

COMPENSATION COMMITTEE CHARTER

(Effective as of February 8, 2024)

Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of BBB Foods Inc. (the “**Company**”) is to assist the Board with respect to certain compensation matters, including:

- evaluating, recommending, reviewing and approving, subject to ratification by the Board, the Company’s executive officer compensation arrangements (both salary and bonus), plans, policies and programs maintained by the Company;
- evaluating, recommending and reviewing any equity incentive awards issued to any Company executive officers and directors that may be made under any Company equity-based compensation plan adopted by the Board; and
- such other matters relating to executive compensation that the Board may request from the Committee from time to time.

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. For the avoidance of doubt, any action that may or is to be taken by the Committee may, to the extent permitted by law or regulation, be taken directly by the Board in lieu of Committee action.

Membership

Size and Appointment

The Committee will consist of three or more members of the Board, with the exact number determined from time to time 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

Each member 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 are 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.

- Each member of the Committee must be free from any relationship that, in the opinion of the Board and the Committee, would interfere with the exercise of independent judgment as a Committee member.
- Each member of the Committee must meet any other requirements imposed by the Commission Rules, subject to any applicable exemptions and transition provisions.

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.

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.

The Committee will:

1. *Compensation Plans and Policies.* The Committee will approve and recommend to the Board for its approval a Compensation Policy as well as approve and recommend to the Board for its approval other compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable, including a clawback policy (as contemplated pursuant to Rule 10D-1 under the Securities and Exchange Act of 1934, as amended, which directs national securities exchanges to establish listing standards for purposes of complying with Rule 10D-1) (all such plans and policies collectively, the “**Compensation Plans and Policies**”) and oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate.

2. *CEO and Other Executive Officer Compensation.* The Committee will establish annual goals and objectives for the Company’s Chief Executive Officer, which will be reviewed at least annually and assist the Board in discharging its responsibilities relating to (i) the compensation of the Company’s Chief Executive Officer and (ii) the overall senior executive compensation programs. The Chief Executive Officer will present recommendations and provide input but will not participate or be present during voting on his or her compensation. The Chief Executive Officer shall be responsible for allocation of compensation among senior executive officers, subject to the overall compensation programs.

3. *Director Compensation.* The Committee will periodically review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will administer the Company's equity-based compensation plans, if any, including without limitation to approve the adoption of such plans, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.

5. *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.

Access to information

The Committee shall have full access to the Company's books, records, facilities, and personnel, as needed.

Studies and Advisors

The Committee has the authority and right, at the Company's expense, to 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 may select, or receive advice from, a compensation consultant, legal counsel, or other adviser only after taking into consideration the factors prescribed by Exchange Rules. 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.

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.