

**FARMER BROS. CO.**  
**AUDIT COMMITTEE CHARTER**

**(as adopted by the Board of Directors on November 5, 2024)**

**Purpose**

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Farmer Bros. Co. (the “Company”) is established for the principal purposes of overseeing on behalf of the Board the accounting and financial reporting processes of the Company and the audit of its financial statements. The Committee is established to assist the Board in overseeing: (i) the integrity of the Company’s financial statements; (ii) the independent auditor’s qualifications, independence and performance; (iii) the Company’s internal audit function; (iv) the Company’s internal control over financial reporting; and (v) the Company’s framework and guidelines with respect to financial risk assessment and financial risk management.

**Organization, Membership and Meetings**

1. The Committee shall be composed of at least three directors, all of whom shall meet the independence, expertise and other qualification standards required by the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the “Exchange Act”), the Securities and Exchange Commission (“SEC”) and the Nasdaq Stock Market, subject to the exceptions provided therein.

2. Members of the Committee shall be appointed by the Board. Members of the Committee shall continue to be Committee members until their successors are appointed and qualified or until their earlier retirement, resignation or removal. Any member may be removed, with or without cause, by the approval of a majority of the independent directors then serving on the full Board. The Board may fill any vacancies on the Committee by a majority vote of the directors then in office.

3. The Committee shall meet at least quarterly, with the authority to convene additional meetings as necessary to carry out its responsibilities under this Charter, at such times, places and by such means as the Chair of the Committee may determine. The Committee may invite members of management, the internal audit staff, independent auditors, legal counsel or others to attend meetings and to provide relevant information.

4. The Committee may form and delegate authority to subcommittees when appropriate.

5. The Board shall designate a Committee member as the Chair of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as Chair by a majority vote of the authorized number of Committee members. The Chair of the Committee shall preside at all Committee meetings and set the agenda for any meeting in consultation with other members of the Committee, as appropriate. At all meetings of the Committee, a majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Committee present at a meeting at which a quorum is in attendance shall be the act of the Committee. The Committee may adopt additional rules of procedure, but when a matter of procedure is not addressed by Committee rules, the procedure specified by the Company’s Bylaws shall be followed. The Committee may also act by unanimous written consent as the Committee may decide.

6. In carrying out its duties and responsibilities, the Committee also has the authority to meet with and seek any information it requires from employees, officers, directors, or external parties.

## **Committee Authority, Responsibilities and Duties**

The Committee shall have the following authority, responsibilities and duties:

### ***Independent Auditor Oversight***

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of any independent auditor engaged by the Company (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Discuss with the independent auditor any significant issues that the independent auditor discussed with management in connection with such appointment or retention. The independent auditor will report directly to the Committee.

2. Discuss with the independent auditor the matters required to be discussed under the standards of the Public Company Accounting Oversight Board (“PCAOB”) including: (i) the independent auditor’s responsibilities under generally accepted auditing standards, (ii) the scope and timing of the audit plan, including the independent auditor’s review of internal control over financial reporting, (iii) significant risks identified by the outside auditor during its risk assessment procedures and (iv) overall audit strategy.

3. Approve in advance the engagement of the independent auditor for all audit services and non-audit services (other than the de minimis exceptions permitted by the Exchange Act) and approve the fees and other terms of any such engagement. The term “non-audit services” means any professional services provided to the Company by the independent auditor, other than those provided to the Company in connection with an audit or a review of the financial statements of the Company. The Committee may establish pre-approval policies and procedures for particular services of which it is informed, and may delegate pre-approval authority for audit and non-audit services to the Chair, subject to such limitations and conditions as the Committee may require. All actions taken by the Chair pursuant to a grant of pre-approval authority shall be reported to the full Committee at its next meeting.

4. Obtain and review annually a formal written statement from the independent auditor delineating all relationships between the auditor and the Company, actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor, including the provision of permissible non-audit services, and take, or recommend that the full Board take, appropriate action to oversee the independence of the auditor.

5. Evaluate annually the qualifications, performance and independence of the independent auditor, including a review and evaluation of the lead (or coordinating) audit partner (or other audit partner having primary responsibility for the audit), taking into account the opinions of management and the Company’s internal audit staff.

### ***Internal Audit***

1. Review the performance and effectiveness of the Company’s internal audit function including the objectives, responsibilities, compliance with internal auditing standards and qualifications of the Company’s internal audit staff. The Company’s internal audit function shall provide management and the Committee with ongoing assessments of the Company’s risk management processes and system of internal control. The head of the Company’s internal audit function shall report directly to the Committee.

2. Discuss the responsibilities, budget and staffing of the Company’s internal audit function. Review and concur in the appointment, replacement or dismissal of the head of the internal audit function.

Review the performance of the head of the internal audit function and concur with any changes in such person's annual compensation.

3. Review and approve the annual internal audit plan, including the scope and procedures to be used for the year. Review the progress made with respect to executing the approved internal audit plan as well as any modifications to the plan during the year. Review significant issues and significant, unsatisfactory audit findings identified by the internal audit staff and management's response and follow-up to such issues.

4. Annually, review and approve changes (if any) to the internal audit charter.

### ***Financial Information Oversight***

1. Meet with management and the independent auditor to review and discuss the Company's annual financial statements and quarterly financial statements and financial press releases prior to the Company's Form 10-K and Form 10-Q filings or release of earnings, including the Company's disclosures relating to internal control over financial reporting, as well as Company-specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

2. Obtain a report from the independent auditor regarding the following: (i) all critical accounting policies and practices; (ii) all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and management, including but not limited to, the management letter and schedule of unadjusted differences.

3. Recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K for filing with the SEC.

### ***Internal Control Over Financial Reporting Oversight***

1. Review and discuss annually with management, the internal audit staff and the independent auditor the adequacy and effectiveness of the Company's internal control over financial reporting.

2. Review annually with the independent auditor the attestation to, and report on, the assessment of controls made by management.

3. Consider whether any changes to the internal control over financial reporting or disclosure controls and procedures are appropriate in light of management's assessment or the independent auditor's report.

4. Review with the principal executive and financial officers of the Company and the independent auditor:

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information.

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

### ***Legal Compliance and Ethics Oversight***

1. To the extent required by SEC rules, adopt policies and procedures for the review, approval and ratification of related person transactions. Review all such related person transactions in accordance with such policies and procedures and, upon completion of such review, either approve or disapprove (with referral to the Company's Board) each such related person transaction. Discuss with the independent auditor its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related persons as set forth under the standards of the PCAOB.

2. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

3. Oversee, review and periodically update the Company's Code of Conduct and Ethics and the Company's system to monitor compliance with and enforcement of this code.

### ***Other Matters Oversight***

1. Discuss with management the Company's significant financial risks or exposures and assess the steps management has taken to monitor and control such risks or exposures. Discuss with management the process by which risk monitoring, assessment and management is undertaken and handled.

2. Prepare the Committee's report required by SEC rules to be included in the Company's annual proxy statement.

3. Review and reassess this Charter's adequacy at least annually and propose changes to this Charter to the Board for its approval as necessary.

4. Review its performance, at least annually, for purposes of self-evaluation and to encourage the continuing improvement of the Committee in the execution of its responsibilities.

### ***General and Resources***

1. Engage and determine funding for independent counsel and other advisors as the Committee deems necessary to carry out its duties.

2. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; compensation to any advisors employed by the Committee; and ordinary administrative expenses of the Committee that the Committee deems necessary or appropriate in carrying out its duties.

3. Perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

### ***Reporting Responsibilities***

The Committee shall report to the Board periodically as required by the nature of its duties on its activities and shall make recommendations to the Board as the Committee decides are appropriate.