

**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 Articles of Association or applicable law. This Charter governs the operations of the Committee and shall be reviewed by the Committee and approved by the Board of Directors annually.

1. 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 integrity of the Company’s financial statements and financial reporting process and the Company’s systems of internal accounting and financial controls; (ii) the performance of the internal audit services function; (iii) the annual independent audit of the Company’s financial statements, the engagement of the independent auditor and the evaluation of the independent auditor’s qualifications, independence and performance; (iv) the compliance by the Company with legal and regulatory requirements, including the Company’s disclosure controls and procedures; (v) the evaluation of enterprise risk issues; and (vi) the fulfillment of the other responsibilities set out herein. The Committee shall also prepare the report of the Committee required to be included in the Company’s annual proxy statement.

2. 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 applicable law and NYSE listing standards. 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. Committee members shall be appointed and may be removed by the Board.

(b) A Chairman of the Committee (the “Chairman”) shall be appointed by the Board of Directors from among its members.

3. Meetings of the Committee.

(a) The Committee shall meet at least four times during each year at the call of the Chairman and at such other times as the Chairman 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 Chairman 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 Chairman 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. 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. 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. 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 that are 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.

The Committee shall periodically meet separately with each of the independent auditor, the Company's principal financial / accounting officers and the Company's internal auditors. In addition to the other matters described below, the Committee shall periodically review with the independent auditor any audit problems or difficulties and management's responses thereto.

(b) **Selection and Appointment of Independent Auditor.** The Committee shall be directly responsible for the appointment and termination (subject to shareholder ratification, if so required by applicable law, listing standards or the Company's organizational documents), 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. 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 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 pre-approve all audit and non-audit services provided by the independent auditor and shall not engage the independent auditor to perform any non-audit services proscribed by law or auditing standards. The approval of any audit or permitted non-audit service by any Committee member to whom pre-approval authority is delegated must be presented to the Committee at its next scheduled meeting.

(d) **Meetings with Independent Auditor.** The Committee shall meet with the Company's independent auditor at least twice each year at the call of the Chairman and at such other times that the Chairman may deem necessary or appropriate for any reason, including at the request of the independent auditor. At least once each year, the independent auditor shall make a presentation to the Committee with respect to the anticipated scope, planning and execution of its examination in connection with its audit of the annual financial statements of the Company. At the discretion of the Chairman, the principal financial / accounting officers of the Company may be invited to attend any meeting of the Committee with the independent auditor.

(e) **Reports of the Independent Auditor.** The Committee shall receive regular 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 and such other matters as may be required by applicable law or auditing standards. 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, any material issues raised by its most recent internal quality control review, or peer review, 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).

(f) **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.

(g) **Financial Policies and Controls.** The members of the Committee shall meet from time to time with the Company's principal financial / accounting officers and internal auditors to review its accounting policies, changes therein, internal controls, and any issues that may have been raised by the independent auditor. As of the end of each fiscal year, the Committee shall review the assessment of the Company's principal financial / accounting officers as to the effectiveness of such internal controls 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. The Committee shall review with the Company's principal financial / accounting officers, the independent auditor and the principal corporate officer, the Company's major risk exposures (whether financial, operating or otherwise) and the steps that management has taken to monitor and control such exposures. The Committee shall review with the Company's principal financial / accounting officers, the internal auditors and the independent auditor management's annual internal control report, and the independent auditor's opinion with respect to the effectiveness of the Company's internal control over financial reporting. 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.

(h) **Review of Financial Statements and Financial Disclosure Requirements.** The Committee shall review the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Forms 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.

The Committee shall review with the Company's principal financial / accounting officers and the independent auditor the 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. Among the matters that the Committee shall review are (i) major issues regarding

accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, (ii) 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, (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and (iv) presentations that include non-GAAP financial measures. 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 Chairman, report to the Board of Directors at the time of submitting to the Board the annual financial statements of the Company.

The Committee shall review the Company's earnings press releases and financial information and earnings guidance periodically 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.

(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.** 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.

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 Business Conduct and Ethics. 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.

The Committee shall review with the Chief Executive Officer, the Chief Operating Officer and / or the President, the Chief Financial Officer and the General Counsel the Company's disclosure controls and procedures and shall review periodically, but in no event less frequently than quarterly, 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.

(k) **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.

(l) **Annual Performance Evaluation.** The Committee shall annually perform an evaluation of its performance.

(m) **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 (at the expense of the Company) as it determines necessary in the performance of its duties and responsibilities; and
- receive and address reports by internal and external lawyers of evidence of a material violation of securities laws or breaches of fiduciary duty.

(n) **Reports of the Internal Auditor.** The Committee shall receive regular reports from the Company's 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 matter subjected to testing or investigation. On a periodic basis, the Committee shall meet with the Company's Internal Auditor to review such reports and to discuss identified audit or control issues.

6. Amendments and Future Delegations. By specific resolution, 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.