

CROWN CRAFTS, INC.

CAPITAL COMMITTEE CHARTER

I. Organization

The Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of Crown Crafts, Inc. (the “Company”) shall be comprised of three or more directors as determined by the Board. Each member of the Committee shall be elected by the Board annually upon the recommendation of the Nominating and Governance Committee of the Board and shall serve until the earlier to occur of his or her resignation or removal or the election and qualification of such member’s successor. Unless a Chair of the Committee is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Any member of the Committee may be removed with or without cause by a majority of the Board. All vacancies on the Committee shall be filled by the Board in its discretion.

II. Meetings

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. Meetings of the Committee may be called by the Chief Executive Officer of the Company, the Chair of the Committee or any two or more members of the Committee. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. The Committee may also act by unanimous written consent. The Committee shall make a report of its actions and proceedings from time to time to the Board.

III. Authority and Responsibilities

1. The Committee shall, as the Committee deems appropriate, review and assist the Board in overseeing the Company’s capital and financial policies, practices and strategies in support of the Company’s objectives and the interests of the Company and its stockholders and make such recommendations to the Board as the Committee deems advisable.
2. The Committee shall, as the Committee deems appropriate, review the Company’s dividend policy and make such recommendations to the Board with respect to the declaration and payment of ordinary and special dividends as the Committee deems advisable.
3. The Committee shall, as the Committee deems appropriate, review and recommend to the Board any proposed program for repurchases of the Company’s securities as the Committee deems advisable. The Committee shall oversee the Company’s procedures for implementing any share repurchase program by the Company and shall require that any share repurchases are executed pursuant to a program that has been reviewed by legal counsel to ensure that applicable legal requirements have been satisfied.

4. The Committee shall, as the Committee deems appropriate, review and make recommendations to the Board with respect to any proposed offering of debt or equity securities by the Company as the Committee deems advisable.
5. The Committee may consider any other capital or financial matters as the Committee deems appropriate and may make such reports and recommendations to the Board with respect thereto from time to time as the Committee deems advisable.
6. The Committee may review and reassess this Charter at such times as the Committee deems appropriate, and recommend any proposed changes to the Board for approval.
7. The Committee shall take such other actions and do such other things as may be referred to the Committee by the Board.

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Board of Directors approval August 15, 2023.