

**WESTROCK COFFEE COMPANY**  
**COMPENSATION COMMITTEE CHARTER**

Effective as of August 26, 2022

**Purposes**

The primary purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Westrock Coffee Company (the “Company”) are to:

- discharge the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer (the “CEO”) and other executive officers (collectively, including the CEO, the “Executive Officers”);
- provide oversight of the Company’s executive compensation plans, policies and programs as they affect the Executive Officers;
- review, assess, and make reports and recommendations to the Board as appropriate on succession planning with respect to the Executive Officers; and
- assist with Board oversight of the Company’s culture and strategies relating to human capital management.

This charter (this “Charter”) sets forth the authority and responsibilities of the Committee in fulfilling its purpose.

**Membership**

The Committee will consist of no fewer than three (3) members, with the exact number determined by the Board.

The members of the Committee will be appointed annually by the Board on the recommendation of the Nominating & Governance Committee and will serve at the Board’s discretion. Committee members may be replaced or 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 on the recommendation of the Nominating & Governance Committee. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of such director from the Committee.

The Board will appoint one member of the Committee as its Chairperson (the “Committee Chair”).

All members of the Committee will meet the independence requirements of the listing standards of the securities exchange on which the Company’s securities are listed and any other applicable laws, rules or regulations (including the rules and regulations of the U.S. Securities and Exchange Commission) or other qualifications as are established by the Board from time to time.

At least two members of the Committee will also qualify as a “non-employee” director within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

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

### **Meetings and Actions Without a Meeting**

The Committee will meet as often as it determines necessary to carry out its responsibilities. The Committee Chair will preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company’s Bylaws.

### **Authority and Responsibilities**

The principal responsibilities of the Committee are set forth below. The Committee may perform such other functions as are consistent with its purpose and applicable laws, rules and regulations and as the Board may request or as the Committee deems necessary or appropriate.

The Committee will:

### ***Compensation and Benefit Programs***

1. Periodically review and approve the Company’s compensation strategy and practices and set performance criteria with respect to the Executive Officers to ensure that the Company’s executive compensation programs are appropriately competitive, supporting organizational objectives and stockholder interests and emphasizing pay-for-performance linkage.
2. Annually review and approve corporate goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s overall compensation levels based on this evaluation. In determining the long-term incentive component of the CEO’s compensation, the Committee may consider any number of factors, including the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years. The CEO may not be present during voting or deliberations on his or her own compensation.
3. At least annually review and approve (and, if desired, make recommendations to the Board for approval of) the compensation of the Executive Officers, including annual base salaries, short and long-term (including cash-based and equity-based) incentive awards and opportunities, and perquisites or other personal benefits, except to the extent such benefit policies or programs apply to Company employees generally.
4. Periodically and as and when appropriate, review and approve the following as they affect the Executive Officers:

- (a) any employment and severance arrangements;
  - (b) any change in control agreements and change in control provisions affecting any elements of compensation and benefits; and
  - (c) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
5. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any equity-based plan or other compensation plan.

#### ***Compliance and Governance***

6. Review and discuss with management the Compensation Discussion and Analysis required to be included in the Company's proxy statement and annual report on Form 10-K and prepare the annual Compensation Committee Report for inclusion in the Company's proxy statement.
7. Consider the results of advisory votes on executive compensation and the frequency of such votes.

#### ***Management Development and Culture***

8. Review annually with the Board an evaluation of the performance of the CEO and other Executive Officers.
9. Periodically review and discuss with the Board and, as the Committee deems appropriate, the Nominating and Corporate Governance Committee, the corporate succession plan for Executive Officers. Periodically review a written talent management program that provides for development, recruitment, and succession of Executive Officers, review diversity programs, and make recommendations to the Board regarding Executive Officers.
10. Review and assess reports from management and make reports and recommendations to the Board as appropriate, on the Company's culture and strategies relating to human capital management, including talent development, performance against talent and diversity goals, significant conduct issues, and any related employee actions (including, but not limited to, compensation actions), in each case, at the highest management levels.

#### ***Assessment***

11. At least annually, review and evaluate the performance of the Committee.
12. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **Advisors**

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, outside legal counsel, or other advisors. The Committee will have sole authority to approve the advisor's fees (the expense of which will be borne by the Company) and other terms and conditions of the advisor's retention.

To the extent required by the rules of the securities exchange on which the Company's securities are listed, the Committee will conduct an independence assessment, taking into consideration the factors set forth in such rules and any other factors the Committee deems relevant to the advisor's independence from management, prior to selecting or receiving advice from such advisor.

## **Meetings and Reports**

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will file such minutes and copies of written consents with the minutes of the meetings of the Board.

The Committee will report periodically to the Board, generally at the next regularly scheduled Board meeting following a Committee meeting, on actions taken and significant matters reviewed by the Committee.

## **Delegation of Authority**

The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules and regulations, form and delegate authority to subcommittees consisting of one or more members when appropriate.

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