



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

The Governance 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 (i) identify individuals qualified to become members of the Board (consistent with criteria approved by the Board); (ii) recommend Director nominees for each annual meeting of shareholders and nominees for election to fill any vacancies on the Board; (iii) develop and recommend to the Board corporate governance principles applicable to the Company; (iii) recommend to the Board members for each committee; (iv) oversee the evaluation of the Board and executive management of the Company; (v) evaluate enterprise risk issues; (vi) oversee the Company’s environmental, social, and governance (“ESG”) program; and (vii) fulfill the other responsibilities set out herein or delegated to the Committee by the Board from time to time.

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 requirements of applicable law and NYSE listing standards. Committee members shall be appointed and may be removed by the Board of Directors.
- (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 three 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.
- (b) 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.



- (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 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

The minutes of the Committee's meetings shall be circulated to the Board of Directors. At least annually, the Committee shall report to the Board a summary of the activities, conclusions and recommendations of the Committee during the past year and the Committee's agenda for the coming year.

5.0 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

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

(a) Director Selection Criteria

The Committee shall develop and recommend to the Board for its approval criteria for selecting new Directors, which shall reflect at a minimum any requirements of applicable law or listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and principles of diversity.

(b) Director Recruitment

The Committee shall consider (in consultation with the Chair of the Board and Chief Executive Officer) and recruit candidates to fill positions on the Board of Directors, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board of Directors or otherwise. The Committee shall also review any properly submitted shareholder nominee in light of the Committee's criteria for selection of new Directors. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's compliance with the independence and other qualification requirements approved by the Board.



(c) Consideration of Incumbent Directors for Further Term

In connection with its annual recommendation of a slate of Director nominees, the Committee shall assess the contributions of incumbent Directors eligible for nomination for a further term, including in light of the criteria for Board candidates and other perceived needs of the Board.

(d) Recommendation to Board

The Committee shall recommend all Director nominees for approval by the Board of Directors and the shareholders.

(e) Governance Guidelines

The Committee shall review and recommend to the Board of Directors corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board of Directors and its Committees and such other matters as may be required to be addressed by applicable law and listing standards. The Committee shall also consider and make recommendations regarding the creation of additional committees or elimination of existing committees. The corporate governance guidelines shall be reviewed not less frequently than annually by the Committee, and the Committee shall make recommendations to the Board of Directors with respect to changes to the guidelines.

(f) Governance Oversight

(i) The Committee shall review and monitor emerging governance trends, including proxy advisory voting recommendations.

(ii) The Committee shall periodically, evaluate the need for Board level governance policies, including, but not limited to, policies relating to retirement, stock ownership and education, and recommend to the Board for its approval such policies as the Committee deems appropriate. The Committee shall, periodically, undertake a review of such policies and recommend changes, if any, to the Board for approval as the Committee deems appropriate.

(iii) The Committee shall periodically review and recommend changes to the Company's Second Amended and Restated Memorandum of Association and the Second Amended and Restated Articles of Association as they relate to corporate governance issues.

(g) Advice as to Committee Membership and Operations

The Committee shall advise the Board of Directors with respect to the charters, structure and operations of the various Committees of the Board of Directors and qualifications for membership thereon, including reviewing and approving for recommendation to the Board of Directors the adoption of proposed changes to the various Committees charters, and policies for removal of members and rotation of members among other Committees



of the Board of Directors. The Committee shall also make recommendations to the Board of Directors regarding which Directors should serve on the various Committees of the Board.

(h) Director Training

The Committee shall monitor the orientation, training and continuing education needs of directors and make recommendations to the Board where appropriate.

(i) Evaluation of Board and Executive Management

The Committee shall oversee the evaluation of the Board of Directors and executive officers of the Company (in the case of the Chief Executive Officer, in conjunction with the Compensation Committee). In discharging this responsibility, the Committee shall solicit comments from all Directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

(j) Succession Planning

The Committee shall oversee the preparation of the succession plan for the position of CEO and will make recommendations to the Board regarding such process. In addition, the Committee will annually review succession plans for Directors, committee members and committee chairs.

(k) Risk Oversight

The Committee shall review with the Company's senior management, including its Chief Financial Officer and the Senior Vice President, General Counsel and Corporate Secretary, the Company's major risk exposures (whether financial, operating, regulatory or otherwise) and the steps that management has taken to monitor and control such exposures, as well as the Company's risk management practices and the Company's guidelines, policies and processes for risk assessment and risk management.

(l) Annual Performance Evaluation

The Committee shall annually perform an evaluation of its performance.

(m) Environmental, Social and Governance Oversight

(i) The Committee shall, in a manner the Committee deems appropriate, review the overall adequacy of, and provide oversight with respect to, the Company's ESG initiatives and policies, including communications with employees, investors and other stakeholders of the Company with respect to such initiatives and policies.

(ii) The Committee shall review and monitor the development and implementation of the metrics and goals the Company may establish from time to time for its performance with respect to its sustainability framework and initiatives. To the extent goals are established, monitor the procedures used to measure progress toward achievement of those goals.



(iii) The Committee shall review in advance the Company's global sustainability communication plans and the sustainability reports issued by the Company in connection with those goals, if any.

(n) Information System Controls and Security

The Committee shall monitor the effectiveness of the Company's information system controls and security, including a periodic review of the Company's cybersecurity and other information technology risks, controls, initiatives and action plans.

(o) Miscellaneous

The Committee shall have full access to all books, records, facilities and personnel of the Company. The Committee shall have the sole authority and responsibility to (i) retain and terminate any search firm or outside consultant to be used to identify and nominate director candidates and (ii) approve the fees and other retention terms in connection with the services provided. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

6.0 AMENDMENTS 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.

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.