

Committees of the Board of Directors

Audit Committee. The Audit Committee is to oversee and monitor our financial reporting process and internal control system, review and evaluate the audit performed by our outside auditors and report to the Board of Directors any substantive issues found during the audit. The Audit Committee is directly responsible for the appointment, compensation and oversight of the work of our independent auditors. The Audit Committee will also review and approve all transactions with affiliated parties. The Board of Directors will adopt a written charter for the Audit Committee. All members of the Audit Committee will be independent directors as defined under The American Stock Exchange listing standards. Directors DeCapua, Knepper, and Williams are members of the Audit Committee.

Compensation Committee. The Compensation Committee will provide advice and make recommendations to the Board of Directors in the areas of employee salaries and benefit programs. The Committee will also review the compensation of the President and Chief Executive Officer of Coffee Holding and will make recommendations in that regard to the Board of Directors as a whole. All members of the Compensation Committee will be independent directors as defined under The American Stock Exchange listing standards. Directors Knepper, Rotelli and Williams serve as members of the Compensation Committee.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will meet to recommend the nomination of Directors to the full Board of Directors to fill the terms for the upcoming year or to fill vacancies during a term. The Nominating and Corporate Governance Committee will consider recommendations from stockholders if submitted in a timely manner in accordance with the procedures established in the Bylaws and will apply the same criteria to all persons being considered. All members of the Nominating and Corporate Governance Committee will be independent directors as defined under The American Stock Exchange listing standards. Directors DeCapua, Rotelli and Williams serve as members of the Nominating and Corporate Governance Committee. It will be the policy of the Nominating and Corporate Governance Committee to select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholder. Stockholder nominees will be analyzed by the Nominating and Corporate Governance Committee in the same manner as nominees are identified by the Nominating and Corporate Governance Committee.