

BBB FOODS INC.

AUDIT COMMITTEE CHARTER

(Effective as of February 8, 2024)

Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of BBB Foods Inc. (the “**Company**”) is to assist the Board in fulfilling its oversight and monitoring responsibilities relating to:

- the Company’s accounting and financial reporting processes and internal controls, including audits and the quality and integrity of the Company’s financial statements;
- the qualifications, independence and performance of the Company’s independent auditors (the “**Independent Auditors**”);
- risk assessment and management;
- approving related person transactions (as defined under the Commission Rules (as defined below)); and
- compliance by the Company with legal and regulatory requirements, including those applicable to financial statements and accounting and financial reporting processes.

This charter (the “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. The function of the Committee primarily is one of oversight and monitoring. Although the Committee has the responsibilities and powers set forth in this Charter, it is not the Committee’s duty to plan or conduct audits or to determine that the Company’s financial statements are complete, accurate and in accordance with International Financial Reporting Standards as issued by the International Accounting Standard Board. Instead, those are responsibilities of the Company’s management and the Independent Auditors.

Membership

Size and Appointment

The Committee will consist of three or more members of the Board, with the exact number determined by the Board. All members of the Committee will be appointed by the Board and will serve at the Board’s discretion. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

Qualifications

Members of the Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations (the “**Commission Rules**”) of the U.S. Securities and Exchange Commission (the “**Commission**”) or the rules and regulations of the securities exchange on which the Company’s securities are listed (the “**Exchange Rules**”), or such other qualifications as may be established by the Board from time to time:

- Each member of the Committee must meet the independence requirements of the Commission and of the Exchange Rules, including Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), subject to an election by the Company to rely upon any exemptions available to foreign private issuers and/or the transition periods applicable to newly public companies;
- Each member of the Committee must be able to read and understand financial statements and otherwise must comply with all financial-literacy requirements of the securities exchange on which the Company’s securities are listed;
- No member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
- At least one Committee member will have past employment or management experience in finance or accounting, professional certification in accounting or any other comparable experience or background resulting in similar financial sophistication, as determined by the Board and as required by the Exchange Rules. In addition, at least one Committee member must qualify as an “audit committee financial expert” as defined in the Commission Rules.

Notwithstanding the foregoing, the Company may avail itself of any applicable phase-in rules or interpretations available to newly-listed companies in connection with an initial public offering.

Chairperson

The Board may appoint a member of the Committee to serve as the chairperson of the Committee (“**Chair**”). If the Board does not appoint a Chair, the Committee members shall designate a Chair by majority vote. The Chair will set the agenda for, preside over and conduct the proceedings of Committee meetings.

Simultaneous Service on Other Audit Committees

The Board considers it necessary to impose a limit on the number of public company audit committees that members of the Committee may serve on simultaneously. Each member of the Committee shall not simultaneously serve on more than three public company audit committees, including the Company, unless the Board determines that such simultaneous service would not impair the ability of such members to effectively serve on the Committee. Each

member of the Committee should inform the Board of any other public company audit committees on which such member serves.

Responsibilities and Duties

The principal responsibilities and duties of the Committee are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations, as the Board may request or prescribe, or as the Committee deems necessary or appropriate consistent with its purpose. Notwithstanding the foregoing or anything to the contrary set forth herein, the Committee shall have the responsibilities and otherwise comply with the applicable standards set forth in Rule 10A-3(b) of the Exchange Act.

Financial Statements and Disclosures

The Committee will:

1. Review, and discuss with management and the Independent Auditors prior to distribution to the public, the Company's quarterly and annual financial results, earnings press releases and other public announcements regarding the Company's financial position and operating results.
2. Review and discuss the following with management and the Independent Auditors, as applicable:
 - the Company's annual audited and periodic unaudited financial statements and annual reports on Form 20-F (or equivalent), and recommend to the Board whether the annual financial statements should be included in the Company's annual report on Form 20-F (or equivalent);
 - the results of the Independent Auditors' audit or review of the financial statements;
 - any items required to be communicated by the Independent Auditors in accordance with the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB");
 - any problems or difficulties encountered by the Independent Auditors in the course of the review or audit work, including any restrictions on the scope of its activities or on access to requested information, and any significant disagreements with management and management's responses to such matters; and
 - any significant issues, events and transactions, as well as any significant changes regarding accounting principles, practices, policies, judgments or estimates.

Internal Controls

With respect to the Company's internal controls, the Committee will:

1. Review and discuss with the Company's management and the Independent Auditors, and provide oversight over, the design, implementation, adequacy and effectiveness of the Company's accounting and financial processes, and systems of internal controls and material changes in such controls, including any significant deficiencies and material weaknesses in their design or operation.
2. Review any allegations of fraud that are disclosed to the Committee involving management or any employee of the Company with a significant role in the Company's accounting and financial reporting process and systems of internal controls.
3. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports.
4. Periodically consult with the Independent Auditors out of the presence of the Company's management about internal controls, the fullness and accuracy of the Company's financial statements and any other matters that the Committee or the Independent Auditors believe should be discussed privately with the Committee.
5. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Oversee the review of any such complaints and submissions that have been received, including the current status and the resolution, if one has been reached.
6. Obtain from the Independent Auditors assurance that Section 10A(b) of the Exchange Act has not been implicated.

Independent Auditors

With respect to the Company's Independent Auditors, the Committee will:

1. Be directly responsible for the selection, appointment, discharge, compensation, retention and oversight of the work of the Independent Auditors and any other independent registered public accounting firm engaged for the purpose of preparing and issuing an audit report or performing other audit-related services for the Company. The Independent Auditors will report directly to the Committee.
2. Review and discuss with the Independent Auditors and management (a) any significant audit problems or difficulties, including difficulties encountered by the Independent Auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (b) any significant disagreements between management and the Independent Auditors and (c) management's response to these problems, difficulties or disagreements.

3. Review the qualifications, performance and continuing independence of the Independent Auditors, including:

- obtaining and reviewing, on an annual basis, a letter from the Independent Auditors describing (a) all relationships between the Independent Auditors and the Company required to be disclosed by applicable requirements of the PCAOB, (b) the Independent Auditor's internal quality control procedures and (c) any material issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities;
- reviewing and discussing with the Independent Auditors relationships or services (including permissible non-audit services) that may affect their objectivity and independence;
- overseeing the rotation of the Independent Auditors' lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law; and
- taking such other appropriate actions as may be required or desirable by the Committee to oversee the independence of the Independent Auditors.

4. Consider and assess the desirability of developing hiring policies for the Company's hiring of employees or former employees of the Independent Auditors, to avoid any conflict of interest, actual or apparent, or other prohibition under any applicable laws, regulations or listing exchange standards.

5. Review the Independent Auditors' annual audit plan, scope of audit activities and staffing.

6. Approve the fees and other compensation to be paid to the Independent Auditors (or other independent registered public accounting firms) and pre-approve all audit and non-audit related services provided by the Independent Auditors (or other independent registered public accounting firms) permitted by the Exchange Rules, Commission Rules and applicable law or regulation. The Committee may establish pre-approval policies and procedures, as permitted by the Exchange Rules, Commission Rules and applicable law, for the engagement of the Independent Auditors (or other independent registered public accounting firms) to render services to the Company including, without limitation, policies that would allow the delegation of pre-approval authority to one or more members of the Committee.

7. Review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding:

- critical accounting policies, estimates and practices used;

- alternative treatments of financial information within the applicable accounting principles that have been discussed with management, the ramifications of those alternatives and the treatment preferred by the Independent Auditors;
- any material written communications between the Independent Auditors and the Company's management; and
- any matters required to be communicated to the Committee under generally accepted auditing standards, PCAOB auditing standards and other legal or regulatory requirements.

Risk Oversight and Compliance

The Committee will:

1. Review with management the Company's major financial risks and enterprise exposures and the steps management has taken to monitor or mitigate such risks and exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.
2. Review with management the Company's cybersecurity and other information technology risks, controls and procedures, including the Company's plans to mitigate cybersecurity risks and respond to data breaches.
3. Review with management the Company's risk exposures in other areas, as the Committee deems necessary or appropriate from time to time.
4. Review with management the Company's (a) programs for promoting and monitoring compliance with applicable legal and regulatory requirements and (b) major legal and regulatory compliance risk exposures and the steps management has taken to monitor or mitigate such exposures.
5. Review the status of any significant legal and regulatory matters and any material reports or inquiries received from regulators or government agencies that reasonably could be expected to have a significant impact on the Company's financial statements.

Related Person Transactions

The Committee will serve as the approval authority under the Company's Related Party Transaction Policy. The Committee will establish and periodically review policies and procedures for the review, approval and ratification of "related person transactions" as such term is defined in Item 7.B. of Form 20-F, review and approve related person transactions, and oversee relevant related party transactions governed by applicable accounting standards, including discussing with the Independent Auditors their evaluation of the Company's identification of, accounting for, and disclosure of any such related party transactions as set forth under PCAOB standards.

Studies and Advisors

The Committee, in discharging its oversight role, has the authority and right to study or investigate any matter of interest or concern that the Committee deems appropriate. In connection with any such study or investigation the Committee shall have full access to all books, records, facilities and personnel of the Company. Further, the Committee may, at the Company's expense, retain consultants, accountants, legal counsel, experts and other advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations, and shall have direct oversight of the work performed by such advisors and the right to terminate their services. The Committee will have the sole authority to approve the fees, expenses and other retention terms of such advisors; provided that the Committee shall obtain Board approval prior to incurring fees or expenses that will or are expected to exceed in any fiscal year, individually or in the aggregate, a threshold amount to be established by the Board.

Subject to the proviso of the immediately preceding paragraph, the Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any consultants, accountants, legal counsel, experts and other advisors retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

Meetings and Actions without a Meeting

Meetings of the Committee will be held from time to time, as determined by the Committee, and at least once each quarter. A quorum of the Committee for the transaction of business will be a majority of its members.

The Committee also may act by unanimous written consent in lieu of a meeting.

Minutes and Reports

The Committee will maintain written minutes of its meetings and copies of its actions by written consent at the registered office of the Company. The Committee will regularly report to the Board on its activities, and at least once each year with respect to the Committee's activities and recommendations, including 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 Company's independent auditor. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

The Committee will meet periodically the Independent Auditors in separate executive sessions. Each regularly scheduled meeting of the Committee should conclude with an executive session of the Committee absent members of management.

Delegation of Authority

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules, the Commission Rules and the articles of association of the Company, form and delegate, either exclusively or non-exclusively, authority to subcommittees. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee.

Review of Committee Composition, Performance and Charter

The Committee will evaluate on an annual basis the Committee's composition and performance. The Committee also will review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines appropriate.

Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members, as determined by the Company's board of directors in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.