

JAMBA, INC.

**CHARTER OF THE COMPENSATION AND EXECUTIVE DEVELOPMENT COMMITTEE
OF THE BOARD OF DIRECTORS**

I. STATEMENT OF POLICY

This Charter specifies the scope of the responsibilities of the Compensation and Executive Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Jamba, Inc., a Delaware corporation (the “Company”), and how the Committee carries out those responsibilities, including the structure, processes, and membership requirements. The Committee is appointed by and shall serve on behalf of the Board. The primary function of the Committee is to assist the Board in managing compensation and development for directors and executives. The Committee’s primary duties and responsibilities are to:

- Set compensation philosophy and determine executive compensation;
- Ensure that all components of executive compensation are consistent with the Company’s compensation philosophy as in effect from time to time;
- Evaluate and make recommendations to the Board on an annual basis concerning compensation of the members of the Board; and
- Work with management to devise and execute on an executive development plan and succession planning and practices for the Company.

The Committee will primarily fulfill these responsibilities, and others as may be prescribed by the Board from time to time, by carrying out the activities enumerated in Section IV of this Charter.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of at least two directors, each of whom shall satisfy the independence requirements established by the rules of Nasdaq and applicable law, provided that if the Committee is comprised of at least three directors, one director who does not satisfy Nasdaq independence criteria may, subject to approval of the Board, serve on the Committee pursuant to, and subject to the limitations under, the “exceptional and limited circumstances” exception provided in the Nasdaq rules. In addition, no director may serve on the Committee unless he or she is both (1) a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code). A director shall not serve as a member of the Committee if any executive officer of the Company serves on the board of directors of an entity that employs that director as an executive officer.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board. Unless a chairman is elected by the Board, the members of the Committee may designate a chairman by the majority vote of the full Committee membership. If present, the Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting. The Committee may from time to time delegate duties or responsibilities to subcommittees or to one member of the Committee.

III. MEETINGS

The Committee shall meet from time to time as it deems necessary to carry out its functions. The Committee shall meet periodically in executive session without the presence of management.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. In the event that the Committee shall have more than two members and one or more members of the Committee are absent from a meeting of the Committee, the remaining members of the Committee (provided there are at least two

such members), acting unanimously, shall have the power to take any action necessary or convenient to the efficient discharge of the specific duties set forth hereinafter. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two members of the Committee. The Chief Executive Officer of the Company (the "CEO") shall be a non-voting advisor to the Committee, but shall not participate in any decisions or deliberations relating to his or her own compensation.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will also record its summaries of recommendations to the Board in written form that will be incorporated as part of the minutes of the Board meeting at which those recommendations are presented.

IV. SPECIFIC DUTIES

The Committee is to:

- Conduct and report the results of the review of the CEO, and determine CEO compensation. The review of the CEO is to be conducted in cooperation with the Chair of the Nominating and Corporate Governance Committee;
- Review and approve policies with respect to the salary and other compensation of all executive officers, including cash and equity-based incentive compensation programs, and review and approve all matters related to the compensation of all executive officers, including salaries, bonuses and all equity-based awards;
- Review and make recommendations to the Board concerning outside director Board and committee fees, and director retirement policies;
- Review and approve policies and programs with respect to salary compensation and incentive compensation programs for other employees, as requested by management or the Board;
- Approve employment, severance, or change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to executive officers;
- Review and approve establishment or amendment of plans, policies and procedures with respect to the award of options to purchase stock and other equity-based incentive programs for executive officers, and otherwise as requested by management or the Board;
- Periodically review executive employee benefits and recommend adjustments to existing programs and the establishment of others, as requested by management or the Board;
- Periodically review and advise the Board concerning both regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the executive officers and independent directors relative to comparable companies in the Company's industry;
- Identify as needed appropriate companies to comprise any peer group used for compensation comparison purposes;
- Review and discuss with management the disclosures in the Company's "Compensation Discussion and Analysis" and any other disclosures regarding executive compensation to be included in the Company's public filings or shareholder reports. Based upon its review and discussion with management, recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's proxy statement, Form 10-K, or information statement, as applicable, and prepare the related report required by the rules of the Securities and Exchange Commission;

- Review and make recommendations on management's articulation and execution of the Company's executive development plan and succession plan;
- Monitor and assess the risks associated with the Company's compensation policies and programs and consult with management regarding such risks;
- Advise the Board on management proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and frequency of such votes, and proposals received from shareholders on executive compensation matters and oversee management's engagement with shareholders and proxy advisory firms on executive compensation matters;
- Regularly report to the Board on compensation and executive development activities; and
- Review on at least an annual basis this Charter and the scope of responsibilities of this Committee; and the Committee's performance of its duties. Any proposed changes to this Charter or the Committee's scope of responsibilities, where indicated, shall be referred to the Board for appropriate action.

In carrying out these responsibilities, the Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate, to perform its duties hereunder and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain or terminate any consulting firm used to evaluate independent director or executive compensation, and to determine and approve the terms of engagement the fees and costs for such engagements. Prior to selecting or receiving advice from any consultant or advisor, the Committee shall consider the independence of such consultant or advisor based on the independence factors listed in Nasdaq Rule 5605(d)(3); provided, that the Committee shall not be prohibited from obtaining advice from consultants or advisors that it determines are not independent. The fees and costs of any consultant or advisor engaged by the Committee to assist it in performing any duties hereunder shall be borne by the Company.