inte heller finna andra omständigheter som föranleder att utdelningen inte bör ske enligt styrelsen förslag.

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

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Resultaträkning

	Not	2022-01-01 -2022-12-31	2021-01-01 -2021-12-31
Rörelsens kostnader			
Övriga externa kostnader	2	-2 502	-1 502
		-2 502	**-1 502**
Rörelseresultat		**-2 502**	**-1 502**
Resultat från finansiella poster			
Övriga ränteintäkter och liknande resultatposter		1 194	0
Räntekostnader till koncernföretag		-16 170 462	-8 698 677
		-16 169 268	**-8 698 677**
Resultat efter finansiella poster		**-16 171 770**	**-8 700 179**
Bokslutsdispositioner	3	60 000 000	40 000 000
Resultat före skatt		**43 828 230**	**31 299 821**
Skatt på årets resultat	4	-9 887 983	-6 447 762
Årets resultat		**33 940 247**	**24 852 059**

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Balansräkning

	Not	2022-12-31	2021-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	5, 6	606 000 000	606 000 000
		606 000 000	**606 000 000**
Summa anläggningstillgångar		**606 000 000**	**606 000 000**
Omsättningstillgångar			
Kortfristiga fordringar			
Fordringar hos koncernföretag		60 000 000	200 000 000
Aktuella skattefordringar		507 457	458 390
Övriga fordringar		2 716	1 522
		60 510 173	**200 459 912**
Summa omsättningstillgångar		**60 510 173**	**200 459 912**
SUMMA TILLGÅNGAR		**666 510 173**	**806 459 912**

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Balansräkning

	Not	2022-12-31	2021-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital	7, 8		
Bundet eget kapital			
Aktiekapital		110 988	110 988
		110 988	**110 988**
Fritt eget kapital			
Balanserad vinst eller förlust		3 473 172	7 551 359
Årets resultat		33 940 247	24 852 059
		37 413 419	**32 403 418**
Summa eget kapital		**37 524 407**	**32 514 406**
Långfristiga skulder	9		
Skulder till koncernföretag		606 000 000	606 000 000
Summa långfristiga skulder		**606 000 000**	**606 000 000**
Kortfristiga skulder			
Skulder till koncernföretag	10	22 985 766	167 945 506
Summa kortfristiga skulder		**22 985 766**	**167 945 506**
SUMMA EGET KAPITAL OCH SKULDER		**666 510 173**	**806 459 912**

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Noter

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar

Årsredovisningen är upprättad i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Fordringar har upptagits till de belopp varmed de beräknas inflyta.

Övriga tillgångar och skulder har upptagits till anskaffningsvärden om inget annat anges.

Fordringar och skulder i utländsk valuta har värderats till balansdagens kurs. Kursvinster och kursförluster på rörelsefordringar och rörelseskulder redovisas i rörelseresultatet medan kursvinster och kursförluster på finansiella fordringar och skulder redovisas som finansiella poster.

Redovisningsprinciperna är oförändrade jämfört med föregående år.

Koncernbidrag
Erhållna och lämnade koncernbidrag redovisas som bokslutsdispositioner.

Inkomstskatter
Aktuell skatt
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

Finansiella anläggningstillgångar
Andelar i koncernföretag
Andelar i koncernföretag redovisas initialt till anskaffningsvärdet, vilket inkluderar eventuella transaktionsutgifter som är direkt hänförliga till förvärvet av andelarna. Emissionslikvider och aktieägartillskott läggs till anskaffningsvärdet. Skulle det verkliga värdet vara lägre än det redovisade värdet skrivs andelarna ned till det verkliga värdet om värdenedgången kan antas vara bestående.

Nyckeltalsdefinitioner
Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

Resultat efter finansiella poster
Resultat efter finansiella intäkter och kostnader men före bokslutsdispositioner och skatter.

Balansomslutning
Företagets samlade tillgångar.

Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutning.

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Uppskattningar och bedömningar

Upprättandet av bokslut och tillämpning av redovisningsprinciper, baseras ofta på ledningens bedömningar, uppskattningar och antaganden som anses vara rimliga vid den tidpunkt då bedömningen görs. Uppskattningar och bedömningar är baserade på historiska erfarenheter och ett antal andra faktorer, som under rådande omständigheter anses vara rimliga. Resultatet av dessa används för att bedöma de redovisade värdena på tillgångar och skulder, som inte annars framgår tydligt från andra källor. Det verkliga utfallet kan avvika från dessa uppskattningar och bedömningar. Uppskattningar och antaganden ses över regelbundet.

Inga väsentliga källor till osäkerhet i uppskattningar och antaganden på balansdagen bedöms kunna innebära en betydande risk för en väsentlig justering av redovisade värden för tillgångar och skulder under nästa räkenskapsår.

Not 2 Anställda och personalkostnader

Bolaget har inte haft några anställda och några löner har ej utbetalats.

Not 3 Bokslutsdispositioner

	2022	2021
Mottagna koncernbidrag	60 000 000	180 000 000
Lämnade koncernbidrag		-140 000 000
	60 000 000	**40 000 000**

Not 4 Aktuell och uppskjuten skatt

	2022	2021
Skatt på årets resultat		
Aktuell skatt	-9 887 983	-6 447 762
Totalt redovisad skatt	**-9 887 983**	**-6 447 762**

Avstämning av effektiv skatt

	2022		2021	
	Procent	**Belopp**	**Procent**	**Belopp**
Redovisat resultat före skatt		43 828 230		31 299 821
Skatt enligt gällande skattesats	20,60	-9 028 615	20,60	-6 447 763
Räntenetto	1,96	-859 368		
Redovisad effektiv skatt	**22,50**	**-9 887 983**	**20,60**	**-6 447 763**

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Not 5 Andelar i koncernföretag

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	606 000 000	606 000 000
Utgående ackumulerade anskaffningsvärden	**606 000 000**	**606 000 000**
Utgående redovisat värde	**606 000 000**	**606 000 000**

Not 6 Specifikation andelar i koncernföretag

Namn	Kapital-andel	Rösträtts-andel	Antal andelar	Bokfört värde
Everfresh AB	100 %	100 %	300 000	606 000 000
				606 000 000

	Org.nr	Säte
Everfresh AB	556247-1572	Helsingborg

Not 7 Antal aktier och kvotvärde

Namn	Antal aktier	Kvot-värde
Antal A-Aktier	110 988	1
	110 988	

Not 8 Disposition av vinst eller förlust

	2022-12-31
Förslag till vinstdisposition	
Styrelsen föreslår att till förfogande stående vinstmedel:	
balanserad vinst	3 473 172
årets vinst	33 940 247
	37 413 419
disponeras så att	
Till aktieaägare utdelas	30 409 382
i ny räkning överföres	7 004 037
	37 413 419

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Not 9 Långfristiga skulder

	2022-12-31	2021-12-31
Skulder till koncernföretag		
Skulder som betalas senare än fem år efter balansdagen	-606 000 000	-606 000 000
	-606 000 000	**-606 000 000**

Not 10 Skulder till koncernbolag

Av skulder till koncernföretag avser -22 985 766 kr (fg år -27 945 506 kr) lån från koncernens cash pool. Bolagets interna kreditlimit inom cash pool uppgår till 145 000 000 kr. (fg år 145 000 000).

Not 11 Uppgifter om moderföretag

Bolaget är moderbolag men lämnar inte någon koncernredovisning med stöd av ÅRL 7 kap. 2§. Av aktierna i Nordic Fruit Invest AB äger Total Produce Nordic AB, org. nr 556573-0370, med säte i Helsingborg, 91,9%. Total Produce Nordic AB ingår i sin tur i koncernen Dole PLC, org. nr 606201, med säte i Dublin, Irland som upprättar koncernredovisning. Dole PLC's årsredovisning återfinns på deras hemsida, www.doleplc.com.

Not 12 Väsentliga händelser efter räkenskapsårets slut

Rysslands invasion av Ukraina den 24:e februari 2022 har inneburit ett försämrat säkerhetsläge i Europa. Det påverkar även 2023 eftersom det bland annat bidrar till inflation.

Helsingborg 27-6-2023

Niels Klem Thomsen
Ordförande

Martin Breen
Styresleledamot

Rory Byrne
Styresleledamot

Martin Roesgaard
Styrelseledamot

Vår revisionsberättelse har lämnats 30 juni 2023
KPMG AB

Cecilia Olsson
Auktoriserad revisor
Huvudansvarig revisor

Frida Arestad Rosendahl
Auktoriserad revisor

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Not 9 Långfristiga skulder

	2022-12-31	2021-12-31
Skulder till koncernföretag		
Skulder som betalas senare än fem år efter balansdagen	-606 000 000	-606 000 000
	-606 000 000	**-606 000 000**

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Ordförande

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Styresleledamot

Rory Byrne
Styresleledamot

Martin Roesgaard
Styrelseledamot

Vår revisionsberättelse har lämnats
KPMG AB

Cecilia Olsson
Auktoriserad revisor
Huvudansvarig revisor

Frida Arestad Rosendahl
Auktoriserad revisor

20230721111634

Not 9 Långfristiga skulder

	2022-12-31	2021-12-31
Skulder till koncernföretag		
Skulder som betalas senare än fem år efter balansdagen	-606 000 000	-606 000 000
	-606 000 000	**-606 000 000**

Not 10 Skulder till koncernbolag

Av skulder till koncernföretag avser -22 985 766 kr (fg år -27 945 506 kr) lån från koncernens cash pool. Bolagets interna kreditlimit inom cash pool uppgår till 145 000 000 kr. (fg år 145 000 000).

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Helsingborg 27-6-2023

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Ordförande

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Vår revisionsberättelse har lämnats
KPMG AB

Cecilia Olsson
Auktoriserad revisor
Huvudansvarig revisor

Frida Arestad Rosendahl
Auktoriserad revisor

20230721111635

Revisionsberättelse

Till bolagsstämman i Nordic Fruit Invest AB, org. nr 556772-9289

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Nordic Fruit Invest AB för år 2022.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Nordic Fruit Invest ABs finansiella ställning per den 31 december 2022 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet Revisorns ansvar. Vi är oberoende i förhållande till Nordic Fruit Invest AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen ansvarar även för den interna kontroll som den bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen för bedömningen av bolagets förmåga att fortsätta verksamheten. Den upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

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Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens förvaltning för Nordic Fruit Invest AB för år 2022 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet Revisorns ansvar. Vi är oberoende i förhållande till Nordic Fruit Invest AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat styrelsens motiverade yttrande samt ett urval av underlagen för detta för att kunna bedöma om förslaget är förenligt med aktiebolagslagen.

Malmö den 30 juni 2023

KPMG AB

Cecilia Olsson
Huvudansvarig revisor
Auktoriserad revisor

Frida Arestad Rosendahl
Auktoriserad revisor

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F

(Mark One)

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report .....
For the transition period from _____ to _____
Commission file number 001-40695

Dole plc
(Exact name of Registrant as specified in its charter)
N/A
(Translation of Registrant's name into English)
Ireland
(Jurisdiction of incorporation or organization)
29 North Anne Street
Dublin 7
D07 PH36
Ireland
(Address of principal executive offices)
Jacinta Devine
Chief Financial Officer
353-1-887-2600
jdevine@totalproduce.com
29 North Anne Street
Dublin 7
D07 PH36
Ireland
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

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Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, $0.01 par value per share	DOLE	The New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act. (Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. (Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 94,899,194 Ordinary shares, par value $0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

☐ Yes ☒ No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Emerging growth company	☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☒	International Financial Reporting Standards as issued by the International Accounting Standards Board ☐	Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

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Background and Certain Defined Terms

In this report, unless otherwise specified, the terms "we", "our", "us", the "Group", the "Company" and "Dole" refer to Dole plc, individually or together with its subsidiaries, as the context may require. References to "Dole plc" refer to the registrant.

References to "Total Produce" refers to Total Produce plc, together with its subsidiaries, and references to "Legacy Dole" and "Dole Food Company" refer to DFC Holdings, LLC, together with its subsidiaries, prior to the transactions completed on July 29, 2021 (the "Acquisition Date") (referred to herein as the "Merger") pursuant to the Transaction Agreement. The Merger between Total Produce and Legacy Dole was accounted for under the acquisition method of accounting, with Total Produce deemed to be the acquirer for financial accounting purposes (the "Acquisition"). Accordingly, Total Produce's historical financial statements are the historical financial statements of the combined company for the periods prior to the Acquisition Date. See Note 4 "Business Combination and Transaction" to the consolidated financial statements included herein for further detail.

References to the "Transaction", "IPO Transaction" or "IPO" refers to the initial public offering of Dole plc on the New York Stock Exchange ("NYSE") that consummated on July 30, 2021 and closed on August 3, 2021 (the "Closing Date").

References to "Mr. Murdock" or "C&C Parties" refer to David H. Murdock and his affiliates, the former majority owner of Legacy Dole prior to the Merger.

The term "F-1 Filing" refers to the Registration Statement on Form F-1 (File No. 333-257621) that was filed on July 2, 2021 by Dole plc and amended on July 19, 2021, July 22, 2021 and July 28, 2021.

References to the "Annual Report" refer to the information on Form 20-F for the year ended December 31, 2022 filed herein.

The term "Credit Agreement" refers to the March 26, 2021 credit agreement with Coöperatieve Rabobank U.A., New York Branch, as amended from time to time.

The term "Relevant Territory" is a European Union ("EU") member state other than Ireland, or a country which Ireland has a double tax agreement.

Forward-Looking Statements

The following discussion and analysis of our financial condition, results of operations and notes to the consolidated financial statements included herein may contain forward-looking statements that relate to our plans, objectives, estimates and goals and involve risks and uncertainties. Our actual results could differ materially from the forward-looking statements included herein. Statements regarding our future and projections relating to products, sales, revenue, expenditures, costs and earnings are typical of such statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in "*Item 3D. Risk Factors.*"

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The Annual Report on Form 20-F contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 relating to our operations, results of operations and other matters that are based on our current expectations, estimates, assumptions and projections. Forward-looking statements are based on management's beliefs, assumptions and expectations of our future economic performance, considering the information currently available to management. These statements are not statements of historical fact. The words "believe," "may," "could," "will," "should," "would," "anticipate," "estimate," "expect," "intend," "objective," "seek," "strive," "target" or similar words, or the negative of these words, identify forward-looking statements. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business prospects, growth strategy and liquidity. Accordingly, there are, or will be, important factors that could cause our actual results to differ materially from those indicated in these statements. All such risk factors are difficult to predict, contain uncertainties that may materially affect actual results and may be beyond our control. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors or to assess the impact of each such risk factor on the Company. Any forward-looking statement speaks only as of the date on which such statement is made, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, except as required by the federal securities laws. If one or more risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from what we may have expressed or implied by these forward-looking statements. We caution that you should not place undue reliance on any of our forward-looking statements.

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors

Dole plc:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Dole plc and subsidiaries ("the Company") as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 22, 2023 expressed an adverse opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impairment assessment of the Dole brand intangible asset and goodwill for the Fresh Fruit reporting unit

As discussed in Notes 2 and 13 to the consolidated financial statements, the carrying amount of the Dole brand intangible asset and goodwill related to the Fresh Fruit reporting unit were $306,280 thousand and $273,275 thousand, respectively, as of December 31, 2022. The Company evaluates goodwill and other indefinite-lived intangible assets for impairment annually during the fourth quarter, or more frequently if an event occurs or circumstances change that would indicate that an impairment may exist. For the 2022 annual impairment assessment of the Dole brand intangible asset and each reporting unit with goodwill, the Company elected to perform the quantitative assessment with the assistance of a third-party specialist.

We identified the evaluation of the impairment assessment of the Dole brand intangible asset and goodwill related to the Fresh Fruit reporting unit as a critical audit matter. Subjective auditor judgment and specialized skills and knowledge were required in assessing the key assumptions used in the impairment assessment to estimate the fair values of the Dole Brand and Fresh Fruit reporting unit, specifically the discount rates, and the Dole brand royalty rate. Minor changes to these assumptions would have a significant effect on the estimated fair value.

The following are the primary procedures we performed to address this critical audit matter:

– We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's goodwill and intangible assets process, including controls related to the key assumptions.

– We involved valuation professionals with specialized skills and knowledge, who assisted in:

- evaluating the discount rates, by comparing them against ranges that were independently developed using publicly available market data for comparable entities, and
- evaluating the royalty rate through the excess earnings approach, by assessing qualitative factors specific to Fresh Fruit reporting unit and the Dole brand, and by comparing it to market benchmarks and royalty rates for comparable brands.

(signed) KPMG

We have served as the Company's auditor since 2006.

Dublin, Ireland

March 22, 2023

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors

Dole plc:

Opinion on Internal Control Over Financial Reporting

We have audited Dole plc and subsidiaries ("the Company") internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, because of the effect of the material weakness, described below, on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements), and our report dated March 22, 2023 expressed an unqualified opinion on those consolidated financial statements.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. A material weakness related to an ineffective design of controls over review of manual journal entries has been identified and included in management's assessment. The material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements, and this report does not affect our report on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

(signed) KPMG

Dublin, Ireland

March 22, 2023

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DOLE PLC
CONSOLIDATED BALANCE SHEETS

	December 31, 2022	December 31, 2021
ASSETS	**(U.S. Dollars in thousands)**	
Cash and cash equivalents	$ 228,840	$ 250,561
Short-term investments	5,367	6,115
Trade receivables, net of allowances for credit losses of $19,130 and $22,064, respectively	605,154	719,114
Grower advance receivables, net of allowances of $15,817 and $9,606, respectively	120,940	72,350
Other receivables, net of allowances of $14,810 and $14,066, respectively	137,575	125,908
Inventories, net of allowances of $4,410 and $7,447, respectively	436,878	410,737
Prepaid expenses	55,045	45,339
Other current assets	15,034	11,011
Assets held-for-sale	645	200
Total current assets	1,605,478	1,641,335
Long-term investments	16,498	23,433
Investments in unconsolidated affiliates	124,239	128,407
Actively marketed property	31,007	50,364
Property, plant and equipment, net of accumulated depreciation of $404,009 and $283,677, respectively	1,343,307	1,430,850
Operating lease right-of-use assets	392,797	368,632
Goodwill	497,453	511,333
DOLE brand	306,280	306,280
Other intangible assets, net of accumulated amortization of $120,315 and $117,499 respectively	50,990	62,046
Other assets	159,681	98,917
Deferred tax assets, net	64,112	46,371
Total assets	$ 4,591,842	$ 4,667,968
LIABILITIES AND EQUITY		
Accounts payable	$ 729,615	$ 696,766
Income taxes payable	11,558	10,316
Accrued liabilities	465,626	464,931
Bank overdrafts	8,623	9,395
Current portion of long-term debt, net	97,435	51,785
Current maturities of operating leases	81,968	73,046
Payroll and other tax	28,913	35,212
Contingent consideration	1,791	2,958
Pension and postretirement benefits	17,287	17,664
Dividends payable and other current liabilities	17,698	9,078
Total current liabilities	1,460,514	1,371,151
Long-term debt, net	1,127,321	1,297,808
Operating leases, less current maturities	320,272	305,714
Deferred tax liabilities, net	143,376	145,689
Income taxes payable, less current portion	30,458	40,439
Contingent consideration, less current portion	5,022	4,302
Pension and postretirement benefits, less current portion	124,646	152,149
Other long-term liabilities	61,248	105,310
Total liabilities	$ 3,272,857	$ 3,422,562
Commitments and contingent liabilities (See Note 19)		
Redeemable noncontrolling interests	32,311	32,776
Stockholders' equity:		
Common stock — $0.01 par value; 300,000,000 shares authorized and 94,899,194 and 94,877,706 shares outstanding as of December 31, 2022 and December 31, 2021, respectively	949	950
Additional paid-in capital	795,063	792,223
Retained earnings	469,249	413,335
Accumulated other comprehensive loss	(104,133)	(125,919)
Total equity attributable to Dole plc	1,161,128	1,080,589
Equity attributable to noncontrolling interests	125,546	132,041
Total equity	1,286,674	1,212,630
Total liabilities, redeemable noncontrolling interests and equity	$ 4,591,842	$ 4,667,968

See Notes to Consolidated Financial Statements

DOLE PLC
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars and shares in thousands, except per share amounts)		
Revenue, net	$ 9,228,853	$ 6,454,402	$ 4,345,939
Cost of sales	(8,634,144)	$ (6,105,271)	$ (4,012,348)
Gross profit	594,709	349,131	333,591
Selling, marketing, general and administrative expenses	(491,712)	(349,769)	(264,844)
Merger, transaction and other related costs	—	(30,072)	(396)
Gain on disposal of businesses	192	11	—
Impairment of property, plant and equipment	(397)	—	(1,210)
Gain on asset sales	11,634	581	—
Operating income (loss)	114,426	(30,118)	67,141
Other income (expense), net	11,322	8,658	(119)
Interest income	6,642	3,938	2,604
Interest expense	(61,485)	(27,030)	(10,523)
Income (loss) before income taxes and equity earnings	70,905	(44,552)	59,103
Income tax benefit (expense)	34,059	13,333	(18,130)
Equity method earnings	6,726	48,027	30,279
Net income	111,690	16,808	71,252
Less: Net income attributable to noncontrolling interests	(25,194)	(24,027)	(18,764)
Net income (loss) attributable to Dole plc	$ 86,496	$ (7,219)	$ 52,488
Net income (loss) per share attributable to Dole plc — basic	$ 0.91	$ (0.10)	$ 0.95
Net income (loss) per share attributable to Dole plc — diluted	$ 0.91	$ (0.10)	$ 0.94
Weighted average shares outstanding — basic	94,886	72,190	55,509
Weighted average shares outstanding — diluted	94,906	72,190	55,592

See Notes to Consolidated Financial Statements

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DOLE PLC
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Net income	$ 111,690	$ 16,808	$ 71,252
Other comprehensive income (loss), net of tax:			
Net unrealized gain (loss) on derivatives	31,786	11,209	(2,705)
Foreign currency translation adjustment	(38,068)	(34,772)	21,876
Change in pension and postretirement benefits	22,959	2,532	(12,624)
Reclassification of pension activity	—	15,462	—
Total other comprehensive income (loss)	16,677	(5,569)	6,547
Comprehensive income	128,367	11,239	77,799
Less: Comprehensive income attributable to noncontrolling interests	(20,085)	(15,574)	(22,510)
Comprehensive income (loss) attributable to Dole plc	$ 108,282	$ (4,335)	$ 55,289

See Notes to Consolidated Financial Statements

DOLE PLC
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Operating Activities			
Net income	$ 111,690	$ 16,808	$ 71,252
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	130,997	72,955	36,182
Incremental charges on purchase accounting valuation of biological assets and inventory	41,145	65,916	—
Net (gain) on sale of assets and asset write-offs	(11,634)	(581)	—
Impairment of property, plant and equipment	397	—	1,210
Net (gain) loss on financial instruments	7,167	(3,910)	—
Stock-based compensation expense	4,500	815	—
Equity method earnings	(6,726)	(48,027)	(30,279)
Net (gain) on disposal of businesses	(192)	(11)	—
Amortization of debt discounts and debt issuance costs	6,213	2,634	—
Deferred tax (benefit)	(35,044)	(23,168)	(698)
Pension and other postretirement benefit plan expense (benefit)	3,151	2,913	(3,620)
Dividends received from equity method investees	9,817	12,137	12,906
Fair value movement on contingent consideration	(14)	1,036	519
Other	(194)	2,322	(481)
Changes in operating assets and liabilities:			
Receivables, net of allowances	19,708	(20,542)	32,578
Inventories	(38,252)	(56,603)	(18,027)
Accrued and other current and long-term liabilities	(3,837)	(8,315)	43,031
Cash flow provided by operating activities	238,892	16,379	144,573
Investing Activities			
Sales of assets	36,676	26,308	891
Capital expenditures	(97,998)	(65,438)	(23,202)
Acquisitions, net of cash acquired	(4,886)	103,595	298
Proceeds from sales of investment in unconsolidated affiliates	421	10,607	4,362
Insurance proceeds	2,278	10,455	—
Purchases of investments	(458)	(1,210)	—
Investments in unconsolidated affiliates	(3,450)	(1,833)	537
Other	912	332	(8,482)
Cash flow provided by (used in) investing activities	(66,505)	82,816	(25,596)
Financing Activities			
Proceeds from borrowings and overdrafts	1,293,280	2,145,427	302,450
Repayments on borrowings and overdrafts	(1,411,467)	(2,487,130)	(363,901)
Payment of debt issuance costs	(304)	(22,133)	—
Dividends paid to shareholders	(30,364)	(17,092)	(11,875)
Dividends paid to noncontrolling interests	(21,632)	(21,683)	(23,349)
Acquisition of redeemable noncontrolling interest	—	—	(4,062)
Other noncontrolling interest activity, net	—	382	—
Proceeds from exercise of stock options	—	7,041	153
Payments of contingent consideration	(2,909)	(5,031)	—
Proceeds received from issuance of common stock in initial public offering, net of issuance costs	—	398,876	—
Cash flow (used in) financing activities	(173,396)	(1,343)	(100,584)
Effect of foreign currency exchange rate changes on cash	(20,712)	(7,794)	12,533
Increase (decrease) in cash and cash equivalents	(21,721)	90,058	30,926
Cash and cash equivalents at beginning of period	250,561	160,503	129,577
Cash and cash equivalents at end of period	$ 228,840	$ 250,561	$ 160,503
Supplemental cash flow information:			
Income tax payments, net of refunds	$ (50,469)	$ (26,945)	$ (19,313)
Interest payments on borrowings	$ (53,565)	$ (26,691)	$ (10,859)
Non-cash Investing and Financing Activities:			
Accrued property, plant and equipment	$ (488)	$ (5,414)	$ (90)

See Notes to Consolidated Financial Statements

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DOLE PLC
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Equity Attributable to Dole plc							
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Equity Attributable to Dole plc	Equity Attributable to Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests
	(U.S. Dollars in thousands)							
Balance as of December 31, 2019	$ 4,863	$ 202,619	$ 418,923	$ (131,604)	$ 494,801	$ 119,192	$ 613,993	$ 30,891
Net income	—	—	52,488	—	52,488	14,264	66,752	4,500
Issuance of common stock	2	104	47	—	153	—	153	—
Proceeds from exercise of stock options	—	(130)	—	—	(130)	—	(130)	—
Dividends declared	—	—	(11,875)	—	(11,875)	(16,905)	(28,780)	(6,444)
Share of repayment of receivable from affiliates	—	—	787	—	787	—	787	—
Other noncontrolling interest activity, net	—	—	(33)	—	(33)	1,419	1,386	—
Other redeemable noncontrolling interest activity, net	—	(4,361)	378	—	(3,983)	—	(3,983)	2,560
Other comprehensive income (loss), net of tax	—	—	—	2,801	2,801	4,936	7,737	(1,190)
Balance as of December 31, 2020	$ 4,865	$ 198,232	$ 460,715	$ (128,803)	$ 535,009	$ 122,906	$ 657,915	$ 30,317
Net income (loss)	—	—	(7,219)	—	(7,219)	20,723	13,504	3,304
Proceeds from exercise of stock options	56	6,985	—	—	7,041	—	7,041	—
Cancellation of treasury stock	(263)	263	—	—	—	—	—	—
Share issuance to C&C Parties	119	190,555	—	—	190,674	—	190,674	—
Conversion of ordinary shares to common stock in connection with initial public offering	(4,096)	4,096	—	—	—	—	—	—
Issuance of common stock in connection with initial public offering, net of underwriting discounts and issuance costs	268	398,876	—	—	399,144	—	399,144	—
Share of repayment of receivable from affiliates	—	469	—	—	469	—	469	—
Dividends declared	—	—	(24,699)	—	(24,699)	(15,711)	(40,410)	(5,972)
Stock-based compensation	1	785	—	—	786	—	786	—
Other noncontrolling interest activity, net	—	(1,706)	—	—	(1,706)	11,522	9,816	—
Other redeemable noncontrolling interest activity, net	—	(6,332)	—	—	(6,332)	—	(6,332)	6,181
Reclassification of pension activity	—	—	(15,462)	15,462	—	—	—	—
Other comprehensive (loss), net of tax	—	—	—	(12,578)	(12,578)	(7,399)	(19,977)	(1,054)
Balance as of December 31, 2021	$ 950	$ 792,223	$ 413,335	$ (125,919)	$ 1,080,589	$ 132,041	$ 1,212,630	$ 32,776
Net income	—	—	86,496	—	86,496	21,739	108,235	3,455
Dividends declared	—	—	(30,582)	—	(30,582)	(17,700)	(48,282)	(4,085)
Stock-based compensation	(1)	4,342	—	—	4,341	—	4,341	—
Other noncontrolling interest activity, net	—	(900)	—	—	(900)	(5,862)	(6,762)	—
Other redeemable noncontrolling interest activity, net	—	(602)	—	—	(602)	—	(602)	602
Other comprehensive income (loss), net of tax	—	—	—	21,786	21,786	(4,672)	17,114	(437)
Balance as of December 31, 2022	$ 949	$ 795,063	$ 469,249	$ (104,133)	$ 1,161,128	$ 125,546	$ 1,286,674	$ 32,311

See Notes to Consolidated Financial Statements

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DOLE PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — NATURE OF OPERATIONS

Dole plc is engaged in the worldwide sourcing, processing, distributing and marketing of high-quality fresh fruit and vegetables. Dole is a premier global leader in fresh produce, and the Company's most significant products hold leading positions in their respective categories and territories. Dole is one of the largest producers of fresh bananas and pineapples, one of the largest global exporters of grapes, one of the industry leaders in value-added salads and fresh-packed vegetables in the United States (the "U.S.") and has a strong presence in growing categories such as berries, avocados and organic produce.

Dole conducts operations throughout North America, Latin America, Europe, Asia, the Middle East and Africa (primarily in South Africa). As a result of its global operating and financing activities, Dole is exposed to certain risks, including fluctuations in commodity and fuel costs, interest rates and foreign currency exchange rates, as well as other environmental and business risks in sourcing and selling locations.

Dole offers over 300 products that are grown and sourced, both locally and globally, from over 30 countries in various regions worldwide. These products are distributed and marketed in over 75 countries across retail, wholesale and food service channels. The Company operates through a number of business-to-business and business-to-consumer brands, the most notable being the primary Dole brand ("DOLE brand").

Dole is incorporated in Ireland and was formed as a result of the combination of Total Produce and Legacy Dole. On February 16, 2021, Total Produce, Legacy Dole and the C&C Parties entered into a binding transaction agreement to combine Total Produce and Legacy Dole under a newly created entity, later named Dole plc, listed publicly in the U.S. Prior to the Merger, Total Produce had a 45.0% ownership interest in Legacy Dole. On July 29, 2021, the Merger between Total Produce and Legacy Dole occurred, and Total Produce shareholders and the C&C Parties received 82.5% and 17.5%, respectively, of the shares in Dole plc outstanding immediately prior to the IPO Transaction.

On July 30, 2021, Dole plc consummated its IPO on the NYSE under the ticker symbol "DOLE". In the IPO, Dole issued 25.0 million shares of common stock at $16.00 per share. In addition, on August 30, 2021, an additional 1.8 million shares of common stock were issued to the underwriters upon their exercise of the option to purchase them at the price of $16.00 per share. In the year ended December 31, 2021, total gross proceeds from the issuance of shares were $428.5 million, and after underwriting fees and other issuance costs of $29.6 million, net proceeds were $398.9 million. The proceeds from the IPO Transaction were used to fund the payment of certain outstanding debt balances.

See Note 4 "Business Combinations and Transactions" for additional detail on the Merger and the IPO Transaction.

On January 30, 2023, certain of Dole's wholly owned subsidiaries entered into a Stock Purchase Agreement (the "Agreement") with Fresh Express Acquisitions LLC ("Fresh Express"), a wholly owned subsidiary of Chiquita Holdings Limited, pursuant to which Fresh Express has agreed to acquire Dole's fresh vegetables division for approximately $293.0 million in cash, subject to certain adjustments set forth in the Agreement (the "Vegetables Transaction"). The Vegetables Transaction is expected to close after regulatory approval is obtained, subject to the satisfaction or waiver of customary closing conditions.

NOTE 2 — BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements herein are prepared in conformity with generally accepted accounting principles in the U.S. ("U.S. GAAP"). In the opinion of management, the consolidated financial statements of Dole include all necessary adjustments, which are of a normal recurring nature, to present fairly Dole's financial position, results of operations and cash flows.

Dole's consolidated financial statements include the accounts of majority-owned subsidiaries over which Dole exercises control, entities that are not majority-owned but require consolidation, because Dole has the ability to exercise control over operating and financial policies or has the power to direct the activities that most significantly impact the entities' economic performance, and all variable interest entities ("VIEs") for which Dole is the primary beneficiary.

Total Produce is the accounting acquirer of Legacy Dole, and as such, all Dole plc operating results prior to the Merger are only reflective of Total Produce, which included Total Produce's 45.0% share of Legacy Dole's net income included within equity method earnings in the consolidated statements of operations.

Intercompany accounts and transactions have been eliminated in consolidation. The results of consolidated entities are included from the effective date of control or, in the case of VIEs, from the date that Dole becomes the primary beneficiary. The results of subsidiaries sold or otherwise deconsolidated are excluded from consolidated results as of the date that Dole ceases to control the subsidiary or, in the case of VIEs, when Dole ceases to be the primary beneficiary.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Estimates and assumptions include, but are not limited to, the areas of customer and grower receivables, inventories, impairment of assets, useful lives of property, plant and equipment, intangible assets, income taxes, self-insurance reserves, retirement benefits, business combinations, financial instruments and contingencies. Actual results could differ from these estimates and assumptions.

In the year ended December 31, 2021, the Company reclassified $15.5 million of pension activity from retained earnings to other comprehensive income (loss) to correct the presentation of pension and other post retirement benefits within accumulated other comprehensive loss. The change did not have an impact to Dole's results of operations, financial condition or cash flows.

Summary of Significant Accounting Policies

Revenue Recognition: Revenue is recognized when a performance obligation is satisfied as control of a good or service is transferred to a customer in the amount expected to be entitled at transfer. For each customer contract, the performance obligations are identified, the transaction price is allocated to the individual performance obligations, and revenue is recognized when these performance obligations are fulfilled and control of the good or service is transferred to the customer. The transfer of control of a good or service to customers is based on written sales terms that allow customers right of return when the good or service does not meet certain quality factors.

Revenue consists primarily of product revenue, which includes the sale of fresh produce, health foods and consumer goods to third-party customers. Fresh produce comprises two main product categories for fruit, tropical fruit and diversified produce, and two main product categories for vegetables, value-added vegetables and fresh-packed vegetables. Tropical fruit primarily consists of bananas and pineapples, and diversified produce primarily consists of all other fruit, including berries, deciduous fruit and other fresh fruit whose growing and selling cycles are different than those of the Company's pineapples and bananas. Value-added vegetables primarily include packaged salads and meal kits, and fresh-packed vegetables include other vegetables, such as iceberg, romaine, leaf lettuces and celery.

Product revenue also includes surcharges for additional product services such as freight, cooling, warehousing, fuel, containerization, handling and palletization related to the transfer of products. Additionally, the Company has certain marketing contracts where Dole is the principal, and the related product revenue and cost of sales are reported on a gross basis. Product revenue is recognized at a point in time when control of the goods has been transferred to the customer, which can be upon shipping or delivery, depending on the terms of sale.

Revenue also includes service revenue, which includes management fees, third-party freight and royalties for the use of Company brands and trademarks. Additionally, the Company maintains a commercial cargo business where revenue is earned by providing handling and transportation services of containerized cargo on Company vessels. Net service revenue was less than 10% of total revenue for the years ended December 31, 2022, December 31, 2021 and December 31, 2020. See Note 5 "Revenue" for additional detail of the Company's revenue by product and channel.

Dole's incremental costs of obtaining a contract have primarily consisted of sales commissions, and the Company has elected the practical expedient to expense these costs that are related to contracts that are less than one year. These costs are included in selling, marketing and general and administrative expenses in the consolidated statements of operations. If these costs relate to contracts that are greater than one year, the incremental costs are capitalized as a contract asset and amortized over the period from which the contract is obtained until the performance obligations are met. Dole's contracts are generally less than one year, and incremental costs of obtaining a contract are not material.

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The Company treats shipping and handling costs that occur after the customer obtains control of the good as a fulfillment cost rather than a service performance obligation. Additionally, Dole has elected the practical expedient to exclude sales and other taxes imposed by government authorities on revenue-producing transactions from the transaction price.

The period between the transfer of a promised good or service to a customer and customer payment is expected to be less than one year and, as such, Dole has elected the practical expedient to not adjust the promised amount of consideration for the effects of a significant financing component.

Revenue is recorded net of any sales allowances, sales promotions and sales incentives. Sales allowances are calculated based on historical claims information. Dole offers sales promotions and sales incentives to its customers (resellers) and to its consumers. Sales promotions are temporary price reductions on third-party sales, and sales incentives include consumer coupons and discounts, volume and timing rebates and product placement fees. Estimated sales discounts are recorded in the period in which the related sale is recognized. Volume rebates are recognized in the period of sale as a reduction of revenue based on Dole's estimate of sales volume over the term of the arrangement. All other sales incentives are estimated using both historical trends and current volumes and assumptions. The Company also enters cooperative advertising arrangements in which Dole refunds a retailer for a portion of the costs incurred to advertise Dole's products. The value of these arrangements is treated as a reduction of revenue, unless the arrangement is in exchange for a distinct good or service, in which case, these amounts are recorded in selling, marketing and general and administrative expenses in the consolidated statements of operations. Adjustments to sales estimates are made periodically as new information becomes available and actual sales volumes become known. Adjustments to these estimates have historically not been significant to Dole.

Cost of Sales: Cost of sales primarily consists of costs associated with the production or purchasing of inventory, packaging materials, labor, depreciation, overhead, transportation and other distribution costs. Cost of sales also includes recurring agricultural costs and shipping and handling costs, which are detailed below.

Agricultural Costs: Plant costs, including seeds, trees, vines and stems, and preproduction costs, including land preparation, pre-planting and planting costs, are generally capitalized into inventory and charged to cost of sales when the related crop is harvested and sold, with the exception of pineapples, in which the costs are expensed as incurred. Certain plant and preproduction costs are capitalized to property, plant and equipment, depending on the crop, and charged to cost of sales over their life. All land development costs, including farm and soil improvements, are capitalized to property, plant and equipment. The useful lives for plant, preproduction and land development costs capitalized to property, plant and equipment are 2 to 25 years and are based on historical yields, climate and weather conditions and likelihood of disease and pest interference. Recurring agricultural costs after the preproduction period, including ongoing pruning, fertilization, watering and farm labor, are generally capitalized into inventory and charged to cost of sales when the related crop is harvested and sold, with the exception of pineapples and bananas, in which the costs are expensed as incurred, due to the continuous nature of production and associated costs incurred throughout the year.

As a result of the Acquisition, certain Legacy Dole pineapple and banana costs were recognized into inventory and property, plant and equipment at fair value to reflect the biological transformation of these crops. The fair value uplift related to these crops was reversed and recognized to cost of sales on a straight-line basis over their remaining growth and harvest cycle, which was complete as of December 31, 2022. See Note 4 "Business Combinations and Transactions" for further detail.

Shipping and Handling Costs: Amounts billed to third-party customers for shipping and handling are included as a component of revenue. Shipping and handling costs incurred are included as a component of cost of sales and represent fulfillment costs incurred by Dole to ship products from the sourcing location to the end customer and are not considered separate performance obligations.

Value-Added Taxes: Value-added taxes that are collected from customers and remitted to taxing authorities are excluded from revenue and cost of sales. Receivables related to value-added taxes are included within other receivables, net, and other assets in the consolidated balance sheets, depending on the expected timing of collection. Payables related to value-added taxes are included within payroll and other tax in the consolidated balance sheets.

Marketing and Advertising Costs: Marketing and advertising costs, which include media, production and other promotional costs, are generally expensed in the period in which the marketing or advertising first takes place. Marketing and advertising costs, included in selling, marketing and general and administrative expenses in the consolidated statements of operations, amounted to $19.3 million, $10.6 million and $5.3 million for the years ended December 31, 2022, December 31, 2021 and December 31, 2020, respectively.

Research and Development Costs: Research and development costs are expensed as incurred and are included in cost of sales or selling, marketing and general and administrative expenses in the consolidated statements of operations, based on the nature of the project. Research and development costs amounted to $10.8 million and $5.8 million for the years ended December 31, 2022 and December 31, 2021, respectively. Research and development costs were not material for the year ended December 31, 2020.

Restructuring Costs: Restructuring costs are expensed as incurred and included in cost of sales or selling, marketing, general and administrative expenses in the consolidated statements of operations, based on the nature of the cost. Restructuring charges were not material for the years ended December 31, 2022, December 31, 2021 and December 31, 2020.

Merger, Transaction and Other Related Costs: Dole records and separately states merger, transaction and other related costs to reflect non-recurring acquisition and merger-related activities. These costs were approximately $30.1 million for the year ended December 31, 2021 and primarily relate to the Merger and IPO Transaction. These costs were not material for the years ended December 31, 2022 and December 31, 2020.

Gain on Asset Sales: Gain on asset sales primarily consists of gains and losses incurred through the disposal of assets held-for-sale and actively marketed property and other property disposed in the ordinary course of business. During the year ended December 31, 2022, gains on asset sales were $11.6 million and primarily relate to disposal of assets held-for-sale and actively marketed property. During the years ended December 31, 2021 and December 31, 2020, gains and losses on asset sales were not material. See Note 11 "Assets Held-For-Sale and Actively Marketed Property" for additional detail.

Gain on Disposal of Businesses: Dole records and separately states the net gains and losses related to the disposal of businesses or subsidiaries. These disposals are the result of a business no longer meeting the strategic objective of the Company. While a divestiture may impact the operating results of the Company, the net impact of these disposals has not historically been significant.

Interest Income: Interest income comprises interest earned from funds invested and other receivables, such as interest earned on grower advances, and is recognized using the effective interest method over the term of the underlying agreement.

Interest Expense: Interest expense comprises interest on borrowings, amortization of discounts and issuance costs related to borrowings, interest on finance lease liabilities, fees for the sale of trade receivables, debt extinguishment costs and arrangement fees for borrowings.

Income Taxes: Dole accounts for deferred taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement carrying amount and the tax basis of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

A valuation allowance is provided to reduce deferred tax assets to the amount for which it is deemed more likely than not that future taxable income will not be sufficient to realize the related income tax benefits from these assets. The Company recognizes the benefit of a tax position only to the extent that it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. If the tax position is deemed more-likely-than-not to be sustained, the tax position is then assessed to determine the amount of benefit to recognize in the consolidated financial statements. The amount of the benefit that is recognized is the largest amount that is greater than 50.0% likely of being realized upon settlement. Income tax expense includes the effects of any resulting tax reserves or unrecognized tax benefits that are considered appropriate, as well as related net interest and penalties. In respect to undistributed earnings for foreign subsidiaries where those earnings are considered to be either indefinitely reinvested or could be distributed tax free, no deferred tax liability has been provided thereon.

The Company releases income tax effects from accumulated other comprehensive loss as individual items in accumulated other comprehensive loss are settled or otherwise disposed.

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Discontinued Operations: The disposal or held-for-sale designation of a component or a group of components is presented as discontinued operations when it represents a strategic shift that had, or will have, a major effect on Dole's operations and financial results. A component of an entity comprises operations and cash flows that can be clearly distinguished both operationally and for financial reporting purposes. There was no income or loss from discontinued operations for the years ended December 31, 2022, December 31, 2021 and December 31, 2020.

Earnings (loss) per share ("EPS"): Basic earnings (loss) per share is calculated by dividing the net income or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, excluding any shares purchased by the Company and held as treasury shares. Diluted earnings (loss) per share is calculated by dividing the net income or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding, after the adjustment for the effects of potentially issuable shares, such as restricted stock units and stock options with a dilutive effect.

Operating and Reportable Segments: Operating segments, defined as components of the Company that engage in business activities from which they earn revenue and incur expenses, are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). The CODM, who is responsible for assessing performance and allocating resources amongst operating segments, is defined as the Chief Executive Officer ("CEO") and Chief Operating Officer ("COO").

Dole has the following operating and reportable segments: Fresh Fruit, Diversified Fresh Produce – Europe, the Middle East and Africa ("Diversified Fresh Produce – EMEA"), Diversified Fresh Produce – Americas and the Rest of the World ("Diversified Fresh Produce – Americas & ROW") and Fresh Vegetables. See further detail on operating and reportable segments in Note 6 "Segments".

Cash and Cash Equivalents: Cash and cash equivalents consist of cash on hand and highly liquid investments, primarily money market funds and time deposits, with original maturities of three months or less. Whenever outstanding checks exceed cash balances, the balance of the book overdraft is reclassified to accounts payable in the consolidated balance sheets, and changes in book overdraft balances are presented within operating activities within the consolidated statements of cash flows.

Short-Term and Long-Term Investments: Dole sponsors various non-qualified benefit and executive compensation plans, with plan assets held in Rabbi Trusts. Short-term investments include the portion of the Rabbi Trust securities portfolio that approximates the short-term liability of the frozen non-qualified Supplemental Executive Retirement Plan ("SERP") defined benefit plan and the total liability of the non-qualified deferred compensation Excess Savings Plan ("ESP"). Long-term investments include the portion of the Rabbi Trust securities portfolio that will be used to fund a portion of the long-term liability of the SERP plan. Securities are recorded at fair value with realized and unrealized gains and losses included in earnings. Dole estimates the fair value of its investments using prices provided by its custodian. See Note 18 "Fair Value Measurements" for further detail on fair value disclosures.

Trade Receivables: Trade receivables are recognized net of allowances, which approximates fair value. Credit risk related to trade receivables is mitigated due to the large number of customers dispersed worldwide. To reduce credit risk, Dole performs periodic credit evaluations of its customers but does not generally require advance payments or collateral. Expected credit losses for newly recognized trade receivables, as well as changes to existing expected credit losses during the period, are recognized in selling, marketing, general and administrative expenses in the consolidated statements of operations. Refer to Note 8 "Receivables and Allowances for Credit Losses" for further detail on how the Company estimates these credit losses. No individual customer accounted for more than 10.0% of Dole's revenue during the years ended December 31, 2022, December 31, 2021 and December 31, 2020, nor accounted for greater than 10.0% of Dole's account receivables as of December 31, 2022 and December 31, 2021.

Dole regularly sells a portion of its trade receivables under arrangements with third-party financial institutions. The Company accounts for the transfers of trade receivables as sales when it has surrendered control, at which point the receivables are derecognized. Determining when control has transferred requires evaluation of the nature and extent of the Company's involvement with the transferred receivables as well as consideration of certain legal and other factors. See Note 8 "Receivables and Allowances for Credit Losses" for further detail.

Grower Advances: Dole makes advances to third-party growers for various farming needs. Some of these advances are secured with crop harvests or other collateral owned by the growers. Dole monitors these receivables on a regular basis and estimates expected credit losses for all outstanding grower advances to determine if a related impairment loss and allowance should be recognized. These expected credit losses are evaluated on a case-by-case basis and are based on historical credit loss information, among other quantitative and qualitative factors. Grower advances are stated at the gross advance amount less allowances for expected credit losses.

Grower advances are disaggregated into short-term advances that mature in one year or less, which are included within grower advance receivables, net, in the consolidated balance sheets and long-term advances that are included in other assets in the consolidated balance sheets. See Note 8 "Receivables and Allowances for Credit Losses" for further detail on grower advances.

Other Receivables: Other receivables consists primarily of receivables from governmental institutions, hedging receivables and miscellaneous non-trade receivables. These receivables are recorded net of allowances established based on specific account data and factors such as historical losses, current economic conditions, age of receivables, the value of any collateral and payment status compared to payment terms. Receivables are written off against the allowance once management determines the receivable is uncollectible. See Note 8 "Receivables and Allowances for Credit Losses" for further detail on other receivables.

Concentration of Credit Risk: Financial instruments that potentially subject Dole to a concentration of credit risk principally consist of cash equivalents, investments, derivative contracts and grower advances. Credit risk related to trade receivables is mitigated through the Company's large customer base and periodic credit valuations. Dole's cash and investments are maintained with high quality financial institutions. Dole's derivative contracts, which are discussed in greater detail below, are with major financial institutions. Dole's grower advances are principally with farming enterprises and are generally secured by the underlying crop harvests or other collateral.

Inventories: Inventories are valued at the lower of cost or net realizable value. Costs related to fresh produce are determined on the first-in, first-out basis. Specific identification and average cost methods are also used primarily for certain packing materials and operating supplies. In the normal course of business, the Company incurs certain crop growing costs such as land preparation, planting, fertilization, grafting, pruning and irrigation. Based on the nature of these costs and type of crop production, these costs may be capitalized into inventory. Generally, all recurring direct and indirect costs of growing crops for fresh produce other than bananas and pineapples are capitalized into inventory. These costs are recognized into cost of sales during each harvest period. Due to the nature of the Company's inventory, reserves for excess production and obsolescence are not significant.

Details of inventory in the consolidated balance sheets as of December 31, 2022 and December 31, 2021 were as follows:

	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Finished products	$ 217,522	$ 233,666
Raw materials and work in progress	124,114	89,312
Crop growing costs	41,832	40,671
Agricultural and other operating supplies	53,410	47,088
Inventories, net of allowances	$ 436,878	$ 410,737

Physical goods that have completed production and are held-for-sale in the ordinary course of business are classified as finished products. Inventories classified as raw materials represent goods that will be consumed in production, such as fresh fruit or vegetables to be modified from their original form and those awaiting packaging, as well as items such as consumer packing, labels and pallets. Goods that are in the course of production are classified as work in progress. Inventories classified as crop growing costs include costs incurred up to the time crops are produced in commercial quantities. In addition, agricultural and other operating supplies that are consumed indirectly in production, such as ripening agents, fertilizer and fuel, are also capitalized into inventory.

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Assets Held-for-Sale and Actively Marketed Property: Dole reports a business or assets as held-for-sale when management has approved or received approval to sell the business or assets and is committed to a formal plan, the business or assets are available for immediate sale, the business or assets are being actively marketed, the sale is anticipated to occur during the ensuing year and the other specified criteria for held-for-sale classification are met. In certain situations when timing of the sale of land is uncertain and held-for-sale criteria are not met, Dole classifies such assets as actively marketed property. A business or assets classified as held-for-sale or land classified as actively marketed property are recorded at the lower of their carrying amount or estimated fair value less cost to sell. If their carrying amount exceeds their estimated fair value, a loss is recognized. Depreciation is not recorded on assets classified as held-for-sale or on land improvements associated with actively marketed property. Assets and liabilities related to a business classified as held-for-sale and actively marketed property are segregated in the consolidated balance sheets, and major classes are separately disclosed in the notes to the consolidated financial statements, commencing in the period in which the business or assets are classified as held-for-sale or actively marketed. See Note 11 "Assets Held-For-Sale and Actively Marketed Property" for additional detail.

Investments in Unconsolidated Affiliates: Investments in unconsolidated affiliates and joint ventures with ownership by Dole of 20% to 50% are recorded using the equity method, provided Dole has the ability to exercise significant influence. In addition, entities in which the Company has variable interests are also recorded using the equity method when it is determined that the Company is not the primary beneficiary in the relationship but has the ability to exercise significant influence. Under the equity method of accounting, a share of earnings and losses based on Dole's ownership percentage in the investment is recorded in earnings each period. Unrealized gains and losses arising from transactions with equity method investments are eliminated to the extent of the Company's interest in the equity.

All material equity method investments have the same fiscal year-end or a fiscal year-end within three months of the Company's year-end. In the case of the latter, appropriate adjustments are made for the effects of significant transactions or events that occur between that date and the date of Dole's consolidated financial statements. Where appropriate, the accounting policies of equity method investments have been adjusted to ensure consistency with the policies adopted by Dole.

All other unconsolidated investments where we do not have the ability to exercise significant influence are recorded at cost less impairment, adjusted for any observable price changes, as their fair value is not readily determinable. As of December 31, 2022 and December 31, 2021, substantially all of Dole's investments in unconsolidated affiliates have been accounted for under the equity method.

Dole evaluates its equity method investments and investments held at cost for impairment when facts and circumstances indicate that the carrying value of such investments may not be recoverable. Dole reviews several factors to determine whether the loss is other than temporary, such as the length and extent of the fair value decline, the financial condition and near-term prospects of the investee and whether Dole has the intent to sell or will be required to sell before the investment's anticipated recovery. If a decline in fair value is determined to be other than temporary, an impairment charge is recorded in the consolidated statements of operations.

Property, Plant and Equipment: Property, plant and equipment is stated at cost plus any asset retirement costs, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of these assets. Dole reviews long-lived assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset group may not be recoverable. If an evaluation of recoverability is required, the estimated undiscounted future cash flows directly associated with the asset are compared to the asset's carrying amount. If this comparison indicates that there is an impairment, the amount of the impairment is calculated by comparing the carrying value to discounted expected future cash flows or comparable market values, depending on the nature of the asset group. Routine maintenance and repairs are expensed as incurred.

For the year ended December 31, 2022, Dole recognized an impairment loss of approximately $0.4 million for a property in the Diversified Fresh Produce – EMEA segment, where an internal analysis of the property indicated that its carrying amount exceeded its fair value. Dole did not recognize any impairment charges for property, plant and equipment for the year ended and December 31, 2021. In the year ended December 31, 2020, Dole recognized an impairment loss of approximately $1.2 million related to three properties in the Diversified Fresh Produce – EMEA segment, where an analysis based on quoted market prices indicated that their carrying amount exceeded their fair value.

See Note 12 "Property, Plant and Equipment" for additional detail on the major classes of property, plant and equipment and their respective useful lives.

Dry-Docking Costs: Dole incurs costs for planned major maintenance activities related to its vessels during regularly scheduled dry dockings that occur approximately every 2 to 7 years, depending on the age of the vessel. Costs incurred during the dry-docking period, such as overhaul costs, are capitalized and amortized to the next overhaul. Costs incurred during the dry-docking period relating to routine repairs and maintenance are expensed as incurred and included in cost of sales in the consolidated statements of operations.

Leases: Dole leases fixed assets for use in operations where leasing offers advantages of operating flexibility and is less expensive than alternative types of funding. Dole also leases land in countries where land ownership by foreign entities is restricted or where purchasing is not a viable option.

Dole's leases are evaluated at inception or at any subsequent modification and, depending on the lease terms, are classified as either finance or operating leases. For leases with terms greater than one year, the Company recognizes a related asset ("right-of-use asset") and obligation ("lease liability") on the lease commencement date, calculated as the present value of lease payments over the lease term. Right-of-use assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease. Dole's leases may include rental escalation clauses, renewal options and termination options that are factored into the determination of lease payments and lease term when appropriate. Dole's lease agreements do not contain any residual value guarantees. The majority of Dole's leases are classified as operating leases. Dole's principal operating leases are for vessel containers that do not meet the finance lease criteria, ports, land and warehouse facilities. Dole's finance leases primarily consist of vessel containers and machinery and equipment that meet the finance lease criteria. Dole's decision to exercise any renewal options is primarily dependent on the level of business conducted at the location and the profitability of the renewal.

The Company has elected to account for lease and non-lease components as a single lease component in contracts where Dole is the lessee. When available, the rate implicit in the lease is used to discount lease payments to present value; however, most of Dole's leases do not provide a readily determinable implicit rate. Therefore, the Company's incremental borrowing rate is used to discount the lease payments based on information available at lease commencement.

When the Company acts as a lessor for contracts that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices at inception or modification of the lease. Also at lease inception, the Company determines whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset. If an arrangement contains lease and non-lease components, then the Company applies Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers*, to allocate the consideration in the contract. Dole recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as a part of other income (expense), net, in the consolidated statements of operations.

Goodwill and Intangible Assets: Goodwill represents the excess cost of a business acquisition over the fair value of the net assets acquired, including the amount assigned to identifiable intangible assets. Dole tests goodwill for impairment at the reporting unit level annually on the first day of the fourth quarter of each fiscal year and when there is an indicator of impairment. Dole defines each of its four operating business segments as reporting units. The reporting units with allocated goodwill include Fresh Fruit, Diversified Fresh Produce – EMEA, and Diversified Fresh Produce – Americas & ROW. Other indefinite-lived intangible assets are also reviewed for impairment annually on the first day of the fourth quarter of each fiscal year, or more frequently if impairment indicators arise.

For the annual goodwill impairment test, management assesses qualitative factors to determine whether it is more likely than not that the fair value of each reporting unit with goodwill is less than its carrying amount. These qualitative factors include market and industry considerations, overall financial performance and other relevant events and factors affecting the reporting unit. If the results of the qualitative assessment indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, a quantitative assessment is required for that reporting unit. Alternatively, the Company may bypass the qualitative assessment and perform a quantitative assessment.

In the year ended December 31, 2022, Dole elected to bypass the qualitative test and performed a quantitative goodwill impairment assessment.

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The quantitative assessment involves comparing the fair value of each reporting unit with allocated goodwill to its carrying amount. If the carrying amount of a reporting unit exceeds it estimated fair value, an impairment of goodwill is recognized up to the amount of goodwill allocated to the reporting unit. Fair values for reporting units are generally determined using a discounted cash flow model involving market multiples or appraised values, as appropriate. The present value models involve inputs which are sensitive and judgmental in nature, such as estimates of future financial performance, long-term cash flow projections and discount rates.

Dole's other indefinite-lived intangible assets, primarily consisting of the DOLE brand, are considered to have an indefinite life, because they are expected to generate cash flows indefinitely and, as such, are not amortized. Generally, the Company performs a qualitative assessment for each indefinite-lived intangible asset to determine if it is more likely than not that the carrying amount of the asset exceeds its fair value, which would require a quantitative assessment. The quantitative test compares the fair value of the indefinite-lived intangible to its carrying amount. If the carrying amount exceeds fair value, an impairment loss is recognized. Dole may also elect to bypass the qualitative assessment and perform a quantitative assessment.

In fiscal year 2022, Dole elected to bypass the qualitative assessment and perform a quantitative test for the DOLE brand. Dole determined the fair value of the DOLE brand by using a relief-from-royalty method, involving inputs such as revenue and long-term growth rates, royalty rates and discount rates.

Dole's definite-lived intangible assets include customer relationships, supplier relationships and local brands, that are initially recorded at fair value and amortized on a straight-line basis over 3 to 15 years.

For the years ended December 31, 2022, December 31, 2021 and December 31, 2020, the Company determined there was no impairment of goodwill or intangible assets.

See Note 13 "Goodwill and Intangible Assets" for additional detail.

Bank Overdrafts: The Company and its subsidiaries have a number of bank overdraft facilities which are primarily used to fund seasonal working capital requirements. The total of these facilities as of December 31, 2022 and December 31, 2021 was $8.6 million and $9.4 million, respectively. The facilities contain covenants customary for unsecured facilities of this kind, including financial covenants on maximum leverage and minimum interest cover. Bank overdrafts are classified as a current liability in the consolidated balance sheets. See Note 14 " Debt" for additional detail.

Debt: Debt is carried at the principal amount borrowed, including unamortized discounts and premiums and debt issuance costs, when applicable. Debt discounts and issuance costs are amortized over the term of the debt agreement using the effective interest method and are presented as a direct reduction of debt in the consolidated balance sheets, except for those issuance costs related to revolving credit facilities or line-of-credit arrangements which are recorded as a prepaid asset in the consolidated balance sheets. See Note 14 "Debt" for additional detail.

Workers Compensation and Loss Reserves: Dole self-insures certain losses arising out of workers compensation claims. Dole establishes workers compensation accruals for its self-insured programs based upon reported claims in process and actuarial estimates for losses incurred but not reported. Loss reserves, including incurred but not reported reserves, are estimated using actuarial methods, and ultimate settlements may vary significantly from such estimates due to increased claims frequency or the severity of claims. These estimates are recorded in accrued liabilities or other long-term liabilities in the consolidated balance sheets, depending on the estimate of the timing of settlement.

Derivative Financial Instruments: Dole holds derivative instruments to hedge against risks in foreign currency exchange, fuel costs and interest rates on long-term borrowings. Dole estimates the fair value of its derivatives, including any credit valuation adjustments, using market-based inputs. All realized gains and losses under designated cash flow hedges are included in earnings in the consolidated statements of operations, and unrealized gains and losses are included in other comprehensive income (loss). For all other hedges not designated as hedging instruments, all realized and unrealized gains and losses are recorded in the same line item within the consolidated statements of operations as the activity that is being hedged from a financial risk management perspective. See Note 17 "Derivative Financial Instruments" for additional detail on derivative instruments.

Fair Value Hedges: The Company enters into fair value hedges to hedge foreign currency exposure of certain non-functional currency assets and liabilities. Dole enters into foreign currency forward contracts primarily to hedge the changes in fair value of intercompany loans denominated in a currency other than the U.S. dollar functional currency.

Cash Flow Hedges: The Company enters into cash flow hedges to hedge against variability in certain expected future cash flows related to foreign currency exchange, fuel costs and interest rates on long-term borrowings. Dole enters into foreign currency exchange forward contracts and option contracts to hedge a portion of its forecasted revenue, cost of sales and operating expense. In addition, Dole incurs significant fuel costs transporting products from the sourcing location to the end customer (reseller). To mitigate the price uncertainty of future purchases of bunker fuel, Dole enters into bunker fuel swap contracts. Similarly, in order to mitigate interest rate uncertainty on long-term debt, Dole enters into interest rate swap agreements.

Fair Value of Financial Instruments: Dole's financial instruments primarily comprise cash and cash equivalents, short and long-term investments, short-term trade and grower receivables, trade payables and notes receivable, as well as long-term grower receivables, finance lease obligations, asset-based loans, contingent consideration and term loan facilities. The carrying amounts of short-term instruments, excluding Dole's short-term Rabbi Trust investments that are recorded at fair value, approximate fair value because of their short maturity. Dole's contingent consideration and long-term Rabbi Trust investments are recorded at fair value. Carrying amounts of other long-term financial instruments, excluding Dole's term loans, approximate fair value, since the instruments bear interest at variable or fixed rates which approximate market rates. See Note 18 "Fair Value Measurements" for additional detail.

Dole also holds retirement plan assets which are measured at fair value. Dole estimates the fair value of its retirement plan assets based on quoted market prices, dependent on availability. In instances where quoted market prices are not readily available, the fair value of the investment securities is estimated based on pricing models using observable or unobservable inputs. As a practical expedient, the Company uses net asset value ("NAV") to measure certain investments without a readily determinable fair value within the Company's pension asset portfolio. See Note 15 "Employee Benefit Plans" for additional detail.

Foreign Currency Exchange: The functional currency of Dole is the U.S. dollar. For subsidiaries with transactions that are denominated in a currency other than the functional currency, the net foreign currency exchange transaction gains or losses resulting from the translation of monetary assets and liabilities to the functional currency are included in the consolidated statements of operations. Transaction gains and losses were not material in the years ended December 31, 2022, December 31, 2021 and December 31, 2020. Net foreign currency exchange gains or losses resulting from the translation of assets and liabilities of foreign subsidiaries whose functional currency is not the U.S. dollar are recorded as a part of the cumulative translation adjustment in stockholders' equity.

Pension and Postretirement Benefits: Dole sponsors several defined benefit pension plans and other postretirement benefit ("OPRB") plans covering certain eligible employees. The funded status of these plans is recorded on the consolidated balance sheets, with overfunded plans presented in other assets and underfunded plans presented in pension and postretirement benefit liabilities. Net benefit obligations of underfunded plans that are due over the next year are presented as current liabilities. Actuarial assumptions including discount rates, salary increases, expected return on plan assets, mortality and other factors are used to measure the funded status and annual expense of the plans. Obligations and any assets associated with pension and postretirement benefit plans are measured at fair value as of December 31 each year. See Note 15 "Employee Benefit Plans" for additional detail.

Stock-Based Compensation: Stock-based compensation for Dole consists of restricted stock units ("RSUs") and stock options. At their grant date, the RSUs with only a service condition are valued using the current share price, the RSUs with a market condition are valued using a Monte Carlo simulation approach and the stock options are valued using the Black Scholes pricing model. Stock-based compensation expense is recognized over the requisite service period, which is the vesting period of each award.

Redeemable Noncontrolling Interest ("NCI"): If a put option is held by a NCI in a subsidiary undertaking, whereby the holder of the put option can require Dole to acquire the NCI's ownership in the subsidiary at a future date, the Company examines the nature of such a put option to determine whether the put option is a separate financial instrument to, or embedded within, the NCI.

As the Company's NCI containing put options have exercise prices based on future earnings of the related consolidated subsidiaries and meet the criteria for mezzanine classification, they are classified as redeemable NCI as mezzanine equity in the consolidated balance sheets. The options do not contain a limit to the amount that the Company could be required to pay upon exercise by the holder, and the embedded put and call features do not meet the criteria for bifurcation.

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Both permanent and mezzanine-classified NCI are measured at fair value on the acquisition date. Each reporting period, net income and comprehensive income of a consolidated subsidiary is allocated to the controlling interest and NCI. When redemption of a mezzanine-classified NCI becomes probable, the NCI is accreted to its redemption value with the offset recorded to additional paid-in-capital in the consolidated statements of shareholders' equity. These changes are accreted over the period prior to the earliest redemption date or recognized immediately as redemption occurs.

Guarantees: Dole makes guarantees as part of its normal business activities. Dole's guarantees include guarantees of the indebtedness of some of its key fruit suppliers and other entities integral to Dole's operations. Dole also issues bank guarantees as required by certain regulatory authorities, suppliers and other operating agreements, as well as to support the borrowings, leases and other obligations of its subsidiaries. The majority of Dole's guarantees relate to guarantees of subsidiary obligations and are scoped out of the initial measurement and recognition accounting requirements related to guarantees. See Note 19 "Commitments and Contingencies" for further detail on the Company's guarantees.

Business Combinations: Business combinations are accounted for using the acquisition method of accounting. Application of this method of accounting requires that (i) identifiable assets acquired (including identifiable intangible assets) and liabilities assumed generally be measured at fair value as of the acquisition date, and (ii) the excess of the purchase price over the net fair value of identifiable assets acquired and liabilities assumed be recognized as goodwill.

Determining the fair value of assets acquired and liabilities assumed and the allocation of the purchase price requires management to use significant judgment and estimates, especially with respect to intangible assets. Estimates in valuing certain identifiable assets include, but are not limited to, the selection of valuation methodologies, estimates of future revenue and cash flows, expected long-term market growth, future expected operating expenses, costs of capital and appropriate discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable but which are inherently uncertain and unpredictable, and as a result, actual values may differ from these estimates. During the measurement period, certain adjustments may be recorded to the carrying fair value of the assets acquired and liabilities assumed with the corresponding offset to goodwill. After the measurement period, which could last up to one year after the transaction date, all adjustments are recorded in the consolidated statements of operations.

The NCI in acquired businesses are measured at fair value at the date of acquisition and are separately presented within stockholders' equity, distinct from equity attributable to Dole. Each reporting period, net income (loss) and comprehensive income (loss) of consolidated subsidiaries in which NCI are held are attributed to that NCI based on their equity interest in each consolidated subsidiary.

Contingent consideration is recognized and measured at fair value at the acquisition date. Any obligation of the Company to pay contingent consideration in connection with a business combination is classified as a liability as required by ASC 480, *Distinguishing Liabilities from Equity*; otherwise, it is classified as equity. Post-combination accounting for contingent consideration is impacted by its initial classification. When it is classified as a liability, it is remeasured at each reporting date at fair value, and any changes in fair value are reported within earnings. When it is classified as equity, the contingent consideration is not remeasured subsequently, and its settlement is accounted for within equity. Total contingent consideration as of December 31, 2022 and December 31, 2021 amounted to $6.8 million and $7.3 million, respectively. Dole's contingent consideration represents the provision for the net present value of the amounts expected to be payable for acquisitions which are subject to earn-out arrangements and is expected to be paid between 2023 and 2028.

See Note 4 "Business Combinations and Transactions" for further detail on the Acquisition that occurred in the year ended December 31, 2021.

Contingencies: Estimated losses from contingencies are recognized at fair value if it is probable that an asset has been impaired or a liability has been incurred as of the date of the financial statements and the amount of that loss can be reasonably estimated. Gain contingencies are not recognized until realized. Judgment is used to assess whether a loss contingency is probable and estimable, and actual results may differ from that estimate. See Note 19 "Commitments and Contingencies" for further detail on the Company's contingencies.

NOTE 3 — NEW ACCOUNTING PRONOUNCEMENTS

New Accounting Pronouncements Adopted

ASU 2020-04, ASU 2021-01, and ASU 2022-06 – Reference Rate Reform (Topic 848)

In March 2020, the FASB issued ASU 2020-04, *Reference rate reform (Topic 848) – Facilitation of the effects of reference rate reform on financial reporting*. The amendments in this update provide optional expedients and exceptions related to accounting for transactions affected by reference rate reform. The amendments only apply if certain criteria are met. The amendments in this update apply only to contracts and hedging relationships that reference LIBOR or another reference rate expected to be discontinued due to reference rate reform.

In January 2021, the FASB issued ASU 2021-01, *Reference rate reform (Topic 848) – Scope*. The amendments in this update clarify that certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivative instruments that use an interest rate for margining, discounting or contract price alignment that is modified as a result of reference rate reform. Amendments in this update also capture the incremental consequences of the scope clarification and tailor the existing guidance to derivative instruments affected by the discounting transition.

In December 2022, the FASB issued ASU 2022-06, *Reference rate reform (Topic 848) – Deferral of the Sunset Date of Topic 848*. The amendments in this update defer the sunset date of the Topic 848 relief guidance from December 31, 2022 to December 31, 2024 to accommodate for the delayed cessation of LIBOR.

These amendments are elective and are effective upon issuance for all entities. Topic 848 will be available through December 31, 2024. Dole has LIBOR-based borrowings and interest rate swaps that reference LIBOR. The Company has not yet modified any material contracts due to reference rate reform.

Dole has adopted certain elections under this guidance related to the assessment of hedge effectiveness of its LIBOR-based interest rate swaps. These elections include asserting the hedged forecasted transactions remain probable and assuming the reference rate will not be replaced for the remainder of the hedging relationships, regardless of expected contract term modifications due to reference rate reform. These elections allow the Company to apply hedge accounting to its LIBOR-based interest rate swaps, and there is no impact to Dole's financial condition, results of operations, cash flows and related disclosures. The Company may adopt additional elections under this new guidance as its contracts referencing LIBOR are modified to reference other rates.

New Accounting Pronouncements Not Yet Adopted

The Company considered all new accounting pronouncements not yet adopted and determined they are not expected to have a material impact.

NOTE 4 — BUSINESS COMBINATIONS AND TRANSACTIONS

On July 29, 2021, the Merger was completed between Total Produce and Legacy Dole and on July 30, 2021, the newly created entity, Dole plc, consummated its IPO on the NYSE under the ticker symbol "DOLE".

On February 1, 2018, Total Produce entered into a Securities Purchase Agreement with the C&C Parties to purchase 45.0% of Legacy Dole for $300.0 million ("Original Transaction") with options to acquire the remaining 55.0% in future years. The Original Transaction closed on July 31, 2018, and Total Produce accounted for its investment in Legacy Dole under the equity method of accounting until the Merger and IPO Transaction. On July 29, 2021, the Merger between Total Produce and Legacy Dole occurred in the following manner: (i) shares in Total Produce were exchanged for shares in Dole plc through a scheme of arrangement at a fixed exchange ratio, and (ii) Legacy Dole merged with a subsidiary of Dole plc via a reverse triangular merger. Through the Merger, Total Produce shareholders and C&C Parties received 82.5% and 17.5%, respectively, of the shares in Dole plc outstanding immediately prior to the IPO Transaction.

As a result of the Merger, Total Produce acquired the remaining 55.0% of Legacy Dole in exchange for stock consideration along with the forgiveness of certain indemnities and loans owed by C&C Parties. Total consideration was calculated as $576.2 million and is inclusive of an implied equity value for Legacy Dole based on the IPO price of $16.00, after considering the forgiveness of certain indemnities and loans owed by C&C Parties.

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Through the IPO Transaction, the Company incurred underwriting fees and other issuance costs of $29.6 million, which were recorded in equity as a reduction of gross proceeds. For the year ended December 31, 2021, the Company also incurred other Merger and IPO costs of $30.1 million, which are recorded in merger, transaction and other related costs in the consolidated statements of operations.

At the time of the Merger, Total Produce's investment in Legacy Dole was approximately $259.0 million. Based on the implied equity value of the stock consideration for the existing 45.0% equity interest, the Company recognized an impairment loss of $122.9 million. The Company also recognized a gain on the settlement of preexisting contractual arrangements of $93.0 million. The net loss on Legacy Dole arising from the step-up acquisition was $4.0 million, after considering the impairment, offset by the gain on the preexisting contractual arrangements and other items. The net loss was included in equity method earnings in the consolidated statements of operations. See Note 23 "Investments in Unconsolidated Affiliates" for additional detail on the calculation of the net loss on Legacy Dole arising from the step-up acquisition.

Purchase Price Allocation

The purchase price of Legacy Dole exceeded the fair value of the identifiable net assets and, accordingly, $273.3 million was allocated to goodwill, none of which is tax deductible. The goodwill arising from the Acquisition consists largely of the synergies and economies of scale expected from combining the operations of Total Produce and Legacy Dole. The goodwill has been assigned to the Fresh Fruit operating segment. The Company also acquired $310.7 million of intangible assets which primarily relate to the indefinite-lived DOLE brand of $306.3 million. See Note 13 "Goodwill and Intangible Assets" for further detail.

The components of the purchase price were as follows:

	Amount
	(U.S. Dollars in thousands)
Equity instruments	$ 576,186
Cash acquired	(108,973)
Net intercompany payable to Legacy Dole at acquisition	(6,900)
Net consideration	$ 460,313

The purchase price was allocated to the assets and liabilities acquired in the Acquisition as follows:

	December 31, 2021	Measurement Period Adjustments	December 31, 2022
	(U.S. Dollars in thousands)		
Current assets, less inventory and cash acquired	$ 611,526	$ 6,026	$ 617,552
Inventory	257,201	(222)	256,979
Property, plant and equipment	1,265,303	(2,389)	1,262,914
Intangible assets	310,659	—	310,659
Other assets	427,153	(3,298)	423,855
Goodwill	274,048	(774)	273,274
Current liabilities, less current portion of debt	(662,590)	(1,874)	(664,464)
Debt	(1,392,176)	(167)	(1,392,343)
Other liabilities	(621,193)	2,698	(618,495)
	469,931	—	469,931
Noncontrolling interests assumed	(9,618)	—	(9,618)
	$ 460,313	$ —	$ 460,313

The fair value of acquired identifiable assets and liabilities is final, as the measurement period ended on July 29, 2022. The incremental impact to the consolidated statements of operations due to changes in the provisional values during the measurement period was not material for the year ended December 31, 2022.

Other assets include long-term investments, investments in unconsolidated affiliates, actively marketed property, operating lease right-of-use assets, deferred tax assets and other long-term assets. Other liabilities includes long-term operating lease liabilities, deferred tax liabilities, long-term pension and postretirement benefits, and other long-term liabilities.

Included within inventory above is $35.2 million of previously uncapitalized pineapple and banana costs that were recognized to reflect the biological transformation of these crops. The fair value uplift related to these crops was reversed and recognized to cost of sales on a straight-line basis over the remaining growth and harvest cycle, which was complete as of December 31, 2021. The total incremental charge to cost of sales related to this uplift was $35.2 million for the year ended December 31, 2021.

Included within property, plant and equipment is $68.1 million of previously uncapitalized pineapple costs that were recognized to reflect the value associated with the pineapple bearer plant. The fair value uplift related to these bearer plants was reversed and recognized to cost of sales on a straight-line basis over the life of these plants, which was complete as of December 31, 2022. The total incremental charge to cost of sales related to this uplift was $39.7 million and $28.4 million for the years ended December 31, 2022 and December 31, 2021, respectively.

The Company also incurred $1.4 million of charges to cost of sales in the year ended December 31, 2022 related to the fair value of other pineapple bearer plants acquired and $2.3 million in the year ended December 31, 2021 related to the fair value of finished goods, other inventory and other pineapple bearer plants acquired.

The following tables represent (1) the amount of Legacy Dole's revenue, excluding sales with Total Produce entities, and earnings included in the consolidated statements of operations included herein, which, for the year ended December 31, 2021, only includes Legacy Dole results from the Acquisition Date; and (2) the pro forma revenue and earnings, including material and nonrecurring pro forma adjustments, of the combined company assuming the Acquisition Date was January 1, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Actual (Legacy Dole):			
Revenue	$ 4,848,985	$ 1,915,458	$ —
Net income (loss) attributable to Legacy Dole	71,755	(80,604)	—

	Year Ended	
	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)	
Pro forma (total Dole plc):		
Revenue	$ 9,285,672	$ 8,969,405
Net income attributable to Dole plc	151,651	8,567
Material and nonrecurring pro forma adjustments:		
Elimination of intercompany revenue	$ (72,389)	$ (48,533)
Incremental charges on biological assets and inventory and depreciation impact	—	(98,162)
Merger & IPO costs	—	(30,876)
Net impact of interest, net of tax	—	29,653
Removal of equity method earnings of Legacy Dole investment, net of tax	(24,396)	(19,134)

Other Acquisitions and Divestitures

The Company normally engages in acquisitions to grow its business and product offerings. The majority of acquisitions represent an increase of an existing ownership percentage to obtain control of entities previously accounted for under the equity method. See Note 23 "Investments in Unconsolidated Affiliates" for additional detail on acquisitions and divestitures related to investments in unconsolidated affiliates.

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In the year ended December 31, 2022, the Company acquired additional ownership interests in a subsidiary. Aggregate purchase consideration and net assets acquired were not material, and total goodwill acquired was $1.2 million. See Note 13 "Goodwill and Intangible Assets." Additionally, in the year ended December 31, 2022, the Company disposed of a subsidiary. Aggregate consideration received and net assets disposed were not material, and there was a gain on the disposal of $0.2 million.

There were no other material acquisitions, aside from those described in Note 23 "Investments in Unconsolidated Affiliates," in the years ended December 31, 2021 and December 31, 2020. In the year ended December 31, 2021, the Company divested of two subsidiaries. Aggregate consideration received, net assets disposed and the net gain recognized for these divestitures were not material. There were no divestitures for the year ended December 31, 2020.

See Note 26 "Subsequent Events" for details of the pending divestiture of the fresh vegetables division.

NOTE 5 — REVENUE

The following table presents the Company's disaggregated revenue by similar types of products and services for the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Diversified produce	$ 5,026,573	$ 4,730,080	$ 4,221,899
Tropical fruit	2,580,192	982,652	—
Fresh-packed vegetables	295,677	120,648	—
Value-added salads	945,185	400,747	—
Health foods and consumer goods	122,733	136,149	124,040
Commercial cargo	194,308	78,489	—
Other	64,185	5,637	—
Total revenue, net	$ 9,228,853	$ 6,454,402	$ 4,345,939

The following table presents the Company's disaggregated revenue by channel for the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Third party revenue:			
Retail	$ 5,529,634	$ 3,970,101	$ 2,668,454
Wholesale	2,880,233	1,913,961	1,252,547
Food service	491,446	365,931	311,317
Commercial cargo	194,308	78,489	—
Other	9,148	5,149	—
Revenue from sales to equity method investments	124,084	120,771	113,621
Total revenue, net	$ 9,228,853	$ 6,454,402	$ 4,345,939

NOTE 6 — SEGMENTS

Following the Merger, Dole has the following four reportable segments, which align with the manner in which the business is managed: Fresh Fruit, Diversified Fresh Produce – EMEA, Diversified Fresh Produce – Americas & ROW and Fresh Vegetables. The Company's reportable segments are based on (i) financial information reviewed by the CODM, (ii) internal management and related reporting structures and (iii) the basis upon which the CODM assesses performance and allocates resources.

Fresh Fruit: The Fresh Fruit reportable segment primarily sells bananas and pineapples which are sourced from local growers or Dole-owned and leased farms, predominately located in Latin America, and sold throughout North America, Europe, Latin America and Asia. This segment also operates a commercial cargo business, which offers available capacity to transport third party cargo on company-owned vessels that are primarily used internally for transporting bananas and pineapples between Latin America, North America and Europe.

Diversified Fresh Produce – EMEA: The Diversified Fresh Produce – EMEA reportable segment includes Dole's Irish, Dutch, Spanish, Portuguese, French, Italian, U.K., Swedish, Danish, South African, Eastern European and Brazilian businesses, the majority of which sell a variety of imported and local fresh fruits and vegetables through retail, wholesale and, in some instances, food service channels across the European marketplace.

Diversified Fresh Produce – Americas & ROW: The Diversified Fresh Produce – Americas & ROW reportable segment includes Dole's U.S., Canadian, Chilean, Peruvian, Argentinian and Indian businesses, all of which market globally and locally-sourced fresh produce from third-party growers or Dole-owned farms through retail, wholesale and food service channels globally.

Fresh Vegetables: The Fresh Vegetables reportable segment includes operations related to the sale of value-added salads, which include salad and meal kits, and fresh-packed vegetables, which include produce such as iceberg, romaine, leaf lettuces and celery. These products are sourced from North America, and substantially all revenue is generated in North America.

Prior to the acquisition of Legacy Dole, Total Produce considered its 45.0% share in Legacy Dole to be a reportable segment. As such, operating results prior to the Acquisition Date related to Total Produce's share in Legacy Dole are separately reported.

Segment performance is evaluated based on a variety of factors, of which revenue and adjusted earnings before interest expense, income taxes and depreciation and amortization ("Adjusted EBITDA") are the primary financial measures. All transactions between reportable segments are eliminated in consolidation. Management does not use assets by segment to evaluate performance or allocate resources. Therefore, assets by segment are not disclosed.

Adjusted EBITDA is reconciled below to net income by (1) subtracting the income tax expense or adding the income tax benefit; (2) subtracting interest expense; (3) subtracting depreciation charges; (4) subtracting amortization charges; (5) subtracting mark to market losses or adding mark to market gains related to unrealized impacts from derivative instruments and foreign currency denominated borrowings, realized impacts on noncash settled foreign currency denominated borrowings, net foreign currency impacts on liquidated entities and fair value movements on contingent consideration; (6) other items which are separately stated based on materiality, which include subtracting merger, transaction and other related costs, subtracting nonrecurring incremental costs for produce recalls, adding or subtracting asset write-downs, net of insurance proceeds, adding the gain or subtracting the loss on the disposal of business interests, subtracting the incremental costs from the fair value uplift for biological assets and inventory related to the acquisition of Legacy Dole, subtracting impairment charges on property, plant and equipment, adding the fair value gain or subtracting the fair value loss on the acquisition of investments previously accounted for under the equity method, subtracting the gain or adding the loss on the sale of investments accounted for under the equity method, adding the gain or subtracting the loss on asset sales for assets held-for-sale and actively marketed property and subtracting restructuring charges and costs for legal matters not in the ordinary course of business; and (7) other adjustments from equity method investments, which includes the Company's share of these items within equity method earnings.

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The following table provides revenue and Adjusted EBITDA by reportable segment:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Revenue:			
Fresh Fruit	$ 3,047,149	$ 1,133,038	$ —
Diversified Fresh Produce – EMEA	3,152,561	3,383,009	3,119,746
Diversified Fresh Produce – Americas & ROW	1,965,667	1,465,025	1,226,193
Fresh Vegetables	1,205,902	510,687	—
Total segment revenue	9,371,279	6,491,759	4,345,939
Intersegment revenue	(142,426)	(37,357)	—
Total consolidated revenue, net	$ 9,228,853	$ 6,454,402	$ 4,345,939
Segment Adjusted EBITDA:			
Fresh Fruit	$ 212,175	$ 26,965	$ —
Diversified Fresh Produce – EMEA	114,718	128,098	105,089
Diversified Fresh Produce – Americas & ROW	44,277	41,737	32,335
Fresh Vegetables	(33,446)	(27)	—
Legacy Dole	—	93,353	114,117
Adjustments:			
Income tax benefit (expense)	34,059	13,333	(18,130)
Interest expense	(61,485)	(27,030)	(10,523)
Depreciation	(120,104)	(61,551)	(24,634)
Amortization of intangible assets	(10,893)	(11,404)	(11,548)
Merger, transaction and other related costs	—	(30,072)	(396)
Mark to market (losses) gains	(3,049)	3,160	(1,152)
Gain on asset sales	10,316	—	—
Impairment of property, plant and equipment	(397)	—	(1,210)
Produce recalls	(15,809)	(17,649)	—
Incremental charges on biological assets and inventory related to acquisition of Legacy Dole	(41,145)	(65,916)	—
Other items	627	959	—
Items in equity method earnings:			
Dole's share of depreciation	(8,072)	(30,390)	(45,135)
Dole's share of amortization	(2,542)	(3,218)	(2,895)
Dole's share of income tax expense	(5,623)	(27,297)	(22,329)
Dole's share of interest expense	(1,731)	(18,282)	(34,631)
Dole's share of other items	(186)	2,039	(7,706)
Net income	$ 111,690	$ 16,808	$ 71,252

Country of Domicile and Geographic Disclosures

The Company is headquartered and domiciled in Ireland. Revenue by geographic location based on the end customer for the years ended December 31, 2022, December 31, 2021 and December 31, 2020 was as follows:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
United States	$ 4,402,474	$ 2,313,358	$ 1,072,472
U.K.	782,497	796,474	687,760
Spain	615,417	637,123	592,306
Sweden	574,682	613,911	549,447
Ireland	394,981	416,410	404,482
Other	2,458,802	1,677,126	1,039,472
Total revenue, net	$ 9,228,853	$ 6,454,402	$ 4,345,939

Long-lived assets are comprised of property, plant and equipment, net. Long-lived assets by geographic location as of December 31, 2022 and December 31, 2021 were as follows:

	Year Ended	
	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
United States	$ 382,883	$ 395,437
Costa Rica	261,793	296,987
Vessels and containers on-the-water or in-transit	207,621	234,959
Honduras	108,993	117,419
Chile	94,150	88,482
Ecuador	85,200	88,011
U.K.	35,256	36,995
Czech Republic	30,913	32,636
Sweden	28,189	30,793
Denmark	24,266	26,578
Spain	24,089	24,993
Ireland	23,174	23,523
Other	36,780	34,037
Total long-lived assets	$ 1,343,307	$ 1,430,850

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NOTE 7 — OTHER INCOME (EXPENSE), NET

Included in other income (expense), net, in Dole's consolidated statements of operations were the following items:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Rental income	$ 11,727	$ 5,202	$ 2,708
Unrealized gain on foreign currency denominated borrowings	4,276	5,453	—
Unrealized gain on fair value hedges	469	—	—
Non-cash realized gain on foreign currency denominated borrowings	1,029	—	—
Loss on investments	(3,835)	(286)	—
Non-service components of net periodic pension benefit (cost)	1,573	176	(2,169)
Gain (loss) on contingent consideration	14	(1,036)	(519)
Other	(3,931)	(851)	(139)
Other income (expense), net	$ 11,322	$ 8,658	$ (119)

NOTE 8 — RECEIVABLES AND ALLOWANCES FOR CREDIT LOSSES

Trade Receivables

Trade receivables as of December 31, 2022 and December 31, 2021 were $605.2 million and $719.1 million, net of allowances for credit losses of $19.1 million and $22.1 million, respectively. Trade receivables are also recorded net of allowances for sales deductions under the scope of ASC 606, *Revenue from Contracts with Customers.*

As a result of Dole's robust credit monitoring practices, the industry in which it operates and the nature of its customer base, the credit losses associated with trade receivables have historically not been significant in comparison to net revenue. The allowance for credit losses on trade receivables is measured on a collective pool basis, when the Company believes similar risk characteristics exist among customers. Trade receivables that do not share similar risk characteristics are evaluated on a case-by-case basis. Dole estimates expected credit losses based on ongoing monitoring of customer credit, macroeconomic indicators and historical credit losses based on customer and geographic region.

A rollforward of the allowance for credit losses for trade receivables for the years ended December 31, 2022 and December 31, 2021 was as follows:

	Amount
	(U.S. Dollars in thousands)
Balance as of December 31, 2020	$ (10,122)
Acquisitions	(13,581)
Additional provisions in the period	(2,783)
Recoveries of amounts previously reserved	2,114
Write-offs	1,776
Disposals	216
Balance sheet reclassifications	(389)
Foreign exchange impact	705
Balance as of December 31, 2021	(22,064)
Additional provisions in the period	(10,954)
Recoveries of amounts previously reserved	7,477
Write-offs	2,969
Disposals	36
Balance sheet reclassifications	2,256
Foreign exchange impact	1,150
Balance as of December 31, 2022	$ (19,130)

Dole also utilizes third-party trade receivables sales arrangements to help manage its liquidity. Under the terms of all such arrangements, the Company has transferred the rights and surrendered control of the transferred unsecured trade receivables, and as such, the transfers are accounted for as sales under ASC 860, *Transfers and Servicing*, and the related receivables are derecognized from the consolidated balance sheets.

Certain arrangements contain recourse provisions relating to the credit losses of sold receivables in which Dole's maximum financial loss is limited to a percentage of receivables sold under the arrangements. On May 23, 2022, Dole entered into a new three-year committed trade receivables arrangement with recourse provisions. The maximum amount of receivables that can be sold under the new arrangement at any time is $255.0 million. Upon the execution of the new arrangement and initial derecognition of sold receivables, the Company received total gross cash proceeds $206.9 million, of which $39.3 million was used to repay certain facilities that were terminated as a result of the new agreement.

Total facility amounts under these recourse trade receivable arrangements were $255.0 million as of December 31, 2022. Total facility amounts under other non-recourse trade receivables arrangements were $30.0 million as of December 31, 2022 and $108.5 million as of December 31, 2021. The non-recourse facilities extend indefinitely but may be cancelled at any time by Dole or the banks.

For those arrangements with recourse provisions, a recourse liability is recorded at fair value and remeasured quarterly to take into account activity during the period, as well as changes in the estimate for anticipated credit losses. Changes in the recourse liability's value attributable to revised estimates of anticipated credit losses have been and are expected to be immaterial, as the underlying receivables are short-term and do not have a high credit risk profile. The valuation of the recourse liability falls within Level 3 of the fair value hierarchy.

As of December 31, 2022, the Company had derecognized trade receivables under non-recourse facilities and facilities with recourse provisions of $11.9 million and $237.2 million, respectively. As of December 31, 2021, the Company had derecognized trade receivables under non-recourse facilities of $54.8 million. The carrying amount of the related recourse liability for the facilities with recourse provisions was $4.5 million as of December 31, 2022 and is recorded within accrued liabilities in the consolidated balance sheets.

During the years ended December 31, 2022, December 31, 2021 and December 31, 2020, the Company sold a total of $2.8 billion, $1.3 billion and $1.1 billion, respectively, of trade accounts receivables under these programs in exchange for cash for the face value of the sold receivables. The fees associated with the sales of such receivables are recorded in interest expense in the consolidated statements of operations and were $5.3 million for the year ended December 31, 2022 and not material for the years ended December 31, 2021 and December 31, 2020. The Company continues to service sold receivables, and the fair value of any resulting servicing liability is immaterial.

Grower Advances

The Company makes both cash advances and material advances to third-party growers for various production needs on the farms, including labor, fertilization, irrigation, pruning and harvesting costs. Some of these advances are secured by collateral owned by the growers.

Grower advances are categorized as either working capital advances or term advances. Working capital advances are made during a normal growing cycle for operating costs. These advances are short-term in nature and are intended to be repaid with excess cash proceeds from the current crop harvest. Short-term grower loans and advances, whether secured or unsecured, are classified as grower advance receivables, net, in the consolidated balance sheets.

Term advances are made to allow the grower to make capital improvements to the land or prepare it for development. These advances are long-term in nature and may bear interest. Accrued interest on these arrangements has not historically been significant to the financial statements. These advances do not always have defined repayment terms but are payable over the term of the supply agreement with excess cash proceeds from the crop harvest, after payment of any outstanding working capital advances. The term of the supply agreement is generally five to ten years. Term advances are classified as other assets in the consolidated balance sheets.

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The following table summarizes growers advances as of December 31, 2022 and December 31, 2021 based on their credit risk profile:

	December 31, 2022		December 31, 2021	
	Short-Term	Long-Term	Short-Term	Long-Term
	(U.S. Dollars in thousands)			
Secured gross advances to growers and suppliers	$ 69,681	$ 8,957	$ 49,919	$ 11,456
Allowance for secured advances to growers and suppliers	(12,534)	—	(5,512)	(1,735)
Unsecured gross advances to growers and suppliers	67,076	5,316	32,037	1,358
Allowance for unsecured advances to growers and suppliers	(3,283)	(3,147)	(4,094)	(742)
Net advances to growers and suppliers	$ 120,940	$ 11,126	$ 72,350	$ 10,337

Of the $132.1 million and $82.7 million of net advances to growers and suppliers as of December 31, 2022 and December 31, 2021, $12.9 million and $7.0 million, net, respectively, was considered past due.

Dole monitors the collectability of grower advances through periodic review of financial information received from growers. The allowance for credit losses for grower advances is monitored by management on a case-by-case basis considering historical credit loss information for the grower, the timing of the growing season and expected yields, the fair value of the collateral, macroeconomic indicators, weather conditions and other miscellaneous contributing factors. Dole generally considers an advance to a grower to be past due when the advance is not fully recovered by the excess cash proceeds on the current year crop harvest, or the advance is not repaid by the excess cash proceeds by the end of the supply term agreement.

A rollforward of the allowance for expected credit losses related to grower advances for the years ended December 31, 2022 and December 31, 2021 was as follows:

	Amount (U.S. Dollars in thousands)
Balance as of December 31, 2020	$ (7,827)
Acquisitions	(3,785)
Disposals	431
Additional provisions in the period	(1,970)
Recoveries of amounts previously reserved	177
Write-offs	720
Balance sheet reclassifications	13
Foreign exchange impact	158
Balance as of December 31, 2021	(12,083)
Additional provisions in the period	(6,955)
Recoveries of amounts previously reserved	2,147
Write-offs	1,247
Balance sheet reclassifications	(3,500)
Foreign exchange impact	180
Balance as of December 31, 2022	$ (18,964)

Other Receivables

Other receivables less allowances are recognized at net realizable value, which reflects the net amount expected to be collected. Other receivables primarily comprise value-added taxes ("VAT") receivables, other receivables from government and tax authorities and non-trade receivables from customers, suppliers and other third parties. Based on the nature of these agreements, the timing of collection is dependent on many factors, including government legislation and the timing of settlement of the contract or arrangement.

Other receivables as of December 31, 2022 and December 31, 2021 were $157.2 million and $150.7 million, net of allowances for credit losses of $21.5 million and $24.2 million, respectively. Of these amounts outstanding, VAT receivables represent $54.7 million and $56.6 million, net of allowances of $14.7 million and $14.2 million, respectively. VAT receivables are primarily related to purchases by production units and are refunded by certain taxing authorities. As of December 31, 2022 and December 31, 2021, the allowance related to non-trade receivables from customers, suppliers and other third parties was not material.

NOTE 9 — INCOME TAXES

The following table presents income tax (benefit) expense by selected jurisdiction for each of the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Current tax (benefit) expense:			
Ireland	$ 1,133	$ 720	$ 262
U.S.	(32,570)	(17,422)	2,706
Foreign - excluding the U.S. and Ireland	32,422	26,537	15,860
	$ 985	$ 9,835	$ 18,828
Deferred tax (benefit) expense:			
Ireland	$ (115)	$ 354	$ 185
U.S.	(12,900)	(990)	(298)
Foreign - excluding the U.S. and Ireland	(22,029)	(22,532)	(585)
	$ (35,044)	$ (23,168)	$ (698)
	$ (34,059)	$ (13,333)	$ 18,130

Income (loss) before income taxes and equity earnings consisted of the following:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Ireland	$ 537	$ (5,904)	$ 2,852
U.S.	(86,269)	(66,440)	7,615
Foreign - excluding the U.S. and Ireland	156,637	27,792	48,636
	$ 70,905	$ (44,552)	$ 59,103

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The differences between the reported income tax (benefit) expense and income tax expense (benefit) computed at the Irish statutory income tax rate of 12.5%, the income tax rate of the Company's country of domicile, for the years ended December 31, 2022, December 31, 2021 and December 31, 2020, are explained in the following reconciliation:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
(Benefit) expense computed at the Irish statutory rate of 12.5%	$ 8,863	$ (5,569)	$ 7,388
Effects of:			
Foreign income taxed at different rates	373	5,258	8,247
Change in valuation allowances	5,183	966	2,824
Expenses not deductible for income tax purposes	2,670	4,497	1,467
Income not taxable	(4,238)	—	—
Interest expense not deductible for income tax purposes	1,365	—	—
Changes in unrecognized tax benefits, net of indirect benefits	(37,763)	(18,263)	(648)
Recognition of deferred tax assets in respect of prior periods	(4,523)	—	—
Changes in estimates made in respect of prior periods	(6,010)	(63)	(678)
Other items	21	(159)	(470)
Income tax (benefit) expense	$ (34,059)	$ (13,333)	$ 18,130

Deferred tax benefit (expense) recognized directly in other comprehensive income (loss) was as follows:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Pension and postretirement benefits	$ (4,847)	$ (555)	$ 2,584
Hedge accounting	1,847	(363)	—
Interest rate swaps	(12,445)	(2,445)	—
Equity method investments	(138)	(832)	—
Total deferred tax benefit (expense) recognized in other comprehensive income (loss)	$ (15,583)	$ (4,195)	$ 2,584

The following table provides details of the principal components of our deferred tax assets and liabilities as of December 31, 2022 and December 31, 2021:

	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Deferred tax assets:		
Other intangible assets	$ 2,111	$ 2,739
Property, plant and equipment	39,808	26,724
Operating lease right-of-use assets	56,443	44,626
Accounts payable and accrued liabilities	26,380	35,570
Pension and postretirement benefits	38,646	29,364
Operating loss carry-forwards	119,477	113,913
Tax credit carry-forwards	11,074	9,021
Investments in unconsolidated affiliates	1,490	1,248
Other	21,820	11,976
Total deferred tax assets	317,249	275,181
Valuation allowances	(96,184)	(93,205)
Offset against deferred tax liabilities	(156,953)	(135,605)
Total deferred tax assets, net	$ 64,112	$ 46,371
Deferred tax liabilities:		
Other intangible assets	$ 19,445	$ 20,562
DOLE brand	76,570	76,570
Property, plant and equipment	110,109	132,410
Operating lease right-of-use assets	54,581	43,349
Accounts payable and accrued liabilities	7,056	3,790
Pension and postretirement benefits	18,791	1,800
Investments in unconsolidated affiliates	369	172
Other	13,408	2,641
Total deferred tax liabilities	300,329	281,294
Offset against deferred tax assets	(156,953)	(135,605)
Total deferred tax liabilities, net	$ 143,376	$ 145,689

As of December 31, 2022, Dole had approximately $1.0 billion of operating loss carryforwards expiring as follows:

	Ireland	U.S.	Foreign (excluding U.S. and Ireland)	Total
		(U.S. Dollars in thousands)		
2023	$ —	$ 26,239	$ 16,188	$ 42,427
2024	—	33,067	5,473	38,540
2025	—	24,734	180	24,914
2026	—	12,742	29	12,771
2027	—	15,387	1,350	16,737
2028-2039	—	258,333	7,100	265,433
Indefinite	29,258	477,937	93,204	600,399
Total	$ 29,258	$ 848,439	$ 123,524	$ 1,001,221

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As of December 31, 2022, U.S. state tax credit carryforwards of $9.6 million include $9.5 million which will expire between 2023 and 2028 and $0.1 million which can be carried forward indefinitely. In addition, Dole has $1.5 million of U.S. federal foreign tax credit carryforwards. If unused, $0.7 million will expire in 2029, $0.1 million will expire in 2030, $0.5 million will expire in 2031, and $0.2 million will expire in 2032.

The following table presents the movement in the valuation allowance for the years ended December 31, 2022 and December 31, 2021:

	Amount (U.S. Dollars in thousands)
Balance as of December 31, 2020	$ 16,395
Changes on acquisition/disposal	80,394
Increase recognized in the income statement	4,384
Decrease recognized in the income statement	(3,418)
Translation adjustments	(4,550)
Balance as of December 31, 2021	93,205
Changes on acquisition/disposal	(723)
Increase recognized in the income statement	7,675
Decrease recognized in the income statement	(2,492)
Changes in other comprehensive income	(234)
Translation adjustments	(1,247)
Balance as of December 31, 2022	$ 96,184

The valuation allowance increased by $3.0 million in the year ended December 31, 2022 and by $76.8 million in the year ended December 31, 2021. The 2022 increase includes an additional $7.7 million recognized in the consolidated statements of operations, partially offset by a decrease of $2.5 million recognized in the consolidated statements of operations. This net increase was partially offset by a decrease of $0.7 million from adjustments related to the acquisition of Legacy Dole and a disposition of a subsidiary. Additionally, a decrease of $0.2 million related to changes in other comprehensive income and $1.2 million of exchange rate translation adjustments partially offset the increase through the consolidated statements of operations.

Dole is an Irish holding company that operates a significant number of foreign subsidiaries. As of December 31, 2022, the Company had not recognized a deferred tax liability on approximately $617.1 million of undistributed earnings for certain foreign subsidiaries, because these earnings are intended to be indefinitely reinvested. If such earnings were distributed, some countries may impose additional taxes. The unrecognized deferred tax liability (the amount payable if distributed) is approximately $36.2 million. Dole recognizes deferred tax assets on potential foreign tax credits expected to be generated by the repatriation of undistributed earnings only when the repatriation has occurred or is apparent to occur in the foreseeable future.

A reconciliation of the beginning and ending amount of unrecognized tax benefits (excluding interest and penalties) is as follows:

	Amount (U.S. Dollars in thousands)
Balance as of December 31, 2020	$ 12,699
Changes on acquisition/disposal	52,341
Increases due to tax positions taken in the current year	1,004
Decreases due to lapse of statute of limitations	(17,056)
Translation adjustments	(907)
Balance as of December 31, 2021	48,081
Settlements	(1,047)
Decreases due to lapse of statute of limitations	(35,694)
Translation adjustments	(607)
Balance as of December 31, 2022	$ 10,733

The total of unrecognized tax benefits was $10.7 million and $48.1 million as of December 31, 2022 and December 31, 2021, respectively. If recognized, it is estimated that Dole's effective tax rate would be affected by additional income tax benefit of $7.3 million and $43.3 million as of December 31, 2022 and December 31, 2021, respectively. At this time, Dole believes that it is reasonably possible that the total amount of unrecognized tax benefits could decrease within the next twelve months by approximately $0.9 million related to the deduction of employee benefit matters, as a result of the lapse of the statute of limitations. The Company recognizes interest and penalties related to income taxes in the income statement. Dole recognized a benefit of $4.4 million and of $4.9 million, respectively, for interest and penalties for the years ended December 31, 2022 and December 31, 2021. A liability was recognized for accrued interest and penalties of $5.2 million and $10.3 million as of December 31, 2022 and December 31, 2021, respectively.

The tax years 2018 to 2022 remain subject to examination by taxing authorities in the United States. The tax years 2018 to 2022 remain subject to examination by taxing authorities in the U.K. The tax years 2018 to 2022 remain subject to examination by taxing authorities in Ireland, Costa Rica, Ecuador, Germany and Guatemala. The tax years 2017 to 2022 remain subject to examination by taxing authorities in Sweden and Denmark.

NOTE 10 — DETAILS OF ACCRUED LIABILITIES

Included in accrued liabilities in Dole's consolidated balances sheets were the following items:

	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Amounts due to growers	$ 179,010	$ 127,615
Employee-related costs and benefits	111,272	130,663
Sales, marketing and advertising	33,455	46,414
Shipping related costs	33,644	35,694
Materials and supplies	16,316	38,646
Accrued interest	4,020	2,134
Deferred income	4,904	2,038
Professional services	17,385	17,420
Environmental and insurance reserves	2,500	2,316
Other fees	1,441	2,511
Accrued rent	1,306	1,362
Hedging liability	9,328	800
Recourse liability	4,482	—
Miscellaneous other accrued liabilities	46,563	57,318
Total accrued liabilities	$ 465,626	$ 464,931

Miscellaneous other accrued liabilities primarily include liabilities related to accrued litigation reserves and legal costs and other accruals recorded based on timing. See Note 19 "Commitments and Contingencies" for additional detail on the Company's legal activity.

NOTE 11 — ASSETS HELD-FOR-SALE AND ACTIVELY MARKETED PROPERTY

Dole continuously reviews its assets in order to identify those assets that do not meet Dole's future strategic direction or internal economic return criteria. As a result of this review, Dole has identified and is in the process of selling certain assets which are classified as either held-for-sale or actively marketed property. The assets that have been identified are available for sale in their present condition and an active program is underway to sell the properties. For property classified as held-for-sale, their sale is anticipated to occur during the ensuing year, while the timing of the sale of property specifically classified as actively marketed is uncertain.

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Assets held-for-sale

During the year ended December 31, 2022, Dole approved and committed to sell two buildings in Europe in the Diversified Produce – EMEA reportable segment, one property in North Carolina in the Diversified Produce – Americas & ROW reportable segment and one property in Latin America in the Fresh Fruit reportable segment. As a result, related assets with a total net book value of $2.8 million, $0.3 million and $0.2 million, respectively, were transferred to assets held-for-sale. The buildings in Europe were subsequently sold at a total gain of $7.8 million in the year ended December 31, 2022. Additionally, Dole concluded that it was not probable that the other property in Latin America in the Fresh Fruit reportable segment would be sold within the next year and reclassified related assets with a net book value of $0.1 million to property, plant and equipment, net, in the consolidated balance sheets. As of December 31, 2022, assets held-for-sale were $0.6 million of property, plant and equipment. There were no liabilities held-for-sale as of December 31, 2022.

During the year ended December 31, 2021, Dole acquired $14.7 million of assets held-for-sale, as a result of the Acquisition, that primarily consisted of two vessels in the Fresh Fruit reportable segment and a number of properties throughout North America in the Fresh Vegetables segment and Latin America in the Fresh Fruit segment. During the year ended December 31, 2021, Dole approved and committed to sell a Corporate-owned plane with a net book value of $7.2 million and transferred it into assets held-for-sale in the consolidated balance sheets. Additionally, during the year ended December 31, 2021, Dole sold the two vessels, one of the Latin America properties, a ranch in North America and the Corporate-owned plane, with net book values of $8.8 million, $4.1 million, $1.6 million and $7.2 million, respectively. Assets held-for-sale were $0.2 million of property, plant and equipments as of December 31, 2021. There were no liabilities held-for-sale as of December 31, 2021. There were no gains or losses from the sale of assets held-for-sale in the year ended December 31, 2021.

A rollforward of assets held-for-sale for the years ended December 31, 2022 and December 31, 2021 in the consolidated balance sheets was as follows:

	Amount (U.S. Dollars in thousands)
Balance as of December 31, 2020	$ —
Additions	14,701
Reclassifications	7,187
Sales	(21,688)
Balance as of December 31, 2021	200
Additions	3,339
Reclassifications	(120)
Sales	(2,774)
Balance as of December 31, 2022	$ 645

Actively marketed property

As of December 31, 2022 and December 31, 2021, actively marketed property was $31.0 million and $50.4 million, respectively, and consisted entirely of land in Hawaii in the Fresh Fruit reportable segment. During the year ended December 31, 2022, Dole sold actively marketed Hawaii land, with a net book value of $20.7 million. During the year ended December 31, 2021, Dole sold actively marketed Hawaii land, with a net book value of $2.4 million. The total gain on the sales was $2.5 million for the year ended December 31, 2022, and there was no gain or loss from the sales in the year ended December 31, 2021.

A rollforward of actively marketed property for the years ended December 31, 2022 and December 31, 2021 in the consolidated balance sheets was as follows:

	Amount (U.S. Dollars in thousands)
Balance as of December 31, 2020	$ —
Additions from the acquisition of Legacy Dole	52,751
Land sales	(2,387)
Balance as of December 31, 2021	$ 50,364
Measurement period adjustments	1,303
Land sales	(20,660)
Balance as of December 31, 2022	$ 31,007

See Note 4 "Business Combinations and Transactions" for additional detail on measurement period adjustments.

NOTE 12 — PROPERTY, PLANT AND EQUIPMENT

Major classes of property, plant and equipment were as follows:

	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Land and land improvements	$ 573,008	$ 544,057
Buildings and leasehold improvements	401,851	399,392
Machinery and equipment	390,397	368,754
Computer software	68,820	65,036
Vessels and containers	217,963	233,376
Machinery and equipment and vessel containers under finance leases	37,706	48,195
Construction in progress	57,571	55,717
	1,747,316	1,714,527
Accumulated depreciation	(404,009)	(283,677)
	$ 1,343,307	$ 1,430,850

Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

	Years
Land improvements	1 to 30
Buildings and leasehold improvements*	1 to 50
Machinery and equipment	1 to 25
Computer software	1 to 10
Vessels and containers	1 to 30
Machinery and equipment and vessel containers under finance leases	Shorter of lease term or useful life

*Leasehold improvements are depreciated using the shorter of the useful life or life of the lease.

Depreciation expense on property, plant and equipment totaled $120.1 million, $61.6 million and $24.6 million for the years ended December 31, 2022, December 31, 2021 and December 31, 2020, respectively, excluding pineapple bearer plants. During the years ended December 31, 2022 and December 31, 2021, Dole incurred an incremental depreciation charge of $41.1 million and $29.6 million, respectively, related to pineapple bearer plants that were brought to fair value in conjunction with acquisitions, that was recognized in cost of sales in the consolidated statements of operations. See Note 4 "Business Combinations and Transactions" for additional detail. Interest expense capitalized into property, plant and equipment was not material for the years ended December 31, 2022, December 31, 2021 and December 31, 2020.

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NOTE 13 — GOODWILL AND INTANGIBLE ASSETS

The gross balance of goodwill was $508.9 million, with accumulated impairment losses of $11.5 million, as of December 31, 2022 and $540.1 million, with accumulated impairment losses of $28.8 million, as of December 31, 2021.

As a result of the acquisition of Legacy Dole by Total Produce, $274.0 million of goodwill was recognized in the consolidated balance sheets at the Acquisition Date, all of which was assigned to the Fresh Fruit reporting unit. Refer to Note 4 "Business Combinations and Transactions" for further detail.

A rollforward of goodwill by reportable segment for the years ended December 31, 2022 and December 31, 2021, was as follows:

	Fresh Fruit	Diversified Fresh Produce — EMEA	Diversified Fresh Produce — Americas & ROW	Fresh Vegetables	Total
			(U.S. Dollars in thousands)		
Balance as of December 31, 2020	$ —	$ 133,575	$ 100,586	$ —	$ 234,161
Additions	274,048	16,372	—	—	290,420
Disposals	—	(414)	—	—	(414)
Foreign currency and other	—	(8,907)	(3,927)	—	(12,834)
Balance as of December 31, 2021	274,048	140,626	96,659	—	511,333
Additions	—	1,197	—	—	1,197
Measurement period adjustments	(773)	—	—	—	(773)
Foreign currency and other	—	(6,198)	(8,106)	—	(14,304)
Balance as of December 31, 2022	$ 273,275	$ 135,625	$ 88,553	$ —	$ 497,453

See Note 4 "Business Combinations and Transactions" for additional detail on measurement period adjustments.

Details of Dole's intangible assets as of December 31, 2022 were as follows:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(U.S. Dollars in thousands)		
DOLE brand	$ 306,280	$ —	$ 306,280
Water rights	4,145	—	4,145
Supplier relationships	27,917	(19,528)	8,389
Customer relationships	126,150	(92,873)	33,277
Other	13,093	(7,914)	5,179
	$ 477,585	$ (120,315)	$ 357,270

Details of Dole's intangible assets as of December 31, 2021 were as follows:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(U.S. Dollars in thousands)		
DOLE brand	$ 306,280	$ —	$ 306,280
Water rights	4,186	—	4,186
Supplier relationships	29,179	(17,869)	11,310
Customer relationships	132,953	(92,357)	40,596
Other	13,227	(7,273)	5,954
	$ 485,825	$ (117,499)	$ 368,326

A rollforward of intangible assets, excluding goodwill, for the years ended December 31, 2022 and December 31, 2021 was as follows:

	Amount (U.S. Dollars in thousands)
Balance as of December 31, 2020	$ 65,634
Additions	314,749
Amortization	(11,404)
Foreign exchange impact	(653)
Balance as of December 31, 2021	368,326
Additions	855
Amortization	(10,893)
Foreign exchange impact	(1,018)
Balance as of December 31, 2022	$ 357,270

Of the $314.7 million of intangible asset additions during the year ended December 31, 2021, $306.3 million was related to the acquisition of the DOLE brand that was determined to have an indefinite life. Refer to Note 4 "Business Combinations and Transactions" for further detail.

Amortization expense for definite-lived intangible assets was $10.9 million, $11.4 million and $11.5 million for the years ended December 31, 2022, December 31, 2021 and December 31, 2020, respectively.

As of December 31, 2022, the estimated amortization expense associated with Dole's intangible assets for each of the next five fiscal years was as follows:

	Amount (U.S. Dollars in thousands)
2023	$ 10,193
2024	9,935
2025	8,941
2026	6,657
2027	5,376
Thereafter	5,743
Total	$ 46,845

Dole evaluates goodwill and other indefinite-lived intangible assets for impairment annually during the fourth quarter, or more frequently if an event occurs or circumstances change that would indicate that an impairment may exist. There was no impairment of goodwill or intangible assets recorded for the years ended December 31, 2022, December 31, 2021 and December 31, 2020.

As of the October 1, 2022 testing date, the fair value of the Fresh Fruit and Diversified Fresh Produce – Americas & ROW reporting units were in excess of their respective carrying amounts by 2% and 5%, respectively, and the fair value of the DOLE brand was in excess of its carrying amount by less than 1%. Unfavorable changes to key assumptions, market conditions, and macroeconomic circumstances could result in future impairment.

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NOTE 14 — DEBT

Short-term borrowings, bank overdrafts and long-term debt consisted of the following:

	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Revolving Credit Facility	$ 183,909	$ 312,017
Term Loan A and Term Loan B	823,875	836,775
Vessel financing loans	89,479	104,184
Other long-term financing arrangements	41,483	57,361
Other revolving credit facilities, at a weighted average interest rate of 4.8% as of December 31, 2022 (1.8% as of December 31, 2021)	73,999	19,600
Bank overdrafts	8,623	9,395
Finance lease obligations, at a weighted average interest rate of 3.7% as of December 31, 2022 (3.5% as of December 31, 2021)	29,885	40,719
	1,251,253	1,380,051
Unamortized debt discounts and debt issuance costs	(17,874)	(21,063)
	1,233,379	1,358,988
Current maturities, net of unamortized debt discounts and debt issuance costs	(97,435)	(51,785)
Bank overdrafts	(8,623)	(9,395)
Long-term debt, net	$ 1,127,321	$ 1,297,808

Term Loan and Revolving Credit Facility

On March 26, 2021, Total Produce entered into an agreement for a senior secured revolving credit facility (the "Revolving Credit Facility") and a term loan ("Term Loan B") with certain lenders (the Revolving Credit Facility and Term Loan B, together, the "Credit Agreement"), which provided for up to $500.0 million and $940.0 million of borrowings, respectively.

As part of the execution of the Revolving Credit Facility, the Company drew down $500.0 million on March 29, 2021 and placed $232.0 million of the borrowings on temporary deposit. In April of 2021, the $232.0 million on deposit was used to reduce the drawn amount on the Revolving Credit Facility to $268.0 million.

On August 3, 2021, the Credit Agreement was amended to increase the Revolving Credit Facility to $600.0 million, add an additional $300.0 million term loan ("Term Loan A") and reduce potential borrowings under Term Loan B to $540.0 million.

Proceeds from the Credit Agreement were used to pay down existing debt of Legacy Dole and certain bilateral facilities of the Company.

Interest under the Revolving Credit Facility and Term Loan A is payable, at the option of Dole, either at (i) LIBOR, or the respective benchmark rate depending on the currency of the loan, plus 1.00% to 2.75%, with a benchmark floor of 0.00% or (ii) a base rate plus 0.00% to 1.75%, in each case, to be determined based on credit ratings and the Company's total net leverage ratio. Interest under Term Loan B is payable, at the option of Dole, either at (i) LIBOR, or the respective benchmark rate depending on the currency of the loan, plus 2.00% to 2.25%, with a benchmark floor of 0.00% or (ii) a base rate plus 1.00% to 1.25%, in each case, to be determined based on credit ratings. As discussed in Note 17 "Derivative Financial Instruments", the Company enters into interest rate swap arrangements to fix a portion of the Credit Agreement's variable rate debt to fixed rate debt.

Principal payments of $1.9 million under Term Loan A are due quarterly until maturity, with the remaining balance due on the maturity date of August 3, 2026. Principal payments of $1.4 million under Term Loan B are due quarterly until maturity, with the remaining balance due on the maturity date of August 3, 2028.

As of December 31, 2022, amounts outstanding under Term Loan A and Term Loan B were $823.9 million, in the aggregate, and borrowings under the Revolving Credit Facility were $183.9 million. After taking into account approximately $15.0 million of related outstanding letters of credit, Dole had $401.1 million available for cash borrowings under the Revolving Credit Facility as of December 31, 2022. As of December 31, 2021, amounts outstanding under Term Loan A and Term Loan B were $836.8 million, in the aggregate, and borrowings under the Revolving Credit Facility were $312.0 million. After taking into account approximately $17.0 million of related outstanding letters of credit, Dole had $271.0 million available for cash borrowings under the Revolving Credit Facility as of December 31, 2021.

Borrowings under the Credit Agreement are secured by the equity interests of substantially all Dole subsidiaries located in the U.S. and certain subsidiaries located in Europe and substantially all of the Company's material U.S. assets.

Vessel Financing Loans

On December 11, 2015, Legacy Dole entered into three secured loan agreements ("first vessel facility") of up to $111.0 million, in the aggregate, to finance a portion of the acquisition costs of three new vessels. The first vessel facility consists of three tranches, each tied to a specific vessel, which allowed the Company to borrow up to 70%, or $37.0 million, of the contract cost of each vessel, collateralized by the completed vessel. Principal and interest payments are due quarterly in arrears for 48 consecutive installments. The first vessel facility bears interest at a rate per annum equal to LIBOR plus 2.00% to 3.25% and will mature on May 18, 2028. As of December 31, 2022 and December 31, 2021, Dole's borrowings under the first vessel facility were $48.6 million and $57.8 million, respectively.

On October 30, 2020, Legacy Dole entered into two additional secured loan agreements ("second vessel facility") of $49.1 million, in the aggregate, to finance a portion of the acquisition costs of two new vessels, which were delivered in 2021. Each agreement was tied to a specific vessel which allowed Legacy Dole to borrow 60%, or $24.5 million, of the contract cost of each vessel, collateralized by the completed vessel. On January 14, 2021 and April 7, 2021, the first and second loans were funded for $24.5 million each and mature on January 14, 2030 and April 7, 2030, respectively. The second vessel facility bears interest at a rate per annum equal to LIBOR plus 3.25% and principal and interest payments are due semi-annually in arrears for 18 consecutive installments. As of December 31, 2022 and December 31, 2021, Dole's borrowings under the second vessel facility were $40.9 million and $46.4 million, respectively.

Other Financing Arrangements

Dole's other financing arrangements consist of a number of loan agreements entered into to finance other capital expenditures and working capital requirements.

As of December 31, 2022 and December 31, 2021, the Company had $11.5 million and $14.4 million, respectively, in other financing arrangements outstanding related to a secured long-term asset financing arrangement for farms in Chile. The terms of the financing arrangement include a 10-year loan of $23.1 million due in June 2026 that bears interest at a rate per annum equal to LIBOR plus 2.39%. Principal and interest payments are due semi-annually in arrears. The long-term financing arrangement is collateralized by the purchased farms and their related assets.

As of December 31, 2022 and December 31, 2021, the Company had $11.3 million and $23.4 million, respectively, in other financing arrangements outstanding related to two secured long-term asset financing arrangements for pineapple farms in Costa Rica. Both agreements provide for a 10-year loan and are collateralized by the purchased farms and their related assets. The first agreement, maturing in July 2026, bears interest at a rate per annum equal to LIBOR plus 5.00%, adjustable annually, with a floor rate of 5.50% per annum. Interest and principal payments are due monthly in arrears. The second agreement, maturing in July 2031, includes principal payments of $10.1 million that was paid in July of 2022 and $3.1 million due in July of 2031, with a single payment of $0.4 million for interest which was paid in July of 2022.

As of December 31, 2022 and December 31, 2021, the Company had $18.7 million and $20.0 million, respectively, of remaining other financing arrangements, none of which are individually significant.

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Other Credit Facilities

In addition to amounts available under the Revolving Credit Facility, Dole's subsidiaries had other lines of credit and bank overdraft facilities at various local banks of approximately $252.3 million as of December 31, 2022 and $250.6 million as of December 31, 2021. These lines are primarily used to fund seasonal working capital requirements, short-term borrowings and bank guarantees. They consist of both secured and unsecured facilities, committed and uncommitted, and some are guaranteed by the Company and certain subsidiaries. The majority of Dole's lines of credit extend indefinitely but may be cancelled at any time by Dole or the banks, and if cancelled, any outstanding amounts would be due on demand. As of December 31, 2022 and December 31, 2021, total bank overdrafts were $8.6 million and $9.4 million, respectively, and other amounts outstanding under these lines were $74.0 million and $19.6 million, respectively. As of December 31, 2022 and December 31, 2021, after taking into account outstanding letters of credit, Dole had $167.6 million and $212.0 million, respectively, available for use under these lines.

Finance Lease Obligations

As of December 31, 2022 and December 31, 2021, Dole's finance lease obligations of $29.9 million and $40.7 million, respectively, primarily relate to machinery and equipment and vessel containers, which continue through 2031.

Covenants and Restrictions

Provisions under the credit facilities include limitations on, among other things, indebtedness, investments, liens, loans to subsidiaries, employees and third parties, the issuance of guarantees and the payment of dividends.

The credit facilities require Dole to maintain compliance with a maximum leverage ratio, which was initially set at 4.50 to 1.00 beginning December 31, 2021, with step-downs to (i) 4.25 to 1.00 for fiscal year 2022 and (ii) 4.00 to 1.00 for each fiscal year thereafter. As of December 31, 2022, Dole was in compliance with all applicable covenants.

A breach of a covenant or other provision in any debt instrument governing Dole's current or future indebtedness could result in a default under that instrument and, due to customary cross-default and cross-acceleration provisions, could result in a default under Dole's other debt instruments. Upon the occurrence of an event of default under the credit facilities or other debt instruments, the lenders or holders of such debt could elect to declare all amounts outstanding to be immediately due and payable and terminate all commitments to extend further credit. If Dole were unable to repay those amounts, the lenders could proceed against the collateral granted to them, if any, to secure the indebtedness. If the lenders under Dole's indebtedness were to accelerate the payment of the indebtedness, Dole cannot give assurance that its assets would be sufficiently liquid to repay in full its outstanding indebtedness on an accelerated basis.

Debt Discounts and Debt Issuance Costs

Debt discounts and issuance costs are amortized over the term of the debt agreement using the effective interest method. Debt discounts and issuance costs are presented as a direct reduction of debt in the consolidated balance sheets, except for those issuance costs related to revolving credit facilities and line-of-credit arrangements which are recorded as a prepaid asset in the consolidated balance sheets.

The amortization expense related to Dole's deferred debt discounts and issuance costs is recorded as interest expense in the consolidated income statements. For the years ended December 31, 2022 and December 31, 2021, amortization expense related to deferred debt discounts and issuance costs was $3.5 million and $2.6 million, respectively, and was not material for the year ended December 31, 2020.

Maturities of Current and Long-Term Debt

Stated maturities with respect to current and long-term debt, excluding finance lease obligations, as of December 31, 2022 were as follows:

	Amount (U.S. Dollars in thousands)
2023	$ 98,621
2024	38,319
2025	34,899
2026	496,979
2027	21,589
Thereafter	530,961
Total	$ 1,221,368

For maturities of finance lease obligations, as of December 31, 2022, refer to Note 16 "Leases".

NOTE 15 — EMPLOYEE BENEFIT PLANS

Dole sponsors a number of defined benefit pension plans covering certain employees worldwide. Benefits under these plans are generally based on each employee's eligible compensation and years of service, except for certain plans covering union employees, which are based on negotiated benefits. In addition to pension plans, Dole also has OPRB plans that provide certain health care and life insurance benefits for eligible retired employees. Covered employees may become eligible for such benefits if they fulfill established requirements upon reaching retirement age.

The Company sponsors six funded defined benefit pension plans including a U.S. qualified plan and five plans outside of the U.S., two of which are based in Ireland, two are based in the U.K., and one is based in Canada. The Company had previously sponsored a Netherlands scheme which was settled in fiscal year 2022. The Company also sponsors unfunded international pension plans (primarily in Latin America) and OPRB plans.

Substantially all U.S. pension benefits were frozen on December 31, 2001. The plans in Ireland have been closed to new entrants since 2009, and salaries for defined benefit purposes have been capped, with any salary increases above the cap eligible on a defined contribution basis. In 2017, the Company initiated an Enhanced Transfer Value program, whereby an offer was made to all active and deferred members of the Irish defined benefit pension plans (the "Irish Plans") to transfer their accumulated accrued benefits from the Irish Plans, which eliminated future accrual of benefits and entitled the members to receive a transfer value above the statutory minimum amount. In February of 2021, one of the Irish Plans introduced a buy-in contract for pensioners. Under the buy-in contract terms, the pension plan pays a one-off premium to an insurer to purchase a bulk annuity policy. Under the bulk annuity policy, the insurer will provide payments back to the pension scheme to cover the benefits for the members covered by the buy-in. The responsibility to pay the pensions still rests with the plan and the obligation is still recorded by the Company. Both of the U.K. schemes are closed to new entrants and to new accruals.

Dole's SERP is a non-qualified benefit and executive compensation plan, and Dole's ESP plan is a non-qualified deferred compensation plan. Both are funded through investments in Rabbi Trusts. Following a change of control event, Dole is obligated, under the provisions of the respective trust agreements, to contribute an amount sufficient to meet the ESP obligation for benefits earned through the change in control year and the ongoing value of the projected benefit obligation of the SERP. The assets held in the Rabbi Trusts are subject to the claims of Dole's general unsecured creditors. As of December 31, 2022, $5.4 million of the assets was classified as short-term and included in short-term investments in the consolidated balance sheets, and $16.5 million was classified as long-term and included in long-term investments in the consolidated balance sheets. As of December 31, 2021, $6.1 million was classified as short-term and $23.4 million was classified as long-term.

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Obligations and Funded Status

The status of Dole's defined benefit pension plans was as follows:

	U.S. Pension Plans		International Pension Plans		OPRB Plans	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Change in projected benefit obligation:			(U.S. Dollars in thousands)			
Benefit obligation at beginning of the year	$ 253,880	$ —	$ 349,001	$ 266,320	$ 17,572	$ —
Acquisition of Legacy Dole	—	256,767	—	114,099	—	18,655
Service cost	256	107	4,465	3,219	3	1
Interest cost	4,943	1,696	8,219	5,505	443	157
Actuarial (gain) loss	(47,439)	4,179	(82,819)	(4,432)	(1,726)	166
Plan amendments	—	—	—	(213)	—	—
Curtailments, settlements and terminations, net	(8,217)	—	(27,511)	(14,399)	—	—
Benefits paid	(21,588)	(8,869)	(10,012)	(8,851)	(3,148)	(1,407)
Foreign exchange impact and other	—	—	(13,196)	(12,247)	—	—
Benefit obligation at end of the year	$ 181,835	$ 253,880	$ 228,147	$ 349,001	$ 13,144	$ 17,572
Change in plan assets:						
Fair value of plan assets at beginning of the year	$ 224,749	$ —	$ 235,301	$ 245,061	$ —	$ —
Acquisition of Legacy Dole	—	234,221	—	—	—	—
Actual return on plan assets	(44,601)	(2,054)	(46,116)	13,901	—	—
Company contributions	3,863	1,450	12,104	10,297	3,177	1,407
Benefits paid	(21,588)	(8,868)	(10,012)	(8,851)	(3,177)	(1,407)
Curtailments, settlements and terminations, net	(8,217)	—	(25,767)	(14,419)	—	—
Foreign exchange impact and other	—	—	(17,585)	(10,688)	—	—
Fair value of plan assets at end of the year	$ 154,206	$ 224,749	$ 147,925	$ 235,301	$ —	$ —
Funded status	$ (27,629)	$ (29,131)	$ (80,222)	$ (113,700)	$ (13,144)	$ (17,572)
Amounts recognized in the consolidated balance sheets:						
Other assets	$ —	$ —	$ 20,938	$ 2,524	$ —	$ —
Pension and postretirement benefits	(2,229)	(2,243)	(13,066)	(13,209)	(1,992)	(2,212)
Pension and postretirement benefits, less current portion	(25,400)	(26,888)	(88,094)	(103,015)	(11,152)	(15,360)
	$ (27,629)	$ (29,131)	$ (80,222)	$ (113,700)	$ (13,144)	$ (17,572)

Amounts recognized in accumulated other comprehensive loss (income), before tax, were as follows:

	U.S. Pension Plans			International Pension Plans			OPRB Plans		
	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020
	(U.S. Dollars in thousands)								
Net actuarial loss (gain)	$ 18,341	$ 11,011	$ —	$ 15,180	$ 50,575	$ 64,591	$ (1,531)	$ 166	$ —
Prior service (benefit)	—	—	—	(6,285)	(8,241)	(8,952)	—	—	—
Total	$ 18,341	$ 11,011	$ —	$ 8,895	$ 42,334	$ 55,639	$ (1,531)	$ 166	$ —

Some of Dole's plans were underfunded as of December 31, 2022 and December 31, 2021, having accumulated benefit obligations exceeding the fair value of plan assets. The aggregate projected benefit obligation, accumulated benefit obligation and fair value of plan assets of plans with accumulated benefit obligations in excess of plan assets were as follows:

	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Projected benefit obligation	$ 277,203	$ 429,115
Accumulated benefit obligation	$ 261,248	$ 406,233
Fair value of plan assets	$ 154,208	$ 283,988

As of December 31, 2022 and December 31, 2021, some of Dole's plans are projected to be underfunded, having projected benefit obligations exceeding the fair value of plan assets. The aggregate projected benefit obligation, accumulated benefit obligation and fair value of plan assets of plans with projected benefit obligations in excess of plan assets were as follows:

	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Projected benefit obligation	$ 290,347	$ 519,342
Accumulated benefit obligation	$ 261,248	$ 470,484
Fair value of plan assets	$ 154,208	$ 356,415

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Components of Net Periodic Benefit Cost and Other Changes Recognized in Other Comprehensive Income (Loss)

The components of net periodic benefit cost for Dole's U.S. and international pension plans and OPRB plans were as follows:

	U.S. Pension Plans			International Pension Plans			OPRB Plans		
	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020
	(U.S. Dollars in thousands)								
Components of net periodic benefit cost:									
Service cost	$ 256	$ 107	$ —	$ 4,465	$ 3,219	$ 1,858	$ 3	$ 1	$ —
Interest cost	4,943	1,696	—	8,219	5,505	3,808	443	157	—
Expected return on plan assets	(11,274)	(4,779)	—	(6,814)	(6,883)	(7,275)	—	—	—
Amortization of:									
Net loss	—	—	—	2,166	2,946	2,081	—	—	—
Prior service (benefit)	—	—	—	(618)	(812)	(785)	—	—	—
Curtailments, settlements and terminations, net	1,106	—	—	220	1,756	—	—	—	—
Foreign exchange impact and other	—	—	—	36	238	—	—	—	—
Net periodic cost (benefit)	$ (4,969)	$ (2,976)	$ —	$ 7,674	$ 5,969	$ (313)	$ 446	$ 158	$ —
Other changes recognized in other comprehensive income (loss):									
Net loss (gain)	$ 7,330	$ 11,011	$ —	$ (33,264)	$ (13,186)	$ 12,957	$ (1,697)	$ 166	$ —
Prior service expense (benefit)	—	—	—	1,339	(213)	—	—	—	—
Amortization of:									
Net (loss)	—	—	—	(2,166)	(2,946)	(2,081)	—	—	—
Prior service benefit	—	—	—	618	812	785	—	—	—
Foreign exchange impact and other	—	—	—	34	(2,026)	1,309	—	—	—
Income tax (benefit) expense	(1,781)	2,643	—	6,226	(3,209)	(2,154)	402	11	—
Total recognized in other comprehensive income (loss)	$ 5,549	$ 13,654	$ —	$ (27,213)	$ (20,768)	$ 10,816	$ (1,295)	$ 177	$ —
Total recognized in net periodic benefit cost and other comprehensive income (loss), net of income taxes	$ 580	$ 10,678	$ —	$ (19,539)	$ (14,799)	$ 10,503	$ (849)	$ 335	$ —

The Company classifies the non-service components of net periodic pension benefit cost within other income (expense), net, in the consolidated statements of operations. Non-service components include interest costs, expected return on plan assets, amortization of net loss (gain) and prior service benefit, and other curtailment or settlement costs.

Assumptions

Weighted average assumptions used to determine benefit obligations were as follows:

	U.S. Pension Plans		International Pension Plans		OPRB Plans	
	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2022	Year Ended December 31, 2021
Discount rate	5.31 %	2.62%	5.26 %	2.61 %	5.79 %	3.18%
Rate of compensation increase	3.00 %	3.00%	3.18 %	1.98 %	—	—
Rate of increase in pensions	—	—	2.07 %	1.90 %	—	—

Weighted average assumptions used to determine net periodic benefit cost were as follows:

	U.S. Pension Plans			International Pension Plans			OPRB Plans		
	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020
Discount rate	2.62 %	2.39%	—	2.61 %	2.29 %	1.72 %	3.18 %	2.72%	—
Rate of compensation increase	3.00 %	3.00%	—	1.98 %	2.84 %	1.74 %	—	—	—
Rate of increase in pensions	—	—	—	1.90 %	1.68 %	1.58 %	—	—	—
Rate of return on plan assets	5.10 %	5.00%	—	3.36 %	2.85 %	3.41 %	3.36 %	—	—

Dole does not sponsor any cash balance plans or plans with promised interest credit rates. International plan discount rates and assumed rates of increase in future compensation differ from the assumptions used for U.S. plans due to differences in the local economic conditions in the countries in which the international plans are based. No rate of compensation increase is shown for U.S. plans, because benefits under the U.S. plans are frozen, except for a group of employees whose benefits are negotiated under collective bargaining agreements. The assumption for the rate of compensation increase for these employees reflects the rate negotiated in those bargaining agreements.

The accumulated pension benefit obligation for Dole's OPRB plan was determined using the following assumed annual rate of increase in the per capita cost of covered health care benefits:

	2022	2021
Health care costs trend rate assumed for next year	6.65%	6.49%
Rate of increase to which the cost of benefits is assumed to decline (the ultimate trend rate)	4.49%	4.50%
Year that the rate reaches the ultimate trend rate	2030	2029

Plan Assets

The following is the target asset mix for Dole's pension plans, which management believes provides the optimal trade-off of diversification and long-term asset growth:

	Target Allocation
Fixed income securities	50%
Equity securities	23%
Other	27%
Total	100%

Dole's pension plan weighted average asset allocations by asset category was as follows:

	Year Ended	
	December 31, 2022	December 31, 2021
Fixed income securities	52%	48%
Equity securities	23%	27%
Other	25%	25%
Total	100%	100%

The plans' asset allocation includes a mix of fixed income investments designed to reduce volatility and equity investments designed to maintain funding ratios and long-term financial health of the plan. The equity investments are diversified across U.S. and international stocks as well as growth, value and small and large capitalization.

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Dole employs a total return investment approach whereby a mix of fixed income and equity investments is used to maximize the long-term return of plan assets with a prudent level of risk. The objectives of this strategy are to achieve full funding of the accumulated benefit obligation and to achieve investment experience over time that will minimize pension expense volatility and minimize Dole's contributions required to maintain full funding status. Risk tolerance is established through careful consideration of plan liabilities, plan funded status and corporate financial condition. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset/liability studies and quarterly investment portfolio reviews.

Dole determines the expected return on pension plan assets based on an expectation of average annual returns over an extended period of years. Dole also considers the weighted-average historical rate of returns on securities with similar characteristics to those in which Dole's pension assets are invested.

Fair Value of Retirement Plan Assets

Dole estimates the fair value of its retirement plan assets based on current quoted market prices. In instances where quoted market prices are not readily available, the fair value of the investments is estimated by the trustee. In obtaining such data from the trustee, Dole has evaluated the methodologies used to develop the estimate of fair value in order to assess whether such valuations are representative of fair value, including net asset value. Fair values for Level 1 investments are determined based on quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. For Level 2 investments, the fair values are determined using observable prices that are based on inputs not quoted on active markets but corroborated by market data. Level 3 investments are determined using unobservable inputs that are not corroborated by market data, whereby fair values are estimated using prices provided by its custodian, which are based on various third-party pricing services or valuation models developed by the underlying fund managers. The Level 3 investments are primarily held by the custodian in a pooled trust for qualifying U.S.-based pensions, where the fair value is derived from the individual investment components. Each investment within the pooled trust is individually valued, after considering gains and losses, contributions and distributions, and the collective value of the pooled trust represents the total fair value. Dole has determined these valuations to be Level 3 inputs, because they are based upon significant unobservable inputs.

The carrying value and estimated fair values of Dole's retirement plan assets are summarized below:

	Fair Value Measurements as of December 31, 2022 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(U.S. Dollars in thousands)			
Cash and cash equivalents	$ 5,695	$ 8,854	$ —	$ 14,549
Fixed-income securities	33,260	100,964	—	134,224
Insurance contracts	—	16,627	—	16,627
Equity securities	4,930	22,671	—	27,601
Other	8,682	8,135	—	16,817
Investments measured at fair value	52,567	157,251	—	209,818
Investments measured at net asset value	—	—	—	92,313
Total plan assets at fair value	$ 52,567	$ 157,251	$ —	$ 302,131

	Fair Value Measurements as of December 31, 2021 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(U.S. Dollars in thousands)			
Cash and cash equivalents	$ 8,276	$ —	$ —	$ 8,276
Fixed-income securities	45,380	217,127	—	262,507
Insurance contracts	—	43,053	—	43,053
Equity securities	7,688	101,890	8,058	117,636
Other	2,261	12,270	122	14,653
Investments measured at fair value	63,605	374,340	8,180	446,125
Investments measured at net asset value	—	—	—	13,925
Total plan assets at fair value	$ 63,605	$ 374,340	$ 8,180	$ 460,050

The table below sets forth a summary of the transfers and purchases of the plans' Level 3 assets for the years ended December 31, 2022 and December 31, 2021:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	Common Collective Trusts	Interest in 103-12 Investment Companies	Total
	(U.S. Dollars in thousands)		
Balance as of December 31, 2020	$ —	$ —	$ —
Acquisitions	113	8,498	8,611
Net realized and unrealized gains (losses)	9	(1,251)	(1,242)
Net purchases, issuances and settlements	—	811	811
Balance as of December 31, 2021	122	8,058	8,180
Settlements and reclassifications	(122)	(8,058)	(8,180)
Balance as of December 31, 2022	$ —	$ —	$ —

Plan Contributions and Estimated Future Benefit Payments

During the year ended December 31, 2022, Dole contributed $0.9 million to its qualified U.S. pension plan. These contributions were made to comply with minimum funding requirements under the Internal Revenue Code without regard to interest rate stabalization. Future contributions to the U.S. pension plan in excess of the minimum funding requirement are voluntary and may change depending on Dole's operating performance or at management's discretion. Contributions and benefits paid directly by Dole related to its other U.S. and foreign pension and OPRB plans totaled $18.2 million during the year ended December 31, 2022.

Dole expects to make $2.8 million of contributions and $17.8 million of direct benefit payments related to its pension and OPRB plans in fiscal year 2023.

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The following table presents estimated future benefit payments:

	U.S. Pension Plans	International Pension Plans	OPRB Plans
	(U.S. Dollars in thousands)		
2023	$ 20,141	$ 19,328	$ 1,992
2024	19,359	13,356	1,825
2025	18,438	12,954	1,730
2026	17,622	14,301	1,611
2027	16,830	14,790	1,481
Thereafter	71,645	75,398	5,042
Total	$ 164,035	$ 150,127	$ 13,681

Defined Contribution Plans

Dole offers defined contribution plans to eligible employees. Such employees may defer a percentage of their annual compensation in accordance with plan guidelines. Some of these plans provide for a company match that is subject to a maximum contribution as defined by the plan. Dole's contributions to its defined contribution plans totaled $21.4 million, $15.7 million and $10.6 million for the years ended December 31, 2022, December 31, 2021 and December 31, 2020, respectively.

Multi-Employer Plans

Dole is also party to various industry-wide collective bargaining agreements that provide pension benefits. Total contributions to multi-employer benefit plans for eligible participants were approximately $0.9 million and $0.4 million in the years ended December 31, 2022 and December 31, 2021, respectively. No contributions were made in the year ended December 31, 2020.

The following table presents details for Dole's U.S. multi-employer defined benefit plan:

Pension Plan	EIN/Pension Plan Number	Pension Protection Act Zone Status	Contributions for the Year Ended			Expiration of Agreement
		Fiscal 2022	December 31, 2022	December 31, 2021	December 31, 2020	
			(U.S. Dollars in thousands)			
Western Conference of Teamsters Pension Plan	91-6145047-001	Not critical	$ 917	$ 372	$ —	8/15/2024

NOTE 16 — LEASES

Lease Position

The following tables present the lease-related assets and liabilities recorded in the consolidated balance sheets:

	Lease-related assets as of December 31, 2022		Lease-related assets as of December 31, 2021	
	Operating lease right-of-use assets	Property, plant & equipment, net	Operating lease right-of-use assets	Property, plant & equipment, net
	(U.S. Dollars in thousands)			
Operating leases	$ 392,797	$ —	$ 368,632	$ —
Finance leases	—	29,177	—	40,739
	$ 392,797	$ 29,177	$ 368,632	$ 40,739

	Lease-related liabilities as of December 31, 2022			
	Current maturities of operating leases	Operating leases, less current maturities	Current portion of long-term debt, net	Long-term debt, net
	(U.S. Dollars in thousands)			
Operating leases	$ 81,968	$ 320,272	$ —	$ —
Finance leases	—	—	6,609	23,276
	$ 81,968	$ 320,272	$ 6,609	$ 23,276

	Lease-related liabilities as of December 31, 2021			
	Current maturities of operating leases	Operating leases, less current maturities	Current portion of long-term debt, net	Long-term debt, net
	(U.S. Dollars in thousands)			
Operating leases	$ 73,046	$ 305,714	$ —	$ —
Finance leases	—	—	10,039	30,680
	$ 73,046	$ 305,714	$ 10,039	$ 30,680

Lease Terms and Discount Rates

The weighted-average remaining lease term and discount rate for the Company's lease profile as of December 31, 2022 and December 31, 2021 was as follows:

Weighted-average remaining lease term (in years):	December 31, 2022	December 31, 2021
Operating leases	7.4	8.0
Finance leases	5.9	5.6

Weighted-average discount rate (%):	December 31, 2022	December 31, 2021
Operating leases	4.5%	3.2%
Finance leases	3.7%	3.5%

Lease Costs

The following table presents certain information related to lease costs for finance and operating leases for the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
Finance lease costs:	(U.S. Dollars in thousands)		
Depreciation of lease assets	$ 9,740	$ 6,610	$ 1,192
Interest on lease liabilities	1,223	968	114
Operating lease costs	94,832	54,892	27,289
Short-term lease costs	20,315	8,719	1,433
Variable lease costs	19,060	8,088	1,021
Sublease income	(10,875)	(4,658)	(363)
Total lease costs	$ 134,295	$ 74,619	$ 30,686

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Supplementary Cash Flow Data

The following represents the disaggregation of certain cash flow supplementary data by finance and operating lease classifications:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from finance leases	$ 1,223	$ 968	$ —
Operating cash flows from operating leases	96,707	43,735	29,397
Financing cash flows from finance leases	8,183	6,332	2,844

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Right-of-use assets obtained in exchange for finance lease liabilities	$ 776	$ 5,452	$ 9,892
Right-of-use assets obtained in exchange for operating lease liabilities	105,832	40,584	20,978

The following table reconciles the undiscounted cash flows for each of the first five years and total remaining years to the finance and operating lease liabilities recorded on the balance sheet as of December 31, 2022:

	Finance Leases	Operating Leases
	(U.S. Dollars in thousands)	
2023	$ 7,046	$ 95,934
2024	6,454	81,423
2025	8,154	69,907
2026	2,684	56,774
2027	2,655	48,340
Thereafter	6,296	117,130
Total lease payments	33,289	469,508
Less: present value discount	(3,404)	(67,268)
	$ 29,885	$ 402,240

Related Party Lease Transactions

In the ordinary course of business, Dole enters into a number of lease agreements with related parties. During the periods presented, Dole, as a lessee, had the following lease liability balances with related parties:

	Lease-related Liabilities with Related Parties as of December 31, 2022		Lease-related Liabilities with Related Parties as of December 31, 2021	
	Current maturities of operating leases	Operating leases, less current maturities	Current maturities of operating leases	Operating leases, less current maturities
	(U.S. Dollars in thousands)			
Operating leases	$ 3,787	$ 22,194	$ 1,254	$ 12,553
Finance leases	1,053	895	—	—
	$ 4,840	$ 23,089	$ 1,254	$ 12,553

See Note 20 "Related Party Transactions" for revenues and expenses related to leases with related parties.

Lessor Accounting

The company leases various types of owned properties to external parties, mainly through operating lease agreements. Leasing assets to external parties is not significant to Dole's operations. Rental income recognized on agreements where Dole acted as the lessor was as follows:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Rental income:			
Other income (expense), net	$ 11,727	$ 5,202	$ 2,708

NOTE 17 — DERIVATIVE FINANCIAL INSTRUMENTS

Dole is exposed to foreign currency exchange rate fluctuations, bunker fuel price fluctuations and interest rate changes in the normal course of its business. As part of its risk management strategy, Dole uses derivative instruments to hedge some of these exposures. Dole's objective is to offset gains and losses resulting from these exposures with losses and gains from the derivative contracts used to hedge them, thereby reducing volatility of earnings. Dole does not hold or issue derivative financial instruments for trading or speculative purposes. The types of derivative instruments utilized by Dole are described below:

Foreign currency hedges: Dole enters into foreign currency exchange forward and option contracts to hedge exposure to changes in certain foreign currency exchange rates. Dole enters into fair value hedges to hedge foreign currency exposure of non-functional currency assets and liabilities and cash flow hedges to hedge foreign currency exposure of forecasted revenue, cost of sales and operating expenses.

Interest rate swaps: Dole enters into interest rate swaps to mitigate a significant portion of the interest rate risk associated with its variable-rate debt. Dole's current interest rate swaps fix the paying rate of interest at rates between 0.50% and 2.57%, with the receiving rates variable based on the one-month LIBOR benchmark rate, which was 4.39% as of December 31, 2022. During the year ended December 31, 2022, Dole entered into $100.0 million of new interest rate swap arrangements with maturities ranging from three to four years from the effective date. During the year ended December 31, 2021, Dole entered into $600.0 million of interest rate swaps with maturity dates ranging from three to five years from the effective date. All interest rate swap arrangements are classified within the consolidated balance sheets based on the ultimate maturity date of the arrangement.

Bunker fuel contracts: Dole incurs significant fuel costs from shipping products from sourcing locations to end customer markets and from arranging air or land transportation for products of third-party entities. As a result, Dole is exposed to commodity and fuel cost risks and enters into bunker fuel contracts to hedge the risk of unfavorable fuel prices.

Hedge Accounting Election

The Company performs an analysis of its hedging portfolio at inception and on a quarterly basis. The Company uses the following criteria in evaluating derivative instruments for hedge accounting:

1. Hedged risk is eligible
2. Hedged item or transaction is eligible
3. Hedging instrument is eligible
4. Hedging relationship is highly effective
5. Designation and documentation requirements are met

Dole designates the interest rate swaps and certain foreign currency cash flow hedges for hedge accounting and records the changes in fair value of these instruments in accumulated other comprehensive loss. The changes in fair value of foreign currency fair value hedges, non-designated cash flow hedges and bunker fuel hedges are recorded in earnings.

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Notional Amounts of Derivative Instruments

Dole had the following derivative instruments outstanding as of December 31, 2022:

	Aggregate Notional Amount
Foreign currency forward contracts by currency:	
United States Dollar	$53.0 million
Euro	€375.5 million
British Pound Sterling	£12.9 million
Swedish Krona	SEK 22.0 million
Interest rate swap contract	$700.0 million
Bunker fuel hedges	25.5 thousand metric tons

Quantitative Disclosures

Derivatives are presented gross in the consolidated balance sheets. The following table presents the balance sheet location and fair value of the derivative instruments by type:

	Fair Value Measurements as of December 31, 2022		
	Accrued Liabilities	Other Assets	Other Receivables, net
Foreign currency forward contracts:	(U.S. Dollars in thousands)		
Cash flow hedges	$ (5,726)	$ —	$ 490
Non-designated cash flow hedges	(206)	—	872
Fair value hedges	—	—	4
Bunker fuel hedges	(3,396)	—	—
Interest rate swap contracts	—	59,104	—
	$ (9,328)	$ 59,104	$ 1,366

	Fair Value Measurements as of December 31, 2021		
	Accrued Liabilities	Other Assets	Other Receivables, net
Foreign currency forward contracts:	(U.S. Dollars in thousands)		
Cash flow hedges	$ (222)	$ —	$ 2,183
Non-designated cash flow hedges	(578)	—	202
Bunker fuel hedges	—	—	1,023
Interest rate swap contracts	—	10,102	—
	$ (800)	$ 10,102	$ 3,408

Refer to Note 18 "Fair Value Measurements" for the presentation of fair value instruments within the consolidated balance sheets, which includes derivative financial instruments.

The following tables represent Dole's realized and unrealized derivative gains (losses) and respective location in the financial statements for all derivative instruments for the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended December 31, 2022		
	Gains (losses) deferred in Accumulated Other Comprehensive Loss	Cost of Sales	Other income (expense), net
	(U.S. Dollars in thousands)		
Realized gains:			
Cash flow hedges	$ —	$ 22,546	$ —
Non-designated cash flow hedges	—	3,341	—
Bunker fuel hedges	—	2,834	—
Total net realized gains	$ —	$ 28,721	$ —
Unrealized gains (losses):			
Cash flow hedges	$ (6,380)	$ —	$ —
Non-designated cash flow hedges	—	589	—
Fair values hedges	—	—	469
Bunker fuel hedges	—	(3,437)	—
Interest rate swap contracts	49,002	—	—
Total net unrealized gains (losses)	$ 42,622	$ (2,848)	$ 469

	Year Ended December 31, 2021		
	Gains deferred in Accumulated Other Comprehensive Loss	Cost of Sales	Other income (expense), net
	(U.S. Dollars in thousands)		
Realized gains (losses):			
Cash flow hedges	$ —	$ 2,399	$ —
Non-designated cash flow hedges	—	(403)	—
Bunker fuel hedges	—	2,358	—
Total net realized gains	$ —	$ 4,354	$ —
Unrealized gains (losses):			
Cash flow hedges	$ 1,336	$ —	$ —
Non-designated cash flow hedges	—	388	—
Bunker fuel hedges	—	(1,645)	—
Interest rate swap contracts	10,102	—	—
Total net unrealized gains (losses)	$ 11,438	$ (1,257)	$ —

	Year Ended December 31, 2020		
	Gains deferred in Accumulated Other Comprehensive Loss	Cost of Sales	Other income (expense), net
	(U.S. Dollars in thousands)		
Unrealized (losses):			
Non-designated cash flow hedges	$ —	$ (682)	$ —
Total net unrealized (losses)	$ —	$ (682)	$ —

As of December 31, 2022, the Company expects approximately $20.3 million of deferred net gains from cash flow hedges to be reclassified from accumulated other comprehensive loss into earnings over the next 12 months. Refer to Note 21 "Stockholders' Equity" for details on reclassifications out of accumulated other comprehensive loss for the years ended December 31, 2022, December 31, 2021 and December 31, 2020.

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NOTE 18 — FAIR VALUE MEASUREMENTS

The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

Fair Value of Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present the fair values of the Company's assets and liabilities remeasured at fair value as of December 31, 2022 and December 31, 2021.

		Fair Value Measurements as of December 31, 2022 Using			
	Balance Sheet Classification	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
			(U.S. Dollars in thousands)		
Foreign currency forward contracts:					
	Other receivables, net	$ —	$ 1,366	$ —	$ 1,366
	Accrued liabilities	—	(5,932)	—	(5,932)
Bunker fuel hedges:	Accrued liabilities	—	(3,396)	—	(3,396)
Interest rate swap contracts:	Other assets	—	59,104	—	59,104
Rabbi Trust investments:					
	Short-term investments	—	—	5,367	5,367
	Long-term investments	—	—	16,498	16,498
Contingent consideration:					
	Contingent consideration	—	—	(1,791)	(1,791)
	Contingent consideration, less current portion	—	—	(5,022)	(5,022)
Total		$ —	$ 51,142	$ 15,052	$ 66,194

		Fair Value Measurements as of December 31, 2021 Using			
	Balance Sheet Classification	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
			(U.S. Dollars in thousands)		
Foreign currency forward contracts:					
	Other receivables, net	$ —	$ 2,385	$ —	$ 2,385
	Accrued liabilities	—	(800)	—	(800)
Bunker fuel hedges:	Other receivables, net	—	1,023	—	1,023
Interest rate swap contracts:	Other assets	—	10,102	—	10,102
Rabbi Trust investments:					
	Short-term investments	—	—	6,115	6,115
	Long-term investments	—	—	23,433	23,433
Contingent consideration:					
	Contingent consideration	—	—	(2,958)	(2,958)
	Contingent consideration, less current portion	—	—	(4,302)	(4,302)
Total		$ —	$ 12,710	$ 22,288	$ 34,998

The table below sets forth a summary of changes in the fair value of the Level 3 investments, excluding contingent consideration and pension assets, for the years ended December 31, 2022 and December 31, 2021:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
	(U.S. Dollars in thousands)
Balance as of December 31, 2020	$ 406
Additions from the acquisition of Legacy Dole	29,574
Transfers out of Level 3 investments	(406)
Net realized and unrealized losses recognized in earnings	(286)
Plan contributions	1,210
Plan distributions	(950)
Balance as of December 31, 2021	$ 29,548
Net realized and unrealized losses recognized in earnings*	(3,835)
Plan contributions	458
Plan distributions	(4,306)
Balance as of December 31, 2022	$ 21,865

* Net amount comprised realized losses of $0.1 million and unrealized losses of $3.7 million recorded in other income (expense), net, in the consolidated statements of operations.

The assets and liabilities that are required to be recorded at fair value on a recurring basis are derivative instruments, contingent consideration and Rabbi Trust investments. The fair values of the Company's derivative instruments are determined using Level 2 inputs, which are defined as "observable prices that are based on inputs not quoted on active markets but corroborated by market data." The fair values of the foreign currency forward contracts, the interest rate swaps and bunker fuel hedges were estimated using internal discounted cash flow calculations based upon forward foreign currency exchange rates, bunker fuel futures, interest rate yield curves or quotes obtained from brokers for contracts with similar terms, less any credit valuation adjustments based on Dole's own credit risk and any counterparties' credit risk.

Dole's SERP and ESP plans are funded through investments in Rabbi Trusts. As of December 31, 2022, securities totaled $21.9 million, of which $5.4 million was classified as short-term and included in short-term investments in the consolidated balance sheets, and $16.5 million was classified as long-term and included in long-term investments in the consolidated balance sheets. As of December 31, 2021, securities totaled $29.5 million of which $6.1 million was classified as short-term and $23.4 million was classified as long-term. Dole estimates the fair value of its Rabbi Trust investments using prices provided by its custodian, which are based on various third-party pricing services or valuation models developed by the underlying fund managers. The Rabbi Trust investments are held by the custodian in various Master Trust Units ("MTUs"), where the fair value is derived from the individual investment components. Each investment within the MTU is individually valued, after considering gains, losses, contributions and distributions, and the collective value of the MTU represents the total fair value. Dole has evaluated the methodologies used by the custodian to develop the estimate of fair value and assessed whether such valuations are representative of fair value, including net asset value. Dole has determined the valuations to be Level 3 inputs, because they are based upon significant unobservable inputs.

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The table below sets forth a summary of changes in the fair value of the Level 3 contingent consideration for the years ended December 31, 2022 and December 31, 2021:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
	(U.S. Dollars in thousands)
Balance as of December 31, 2020	$ (10,698)
Additions	(944)
Payments	5,031
Remeasurement loss	(1,036)
Foreign exchange impact	387
Balance as of December 31, 2021	$ (7,260)
Additions	(2,907)
Payments	2,909
Remeasurement gain	14
Foreign exchange impact	431
Balance as of December 31, 2022	$ (6,813)

The carrying value of contingent consideration in the consolidated balance sheets approximates fair value based on the present value of the expected payments, discounted using a risk-adjusted rate. The expected payments are determined by forecasting the acquiree's earnings over the applicable period. Dole has determined the valuations are Level 3 inputs, because they are based upon significant unobservable inputs.

Fair Value of Financial Instruments

In estimating the Company's fair value disclosures for financial instruments, Dole used the following methods and assumptions:

Cash and cash equivalents: These items have carrying values reported in the consolidated balance sheets that approximate fair value due to their liquid nature, and they are classified as Level 1.

Short-term trade and grower receivables: These items have carrying values reported in the consolidated balance sheets that are net of allowances, and they are classified as Level 2.

Trade payables: These items have carrying values reported in the consolidated balance sheets that approximate fair value, and they are classified as Level 2.

Notes receivable: These items have carrying values reported in the consolidated balance sheets that approximate fair value, and they are classified as Level 2.

Long-term grower receivables: These items have carrying values reported in the consolidated balance sheets that are net of allowances, and they are classified as Level 2.

Finance and operating leases: The carrying value of finance lease obligations reported in the consolidated balance sheets approximates fair value based on current interest rates, which contain an element of default risk. The fair value of finance lease obligations is estimated using Level 2 inputs based on quoted prices for those or similar instruments. For operating leases, Dole uses the rate implicit in the lease to discount leases payments to present value, when available. However, most leases do not provide a readily determinable implicit rate. Therefore, the Company's incremental borrowing rate is used to discount the lease payments based on information available at lease commencement.

Interest-bearing loans and borrowings: For floating rate interest-bearing loans and borrowings with a contractual repricing date of less than six months, the nominal amount is deemed to reflect fair value. For loans with repricing dates of greater than one year, fair value is calculated based on the present value of the expected future principal and interest cash flows, discounted at interest rates effective at the reporting date and adjusted for movements in credit spreads. Based on these inputs, the derivative assets or liabilities are classified as Level 2.

Fair Value of Debt

Dole estimates the fair value of its Term Loan A and Term Loan B based on the bid side of current quoted market prices.

The carrying values for Term Loan A and Term Loan B, net of debt discounts and debt issuance costs, and gross estimated fair values of Dole's debt based on Level 2 inputs in the fair value hierarchy are summarized below:

	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Carrying Value	$ 806,326	$ 815,764
Estimated Fair Value	$ 795,039	$ 833,637

See Note 14 "Debt" for additional detail on long-term debt instruments.

Credit Risk

The counterparties to the foreign currency exchange contracts consist of a number of major international financial institutions. Dole has established counterparty guidelines and regularly monitors its positions and the financial strength of these institutions. While counterparties to hedging contracts expose Dole to credit-related losses in the event of a counterparty's non-performance, the risk would be limited to the unrealized gains on such affected contracts. Dole does not anticipate any such losses.

NOTE 19 — COMMITMENTS AND CONTINGENCIES

Commitments

In order to secure sufficient product, packaging, agrochemicals and other supplies to meet demand and maximize volume incentive rebates, the Company has historically entered into non-cancelable agreements with independent vendors and growers for purchases in the normal course of business. Prices under these agreements are generally tied to prevailing market rates, and contract terms generally range from one to ten years, though the majority have terms of one year and are renegotiated annually. For the years ended December 31, 2022 and December 31, 2021, estimated purchases under these contracts were approximately $1.2 billion and $448.1 million, respectively. For the year ended December 31, 2020, purchases under these types of contracts were not material, as these arrangements are not in the normal course of Legacy Total Produce's operations. As of December 31, 2022, aggregate estimated future payments under such purchase commitments, based on December 2022 pricing and volumes, were as follows:

	Amount
	(U.S. Dollars in thousands)
2023	$ 973,186
2024	508,249
2025	370,423
2026	260,593
2027	260,593
Thereafter	362,764
Total	$ 2,735,808

Dole has numerous collective bargaining agreements with various unions covering approximately 31.4% of Dole's workforce. Of these unionized employees, 24.3% are covered under a collective bargaining agreement that will expire within one year, and the remaining 75.7% are covered under collective bargaining agreements expiring beyond the upcoming year. These agreements are subject to periodic negotiation and renewal. Failure to renew any of these collective bargaining agreements may result in a strike or work stoppage; however, management does not expect that the outcome of these negotiations and renewals will have a material adverse impact on Dole's financial condition or results of operations.

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Guarantees and Other Contingencies

Dole provides guarantees for obligations of subsidiaries to third parties directly and indirectly through letters of credit from its revolving credit facilities, other major banking institutions and surety bonds issued by insurance companies. These letters of credit, bank guarantees and surety bonds are required by certain regulatory authorities, suppliers and other operating agreements and generally have contract terms of one to twenty years, often with an option to renew. As of December 31, 2022 and December 31, 2021, total letters of credit, bank guarantees and surety bonds outstanding under these arrangements were $61.4 million and $68.8 million, respectively, which represents the maximum potential future payments that Dole could be required to make.

Additionally, the Company guarantees certain bank borrowings and other obligations of certain equity method investees. As of December 31, 2022 and December 31, 2021, total guarantees under these arrangements were $9.2 million and $13.9 million, respectively, which represents the maximum potential future payments that Dole could be required to make.

Each of the following Irish registered subsidiaries of the Company may avail of the exemption from filing its statutory financial statements for the year ended December 31, 2022 as permitted by Section 357 of the Companies Act 2014. If any of these Irish registered subsidiaries of the Company elects to avail of this exemption, there will be in force an irrevocable guarantee from the Company in respect of all commitments entered into by such wholly-owned subsidiary, including amounts shown as liabilities (within the meaning of Section 357 (1) (b) of the Companies Act 2014) in such wholly-owned subsidiary's statutory financial statements for the year ended December 31, 2022:

- Dole Management Services Limited
- Finantic Limited
- Total Produce International Holdings Limited
- Dole Ireland Limited
- Uniplumo (Ireland) Limited
- Dole Receivables DAC

In February of 2020, the State of Hawaii and Department of Land and Natural Resources provided notice to Dole of a deficiency in the spillway and embankment stability of a Company-owned reservoir that requires mediation by 2025. Dole contracted a third party to perform an improvement study which resulted in an estimate of costs to modify the spillway of approximately $20.0 million. As the impacted reservoir is currently being actively marketed to potential buyers, the Company does not deem a resulting loss from the contingency to be probable and, thus, has not recognized a liability in the consolidated balance sheets. All actively marketed property was adjusted to fair market value through the purchase price allocation to reflect current market conditions. See Note 4 "Business Combinations and Transactions" for additional detail.

In December of 2021 and January 2022, Dole issued voluntary recalls of packaged salads processed at certain Fresh Vegetables facilities due to a possible contamination of Listeria monocytogenes. During the years ended December 31, 2022 and December 31, 2021, the Company incurred $15.8 million and $17.6 million, respectively, of exceptional one-off costs related to the recalls, which were recorded in cost of sales or selling, marketing, general and administrative expenses in the consolidated statements of operations, based on the nature of the cost. Beginning in the second quarter of 2022, any additional impact from the recalls was treated as costs from ongoing operations, and as of December 31, 2022, the estimated contingent liability for legal claims related to the recall that have not yet been settled was not material.

Legal Contingencies

Dole is involved from time to time in claims and legal actions incidental to its operations, both as plaintiff and defendant. Legal fees are expensed as incurred or expected to be incurred when the resulting loss from legal matters related to underlying events that have already occurred is probable and estimable. Dole has established what management currently believes to be adequate reserves for pending legal matters. These reserves are established as part of an ongoing worldwide assessment of claims and legal actions that takes into consideration such items as changes in the pending case load (including resolved and new matters), opinions of legal counsel, individual developments in court proceedings, changes in the law, changes in business focus, changes in the litigation environment, changes in opponent strategy and tactics, new developments as a result of ongoing discovery and past experience in defending and settling similar claims. In the opinion of management, after consultation with legal counsel, the claims or actions to which Dole is a party are not expected to have a material adverse effect, individually or in the aggregate, on Dole's results of operations, financial condition or cash flows.

DBCP Cases: Dole Food Company, Inc., and certain of its subsidiaries are involved in lawsuits pending in the U.S. and in foreign countries alleging injury because of exposure to the agricultural chemical DBCP (1,2- dibromo-3-chloropropane). Currently, there are approximately 180 lawsuits in various stages of proceedings alleging injury or seeking enforcement of Nicaragua judgments, most of which are pending in Nicaragua and are inactive. In addition, there are multiple labor cases pending in Costa Rica under that country's national insurance program.

Settlements have been reached that, when fully implemented, will significantly reduce DBCP litigation in Nicaragua and the Philippines. Currently, claimed damages in DBCP cases worldwide total approximately $17.8 billion, with lawsuits in Nicaragua representing almost all this amount. Twenty-Four of the cases in Nicaragua have resulted in judgments, although many of these are being eliminated as part of the current settlements. The Company believes that none of the Nicaraguan judgments that remain will be enforceable against any Dole entity in the U.S. or in any other country.

As to all the DBCP matters, Dole has denied liability and asserted substantial defenses. The Company believes there is no reliable scientific basis for alleged injuries from the agricultural field application of DBCP. Although no assurance can be given concerning the outcome of the DBCP cases, in the opinion of management, after consultation with legal counsel and based on experience defending and resolving DBCP claims, neither the pending lawsuits and claims nor their resolution are expected to have a material adverse effect on Dole's financial position or results of operations, because the probable loss is not material.

Former Shell Site: Beginning in 2009, Shell Oil Company and Dole Food Company, Inc. were sued in several cases filed in Los Angeles Superior Court by the City of Carson and persons claiming to be current or former residents in the area of a housing development built in the 1960s by a predecessor of what is now a Dole subsidiary, Barclay Hollander Corporation ("BHC"), on land that had been owned and used by Shell as a crude oil storage facility for 40 years prior to the housing development. The homeowner and City of Carson complaints have been settled and the litigation has been dismissed. On May 6, 2013, Shell filed a complaint against Dole Food Company, Inc. (which was later voluntarily dismissed), BHC and Lomita Development Company ("Lomita"), seeking indemnity for the costs associated with the lawsuits discussed above (approximately $90.0 million plus attorney fees) and for the cleanup discussed below (approximately $310.0 million, although this number is only an estimate). Shell's indemnification claims were based on an early entry side agreement between Shell and an entity related to BHC and on claims based in equity. The trial court dismissed Shell's contract-based claims and eliminated Shell's demands for indemnification related to the homeowner and City of Carson cases. Shell's equitable claims related to the cleanup costs were tried and, on November 9, 2022, the jury delivered a verdict deciding that Shell properly incurred and will incur a total of $266.6 million in cleanup costs, and that BHC should bear 50.0% of those costs, or $133.3 million. BHC has filed an appeal.

The California Regional Water Quality Control Board ("Water Board") is supervising the cleanup on the former Shell site. On March 11, 2011, the Water Board issued a Cleanup and Abatement Order ("CAO") naming Shell as the Discharger and a Responsible Party and ordering Shell to assess, monitor and cleanup and abate the effects of contaminants discharged to soil and groundwater at the site. On April 30, 2015, the CAO was amended to also name BHC as a discharger. BHC appealed this CAO revision to the California State Water Resources Control Board, which appeal was denied by operation of law when the Water Board took no action. On September 30, 2015, BHC filed a writ petition in the Superior Court challenging the CAO on several grounds. The trial court denied BHC's petition, which denial was subsequently upheld by the California Court of Appeals, thereby ending BHC's challenge to the CAO revision naming BHC as a discharger. In the opinion of management, after consultation with legal counsel, the claims or actions related to the former Shell site are not expected to have a material adverse effect, individually or in the aggregate, on Dole's, results of operations, financial condition or cash flows because management believes the risk of loss is remote.

NOTE 20 — RELATED PARTY TRANSACTIONS

Balmoral International Land Holdings plc ("Balmoral") is a related party of Dole plc, because the Chair of the Board of Dole plc is also the Chair of the Board of Balmoral. In the years ended December 31, 2022, December 31, 2021 and December 31, 2020, a subsidiary of Dole sub-leased or leased buildings to or from Balmoral, was in receipt of property management services from Balmoral and provided IT management services to Balmoral. For the years ended December 31, 2022, December 31, 2021 and December 31, 2020, total net expenses related to Balmoral were $2.0 million, $1.6 million and $1.4 million, respectively.

Balkan Investment Company ("Balkan") is a related party of the Company, because it is the beneficial owner of more than 5% of the Company's Ordinary shares. In the year ended December 31, 2022, a subsidiary of Dole sub-leased a portion of a building and provided other services to Balkan. Total income received for the year ended December 31, 2022 was $0.1 million and was not material for the years ended December 31, 2021 and December 31, 2020.

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Mr. Murdock is a significant shareholder of Dole plc and former owner of Legacy Dole. Mr. Murdock owns, inter alia, the real estate company, Castle and Cooke, Inc. Net expenses from various companies of Mr. Murdock were $4.3 million for the year ended December 31, 2022 and primarily relate to the lease of equipment. Net expenses amounted to $0.6 million and were not material for the years ended December 31, 2021 and December 31, 2020, respectively.

See Note 23 "Investments in Unconsolidated Affiliates" for details of transactions with equity method investees, Note 16 "Leases" for details of lease-related liabilities with related parties and Note 19 "Commitments and Contingencies" for details of related party guarantees.

All other transactions with related parties were not material for the years ended December 31, 2022, December 31, 2021 and December 31, 2020, and other outstanding receivables from and payables to related parties were not material as of December 31, 2022 and December 31, 2021.

NOTE 21 — STOCKHOLDERS' EQUITY

Common Stock

As of December 31, 2022, the Company was authorized to issue 600.0 million total shares of capital stock, consisting of 300.0 million shares of common stock and 300.0 million shares of preferred stock. As of December 31, 2022, there were 94.9 million shares of common stock outstanding and no shares of preferred stock outstanding.

A rollforward of share activity as of December 31, 2022 and December 31, 2021 was as follows:

	Amount (In thousands)
Outstanding shares as of December 31, 2020	410,725
Net shares issued related to stock-based compensation	4,545
Cancellation of treasury shares	(22,000)
Total Produce share exchange	(337,088)
Shares issued to the C&C Parties	11,917
Primary IPO Transaction issuance	25,000
Secondary issuance	1,779
Outstanding shares as of December 31, 2021	94,878
Net shares issued related to stock-based compensation	21
Outstanding shares as of December 31, 2022	94,899

Stock-Based Compensation

The Company's primary stock-based compensation plan is the 2021 Omnibus Incentive Compensation Plan ("the Plan"), under which to date, share options and two different types of restricted stock units ("RSUs") have been issued. The purpose of the Plan is to benefit and advance the interests of Dole by attracting, retaining and motivating participants and to compensate participants for contributions to the success of the Company. Upon exercise of stock options or vesting of RSUs, new shares are issued from existing authorization. A total of 7.4 million shares of the Company's common stock were initially reserved for issuance pursuant to the Omnibus Plan. Upon the exercise of any option or vesting of any RSU, the related award is cancelled to the extent of the number of shares exercised or vested, and that number of shares is no longer available under the Plan. If any part of the award terminates without delivery of the related shares, the extent of the award will then be available for future grant under the Plan. As of December 31, 2022, there were 6.1 million shares available for future grant under the Plan and 1.3 million shares available for future issue under awards granted.

Compensation expense for stock options is determined based on the grant date fair value of the award, calculated using the Black Scholes options-pricing model. Company stock options generally vest over a three-year service period and expire ten years from the date of grant. Forfeitures are estimated on the date of grant based on historical forfeiture rates, and compensation expense is adjusted based on actual forfeitures. The weighted-average grant date fair value per share of stock options granted during 2021 was $4.47.

In the year ended December 31, 2022, additional RSU awards were issued under the Plan that vest over a one to three year service period, and new RSU awards were issued under the Plan that vest over three years if certain market conditions are met. Compensation expense under the awards that include a market condition is determined based on the grant date fair value of the award, calculated using a Monte Carlo simulation approach. These awards vest over a three-year service period, and forfeitures are estimated on the date of grant based on historical forfeiture rates, with stock compensation expense adjusted based on actual forfeitures.

The following table summarizes the assumptions used for estimating the fair values of the stock options and RSUs with a market condition upon grant date:

Assumption	RSUs with a market condition	Stock Options
Risk-free interest rate	2.1 %	0.9 %
Expected volatility	45.0 %	32.5 %
Dividend yield	2.5 %	1.5 %
Expected term (years)	N/A	6.5

For the year ended December 31, 2022, a rollforward of share-based compensation awards outstanding by number and weighted-average exercise price of stock options or weighted-average grant-date fair value of RSUs and RSUs with a market condition was as follows:

	Stock Options		RSUs		RSUs with a market condition	
	Number of shares	Weighted-average exercise price	Number of shares	Weighted-average grant date fair value	Number of shares	Weighted-average grant date fair value
	(Number of shares in thousands and weighted-average amounts are U.S. dollars per share)					
Outstanding awards as of December 31, 2021	453	$ 15.72	209	$ 15.88	—	$ —
Granted	—	—	261	12.88	425	13.70
Vested	—	—	(40)	12.87	—	—
Forfeited	—	—	(18)	13.59	(25)	15.33
Outstanding awards as of December 31, 2022	453	$ 15.72	412	$ 13.71	400	$ 13.59

For the year ended December 31, 2022, stock-based compensation expense related to the Plan was $4.5 million and was not material for the years ended December 31, 2021 and December 31, 2020. Stock-based compensation expense related to the Plan is recorded in selling, marketing, general and administrative expenses in the consolidated statements of operations. The total unrecognized compensation cost related to the unvested awards as of December 31, 2022 and December 31, 2021 was $8.4 million and $4.4 million, respectively. The remaining unrecognized compensation cost as of December 31, 2022 will be recognized over a weighted-average period of approximately 1.9 years.

Dividends Declared

The following table summarizes dividends per share declared for the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

Date Declared	Amount (per share) (U.S. Dollars)
11/16/2022	$ 0.08
8/22/2022	$ 0.08
5/24/2022	$ 0.08
3/14/2022	$ 0.08
12/2/2021	$ 0.08
5/28/2021	$ 0.03
1/29/2021	$ 0.01
9/2/2020	$ 0.03

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The following table summarizes total dividends declared for the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Dividends	$ (30,582)	$ (24,699)	$ (11,875)

Dole's ability to declare and pay dividends is subject to limitations contained in its various debt agreements. As of December 31, 2022, Dole had $19.6 million available to declare or pay a dividend. See Note 26 "Subsequent Events" for further detail on dividends declared after December 31, 2022.

Accumulated Other Comprehensive Loss

Dole's accumulated other comprehensive loss primarily consists of unrealized foreign currency translation gains and losses, unrealized derivative gains and losses and pension and postretirement obligation adjustments. A rollforward of the changes in accumulated other comprehensive loss, disaggregated by component, was as follows for the years ended December 31, 2022, December 31, 2021 and December 31, 2020.

	Changes in Accumulated Other Comprehensive Loss by Component			
	Fair Value of Derivatives	Pension & Other Postretirement Benefits	Foreign Currency Translation	Total
	(U.S. Dollars in thousands)			
Balance as of December 31, 2019	$ —	$ (65,065)	$ (66,539)	$ (131,604)
Other comprehensive income (loss) attributable to Dole plc before reclassifications, net of tax	(2,578)	(13,451)	17,759	1,730
Gross amounts reclassified from accumulated other comprehensive loss	—	1,295	—	1,295
Tax reclassified from accumulated other comprehensive loss	—	(224)	—	(224)
Net other comprehensive income (loss) attributable to Dole plc	(2,578)	(12,380)	17,759	2,801
Balance as of December 31, 2020	$ (2,578)	$ (77,445)	$ (48,780)	$ (128,803)
Other comprehensive income (loss) attributable to Dole plc before reclassifications, net of tax	14,085	1,857	(27,669)	(11,727)
Reclassification of pension activity to accumulated other comprehensive loss*	—	15,462	—	15,462
Gross amounts reclassified from accumulated other comprehensive loss	(3,739)	378	1,721	(1,640)
Tax reclassified from accumulated other comprehensive loss	863	(74)	—	789
Net other comprehensive income (loss) attributable to Dole plc	11,209	17,623	(25,948)	2,884
Balance as of December 31, 2021	$ 8,631	$ (59,822)	$ (74,728)	$ (125,919)
Other comprehensive income (loss) attributable to Dole plc before reclassifications, net of tax	48,448	21,530	(38,329)	31,649
Gross amounts reclassified from accumulated other comprehensive loss	(22,447)	1,548	5,445	(15,454)
Tax reclassified from accumulated other comprehensive loss	5,785	(194)	—	5,591
Net other comprehensive income (loss) attributable to Dole plc	31,786	22,884	(32,884)	21,786
Balance at December 31, 2022	$ 40,417	$ (36,938)	$ (107,612)	$ (104,133)

*See Note 2 "Basis of Presentation and Summary of Significant Accounting Policies" for details on the reclassification of pension activity in the year ended December 31, 2021.

For the year ended December 31, 2022, gross amounts reclassified out of accumulated other comprehensive loss included the following:

- The reclassification of net gains of $22.4 million related to the fair value of cash flow hedges, of which $22.4 million was reclassified to cost of sales and an immaterial amount was reclassified to interest expense.
- The reclassification of net losses of $1.5 million related to pension and postretirement benefits to net periodic benefit cost.
- The reclassification of net losses of $5.4 million related to foreign currency translation to other income (expense), net.

For the year ended December 31, 2021, gross amounts reclassified out of accumulated other comprehensive loss included the following:

- The reclassification of net gains of $3.7 million related to the fair value of cash flow hedges, of which $2.3 million was reclassified to cost of sales and $1.4 million was reclassified to equity method earnings.
- The reclassification of net losses of $0.4 million related to pension and postretirement benefits, of which $2.1 million was reclassified into net periodic benefit cost, offset by a $1.7 million gain reclassified to equity method earnings.
- The reclassification of net losses of $1.7 million related to foreign currency translation which was reclassified to equity method earnings.

For the year ended December 31, 2020, gross amounts reclassified out of accumulated other comprehensive loss included $1.3 million of net losses reclassified to net periodic benefit cost.

NOTE 22 — REDEEMABLE NONCONTROLLING INTERESTS

For certain consolidated subsidiaries, the Company owns a controlling equity stake, and a third party or key member of the business' management team owns a minority portion of the equity. The financial position and financial performance of these subsidiaries are included in Dole's consolidated balance sheets and statements of operations, and consolidated net income is adjusted in the consolidated statements of operations to exclude the proportionate share of results attributable to the NCI. Some of this NCI is subject to redemption features, such as put options, and is considered redeemable NCI. Equity attributable to the redeemable NCI is presented as mezzanine equity within the consolidated balance sheets, and the proportionate share of NCI not subject to a redemption provision that is outside of Dole's control is presented as equity in the consolidated balance sheets.

The following table presents the changes in redeemable NCI for each of the years ended December 31, 2022 and December 31, 2021:

	Amount (U.S. Dollars in thousands)
Balance as of December 31, 2020	$ 30,317
Share of net income	3,304
Share of items recognized in other comprehensive (loss)	(1,054)
Dividends paid to redeemable noncontrolling interest holders	(5,972)
Accretion to redemption value recognized in additional paid-in capital	6,332
Foreign exchange impact	(151)
Balance as of December 31, 2021	32,776
Share of net income	3,455
Share of items recognized in other comprehensive (loss)	(437)
Dividends paid to redeemable noncontrolling interest holders	(4,085)
Accretion to redemption value recognized in additional paid-in capital	2,385
Foreign exchange impact	(1,783)
Balance as of December 31, 2022	$ 32,311

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As of December 31, 2022, the balance of $32.3 million represents the carrying value of the redeemable NCI in the consolidated balance sheets. The total redemption value of the instruments was $37.8 million, had the options been exercised at December 31, 2022.

NOTE 23 — INVESTMENTS IN UNCONSOLIDATED AFFILIATES

As of December 31, 2022, Dole's investments in unconsolidated affiliates were $124.2 million, of which $120.9 million represented equity method investments, and $3.3 million represented investments in which Dole does not have significant influence. As of December 31, 2021, following the Acquisition and derecognition of Legacy Dole as an equity method investment, Dole's investments in unconsolidated affiliates were $128.4 million, of which $126.5 million represented equity method investments, and $1.9 million represented investments in which Dole does not have significant influence. There are no significant investees in which Dole holds 20.0% or more of their voting stock that are not accounted for using the equity method of accounting.

Dole's consolidated net income includes its proportionate share of the net income or loss of equity method investments in affiliates. When Dole records its proportionate share of net income, it increases equity method earnings in the consolidated statements of operations and the carrying value in that investment in the consolidated balance sheets. Conversely, when Dole records its proportionate share of a net loss, it decreases equity method earnings in the consolidated statements of operations and the carrying value in that investment in the consolidated balance sheets. Cash dividends received from investments in which Dole does not have significant influence are recorded in other income (expense), net, and have historically not been significant.

Legacy Dole

Prior to the Acquisition described in Note 4 "Business Combination and Transactions", Total Produce had a 45.0% equity ownership interest in Legacy Dole, with a carrying value at the time of Acquisition of approximately $259.0 million. As a part of the Acquisition, Legacy Dole became a subsidiary of Dole plc and the acquiree of Total Produce. As such, Legacy Dole results are included in the consolidated results of the Company from the Acquisition Date to December 31, 2022.

The following table provides a rollforward of the carrying amount of Total Produce's 45.0% investment in Legacy Dole as of December 31, 2021:

	Amount
	(U.S. Dollars in thousands)
Carrying amount as of December 31, 2020	$ 340,485
Share of net income	38,874
Share of other comprehensive income	3,999
Share of repayment of receivable from affiliates	469
Impairment	(122,926)
Equity method investment becoming subsidiary	(259,000)
Foreign exchange impact	(1,901)
Carrying amount as of December 31, 2021	$ —

Summarized financial information for Legacy Dole for the period from January 1, 2021 to July 29, 2021, for the year ended December 31, 2020 and as of July 29, 2021 are as follows in the tables below. Unless otherwise noted, the results included herein represent Legacy Dole's operations rather than the share attributable to the Company.

	Period Ended July 29, 2021	Year Ended December 31, 2020
Summary Statements of Operations:	(U.S. Dollars in thousands)	
Revenue, net	$ 2,878,597	$ 4,671,999
Cost of sales	(2,601,253)	(4,306,200)
Selling, marketing, general and administrative expenses	(124,417)	(189,912)
Net interest expense	(36,998)	(72,906)
Equity method earnings	27	2,149
Other income (expense), net	2,859	(29,305)
Income tax expense	(30,557)	(25,332)
Loss from discontinued operations	—	(43)
Less: Net income attributable to noncontrolling interests	(1,872)	(1,854)
Net income attributable to equity shareholders	$ 86,386	$ 48,596
Dole plc share of net income attributable to equity shareholders	$ 38,874	$ 21,868

	July 29, 2021
Summary Balance Sheets:	(U.S. Dollars in thousands)
Current assets	$ 927,026
Intangible assets	278,079
Property, plant and equipment	1,094,605
Operating lease right-of-use assets	224,451
Assets held-for-sale	5,357
Other non-current assets	157,891
Debt	(1,378,473)
Operating lease liabilities	(221,072)
Other non-current liabilities	(332,931)
Other current liabilities	(626,609)
Noncontrolling interest	(10,252)
Net assets	118,072
Total Produce share of net assets	53,132
Goodwill	328,794
Impairment recognized upon the Acquisition	(122,926)
Carrying amount of investment	$ 259,000

Prior to the Acquisition Date, the Company did not provide any financial support to Legacy Dole that the Company was not contractually obligated to provide nor any guarantees in respect of debt issued by Legacy Dole.

The following table presents the Company's maximum exposure to loss in Dole as a VIE as of July 29, 2021:

	July 29, 2021
	(U.S. Dollars in thousands)
Carrying value of equity investment in Legacy Dole	$ 259,000
Maximum exposure to loss	$ 259,000

The maximum exposure to loss represents the amount that would have been absorbed by the Company in the event that all of the assets held in the VIE had no value.

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The following table presents sales to and purchases from Legacy Dole for the period from January 1, 2021 to July 29, 2021 and for the year ended December 31, 2020:

	Period Ended July 29, 2021	Year Ended December 31, 2020
	(U.S. Dollars in thousands)	
Sales	$ 9,974	$ 8,900
Purchases	$ 30,856	$ 49,000

The following table presents amounts due from and to Legacy Dole as of July 29, 2021:

	July 29, 2021
	(U.S. Dollars in thousands)
Amounts due from Legacy Dole presented within accounts receivable	$ 1,800
Amounts due to Legacy Dole presented within accounts payable	$ 8,700

Investments in Other Unconsolidated affiliates

A rollforward of the carrying amount of Dole's investments in unconsolidated affiliates, other than Legacy Dole, as of December 31, 2022 and December 31, 2021 was as follows:

	Amount
	(U.S. Dollars in thousands)
Carrying amount as of December 31, 2020	$ 118,072
Share of income after tax	14,851
Acquisition of Legacy Dole investments	22,314
Other additions	3,242
Gain on step-up acquisition of other equity method investments	7,670
Equity method investments becoming subsidiaries	(11,970)
Disposals	(9,537)
Dividends received from investments	(10,611)
Foreign exchange impact and other	(5,624)
Carrying amount as of December 31, 2021	$ 128,407
Share of income after tax	7,270
Additions	3,450
Subsidiary becoming equity method investment	712
Disposals	(1,087)
Dividends received from investments	(9,391)
Foreign exchange impact and other	(5,122)
Carrying amount as of December 31, 2022	$ 124,239

The Company recognized income tax expense of $0.3 million, $0.8 million and $1.6 million during the years ended December 31, 2022, December 31, 2021, and December 31, 2020, respectively, related to equity method investments.

Investments in unconsolidated affiliates becoming subsidiaries

For the year ended December 31, 2022, step-up acquisitions were not material. During the year ended December 31, 2021, in addition to the acquisition of Legacy Dole, the Company purchased additional shares in equity method investees, which resulted in the investees being consolidated as subsidiaries of the Company from the date of acquisition of additional shares. For the year ended December 31, 2021, the following step-up acquisitions occurred:

- Moorberries BV: A grocery wholesaler based in the Netherlands, in which the Company acquired a 100% ownership interest.

- Fruktimporten Stockholm: A grocery wholesaler based in Sweden, in which the Company acquired an 83.2% ownership interest.

- OTC Organics BV: A company that specializes in organically grown products based in the Netherlands, in which the Company acquired a 100% ownership interest.

The aggregate total carrying value of these investees was $4.3 million as of the respective acquisition dates. As part of these acquisitions, the Company paid an aggregate $8.1 million in cash consideration. The total gain from these step-up acquisitions was $7.7 million, and goodwill recorded was $15.2 million after considering the original fair value of the investment held.

During the year ended December 31, 2020, the Company acquired additional shares in Eco Farms, a company based in the U.S. that specializes in avocado production, which resulted in Eco Farms becoming a subsidiary at an ownership percentage of 65%. Prior the acquisition, the total carrying value of this investee was $5.3 million. The Company paid $5.9 million in cash consideration and $0.7 million in contingent consideration. There was no gain or loss recognized from this step-up acquisition.

Disposal of equity method investees

During the year ended December 31, 2022, the Company disposed of its 50% associate investment in Suri Agro Fresh Private Limited, a fresh produce company based in India, which had a carrying value of $1.1 million as of the disposal date. As a result of this disposal, the Company recognized a $0.6 million loss.

During the year ended December 31, 2021, the Company disposed of a 50% joint venture investment in Peviani S.p.A., a fresh produce company based in Italy, which had a carrying value of $9.4 million as of the disposal date. As a result of this disposal, the Company recognized a $1.1 million gain.

Disposals of equity method investments were not material for the year ended December 31, 2020.

Summarized Financial Information - Other Investments

Summarized aggregated financial information for all other equity method investments for the years ended December 31, 2022, December 31, 2021 and December 31, 2020 and as of December 31, 2022 and December 31, 2021 are as follows in the tables below. Unless stated otherwise, the information reflects the amounts reported in the financial statements of the investment entities rather than the share attributable to the Company.

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
Summary Statements of Operations:	(U.S. Dollars in thousands)		
Revenue, net	$ 1,720,489	$ 1,760,608	$ 1,605,660
Cost of sales	(1,614,293)	(1,601,557)	(1,383,617)
Other activity	(88,759)	(123,603)	(187,547)
Net income	$ 17,437	$ 35,448	$ 34,496
Net income attributable to Dole plc	$ 7,270	$ 14,851	$ 15,168

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Summary Balance Sheets:	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Current assets	$ 334,317	$ 343,000
Non-current assets	297,337	325,094
Current liabilities	(221,370)	(243,986)
Non-current liabilities	(147,507)	(147,583)
Noncontrolling interest	(2,057)	(2,686)
Net assets	$ 260,720	$ 273,839
Dole plc share of net assets	94,318	99,533
Goodwill	26,551	27,001
Carrying amount of investments	$ 120,869	$ 126,534

Transactions with Other Unconsolidated affiliates

The following table presents sales to and purchases from other investments in unconsolidated affiliates for the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Sales	$ 124,084	$ 110,797	$ 104,721
Purchases	$ 161,841	$ 141,975	$ 64,204

The following tables presents amounts due from and to investments in unconsolidated affiliates as of December 31, 2022 and December 31, 2021:

	December 31, 2022	December 31, 2021
	(U.S. Dollars in thousands)	
Amounts due from investments in unconsolidated affiliates presented within trade receivables	$ 27,950	$ 21,389
Amounts due from investments in unconsolidated affiliates presented within other receivables	$ 3,224	$ —
Amounts due to investments in unconsolidated affiliates presented within accounts payable	$ 9,225	$ 13,897
Amounts due from investments in unconsolidated affiliates presented within other assets	$ 8,396	$ 9,314

Reconciliation of Equity Method Earnings

The following table provides a reconciliation of equity method earnings in the consolidated statements of operations for the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars in thousands)		
Equity method earnings - other than Legacy Dole	$ 7,270	$ 14,851	$ 15,168
Equity method earnings - Legacy Dole	—	38,874	21,868
Deferred income tax expense related to Legacy Dole	—	(10,441)	(6,757)
Share of equity method earnings	7,270	43,284	30,279
Impairment of original 45.0% investment in Legacy Dole	—	(122,926)	—
Gain on preexisting contractual arrangements with Legacy Dole	—	93,000	—
Gain on release of deferred tax reserves attributable to Legacy Dole	—	20,124	—
Gain on release of Legacy Dole indemnities	—	4,403	—
Gain on release of cumulative equity reserves attributable to Legacy Dole	—	1,376	—
Net impact of step-up acquisition of Legacy Dole	—	(4,023)	—
Gain on step-up acquisition of other equity method investments	—	7,670	—
Gain (loss) on disposal of equity method investment	(544)	1,096	—
Equity method earnings	$ 6,726	$ 48,027	$ 30,279

NOTE 24 — VARIABLE INTEREST ENTITIES

Judgement is used when determining (i) whether an entity is a VIE; (ii) who are the variable interest holders; (iii) the elements and degree of control that each variable interest holder has; and (iv) ultimately which party is the primary beneficiary ("PB").

Unconsolidated VIEs

The VIEs in which Dole has variable interests but is not the PB are not consolidated and are accounted for using the equity method of accounting.

The Company holds variable interests in a fresh produce business, El Parque, which is considered a VIE in which Dole is not the PB. On December 16, 2016, the Company acquired shares in El Parque. As of December 31, 2022, Dole has 50.000% of the series A shares and 49.995% of the series B shares in El Parque, with remaining series A shares held by Inversiones Dona Isidora Limitada ("IDI") and remaining series B shares held by individual investors. The El Parque Board of Directors comprises four members, two from Dole and two from IDI.

Dole and IDI both have equal management representation on the board and equity participation, as only series A shares have voting rights. Further, all significant activities of El Parque are managed by the unanimous consent of the board. Therefore, Dole does not meet the power criteria required to be considered the PB nor holds a controlling financial interest in El Parque.

During the years ended December 31, 2022, December 31, 2021 and December 31, 2020, the Company did not provide any financial support to or guarantees in respect of debt issued by El Parque. Dole's maximum exposure to loss represents the amount that would be absorbed by the Company in the event that all assets held in El Parque had no value. As of December 31, 2022 and December 31, 2021, Dole's maximum exposure to loss in El Parque was equivalent to the carrying value of its investment in the entity of $10.7 million and $8.5 million, respectively.

Prior to the Acquisition, Legacy Dole was also a VIE in which the Company was not the PB. Legacy Dole was determined to be a VIE, as the Company's voting interest and economic interest were not proportionate. See Note 23 "Investments in Unconsolidated Affiliates" for further detail.

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Consolidated VIEs

Dole consolidates the results of one VIE, EurobananCanarias S.A. ("EBC"), a Canary Islands fruit produce business, as Dole holds 50.0% of its shares and is deemed to be the PB. Since EBC's incorporation in 1993, Dole has had an economic interest of 50.0% and a power to appoint its managing director, who influences all decisions related to operations. Dole's economic interest is not equal to the Company's voting interest (decision making right for all relevant activities), thus, the conditions of Dole being the PB are met, and EBC is consolidated. Dole has not provided any financial or other support to EBC during the periods presented within the consolidated financial statements.

NOTE 25 – EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net income (loss) for the period attributable to shareholders of the Company by the weighted average number of shares outstanding during the period, excluding shares purchased by the Company and held as treasury shares. For the years ended December 31, 2021 and December 31, 2020, the weighted average number of shares used within the calculation was adjusted for the impact of the Total Produce seven to one share exchange for existing shareholders that occurred immediately prior to the Merger and IPO Transaction. See Note 21 "Stockholders' Equity" for a rollforward of shares, including the seven to one share exchange. The following table presents basic earnings (loss) per share for each of the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars and shares in thousands, except per share amounts)		
Net income (loss) attributable to Dole plc	$ 86,496	$ (7,219)	$ 52,488
Weighted average number of shares – basic	94,886	72,190	55,509
Net income (loss) per share attributable to Dole plc - basic	$ 0.91	$ (0.10)	$ 0.95

Diluted earnings (loss) per share

Diluted earnings (loss) per share is calculated by dividing the net income (loss) for the period attributable to shareholders of the Company by the weighted average number of shares outstanding after adjustment for the impact of all share options and RSUs with a dilutive effect. The Company uses the treasury stock method to calculate the dilutive effect of outstanding equity awards for diluted earnings (loss) per share. For the years ended December 31, 2021 and December 31, 2020, the weighted average number of shares used within the calculation was adjusted for the impact of the Total Produce seven to one share exchange for existing shareholders that occurred immediately prior to the Merger and IPO Transaction. The following table presents diluted earnings (loss) per share for each of the years ended December 31, 2022, December 31, 2021 and December 31, 2020:

	Year Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
	(U.S. Dollars and shares in thousands, except per share amounts)		
Net income (loss) attributable to Dole plc	$ 86,496	$ (7,219)	$ 52,488
Weighted average number of shares - basic	94,886	72,190	55,509
Effect of share options with a dilutive effect	20	—	83
Weighted average number of shares - diluted	94,906	72,190	55,592
Net income (loss) per share attributable to Dole plc - diluted	$ 0.91	$ (0.10)	$ 0.94

The average market value of the Company's shares used for the purpose of calculating the dilutive effect of share awards is based on quoted market prices for the period during which the awards were outstanding during the year. The calculation of diluted earnings (loss) per share for the years ended December 31, 2022 and December 31, 2021 does not include the effect of share options, RSUs with a market condition and certain RSUs, because to do so would be antidilutive.

NOTE 26 — SUBSEQUENT EVENTS

Dole evaluated subsequent events through March 22, 2023, the date that Dole's consolidated financial statements were issued.

On January 6, 2023, Dole paid a cash dividend of $0.08 per share, totaling $7.6 million, to shareholders for the third quarter dividend declared on November 16, 2022.

On January 30, 2023, certain of our wholly owned subsidiaries entered into the Agreement with Fresh Express, whereby Fresh Express has agreed to acquire the fresh vegetables division for approximately $293.0 million in cash, subject to certain adjustments set forth in the Agreement. The Vegetables Transaction is expected to close after regulatory approval is obtained, subject to the satisfaction or waiver of customary closing conditions.

In February of 2023, Dole was the victim of a sophisticated ransomware attack involving unauthorized access to employee information. Upon detecting the attack, the Company promptly took steps to contain the attack, retained the services of leading third-party cybersecurity experts and notified law enforcement. The February 2023 attack had a limited impact on Dole's operations.

On March 6, 2023, the Board of Directors of Dole plc declared a cash dividend for the fourth quarter of 2022 of $0.08 per share, payable on April 21, 2023, to shareholders of record on March 31, 2023.