

COFFEE HOLDING CO., INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Coffee Holding Co., Inc. (the “Company”) has been established to identify and recommend qualified individuals to become Board members, Board committee members and officers of the Company and to oversee the corporate governance of the Company, including the development, recommendation and review of corporate governance guidelines for the Company.

II. COMPOSITION

The Committee shall consist of no fewer than three members (including a chairperson), each of whom shall meet the criteria for independence established by the rules and regulations of the Securities and Exchange Commission and the American Stock Exchange and whom the Board has affirmatively determined does not have a material relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Members of the Committee shall be appointed annually by the Board and shall serve at the pleasure of the Board. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the United States Securities and Exchange Commission or any securities exchange or market on which shares of the Company’s common stock are traded.

III. MEETINGS

The Committee shall meet at least once a year or more frequently as circumstances require. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall maintain written minutes of its meetings which shall be filed with the books and records of the Company. The Committee shall establish its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter. The Committee shall report the significant actions of the Committee to the Board, with such recommendations as the Committee deems appropriate.

IV. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

1. The Committee shall annually propose to the Board a slate of nominees for election by the shareholders and prospective director candidates in the event of the resignation, death, removal or retirement of directors or a change in Board composition requirements.
2. The Committee shall develop and periodically review criteria, to be approved by the Board, for the selection of new directors and nominees for vacancies on the Board, including procedures for reviewing potential nominees proposed by shareholders.
3. The Committee shall develop, periodically review and recommend to the Board the criteria for Board membership, including the skills, experience and other qualities required for effective functioning of the Board.
4. The Committee shall develop and periodically review criteria for the evaluation of incumbent Board members. The Committee shall evaluate the qualifications and performance of incumbent Board members and decide whether to recommend them for reelection.
5. The Committee shall conduct searches for, interview, evaluate and review the backgrounds of prospective Board member candidates.
6. The Committee shall consider and evaluate any shareholder nominees for election as director in compliance with the Company's bylaws and in accordance with the criteria approved by the Board.
7. The Committee shall recommend to the Board for its approval the slate of officers for the Company.
8. The Committee shall recommend to the Board for its approval the membership of the Board's committees.
9. The Committee shall review periodically the size and composition of the Board and recommend to the Board changes as appropriate. The Committee shall monitor the Board size and composition to ensure that a majority of directors are "independent directors" within the meaning of any laws, rules and regulations applicable to the Company.
10. The Committee may retain or terminate, in its sole discretion, any search firm to be used to identify director and executive officer candidates and to approve the search firm's fees and other retention terms. The Committee shall also have authority to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.

11. The Committee shall monitor and periodically review the Company's corporate governance guidelines and recommend to the Board changes as appropriate.
12. The Committee shall periodically review and recommend changes to the Company's bylaws and Articles of Incorporation as they relate to corporate governance issues, including any modifications and enhancements to the Company's takeover and structural defenses.