

CROWN CRAFTS, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Crown Crafts, Inc. (the “Company”) is responsible for matters relating to the Company’s compensation and benefit programs, plans and policies.

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 applicable laws, rules and regulations, including the rules of the Nasdaq Stock Market. In addition, members of the Committee must qualify as “outside directors” (as such term is defined for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended) and as “non-employee directors” (as such term is defined under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

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.

III. Meetings

The Committee shall meet at least two (2) times per year at such times and places as it deems necessary to fulfill its responsibilities. Meetings of the Committee may be called by the Chief Executive Officer of the Company (the “CEO”), the Chair of the Committee or any two or more members of the Committee. The CEO may not be present during voting or deliberations regarding his or her compensation. 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 shall make a report of its actions and proceedings from time to time to the Board.

IV. Powers, Duties and Responsibilities

The Committee shall have the power, duty and responsibility to:

- (i) review from time to time and approve the Company's compensation strategy to ensure that management is afforded the appropriate incentives and is rewarded appropriately for its contributions to the Company's growth and profitability and that such compensation strategy supports the Company's objectives and stockholder interests;
- (ii) review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act;
- (iii) review and approve annually the compensation of all executive officers other than the CEO. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote;
- (iv) review, approve and, when appropriate, recommend to the Board for approval (and where appropriate or required, recommend for approval by the stockholders of the Company), incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans, and administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing, approving and administering incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote;
- (v) review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K;
- (vi) review and approve employment agreements, severance agreements, retirement arrangements, change in control agreements/provisions, and any special or supplemental benefits for all executive officers;
- (vii) review periodically the compensation and benefits offered to non-employee directors and recommend changes to the full Board, as appropriate;
- (viii) review and reassess this Charter at least annually and recommend any proposed changes to the Board for approval;

- (ix) conduct an annual evaluation of its performance;
- (x) report to the Board, as appropriate, on matters relevant to the Board's consideration of executive and director compensation;
- (xi) interpret and administer the Company's Clawback Policy adopted on June 23, 2009, as the same may be amended or supplemented from time to time, and undertake such actions and make such determinations and decisions as it deems necessary and appropriate to carry out the intent thereof;
- (xii) review incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and review and discuss periodically the relationship between risk management policies and practices, corporate strategy and executive compensation;
- (xiii) review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement; and
- (xiv) perform any other activities consistent with this Charter, the Company's By-laws and applicable law as the Committee deems appropriate or as requested by the Board.

V. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The compensation consultant, outside counsel and any other advisors retained by, or providing advice to, the Committee shall be independent as determined in the discretion of the Committee after considering the factors specified in Nasdaq Listing Rule 5605(d)(3). The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or

operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

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Adopted as of June 7, 2017.