

CRIMSON WINE GROUP, LTD.
NOMINATING COMMITTEE CHARTER

1. PURPOSE

1.1 The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Crimson Wine Group, Ltd. (the “Company”) is to evaluate and nominate candidates for appointment or election to the Board, as applicable.

2. MEMBERSHIP

2.1 The Committee shall be comprised of not less than two members of the Board.

2.2 Each member of the Committee shall be independent in accordance with the requirements of the rules of the NASDAQ Stock Market.

2.3 The members of the Committee shall be appointed by the Board. The members of the Committee shall serve until their respective successors are appointed and qualified or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

3. COMMITTEE MEETINGS

3.1 The Committee shall meet at least once a year at such time and place as it deems necessary to fulfill its responsibilities.

3.2 The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

4. KEY RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

4.1 To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”).

4.2 To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Amended and Restated Bylaws described in the Company's proxy statement.

4.3 To select and approve the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.

5. OUTSIDE ADVISORS

5.1 The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of consultants, independent outside 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 any consultant, outside counsel or other advisor.

5.2 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 any consultant, outside counsel or other advisor to the Committee.

5.3 The consultants, independent outside counsel and other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

6. STRUCTURE AND OPERATIONS

6.1 The Board shall designate a member of the Committee as the chairperson.

6.2 The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

7. DELEGATION OF AUTHORITY

7.1 The Committee shall have the authority, as it deems appropriate and to the extent permitted under applicable law, to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or officers of the Company.

Adopted by the Board of Directors - March 3, 2021
Annual Review and Approval by Nominating Committee – November 3, 2023