

**CRIMSON WINE GROUP, LTD.**  
**COMPENSATION COMMITTEE CHARTER**

**1. PURPOSE**

1.1 The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Crimson Wine Group, Ltd. (the “Company”) is to (i) review and approve the compensation of the Company’s executive officers, (ii) establish, oversee and administer compensation policies and programs for the Company’s employees, (iii) administer the Company’s incentive compensation plans and equity-based plans, and (iv) perform the other duties and responsibilities set forth in this charter.

**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 and regulations of the Securities and Exchange Commission (the “SEC”) and the rules of the NASDAQ Stock Market (the “NASDAQ Rules”).

2.3 At least two members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

2.4 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 two times a year at such times and places 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**

4.1 The Committee shall have the following authority and responsibilities:

4.2 Annually review the Company’s overall compensation strategy, including base salary, bonus/incentive compensation and equity-based grants, to assure that it promotes stockholder interests and supports the Company’s strategic and tactical objectives, and that it

provides for appropriate rewards and incentives for the Company's management and employees.

4.3 Review and approve the compensation of the Company's Chief Executive Officer (the "CEO"), the Company's other executive officers, and, to the extent the Committee deems appropriate, other employees, including base salary, bonus/incentive compensation and equity awards under the Company's compensation and incentive plans. The CEO may not be present during voting or deliberations on his or her compensation. In evaluating and determining the compensation of the CEO or other executive officers, 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.

4.4 Review, approve and, where appropriate or required, recommend to the Board for approval, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to 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.

4.5 Review and approve any employment or post-employment agreement, including any severance arrangement or plan, applicable to any of the Company's executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements, or plans.

4.6 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.

4.7 Oversee, and at least annually review, the assessment and mitigation of risks associated with the Company's compensation policies and practices.

4.8 Provide guidance to the Board and management on significant issues affecting compensation philosophy or policy.

4.9 Review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

4.10 Review this charter at least annually and recommend any proposed changes to the Board for approval.

4.11 Conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

## **5. OUTSIDE ADVISORS**

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

5.3 In retaining or seeking advice from compensation consultants, outside counsel or other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in the NASDAQ Rules. The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors.

5.4 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.

## **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 – July 2, 2018*

*Annual Review and Approval by the Compensation Committee – February 8, 2024*