

WESTROCK COFFEE COMPANY
NOMINATING & CORPORATE GOVERNANCE
COMMITTEE CHARTER

Effective as of August 26, 2022

Purpose

The Nominating & Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Westrock Coffee Company (the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders; (2) to develop and recommend to the Board matters of corporate governance, including the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board and management’s performance; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than three (3) member(s).

The members of the Committee shall be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause and any vacancies will be filled through appointment by the Board.

The Board shall appoint one member of the Committee as its Chairperson.

All members of the Committee shall meet the independence requirements of the Nasdaq Stock Market (“Nasdaq”) and any other applicable laws or regulations.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than once each year. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

1. The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority (i) to retain and terminate any search firm to be used to identify diverse and qualified director candidates and (ii) to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

2. The Committee shall actively seek diverse and qualified individuals qualified to become directors for recommendation to the Board, consistent with criteria identified by the Board.
3. The Committee shall recommend the size of the Board and its committees.
4. The Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources.
5. The Committee shall recommend directors for appointment to committees of the Board.
6. The Committee shall assist the Board in determining and monitoring whether or not each director and prospective director is “independent” within the meaning of any rules and laws applicable to the Company.
7. The Committee shall monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate meeting the requirements set forth in the Company’s Corporate Governance Guidelines and by Nasdaq.
8. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
9. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board’s performance, to be discussed with the full Board following the end of each fiscal year.
10. The Committee shall annually, or more frequently as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
11. The Committee shall oversee the Company’s governance structure, corporate governance practices and shareholder rights, and review and recommend to the Board, as appropriate, proposed changes to the Company’s Certificate of Incorporation and Bylaws.
12. The Committee shall review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company’s response to such proposals.
13. The Committee shall periodically review the Company’s policies, practices and disclosures with respect to sustainability and environmental, social and governance factors.
15. The Committee shall annually review compliance with the Company’s stock ownership guidelines.
16. The Committee shall make regular reports to the Board.

17. The Committee shall review and reassess the adequacy of this Charter and the Committee's processes and procedures annually and recommend any proposed changes to the Board for approval.
18. The Committee shall annually review and provide to the Board for its approval the Company's Code of Business Ethics, in accordance with applicable law.
19. The Committee shall review and advise the Board on the Company's compliance with Nasdaq's diverse board representation requirements.
20. The Committee shall annually review its own performance.
21. The Committee may form and delegate authority to subcommittees when appropriate.
22. The Committee shall review each director's continuation on the Board every three years.