

**WESTROCK COFFEE COMPANY**  
**CORPORATE GOVERNANCE GUIDELINES**

Effective as of August 6, 2025

Good governance, ethical conduct, accountability and transparency are essential to the success of a public company. The Board of Directors (the “Board”) must be comprised of qualified individuals and structured in a way that promotes accountability and ensures that the interests of the Directors and management are aligned with stockholder interests. To promote these goals and to ensure proper functioning of the Board and its committees, the Board of Westrock Coffee Company (the “Company”) has adopted the following governance principles.

**1. Director Qualifications and Board Composition**

**Independence and Qualifications.** The Board will be comprised of a majority of members who will meet the independence requirements of The Nasdaq Stock Market (“Nasdaq”). The Nominating & Corporate Governance Committee of the Board is responsible for reviewing the qualifications and independence 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’ qualifications as independent, as required by Nasdaq, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. Nominees for Directorship will be recommended to the Board by the Nominating & Corporate Governance Committee in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Board itself by the Chairperson of the Nominating & Corporate Governance Committee or by the Chairperson of the Board.

**Size of the Board.** The size and composition of the Board will be determined from time to time by the Board, as set forth in and in accordance with the Certificate of Incorporation of the Company (as amended from time to time, the “Certificate of Incorporation”) and the By-laws of the Company (as amended from time to time, the “By-Laws”).

**Change of Status.** The Board does not believe that Directors who retire or change jobs should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating & Corporate Governance Committee, to review the continued appropriateness of such Director’s Board membership under these circumstances. Accordingly, in the event any Director has a principal job change or other similarly significant change in professional occupation or association, including retirement, such Director shall promptly inform the Board. The Nominating & Corporate Governance Committee shall review such job change and, after consideration of the continued appropriateness of such Director’s Board membership under the new circumstances, determine whether to recommend that the Board request that such Director tender his or her resignation. If the Board agrees with the Nominating & Corporate Governance Committee’s recommendation that such Director should resign, the Board expects that such Director will promptly tender his or her resignation.

**Other Directorships.** Directors should advise the Chairperson of the Board and the Chairperson of the Nominating & Corporate Governance Committee in advance of accepting an invitation to serve on a public company board. There should be an opportunity for the Board, through the

Nominating & Corporate Governance Committee, to review the Director's availability to fulfill his or her responsibilities as a Director if he or she serves on more than two other public company boards.

**Term Limits.** The Board does not plan to establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they carry the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, to provide an increasing contribution to the Board and the Company. As an alternative to term limits, the Nominating & Corporate Governance Committee will review each Director's continuation on the Board every three years. This will allow each Director the opportunity to confirm his or her desire to continue as a member of the Board.

**Chairperson of the Board.** The Company has no fixed policy with respect to the separation of the offices of Chairperson of the Board and the Chief Executive Officer. The Board believes that this issue is part of the succession planning process, and that it is in the best interests of the Company for the Board to make this determination from time to time when selecting a Chief Executive Officer and/or Chairperson of the Board. The Company may also have a Vice Chairman of the Board, with such responsibilities as may be assigned from time to time by the Board.

**Lead Director.** When the position of Chairperson of the Board is not held by an Independent Director, the Independent Directors shall appoint an Independent Director to serve as the Lead Director (the "Lead Director"). The Lead Director will coordinate the activities of the Independent Directors and have the specific responsibilities outlined below.

**Stockholder Recommendations of Director Candidates.** The Nominating & Corporate Governance Committee will consider director candidates recommended by stockholders. To qualify for consideration, stockholder recommendations must be submitted by mail addressed to the Nominating & Corporate Governance Committee, c/o the Company's Corporate Secretary, 4009 N. Rodney Parham Rd., 4<sup>th</sup> Floor, Little Rock, Arkansas 72212, and received by the Corporate Secretary no later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the preceding year's annual meeting. The Nominating & Corporate Governance Committee evaluates stockholder recommendations in the same manner as it evaluates director candidates recommended by other sources.

## **2. Director Responsibilities**

**Business Judgment; Indemnification.** The basic responsibility of the Directors is to exercise their business judgment in good faith to act in what they reasonably believe to be the best interests of the Company. In discharging that obligation, Directors shall 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. The Directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Certificate of Incorporation, By-Laws and any indemnification agreements, and to exculpation as provided by state law and the Certificate of Incorporation.

**Meetings.** There shall be at least four (4) regularly scheduled meetings of the Board each year, in person or telephonically. The Board will hold additional meetings as needed. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting will generally be distributed in writing to the Directors before the meeting, and Directors should review these materials in advance of the meeting.

**Matters to be Considered.** The Chairperson will establish the agenda for each Board meeting. At the beginning of the year, the Chairperson will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board believes that certain continuing oversight responsibilities should have priority on the agenda, taking into account the overall focus of preserving and increasing stockholder value, including review of Company strategy and performance, management oversight, ethical business practices and legal compliance, accounting and financial controls, financial structure, preservation of assets, and Board effectiveness.

**Lead Director.** The duties and responsibilities of the Lead Director (if appointed) include: (i) serving as a liaison, and facilitating communication, between the Chairperson of the Board and the Independent Directors; (ii) organizing, convening and presiding over executive sessions of the Independent Directors; (iii) presiding at all meetings of the Board at which the Chairperson of the Board is not present; (iv) providing input on meeting schedules and agendas proposed by the Chairperson and Chief Executive Officer and the information to be provided to the directors in conjunction with each meeting; (v) serving as an advisor to the Board committees, chairs of the Board committees and other Directors; (vi) if requested by major stockholders, ensuring that he or she is available for consultation and direct communication; (vii) calling meetings of the Board if deemed advisable by the Lead Director; and (viii) such other duties and responsibilities as assigned from time to time by the Independent Directors.

**Meetings of Outside Directors.** The non-management Directors will meet periodically in executive session. If the non-management Directors include any Directors who are not "independent" pursuant to the Board's standards for determining independence, at least one executive session will include only independent Directors. The Chairperson (or, if the position of Chairperson is held by the Chief Executive Officer or a director who is not "independent" pursuant to the Board's standards for determining independence, as applicable, the Lead Director) will preside over executive sessions.

**Communications.** The Board believes that the management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members will do this only with knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

**Stockholder Communication With the Board.** Stockholders may communicate with the Board or individual Directors by submitting written correspondence to the Chief Legal Officer at the

Company's headquarters. The Chief Legal Officer may facilitate or direct such communications with the Board or individual Directors by reviewing, sorting, and summarizing such communications. All such communications will be referred to the Board or individual Directors for consideration unless the Board instructs the Chief Legal Officer otherwise.

**Other Responsibilities.** Directors are expected to maintain the confidentiality of the proceedings and deliberations of the Board and its committees. Directors are expected to remain sufficiently familiar with the business of the Company to facilitate active and effective participation in the deliberations of the Board and committees on which they sit. Any Director who determines that he or she may have a potential conflict of interest shall promptly notify the Board of that fact. Any Director who is involved in a situation that is reasonably likely to be detrimental to the Company's reputation shall communicate the circumstances to the Board and shall offer to resign. Each Director is required to be the beneficial owner of shares of the Company in an amount determined by the Board.

**Independent Advisors.** The Board shall have the power to hire at the expense of the Company independent legal, financial or other advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

### **3. Board Committees**

**Committees and Members.** The Board will have at all times an Audit & Finance Committee and, to the extent required by the rules of Nasdaq, a Compensation Committee and a Nominating & Corporate Governance Committee. Additionally, as deemed necessary or appropriate by the Board, the Board shall also have an Executive Committee. The members of each of the committees of the Board will meet the qualifications for membership on such committees as set forth in the charter for such committees and as may be required under any laws, rules or regulations, including stock exchange regulations, applicable to the Company. In general, committee members will be appointed by the Board with consideration of the desires and preferences of individual Directors. Due consideration will be given to rotating committee members periodically, but rotation will not be mandated as a policy and the emphasis will instead be placed on expertise, past performance and Director preference.

**Committee Charters.** Each committee will have its own charter. The charters will set forth the purposes, goals, responsibilities and authority (consistent with any applicable By-laws or resolutions of the Board) of the committees, as well as certain specific qualifications for committee membership and procedures for committee member appointment; in addition, the charters will address committee reporting to the Board.

**Committee Meetings.** The chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all Directors.

**Additional Committees.** The Board may, from time to time, establish or maintain additional committees as necessary or appropriate, without consulting or obtaining the approval of any officer of the Company in advance.

**Dual Committees.** When deemed necessary or appropriate, a Board committee of the Company may perform the same services within the scope of its authority for any of the Company's subsidiaries that do not then have such a committee of its own. Committees acting in such dual capacities may meet simultaneously as committees of the Company and of the relevant subsidiary, though they should hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions or other matters where the Company and the relevant subsidiary may have different interests. In addition, any such committee should consult with internal or outside counsel if, in the opinion of the committee, any matter under consideration by the committee has the potential for any conflict between the interests of the Company and those of the subsidiary in order to ensure that appropriate procedures are established for addressing any such potential conflict.

#### **4. Director Access to Officers and Employees**

**Full Access.** Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the Chief Executive Officer or the Chief Legal Officer 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 and will copy, to the extent not inappropriate, the Chief Executive Officer on any written communications between a Director and an officer or employee of the Company.

**Non-Director Attendance at Board Meetings.** The Board welcomes regular attendance at each Board meeting of any board observers and the appropriate representatives of senior management of the Company, as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of board observers or management representatives. If the Chief Executive Officer wishes to have additional Company personnel attendees on a regular basis, this suggestion should be brought to the Board for consideration. The Board Chairperson may also have a representative attend Board meetings and committee meetings as an observer.

**Board Observer.** Subject to applicable law and the organizational documents of the Company, any board observer shall have the rights and be subject to the obligations and limitations set forth in any applicable governance, investor rights, shareholder or other similar agreement entered into by the Company relating to the rights and obligations of such board observer.

## **5. Director Compensation**

**Form and Amount.** The form and amount of Director compensation will be determined by the Compensation Committee in accordance with its policies and principles set forth in its charter and any Nasdaq or other applicable rules, and the Compensation Committee will conduct an annual review of Director compensation. The Compensation Committee will consider if Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a Director is affiliated or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated.

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

The Board shall establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected Directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as Directors. The orientation will include presentations by senior management to familiarize new Directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics, its principal officers, and its internal and independent auditors. In addition, new members to a committee will be provided information relevant to the committee and its roles and responsibilities. All continuing Directors are also invited to attend any such orientation programs. The Board believes it is appropriate for Directors, at their discretion, to have access to educational programs related to their duties as Directors on an ongoing basis to enable them to better perform their duties and to recognize and deal appropriately with issues that arise. The Company will provide appropriate funding for these programs. In addition, Directors will receive periodic reviews of the Company's business as part of their ongoing review of the Company and its operations.

## **7. Leadership Development**

The Board will conduct an annual review of the Chief Executive Officer's and the Chief Financial Officer's performance in order to ensure that each such officer is providing the best leadership for the Company in the long- and short-term. The Compensation Committee of the Board will conduct this review, as set forth in its charter, and the Board will review the Compensation Committee's report. If the Chief Executive Officer or any other non-independent board member serves as the Chairperson of the Board, then the Lead Director will preside over the Board when it meets for this purpose.

The Board will conduct an annual review of succession planning and evaluate and nominate potential successors to the Chief Executive Officer. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Compensation Committee will have the responsibilities of the Board under this paragraph and should make an annual report to the Board on succession planning and work with the entire Board to evaluate and nominate potential successors to the Chief Executive Officer. In addition, the Board, with input from the Chief Executive Officer and other members of management as appropriate, will review

annually the Company's program for management development and succession planning for executive officers other than the Chief Executive Officer. The Board will also review succession candidates for executive officers other than the Chief Executive Officer or other senior managers as it deems appropriate.

Service by the Company's executive officers on boards and/or committees of other entities is not prohibited, but should be consistent with the Company's conflict of interest policies and subject to the prior approval of the Company's Chief Executive Officer. In addition, the Chief Executive Officer and other members of senior management must seek prior approval of the Nominating & Corporate Governance Committee before accepting outside board memberships with for-profit entities, and any such appointments shall be reported to the full Board. No executive officer may serve on more than one outside for-profit company board without first obtaining specific approval from the Board.

## **8. Annual Performance Evaluation**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating & Corporate Governance Committee will receive comments from all Directors and report annually with an assessment of the Board's performance. This assessment will be discussed by the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and especially on areas in which the Board or management believes that the Board could improve.

## **9. Amendment and Interpretation**

These Guidelines are in addition to and are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Certificate of Incorporation or By-Laws or any committee charter reviewed and approved by the Board. The Guidelines are subject to modification from time to time by the Board.

## **10. Periodic Review**

The Nominating & Corporate Governance Committee shall conduct a periodic review of these Guidelines, as well as consider other corporate governance principles that may, from time to time, merit consideration by the Board. The full Board shall approve any changes made to these Guidelines.