

**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 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. This Charter shall be published on the Company’s website.

1. Purpose. The Committee is a standing committee of the Board of Directors. The purpose of the Committee is to (i) review and approve the philosophy, corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives and, as provided herein, determine and approve such compensation based on such evaluation; (ii) make recommendations with respect to the compensation of other executive officers (within the meaning of Section 16 of the Securities Exchange Act of 1934 and regulations thereunder) and with respect to incentive-compensation and equity-based plans that are subject to Board approval; (iii) prepare a report for inclusion in the Company’s annual proxy statement or annual report filed with the Securities and Exchange Commission; (iv) consider the relationship between the Company’s incentive compensation plans and the levels of risk encouraged by plans for senior executives and consider the Company’s risk assessment for non-executive employees’ incentive compensation plans, 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 be an Independent Director (as hereinafter defined). Committee members shall be appointed and may be removed by the Board. As used herein, “Independent Director” shall mean a person who meets the independence requirements of applicable law and NYSE listing standards, the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

(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 twice 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.

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.

(b) 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) **Compensation Structure.** The Committee shall review the Company's general compensation structure and policies to ensure that the CEO, executive officers and Board members 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 review and set 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, stock options and other benefits, direct or indirect, of the CEO for approval by the independent Directors.

(c) **Executive Compensation Programs and Perquisites.** The Committee shall recommend the compensation for executive officers and the members of the Board; recommend the terms of any new executive compensation programs, including incentive-compensation and equity-based plans. The Committee shall establish and review periodically policies with respect to executive officer perquisites.

(d) **Share 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.

(e) **Director Compensation and Perquisites.** The Committee shall advise the Board of Directors with respect to proposed changes in Board or Committee compensation not less frequently than annually.

(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; (iii) furnish for inclusion in such Annual Report and proxy statement its report with respect to such discussion and recommendation as required by applicable law; and (iv) if a proxy statement is to include a proposal to approve, by non-binding vote, the Company's executive compensation or to recommend the frequency of such non-binding votes, make a recommendation to the Board on each such proposal, which shall be included in the proxy statement.

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

(h) **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.

(i) **Oversight of Advisors to the Committee.** The Committee shall have the sole authority and responsibility to engage or terminate of any outside consultant, counsel or advisor ("Advisors") it deems necessary to advise or assist the Committee in meeting its responsibilities, including evaluating and determining appropriate compensation levels for 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. 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.

(j) **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 whether adjustments should be made in the guidelines or policies.

6. Amendment 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.