

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. 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 review and recommend to the Board overall policy regarding dividends, including special dividends and ordinary dividend declarations, and share repurchases.
2. The Committee shall determine that share repurchases by the Company are executed pursuant to a program that has been reviewed by legal counsel to ensure that applicable legal requirements have been satisfied, including compliance with, as applicable, issuer tender offer rules, insider trading laws, Regulation M and Rule 10b-18 under the Securities Exchange Act of 1934.
3. The Committee shall determine that procedures are in place to ensure that any offer or sale by the Company of any debt or equity securities is made in compliance with applicable federal and state securities laws.
4. The Committee may report to the Board, as appropriate, on matters relevant to the Board’s consideration of capital matters.
5. The Committee may review and reassess this Charter periodically and recommend any proposed changes to the Board for approval.

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