

FARMER BROS. CO.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Farmer Bros. Co. (the “Company”) is established for the principal purposes of identifying individuals qualified to become Board members and members of Board committees, recommending to the Board director nominees for the next annual meeting of stockholders or for appointment to vacancies on the Board, and recommending to the Board nominees for each committee of the Board. This Charter specifies the scope of authority and responsibility of the Committee.

Organization, Membership and Meetings

1. The Committee shall be comprised of at least three directors who 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 Securities and Exchange Commission (“SEC”) and the Nasdaq Stock Market, subject to the exceptions 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 as frequently 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, 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.

Committee Authority, Responsibilities and Duties

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

1. Coordinate annual CEO performance evaluation and communicate the results to the Board.

2. Establish criteria for membership on the Board (including criteria for consideration of candidates recommended by the Company's stockholders).

3. Based on the qualifications set forth in the Corporate Governance Guidelines, identify qualified individuals for Board membership; recommend to the Board nominees to stand for election at the annual meeting of stockholders, including consideration of recommendations from stockholders; recommend to the Board director nominees to fill vacancies on the Board as any such vacancies shall arise.

4. Evaluate (including with respect to satisfaction of applicable independence requirements) qualifications for service on Board committees; recommend to the Board membership on Board committees (including chair) and nominees to fill vacancies on Board committees as any such vacancies shall arise.

5. Evaluate and recommend to the Board for its approval any changes regarding the size of the Board.

6. Review and reassess the adequacy of the Charter and the Corporate Governance Guidelines at least annually and propose changes to the Board for its approval as necessary.

7. Engage, terminate the engagement of, and pay the fees and expenses of search firms, consulting firms, independent counsel, advisors and experts deemed necessary, as determined by the Committee. The fees and expenses of these search firms, consulting firms, counsel, advisors and experts shall be paid by the Company, and the Company shall provide all other funding necessary for the Committee to perform its functions and responsibilities.

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