

# **CROWN CRAFTS, INC.**

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose**

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Crown Crafts, Inc. (the “Corporation”) is to assist the Board in fulfilling its responsibilities regarding matters that relate to the governance of the Corporation, including, but not limited to, the Corporation’s corporate governance policies, the Corporation’s director nominees and other matters delegated to the Committee by the Board as set forth herein.

### **II. Composition**

The Committee shall be comprised of three or more directors, each of whom shall be independent as determined by the Board and in accordance with the rules of the NASDAQ Stock Market LLC (the “Nasdaq”).

Each member of the Committee shall be elected by the Board annually upon the recommendation of the Committee and shall serve until the earlier to occur of his or her resignation, removal or the election and qualification of such member’s successor. The Board shall appoint a member of the Committee as the chairperson of the Committee. Any member of the Committee may be removed with or without cause by a majority of the Board.

### **III. Meetings**

The Committee shall meet as often as it deems appropriate to carry out its responsibilities at such times and places that the Committee determines. The Committee may meet in person or by telephone conference call. Meetings of the Committee may be called by the Chairperson of the Board of the Corporation, the Chairperson of the Committee or any two or more members of the Committee, in each case, upon reasonable notice to each member. 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 may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more members consistent with applicable law. Any such subcommittee shall report any action to the full Committee at its next meeting. The Committee may, in the discretion of its Chairperson, invite members of management or advisors to attend the Committee’s meetings. The Committee will also meet periodically in executive session. The Committee shall make a report of its actions and proceedings from time to time to the Board.

### **IV. Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

#### **A. Board and Committee Composition**

1. Identify, review and recommend to the Board qualified individuals to be director nominees for the director positions that will be elected at each annual meeting of the stockholders of the Corporation.

2. Establish director qualifications, including, among such other qualifications as the Committee may determine, that the director nominee possess personal and professional integrity, has good

business judgment, relevant experience and skills and will be an effective director in conjunction with the rest of the Board in collectively serving the long-term interests of the Corporation's stockholders

3. Prior to nominating an existing director for re-election to the Board, consider and review the existing director's Board and committee meeting attendance and performance; length of Board service, experience and skills, including contributions that the existing director makes to the Board; and independence.

4. In the event that a director vacancy arises, seek and identify a qualified director nominee to be recommended to the Board for appointment by the Board to fill the vacancy in the director position until the next annual meeting of stockholders.

5. Consider any director candidates recommended by the Corporation's stockholders pursuant to the procedures described in the Corporation's proxy statement and Bylaws.

6. Review any director resignation letter tendered in accordance with the Corporation's bylaws and governance policies, and evaluate and recommend to the Board whether such resignation should be accepted.

7. Recommend to the Board for its approval directors to be appointed as members of each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contribution and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills and who, if required by the applicable committee charter, is independent to be approved to fill the vacancy.

8. In consultation with the Chairperson of the Board and the Chief Executive Officer (the "CEO"), periodically review and make recommendations to the Board regarding (i) the size and overall composition of the Board; (ii) Director tenure, retirement and succession policies; (iii) the structure, composition and operations of each Board committee; and (v) policies to promote effective communication between the Board and management

9. Establish criteria for qualifications as independent directors, consistent with applicable laws and Nasdaq or other applicable stock exchange listing standards.

## **B. Corporate Governance**

1. Oversee the Corporation's corporate governance practices and procedures, including reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Corporation's corporate governance framework, including the Corporation's Certificate of Incorporation and Bylaws.

2. Review and discuss with management disclosure of the Corporation's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and determine whether to recommend that this disclosure be included in the Corporation's proxy statement or annual report on Form 10-K, as applicable.

### **C. Other Responsibilities**

1. Oversee the Board's annual Board self-evaluation process to be conducted and overseen by the Committee. The Committee shall report to the Board of its performance on an annual basis.
2. Oversee CEO succession planning.
3. In consultation with the Chairperson of the Board and the CEO, review and make recommendations to the Board regarding the Corporation's response to stockholder proposals for inclusion in the Corporation's annual proxy statement.
4. Consider developments in law and practice relating to corporate governance and make recommendations to the Board with respect thereto.
5. Review feedback from the Corporation's stockholders, including, but not limited to, any stockholder proposals submitted to the Corporation.
6. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations to the Board.
7. Perform such other functions within the scope of its duties and responsibilities as the Committee deems appropriate.
8. Review this Charter at least annually and recommend any proposed changes to the Board for approval.

### **V. Authority**

The Committee is authorized to perform each of its duties and responsibilities set forth in this Charter and to undertake such other duties, responsibilities and activities consistent with this Charter, the Corporation's Certificate of Incorporation and Bylaws and governing law, with full access to all books, records, facilities and personnel of the Corporation, as the Committee or the Board deems necessary or appropriate.

The Committee is also authorized, as it considers appropriate, to retain or obtain the advice of outside consultants or advisors (including executive search firms, legal counsel and other advisors) in accordance with procedures established from time to time by the Committee, and oversee and approve all terms of the engagement of such consultants or advisors, including their fees or other compensation

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*Board of Directors approval on August 15, 2023.*