

**CHARTER
NOMINATING AND GOVERNANCE COMMITTEE
CROWN CRAFTS, INC.**

The Board of Directors (the “Board”) of Crown Crafts, Inc. (the “Corporation”) has adopted this charter for its Nominating and Governance Committee (the “Committee”).

Composition of the Committee

Number and Qualifications. The Committee shall have at least three members. Each Director who serves on the Committee must be affirmatively determined by the Board to satisfy the requirements established by the Nasdaq listing standards to be considered an “independent” member of the Board.

Appointment. The Board, upon the recommendation of the Committee, shall elect the Chairperson and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Corporation’s annual meeting of stockholders. The Board may remove a member of the Committee, or replace the Chairperson, provided that the Board must, at all times, assure that the Committee will have a Chairperson and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

Purpose and Responsibilities

The Committee shall take a leadership role in shaping corporate governance policies and practices to assist the Board in carrying out its responsibilities relating thereto and the composition and evaluation of the Board. The Committee shall, in fulfilling these purposes, have the following authority and responsibilities:

Governance

- **General.** The Committee has the general responsibility, on behalf of the Board, for overseeing the Corporation’s corporate governance practices and profile.
- **Governance Documents.** The Committee is responsible for reviewing and recommending to the Board amendments to the Corporation’s Code of Conduct for Directors, By-laws, Certificate of Incorporation and various committee Charters.
- **Composition of Board and Board Committees.** In consultation with the Chairman of the Board and the Chief Executive Officer (the “CEO”), the Committee is responsible for periodically reviewing and making 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; (iv) the rotation of the members and chairs of each Board committee; (v) changes to the charters of each Board committee; and (vi) policies to promote effective communication between the Board and management.

- **Independence.** The Committee shall develop appropriate criteria regarding the independence of Directors and make recommendations with respect thereto.

Director Nominations and Director Responsibilities

- **Director Candidates.** The Committee is responsible for identifying, reviewing and recommending to the Board individuals for election to the Board.
- **Criteria.** The Committee will identify potential Director candidates and recommend to the Board nominees for election as Directors. The full Board will make the final decision on Director candidates. The Committee will search for Director candidates who, among other things, (i) have significant business or public experience relevant and beneficial to the Board and the Company, (ii) are willing and able to make a sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a Director, including regular attendance at Board and committee meetings, (iii) are committed to the long-term growth and profitability of the Company, and (iv) are individuals who possess the highest level of personal and professional ethics, integrity and values. In recommending candidates for election to the Board, the Committee shall take into consideration such other criteria as may be established by the Board from time to time
- **Other Board Memberships.** Non-employee Directors may not serve on the boards of more than four public companies without Board approval, and the CEO may not serve on the boards of more than two public companies without Board approval. Directors should notify the Corporate Secretary in advance of accepting a seat on another board.
- **Change of Principal Occupation.** When a Director's principal occupation changes substantially, the Director shall tender his or her resignation from the Board to the Chairperson of the Committee. The Committee, in consultation with the Chairman of the Board, will recommend to the Board what action, if any, should be taken with respect to such resignation.
- **Attendance at Meetings.** Directors are expected to spend the time and effort necessary to properly discharge their responsibilities, including advance review of meeting materials. Directors are expected to regularly attend Board and committee meetings, with the understanding that occasional absences may be unavoidable, but with an objective of attending at least 80% of the respective meetings. All Directors are expected to attend the annual meeting of stockholders.
- **Ownership.** The Board believes the Company's Directors and executive officers should have a meaningful stake in the ownership of the Company in order to align their interests with those of stockholders. To further that objective, the Board has adopted minimum stock ownership guidelines to be met, proportionately, over five years from any such person's initial appointment/election/employment, or date of approval of this Charter, whichever is later. Under such guidelines, (i) the Company's CEO is expected to hold shares of the Company's common stock having a value equal to not less than two times his or her annual salary, (ii) the Company's Chief Financial Officer is expected to hold shares of the Company's common stock having a value equal to not less than the amount of his or her

annual salary, and (iii) non-employee Directors are expected to hold a minimum of 35,000 shares of the Company's common stock. Shares owned outright, restricted stock, stock units, and the net shares acquirable upon the exercise of stock options are included in the ownership calculation.

Performance Evaluations

- **Board Evaluation.** The Committee is responsible for overseeing the Board's self-evaluation of its performance, which shall take place no less frequently than annually.
- **Nominating and Governance Committee Evaluation.** The Committee shall conduct a self-evaluation of its performance no less frequently than annually and report the results to the Board. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness. As part of this evaluation, the Committee shall also review the Committee's charter. The Committee shall, as appropriate, make recommendations to the management and the Board as a result of its performance evaluation.
- **Other Committee Evaluations.** While each of the other committees of the Board is primarily responsible for conducting its own self-evaluation, the Committee shall be responsible for developing the overall framework for such committee evaluations.

Other Matters

- **Stockholder Proposals.** In consultation with the Chairman of the Board and the CEO, the Committee is responsible for reviewing and making recommendations to the Board regarding the Corporation's response to stockholder proposals for inclusion in the Corporation's annual proxy statement.
- **Regulatory Oversight.** The Committee is responsible for overseeing developments in law and practice relating to corporate governance and the Corporation's response thereto.
- **Orientation and Education.** The Committee shall develop orientation and continuing education programs for Directors.
- **Additional Functions.** The Committee shall perform such other functions within the scope of its duties and responsibilities as the Committee or the Board deems appropriate.

Committee Operations

Meeting Schedule. The Committee shall meet as often as it deems appropriate to carry out its responsibilities. The Committee may meet in person or by telephone conference call and may act by unanimous written consent.

Agenda and Materials. The Committee Chairperson shall approve the agenda for the meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

Attendance at Meetings. The Committee may, in the discretion of its Chairperson, invite members of management to attend the Committee's meetings. All outside Directors who are not Committee members shall be invited to attend Committee meetings, provided (i) that the Committee shall meet without such other Directors during executive sessions, (ii) that the Committee Chairman may ask non-Committee members to leave the meeting at any time, and (iii) that such non-Committee members may not vote on any actions considered by the Committee.

Executive Sessions. The Committee shall hold an executive session at each regularly scheduled meeting. During at least some portion of each executive session, no non-Committee member or member of management shall be present.

Voting. A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote, and actions at meetings may be approved by a majority of the members present.

Delegation. Except as otherwise prohibited by law, the Corporation's Certificate of Incorporation or the Corporation's By-laws, the Committee may delegate any or all of its responsibilities to a subcommittee of the Committee.

Reporting to the Board. At the Board meeting following each Committee meeting, the Committee Chairperson (or the Chairperson's designee) shall report to the full Board on the Committee's actions.

Committee Resources

To assist the Committee in fulfilling its responsibilities, (i) each Committee member shall have full access to any member of management, and (ii) the Committee may retain independent consultants, counsel, search firms, and other advisors. The Committee will have sole authority and responsibility for hiring, approving the fees and other retention terms for, and terminating consulting firms used by the Corporation to identify Director candidates. The Corporation will bear the expense of such advisors.

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Adopted as of June 7, 2017.