MISSION PRODUCE, INC.

AUDIT COMMITTEE CHARTER

I. Purpose

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Mission Produce, Inc. (the "Company") is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The Committee's responsibilities are limited to oversight. The Company's management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles ("GAAP") and other applicable reporting and disclosure standards and for preparing the Company's financial statements. The Company's independent auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of the Nasdaq Stock Market LLC ("Nasdaq") and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the "SEC"), subject to any available exception. Each Committee member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an "audit committee financial expert" as defined under SEC rules.

Committee members may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention, evaluation and oversight of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules. Where appropriate, the Committee is also responsible for the replacement of such independent auditor.

2. *Annual Report on Independence.* The Committee must, at least annually, evaluate the qualifications, performance and independence of the independent auditor, and must ensure that the independent auditor prepares and delivers a written statement delineating (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review or peer review of the firm, 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 ay steps taken to deal with any such issues; and (iii) all relationships and services between the independent auditor and the Company (to determining the independent auditor's independence), including the matters set forth in the letter from the independent auditors required by the rules of the Public Company Accounting Oversight Board (the "PCAOB"). The Committee must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the independent auditor's independence.

3. *Audit Plan and Process.* The Committee should review and discuss with the independent auditor, if applicable, the auditor's responsibilities under GAAP and the responsibilities of management in the audit process and the scope, areas of focus, timing and results of the audit plan.

4. *Lead Audit Partner Review.* The Committee should review and evaluate the independent auditor's lead partner, taking into account the opinion of management, and confirm with the independent auditor that it is in compliance with the lead audit partner rotation requirements established by the SEC. The Committee shall consider whether it is appropriate to rotate the Independence Auditor itself in order to assure continuing auditor independence. The Committee shall present the results of its review to the Board.

Financial Reporting Process

5. *Critical Accounting Policies.* The Committee should receive and review a report from the independent auditor describing: (i) all critical accounting policies and practices to be used by the Company; (ii) all alternative treatments of financial information within GAAP that have been discussed among management and the independent auditor, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and management of the Company, such as any management letter or schedule of unadjusted differences.

6. *Issues and Analyses of Financial Reporting Issues.* The Committee should review and discuss with management and the independent auditor: (i) major issues regarding accounting principles and financial statement presentation, including any significant changes to the Company's selection or application of accounting principles; (ii) major issues as to the adequacy of the company's internal controls and any special audit steps adopted in light of material control deficiencies; (iii) any analyses prepared by management of the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statement, including analyses of the effects of alternative GAAP methods on the Company's financial statements; (iv) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; and (v) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls or financial reporting.

7. *Audit Difficulties.* The Committee should review with the independent auditor any audit problems or difficulties they may have encountered during the course of the audit work and management's response, including any restrictions on the scope of activities or access to required information or any significant disagreements with management.

8. *Adequacy of Financial Controls.* The Committee should, at least annually, discuss with the independent auditor and the Company's internal audit function (the "Internal Auditor") and/or management the adequacy and effectiveness of the accounting and financial controls of the Company, and consider any recommendations for improvement of such internal control procedures.

Annual Financial Statements and Annual Audit

9. *Financial Statements Review.* The Committee should review and discuss with management and the independent auditor the Company's annual audited financial statements and unaudited quarterly financial statements, including the Company's disclosures in SEC filings under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any matters required to be communicated by the independent auditor to the committee under the rules of the PCAOB. The Committee should also recommend to the Board, if appropriate, that the Company's audited financial statement be included in the Company's Annual Report on Form 10-K for the last fiscal year for filing with the SEC.

10. *Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

Internal Auditor Function

11. *Internal Auditor Process Review.* The Committee should review, at least annually, the scope and results of the Internal Auditor, including a summary of critical issues and procedures for implementing recommendations made by the Internal Auditor. The Committee should review any significant matters contained in reports from the Internal Auditor and responses from management. The Committee should review, at least annually, the performance of the Internal Auditor, including responsibilities, budget and staffing needs.

Other Duties and Responsibilities

12. *Risk Procedures.* The Committee should discuss with management the Company's policies and process with respect to risk assessment and risk management, the Company's major financial risk exposures, and the steps management has taken to monitor and control such exposures.

13. *Information Security, Technology, and Artificial Intelligence*. The Committee should also review and discuss, at least annually with management, including the Company's Chief Information and Security Officer, the Company's information security and technology risks (including cybersecurity, data privacy, and artificial intelligence) and the Company's information security and risk management programs. The Board oversees the Company's strategy, governance, and enterprise-level risks relating to artificial intelligence. In addition, the Committee oversees AI-related matters to the extent such matters fall within the Committee's area of responsibility under this Charter.

14. *Earnings Releases.* The Committee should discuss, in general, the Company's earnings press releases, as well as financial information and earnings guidance provided by the Company to analysts and rating agencies. Such discussion need not however, occur in advance of each earnings release or each instance in which the Company may provide earnings guidance.

15. *Third Party Correspondence.* The Committee should discuss with management, the independent auditor and the Internal Auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

16. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

17. *Legal Matters.* The Committee should review, with the Company's counsel, any legal matter brought to its attention that could reasonably be expected to have a material impact on the Company's financial statements.

18. *Compliance with Laws.* The Committee should obtain reports from management, the Internal Auditor and the Company's counsel on any significant issues regarding compliance with applicable laws and regulations and with the Company's Code of Ethics and Conduct or other company policies.

19. *Sustainability Related Regulatory Reporting.* The Committee will oversee legally mandated reporting on sustainability topics.

20. *Review of this Charter.* The Committee must, at least annually, review, evaluate and reassess (i) the adequacy of and the Committee's compliance with this Charter and submit any recommended changes to the Board for its consideration, and (ii) the performance of the Committee.

21. *General Reporting.* The Committee should report regularly to the Board following its meetings and review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, or the performance and independence of the independent auditor.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.