CULP, INC.
AMENDED AND RESTATED CHARTER OF
THE CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

Organization

The Board of Directors (the "Board") of Culp, Inc. (the "Corporation") shall from time to time elect from its members a Corporate Governance and Nominating Committee (the "Committee") consisting of not less than three members, each of whom is independent as determined by the Board of Directors and as defined by the rules of the listing exchange(s) upon which the Company's stock is traded (the "Listing Exchange"). One of the members of the Committee shall be designated as chair. The members of the Committee shall be appointed by the Board of Directors. The Board of Directors may remove members of the Committee and select new members of the Committee at any time in its discretion. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Meetings

The Committee will meet at the discretion of the Board of Directors or at the call of the chair or any two members thereof. The chair shall designate a person who need not be a member thereof to act as secretary and minutes of its proceedings shall be kept in minute books provided for that purpose. The agenda of each meeting will be prepared by the secretary and, whenever reasonably practicable, circulated to each member prior to the meeting.

Purpose of the Committee and Specific Responsibilities

A. With respect to the Board of Directors, the Committee shall:

(1) Consider the size, function and needs of the Board of Directors.

(2) Recommend to the Board of Directors the criteria for selection of candidates for membership on the Board of Directors, which criteria shall include:

- Honesty and integrity
- Sound business judgment
- Financial literacy
- Strategic and analytical insight
- The ability to commit an adequate amount of time to make a productive contribution to the Board of Directors and the Corporation
- Knowledge and experience in the Corporation's industry
- Management experience
- International business knowledge
- Expertise in accounting or financial analysis
- Regulatory compliance expertise

- Knowledge and experience in merger/acquisition, divestiture and related strategic activities
- Knowledge and experience in operations/manufacturing and related activities
- Knowledge and experience in corporate turnaround and related situations
- Collectively among the directors, ensuring a diversity of skills and backgrounds is represented on the Board of Directors

(3) Identify and review candidates for election as director.

(4) Conduct such inquiries as it deems necessary into the background and qualifications of possible candidates, including contacting potential candidates to determine their interest.

(5) Recommend to the Board of Directors nominees to fill vacancies between annual meetings of shareholders and recommend to the Board for selection the nominees for whose election proxies are to be solicited and voted at each annual meeting of shareholders, including evaluating whether to re-nominate any then-currently serving director.

(6) Conduct a periodic review and evaluation of the performance of the Board of Directors.

B. With respect to the committees of the Board of Directors, the Committee shall:

(1) Monitor and make recommendations to the Board of Directors with respect to the functions of the various committees of the Board of Directors.

(2) Make recommendations to the Board of Directors with respect to the membership of the various committees of the Board of Directors.

C. With respect to management succession, the Committee shall:

(1) Review management succession plans with the Chief Executive Officer from time to time.

(2) Receive from the Chief Executive Officer for presentation to the Board of Directors at the appropriate time the names of persons whom the Chief Executive Officer considers to be candidates as successor to the Chief Executive Officer.

(3) Report to the Board of Directors any concerns or issues that might indicate that organizational strengths are not equal to the requirements of long-range goals.

D. With respect to other duties, the Committee shall:

(1) Develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Corporation.

(2) Oversee the Corporation's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board of Directors for approval any changes to the documents, policies and procedures in the Corporation's corporate governance framework.

(3) Review and discuss with management disclosure of the Corporation's corporate governance practices, including information regarding the operations of the Committee and other board committees, director independence and the director nominations process.

(4) Review issues with respect to the structure of the meetings of the Board of Directors and the matters to be considered by the Board.

(5) Consider questions of possible conflicts of interest of members of the Board of Directors and of senior executives of the Corporation.

(6) Provide input to the Compensation Committee on matters with respect to changes in Director compensation.

(7) Review any Director retirement policies.

(8) Oversee for the Board of Directors a review and evaluation of the performance of the Corporation's management.

(9) Review and make recommendations with respect to policies for the Corporation's employees, officers and directors regarding codes of conduct and codes of ethics.

(10) Provide periodic reports to the Board of Directors regarding the Committee's actions and recommendations.

(11) Develop and oversee, when necessary, a Corporation orientation program for new directors and provide continuing education opportunities for current directors, and periodically review these programs and update them as necessary.

(12) Conduct an annual self-evaluation of the Committee.

(13) Review at least annually the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.

Other Matters

A majority of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by written consent.

The Committee, after consulting with management, shall have the sole authority to retain and terminate any search firm used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to its search firm. The director search

firm, and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.