



CHARTER OF THE AUDIT COMMITTEE OF FRESH DEL MONTE PRODUCE INC.

The Audit 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 of the Board of Directors. The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibility relating to (i) the quality and integrity of the Company’s financial statements and financial reporting process; (ii) the Company’s systems of internal controls over financial reporting and disclosure controls and procedures; (iii) the performance of the internal audit services function; (iv) the engagement of the independent auditor and the evaluation of the independent auditor’s qualifications, independence and performance; (v) the compliance by the Company with legal and regulatory requirements, including the Company’s Code of Conduct and Business Ethics Policy; and (vi) the fulfillment of the other responsibilities set out herein or delegated to the Committee by the Board of Directors from time to time. The Committee shall also prepare the report of the Committee required to be included in the Company’s annual proxy statement.

2.0 STRUCTURE

- (a) The Committee shall consist of a minimum of three members of the Board of Directors, each of whom shall meet the independence, experience, and expertise requirements of the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 and the rules and regulations of the Commission. The Committee shall have at all times at least one member designated by the Board that is an “audit committee financial expert” under the relevant rules of the Securities and Exchange Commission.
- (b) A Chairperson of the Committee (the “Chair”) shall be appointed by the Board upon the recommendation of the Governance Committee.
- (c) Members of the Committee shall not simultaneously serve on the audit committees of more than two other public companies.
- (d) Members shall be appointed by the Board upon the recommendation of the Governance Committee and may be removed by the Board.



3.0 MEETINGS OF THE COMMITTEE

- (a) The Committee shall meet at least four times during each year at the call of the Chair and at such other times as the Chair may deem necessary or appropriate for any reason. In its discretion, the Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- (b) The Committee shall periodically meet separately in executive sessions with management, the Company's internal auditor, and the independent auditor and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate.
- (c) A quorum at any Committee meeting shall be at least two members. 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 action 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.
- (d) 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 minutes shall be prepared by the Secretary of the Company who shall also serve as secretary to 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

- (a) The minutes of the Committee's meetings shall be circulated to the Board of Directors.
- (b) The Committee shall regularly report to the Board regarding any issues that arise regarding the quality or integrity of the financial statements, compliance with legal



or regulatory requirements, the performance and independence of the independent auditors or the performance of the internal audit function.

5.0 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The following shall be the principal duties and responsibilities of the Committee, which are set forth as a guide and with the understanding that the Committee may supplement them as appropriate.

(a) General Financial Oversight

The Committee shall assist the Board in its oversight responsibility relating to the Company's accounting and reporting practices, including the Company's internal accounting and financial controls and systems and the qualifications and performance of its independent auditor. In discharging this responsibility, the Committee is not itself responsible for the planning or conduct of audits or for any determination that the Company's financial statements are complete and accurate or in accordance with U.S. generally accepted accounting principles ("GAAP"). Management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies used by the Company. The independent auditor is responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.

(b) Selection and Appointment of Independent Auditor

(i) The Committee shall be directly responsible for the appointment, retention and termination, compensation and other terms of engagement and the oversight of the work of the independent auditor, including the resolution of disagreements between the Company's principal financial/ accounting officers and the auditor regarding financial reporting. The independent auditor shall report directly to the Committee.

(ii) Based on the reports of the independent auditor described below, the Committee shall take such action as may be necessary to satisfy itself as to the independence of the independent auditor. In evaluating the performance of the independent auditor, the Committee shall review the reports of the independent auditor with respect to quality control and shall consult with the Company's principal financial/accounting officers and internal auditors. The Committee shall also review and evaluate the lead partner of the independent auditor team. The Committee shall consider on a periodic basis whether it is appropriate to adopt a policy of rotating the independent auditor.



(c) Pre-Approval of Audit and Non-Audit Services

The Committee shall (i) pre-approve all audit services and permitted non-audit services (including the range of fees and terms thereof) provided by the independent auditor and shall not engage the independent auditor to perform any non-audit services proscribed by law or auditing standards and (ii) consider whether the independent auditor's provision of permitted non-audit services is compatible with the auditor's independence. The Committee may elect to delegate pre-approval authority to the Chair to approve one or more individual audit or permitted non-audit services pursuant to the Committee's pre-approval policy. Any such approval shall be presented to the Committee at its next scheduled meeting.

(d) Meetings and Communications with Independent Auditor

(i) The Committee shall meet with the Company's independent auditor at least twice each year at the call of the Chair and at such other times that the Chair may deem necessary or appropriate for any reason, including at the request of the independent auditor.

(ii) At least once each year, the independent auditor shall make a presentation to the Committee with respect to the anticipated scope, planning, staffing and execution of its examination in connection with its audit of the annual financial statements of the Company.

(iii) Annually, the Committee will review with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, any significant disagreements with management and management's responses thereto.

(iv) At the discretion of the Chair, the principal financial/accounting officers of the Company may be invited to attend any meeting of the Committee with the independent auditor.

(e) Oversight of the Independent Auditor

(i) The Committee shall receive quarterly reports from the independent auditor on the critical accounting policies and practices of the Company, all alternative treatments of financial information within U.S. generally accepted accounting principles that have been discussed with the Company's principal financial/accounting officers, other material written communications between the independent auditor and management, such as any



management letter or schedule of unadjusted differences and such other matters as may be required by applicable law or auditing standards.

(ii) The Committee shall engage in a dialogue to discuss the responsibilities of the auditor, terms of the audit engagement, overview of the overall audit strategy and timing of the audit and observation arising from the audit that are significant to the financial reporting process. The Committee should also discuss the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each matter will be described in the audit report.

(iii) The Committee shall obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

(iv) At least annually, the Committee shall review one or more reports of the independent auditor, which shall be in writing if so requested by the Committee or required by applicable law or auditing standards, addressing:

- the adequacy of the independent auditor's examination or review, as applicable, of the Company's annual and interim financial statements and its views of the Company's internal control structure, including its internal control over financial reporting (collectively, "internal controls"), and internal audits;

- newly adopted or proposed accounting principles that would have a significant impact on the Company's financial reporting, the Company's compliance therewith, as well as the effect of unusual or extraordinary transactions;

- the auditor's internal quality-control procedures and any material issues raised by its most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and

- any and all relationships between the independent auditor and the Company, which report shall also address such other matters affecting the independence of the independent auditor as may be required by the Public Company Accounting Oversight Board (United States), including the independent auditor's written affirmation to the Committee that the auditor is independent.

(f) Oversight of Financial Policies and Controls

(i) The members of the Committee shall meet from time to time with the



Company's management and internal auditors to review the Company's accounting policies, any changes, internal controls, and any issues that may have been raised by the independent auditor in connection with the preparation of the Company's financial statements. The internal auditors shall report periodically to the Committee regarding any significant deficiencies in the design or operation of the Company's internal controls, material weaknesses in internal controls and any fraud (regardless of materiality) involving persons having a significant role in the internal controls, as well as any significant changes in internal controls implemented by management during the most recent reporting period of the Company.

(ii) Periodically, but in no event less frequently than quarterly, the Committee shall review with the Chief Executive Officer and the Chief Financial Officer the Company's disclosure controls and procedures and shall review management's conclusions about the effectiveness of such disclosure controls and procedures, including any significant deficiencies in, or material non-compliance with, such controls and procedures.

(iii) Periodically, the Committee shall review the assessment of the Company's management as to the effectiveness of the Company's internal controls as of the end of each period, and any required report by management as to the effectiveness of the Company's internal control over financial reporting, and the independent auditor's opinion with respect to the effectiveness of the Company's internal control over financial reporting.

(iv) The Committee shall review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during the certification process for the Form 10-Q and Form 10-K about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

(g) Review of Financial Statements and Financial Disclosure Requirements

(i) Prior to public dissemination, the Committee shall review and discuss with management and the independent auditor the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Quarterly Reports on Form 10-Q with the Company's principal financial/accounting officers and the independent auditor. The Committee shall also discuss, including with the independent auditor, the results of the independent auditor's review of the Company's interim financial statements and any other matters required to be communicated to the Committee by applicable law or auditing standards.

(ii) Prior to public dissemination, the Committee shall review with management and the independent auditor the annual audited financial statements and



disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K, including their respective judgments about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations.

(iii) The Committee shall review (1) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, (2) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements, and (3) the effect of regulatory and accounting initiatives, as well as offbalance sheet structures, on the financial statements of the Company. The Committee shall also discuss the results of the annual audit and such other reports of the independent auditor as may be required to be communicated to the Committee by applicable law or auditing standards. The Company's principal financial/accounting officers shall, together with the Chair, report to the Board of Directors at the time of submitting to the Board the annual financial statements of the Company.

(iv) The Committee shall review the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies (which may consist of a discussion of the types of information to be provided and types of presentations to be made) to the extent required by applicable law or listing standards.

(v) The Committee shall review presentations that include non-GAAP financial measures and other operational metrics (including environmental, social and governance measures and metrics), and in particular how these measures are used to evaluate performance, whether they are consistently prepared and presented and the Company's disclosure controls and procedures.

(h) Oversight of Internal Audit

(i) The Committee shall review the appointment and replacement of the Company's Internal Auditor.

(ii) The Committee shall receive regular reports from the Internal Auditor on the results of tests of the Company's accounting policies and practices, issues related to compliance with the Company's Code of Conduct and Business Ethics Policy, and any other matters subjected to testing or investigation.



(iii) On a periodic basis, the Committee shall meet with the Internal Auditor and discuss the internal audit department's responsibilities, budget and staffing, and any recommend changes in the planned scope of the internal audit.

(i) Preparation of Committee Report

The Committee shall prepare a report to be included in the Company's annual proxy statement.

(j) Conflicts of Interest; Regulatory Compliance

(i) The Committee shall oversee compliance with the Company's Code of Conduct and Business Ethics Policy with respect to issues related to conflict of interest (including related person transactions), laws and regulations, accounting and financial reporting, and protection from retribution, all in accordance with the terms of such Policy. In performing such duty, the Committee shall review reports presented by the Chief Executive Officer, the Chief Operating Officer and/or the President and may, to the extent it deems necessary, retain outside experts to perform valuation and other services. The Committee shall be responsible for determining whether and on what terms to grant to any director or executive officer a waiver from the Company's Code of Conduct and Business Ethics Policy, whether with respect to a conflict of interest or otherwise.

(ii) The Committee shall periodically review with management, including the General Counsel, and the independent auditor any correspondence with, or other action by, regulators or governmental agencies and any employee complaints or published reports that raise concerns regarding the Company's financial statements or accounting or auditing matters or compliance with the Company's Code of Conduct and Business Ethics Policy. The Committee shall also meet periodically and separately with the General Counsel and other appropriate legal staff of the Company to review material legal affairs of the Company and the Company's compliance with applicable law and listing standards, including its compliance programs.

(k) Hiring Policies

The Committee shall set hiring policies for employees or former employees of the independent auditor in compliance with applicable law and listing standards.

(l) Investigation of Complaints

The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or



auditing matters. The Committee may investigate any matter brought to its attention within the scope of its duties.

(m) Risk Oversight

(i) Discuss with management and internal audit, if applicable, guidelines and policies with respect to risk assessment and risk management including major financial risk exposures and the steps that management has adopted to monitor and control such exposures.

(ii) Annually receive, review and discuss management's assessment of the Company's material climate-related risks.

(n) Annual Performance Evaluation

The Committee shall annually perform an evaluation of its performance.

(o) Miscellaneous

The Committee shall be entitled to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and to engage, without the approval of the Board or management, independent counsel and other accounting and other advisers as it determines necessary in the performance of its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6.0 AMENDMENTS AND FUTURE DELEGATIONS

(a) 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. 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.



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