

**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 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 (i) to 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 of Directors; (iii) develop and recommend to the Board of Directors corporate governance principles applicable to the Company; (iv) oversee the evaluation of the Board and executive management of the Company; and (v) fulfill the other responsibilities set out herein.

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

(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 three 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 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 Chairman 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 candidate recommended by the shareholders of the Company 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 recommend to the Board of Directors corporate governance guidelines addressing, among other matters, the 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 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) **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 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.

(g) **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 on the results of the evaluation.

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

(i) **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 engage or terminate any outside consultant with respect to the identification of Director candidates and the nomination of candidates for election to the Board and to approve the terms of any such engagement and the fees of any such consultant.

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.