

# **FRESH DEL MONTE PRODUCE INC.**

## **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of Fresh Del Monte Produce Inc. (the “Company”) has adopted these policies and principles to serve the best interests of the Company and its shareholders. These Corporate Governance Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making at both the Board and management level, with a view to enhancing the long-term shareholder value. These Corporate Governance Guidelines are not intended to change or interpret any national, federal or state law or regulation, or the Company’s Memorandum of Association and Articles of Association, as have been and may, from time to time, be amended and/or restated (the “Memorandum” or “Articles” as respectively referenced hereinafter). These Corporate Governance Guidelines are subject to modification from time to time by the Board.

### **A. DIRECTOR QUALIFICATIONS AND BOARD COMPOSITION**

#### **1. Qualifications of Directors**

The Governance Committee is responsible for reviewing the qualifications and autonomy of the members of the Board and its various committees on a periodic basis as well as the composition of the Board as a whole. This assessment will include members’ qualification as well as consideration of diversity, age, skills and experience in the context of the needs of the Board. At a minimum, the Governance Committee shall consider whether each such nominee has demonstrated, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board’s oversight of the business and affairs of the Company and the nominee’s reputation for honesty and ethical conduct in his or her personal and professional activities. The Governance Committee in accordance with the Company’s Articles and policies in the charter of the Governance Committee will recommend nominees for Director to the Board, when required.

#### **2. Responsibilities of Directors**

Directors are expected to exercise their business judgment in good faith and with due care to act in what they reasonably believe to be in the best interest of the Company and to fulfill their obligations under the Articles of the Company. In performing that responsibility, Directors should be entitled to rely on the honesty and integrity of their fellow Directors and of the Company’s senior executives, outside advisors and outside auditors.

#### **3. Selection of Chairman and Chief Executive Officer**

The Chairman of the Board may, but is not required to, also hold the office of the Chief Executive Officer. The offices of Chief Executive Officer and Chairman of the Board shall be separately evaluated by the Board each year.

#### **4. Election of Directors and Term**

The Directors shall be divided by resolution of the Directors into three classes of equal size, designated as Class I, Class II and Class III, provided however, that if the total number of Directors is 4, 5, 7 or 8, one Class may have one fewer or one more Director than the other two Classes. The Board of Directors shall make the subsequent appointments of individual Directors to particular Classes. At each annual general meeting of the members of the Company, the successors of the Class Directors whose terms expire at that meeting shall be of the same Class Directors they succeed and shall be elected for three-year terms.

The Directors shall be nominated by the Board of Directors or by the holders of 25% of the votes of the issued and outstanding Ordinary Shares present and entitled to vote thereon, voting as a single class. Once nominated, the Directors shall be elected to the Board of Directors by the Holders of a majority of the votes of the issued and outstanding Ordinary Shares present and entitled to vote thereon; voting as a single class, at any general meeting of the members called for that purpose. Each Director may be required by the Board of Directors to serve until his or her successor has been elected and qualified.

Any Director may be removed with or without cause at any general meeting of the members called for that purpose by the Holders of a majority of the votes of the issued and outstanding Ordinary Shares present and entitled to vote there, voting as a single class.

The Governance Committee will take the necessary steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo of each Director. An individual Director's re-nomination is dependent upon such Director's performance evaluation, as well as a suitability review, each to be conducted by the Governance Committee in connection with each Director nomination recommendation.

#### **5. Resignation Policy**

The office of Director shall be vacated, if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors;
- (b) is found to be or becomes of unsound mind; or
- (c) resigns his office by notice in writing to the Company.

#### **6. Limitations on Other Board Service: Change in Position**

Before accepting an invitation to serve on the Board of Directors, the Audit Committee or the Compensation Committee of another public company or to serve in any significant

governmental or not-for-profit/charitable position, Directors must advise the Chairman of the Board and the Chairman of the Governance Committee.

The Company does not have a policy limiting the number of other public company boards or Audit or Compensation Committee of other public company boards. However, the Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member.

Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time, as it is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at meetings.

In addition, upon a substantial change in professional responsibilities, occupation or business association, a Director should notify the Chairman of the Board and the Chairman of the Governance Committee and offer his or her resignation from the Board. The Governance Committee will evaluate the facts and circumstances and make a recommendation to the Board whether to accept the resignation or request that the Director continue to serve on the Board.

## **7. Retirement Age for Directors**

The Company has no mandatory retirement age for Directors. In addition, it is the sense of the Board that any Director whose principal occupation or business association has changed substantially from the time he or she was elected should volunteer to resign from the Board. While it is not the sense of the Board that the Director should in all cases resign, the Board believes that it would be desirable to consider the appropriateness of the Director's continued service.

## **8. Independence of the Board**

A majority of the Board shall consist of independent directors ("Independent Directors") who meet the independence standards of the New York Stock Exchange (the "NYSE"). No member of the Company management will serve on the board of directors or a similar body of an entity of which any independent director of the Company is an executive officer or (other than in the case of a not for profit entity) where a conflict of interest exists or could reasonably be perceived to exist.

The Board shall review annually the relationships that each Director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those Directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that

has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE or under applicable law.

The Board may adopt and disclose definite standards to assist it in determining an Independent Director. In the event that a Director becomes aware of any change in circumstances that may result in such Director no longer being considered independent under the listing standards of the NYSE or under applicable law, the Directors shall promptly inform the Chairperson of the Governance Committee.

#### **9. Director Orientation and Continuing Education**

All new Directors must participate in the Company's Orientation Program, which will be conducted promptly following the annual meeting at which new Directors are elected or following the time the new Director otherwise first joins the Board. This program includes but is not limited to, discussions with senior management and background materials on the Company's plans, organization, and financial statements. Board members are encouraged to obtain appropriate continuing education with respect to their duties as Directors of the Company and the Company will provide reimbursement for reasonable expenses in connection with such continuing education. All continuing Directors are also invited to attend the Orientation Program.

#### **10. Director Communications with Third Parties**

The Board believes that the Chairman of the Board and Chief Executive Officer, the President, Chief Operating Officer, and Chief Financial Officer speak for the Company. Therefore, they shall serve as the chief spokespeople for the Company and thereby see that the Company is properly represented to its various publics.

### **B. BOARD MEETINGS**

#### **1. Meeting Frequency**

The Board shall have no less than four meetings per year. Special meetings of the Directors may be called by the Chairman of the Board or the Directors then in office, in accordance with the provision of the Articles of the Company.

#### **2. Selection of Agenda Items for Board Meetings**

The Chairperson of the Board, Chief Executive Officer, or either of their respective designees may prepare an agenda for Board meetings. In addition to routine scheduled agenda items, each Board member may suggest insertion of items on the agenda and may

raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

## **2. Board Materials Distributed in Advance**

The Board shall be informed in advance of all major proposals to be presented for its consideration and shall have the opportunity to make significant and conscious contributions to the decision-making process. To further this policy, and to the extent feasible, information and data that is deemed important to the Board's understanding of the business shall be distributed in writing to the Board for review prior to the Board meeting at which such matters will be considered.

Management shall make every attempt to see that this material is brief while still providing the desired information. On occasions, certain proposals will be discussed at the meeting without advance written information pertaining thereto.

## **5. Minutes**

The Secretary of the Company will record minutes of all meetings of the Board and shareholders. In the absence or incapacity of the Secretary, the Chairman may designate an Assistant Secretary, Director, General Counsel or an outside counsel for the Company to record the minutes of meetings of the Board or shareholders.

## **6. Attendance at Meetings**

The Corporate Secretary, General Counsel and such executive officers of the Company as the Board may request, shall attend Board meetings, excluding its executive sessions. However, Directors are expected to attend the Board meeting and meetings of committees on which they serve and to spend the time necessary and meet as frequently as needed to properly fulfill their responsibilities.

## **7. Executive Sessions**

The non-management Directors will meet periodically in executive session, generally in connection with each regular meeting of the Board and not less frequently than twice per year. Independent Directors shall also meet periodically in executive session as appropriate, and any Independent Director may request that the Lead Director call such an executive session. Meetings of the non-management Directors and the Independent Directors shall be called by the Lead Director, who is the Chairman of the Audit Committee and shall also act as the chair of such meetings. His or her name shall be disclosed in the annual proxy statement of the Company. The Board shall disclose a method for interested parties to communicate directly and confidentially with the Chairman or with the non-management Directors as a group.

## **8. Board Access to Senior Management and Outside Advisors**

Board members shall have complete access to the Company's senior management as well as its outside counsel and auditors, and, as necessary or appropriate, its own independent advisors. Any meetings or contacts that a Director wishes to initiate may be arranged through the Chairman of the Board, Chief Executive Officer, President, Chief Operating Officer, or the Secretary of the Company or directly by the Director. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and does not inappropriately disclose any confidential or sensitive information in the possession of the Director. The Director should to the extent not inappropriate, copy the Chief Executive Officer and President on any written communications between a Director and an officer or employee of the Company.

Each non-management director is expected to become familiar with the specification and operations of the Company through Board and Committee meetings, by inquiry and by personal observation. In addition, it is the responsibility of the Chief Executive Officer, President or Chief Operating Officer to facilitate constructive interaction between the Board and management of the Company.

## **9. Confidentiality**

The proceedings and deliberations of the Board and its Committees are confidential. Therefore, each Director shall maintain the confidentiality of information received in connection with his or her service as a Director.

## **C. COMMITTEES OF THE BOARD**

### **1. Committees and Responsibilities**

The Board will have three committees: an Audit Committee, Compensation Committee, and a Governance Committee. All of the members of the Audit Committee, Compensation Committee, and Governance Committee will be independent Directors under the criteria established by the NYSE listed company standards and, in the case of the Audit Committee, Section 10A(m) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. A full description of the responsibilities of each of the committees is set forth in the charter for each committee.

The Board may, from time to time, designate one or more additional committees of the Board, with such lawfully delegable powers and duties as it confers, or disband a current committee depending on circumstances. In addition, the Board may form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

The Audit Committee, Compensation Committee, and Governance Committee shall each be composed exclusively of independent directors who meet the independence standards of the NYSE.

## **2. Committee Charters**

There shall be charters for each of these Committees, which define their respective functions and responsibilities. These charters will set forth the purposes, goals, responsibilities and authority (consistent with any applicable Articles or resolutions of the Board) of the Committees, as well as any specific qualifications for Committee membership and procedures relative to Committee member appointment; as well as the charters will address the Committee reporting to the Board. In addition, the charters will provide each Committee the opportunity to annually evaluate its own performance and report the results of this evaluation to the Board.

## **3. Assignment of Committee Members**

The Board shall appoint members of the Committees on an annual basis. The Governance Committee shall be responsible for reviewing and recommending to the Board the composition, organization, and responsibilities of the Board's Committees. As part of that process, the Governance Committee shall evaluate the eligibility of Board members for membership in the respective Board Committees. The full Board is ultimately responsible for determining each Committee eligibility and membership.

## **4. Committee Meetings**

In addition to routine, scheduled agenda items, the Chair of the respective Committee shall set the agenda and determine the frequency and length of each Committee meeting. At the beginning of the year, each Committee will identify agenda subjects to be discussed during the year (to the degree possible). The Committee chairmen will report to the Board on each Committee's actions. The schedule for each Committee will be furnished to all Directors.

# **D. PERFORMANCE EVALUATION AND SUCCESSION PLANNING**

## **1. Board and Committee Evaluation**

The Governance Committee shall annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the Company's shareholders.

The Governance Committee will sponsor an annual self-assessment of the Board's performance as well as the performance of each Committee of the Board, the results of which will be discussed with the full Board and each Committee. These results will be utilized to assist in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various Committees. This evaluation will be discussed by the Board following the completion of its assessment.

## **2. Board Operations**

The Governance Committee shall review and recommend the composition, organization, and responsibilities of the Board in accordance with the Company's Articles. The ultimate responsibility for selection of new director candidates shall reside in the Board. The screening process for that responsibility shall be delegated to the Governance Committee, which shall review candidates for election as Directors.

## **3. Annual Evaluation of Chief Executive Officer**

The Board acting through the Compensation Committee of the Company, will annually conduct an evaluation of the performance of the Company's Chief Executive Officer. The Compensation Committee shall establish policies, principles and procedures, as it deems appropriate, for the evaluation of the Chief Executive Officer. Such evaluation shall be based on objective criteria, including performance of the Company, accomplishment of long-term strategic objectives and development of management. The evaluation shall request the opinion of the Independent Directors regarding the Chief Executive Officer's performance. The Chairperson of the Compensation Committee and the lead non-management Director shall communicate the evaluation to the Chief Executive Officer.

## **4. Succession Planning**

The Board is responsible for assuring that the status of organizational strength and succession planning is equal to the requirements of the long-range goals of the Company and that the Company has sufficient organizational strength in management to achieve its short and long-term goals.

The Chief Executive Officer shall annually present to the Board an evaluation of the rate, direction and organizational strength of the Company and ensure that the Company has an effective corporate top management team, with provisions for succession.

The Board is required to review this presentation to determine whether management succession is properly being provided so that the status of organizational strength and succession planning is equal to the requirements of the long-range goals of the Company.

# **E. COMPENSATION AND REVIEW**

## **1. Board Compensation Policy**

The Compensation Committee is responsible for approving and recommending to the Board all compensation plans for members of the Board. Therefore, the form and amount of Director Compensation will be determined in accordance with the policies and principles set forth in the Articles of the Company or other applicable rules.

## **2. Review**

The Governance Committee will review these guidelines from time to time and may make when appropriate, recommendations to the Board for appropriate modifications. In addition, in the event of an automatic suspension or repeal of certain provisions of the Memorandum or the Articles of the Company, the Board will review these guidelines.