



## CHARTER OF THE COMPENSATION COMMITTEE OF FRESH DEL MONTE PRODUCE INC

The Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board of Directors**" or the "**Board**") of Fresh Del Monte Produce Inc. (the "**Company**") shall have the powers and duties set forth below, subject to the powers reserved to the Board under the Company's Second Amended and Restated Articles of Association or applicable law. This Charter governs the operations of the Committee.

### 1.0 PURPOSE

The Committee is a standing committee. The purpose of the Committee is to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer (the "**CEO**") and the Company's other executive officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934 Act, as amended)(excluding the CEO, the "**Executive Officers**"). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the CEO and the other Executive Officers.

### 2.0 STRUCTURE

- (a) The Committee shall consist of a minimum of three members of the Board of Directors. Committee members shall be appointed by the Board upon recommendation of the Governance Committee and may be removed by the Board. Members of the Committee will meet the independence requirements of the New York Stock Exchange (the "**NYSE**") listing standards and any other applicable laws, rules or regulations (including the rules and regulations of the U.S. Securities and Exchange Commission) or other qualifications established by the Board from time to time. At least two members of the Committee will also qualify as a "non-employee" director within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- (b) A chairperson of the Committee (the "**Chair**") shall be appointed by the Board of Directors from among its members.

### 3.0 MEETINGS OF THE COMMITTEE

- (a) The Committee shall meet at least twice during each fiscal year at the call of the Chair and at such other times as the Chair may deem necessary or appropriate for any reason.
- (b) A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee. Actions of the Committee shall be taken by a vote of a majority of its members, except as otherwise provided herein (or by unanimous vote where only two members are present). One or more of the Committee's members may participate in a meeting of the Committee by means of conference telephone. The Committee may act by



written consent signed by all the members and any record of any action or minutes signed by all the members shall be conclusive evidence of any such action by the Committee.

- (c) The Chair shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. The Chair shall conduct and preside at each meeting of the Committee. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The Secretary of the Company, who shall also serve as secretary to the Committee, shall prepare the minutes of meetings of the Committee. In the absence of the Secretary from any meeting, the Committee may appoint another person including a member thereof to serve as secretary to the Committee at such meeting. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved at a subsequent meeting of the Committee.

#### **4.0 REPORTS OF THE COMMITTEE**

The minutes of the Committee's meetings shall be circulated to the Board of Directors. Periodically, the Committee shall report to the Board a summary of the activities, conclusions and recommendations of the Committee taken during the year.

#### **5.0 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The following shall be the responsibilities of the Committee:

- (a) Compensation Structure

The Committee shall review the Company's general compensation structure and policies to ensure that the CEO and other Executive Officers are appropriately compensated for their contributions to the Company and incentivized to create and enhance value for the Company's shareholders and that such programs do not encourage excessive risk-taking.

- (b) Compensation of CEO

The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, based on that evaluation, determine and recommend the annual salary, bonus, long term incentive, equity awards and other direct or indirect benefits of the CEO for approval by the Independent Directors. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including



the Company's performance and relative shareholder return, the value of similar awards to CEOs at comparable companies, and the awards given to the CEO in past years.

(c) Compensation Programs and Perquisites for Executive Officers

The Committee shall, at least annually, review and approve the compensation for Executive Officers, including annual base salaries, annual incentive opportunities (including any performance goals and objectives to earn such opportunity) cash and equity long-term incentive awards (including any associated performance goals and objectives). The Committee shall annually evaluate the performance of the Company and the Executive Officers in light of those performance goals and objectives and approve the payment of any such annual or long-term awards. The Committee shall approve and administer the terms of any new executive compensation programs, including employment, change in control or other agreements with Executive Officers, incentive compensation and equity-based plans. The Committee shall establish and periodically review policies and annual awards with respect to Executive Officer perquisites.

(d) Equity Incentive Plans

The Committee shall administer the Company's equity-based plans, including approving any awards to be granted to Executive Officers under any such plan and recommending to the Independent Directors for their approval any awards to the CEO.

(e) Director Compensation and Perquisites

The Committee shall review the Company's compensation structure and policies applicable to the Board and shall advise the Board at least annually with respect to proposed changes in Board or Committee compensation.

(f) Preparation of Reports

The Committee shall (i) review the Compensation Discussion and Analysis section proposed for inclusion in the Company's Annual Report on Form 10-K and annual proxy statement and the related tabular and other disclosures about director and executive compensation; (ii) discuss the Compensation Discussion and Analysis section with management and recommend to the Board whether such section should be included in such Annual Report and proxy statement; and (iii) furnish for inclusion in such Annual Report and proxy statement the Compensation Committee Report with respect to such discussion and recommendation in compliance with the rules and regulations promulgated by the SEC.



(g) Oversight of Compliance with SEC and NYSE Rules

(i) The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans. If a proxy statement includes a proposal to approve, by non-binding vote, the Company's executive compensation or a proposal on the frequency of such non-binding votes, the Committee shall make a recommendation to the Board on each such proposal, which shall be included in the proxy statement.

(ii) The Committee shall review, provide feedback on, and approve the final calculations, the required narratives describing the relationship between pay and performance and any other disclosures required by Item 402(v) of Regulation S-K, including the shape, form, and location of the disclosure.

(iii) The Committee shall oversee and administer the Company's executive compensation clawback policies.

(h) Liaison to Chief Human Resources Officer

The Committee will serve as a liaison to the Company's Chief Human Resources Officer to advise and provide insights and best practices as it relates to certain human resources issues, including, human capital risk, diversity and inclusion initiatives or strategies, gender pay equity, culture, engagement, and non-CEO succession planning.

(i) Annual Performance Evaluation

The Committee shall annually perform an evaluation of its performance.

(j) Risk Assessment

The Committee shall oversee the Company's risk assessment and risk management relative to the Company's compensation structure, benefits and incentive plans' administration.

(k) Oversight of Advisors to the Committee

(i) The Committee shall have the sole authority and responsibility to engage or terminate any outside consultant, counsel or advisor (each an "**Advisor**") it deems necessary to advise or assist the Committee in meeting its responsibilities, including evaluating and determining appropriate compensation levels for the Board, the CEO or other Executive Officers, and to oversee the work of and approve the terms of any such engagement and the fees of any such Advisor, which fees shall be paid by the Company.



(ii) Prior to retaining any Advisor, and at least annually thereafter, the Committee shall review the independence of, and the existence of any potential conflicts of interest relating to, any Advisor, determined in accordance with the requirements under applicable law, SEC regulations, and NYSE listing standards. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee.

(l) Miscellaneous

The Committee shall have full access to all books, records, facilities, and personnel of the Company. The Committee shall regularly evaluate compliance with any share ownership guidelines or policies and recommend to the Board whether adjustments should be made in the guidelines or policies.

## 6.0 AMENDMENT AND FUTURE DELEGATIONS

The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Board of Directors may make further delegations to the Committee or amend or supplement any of the provisions of this Charter. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee, subject to applicable law and listing standards.

AS AMENDED [APRIL 29, 2025]

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*Company reserves the right to amend this Charter at any time. In the event of a dispute as to the interpretation of this Charter, Company's interpretation shall be final.*