

CRAFT BREW ALLIANCE, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Craft Brew Alliance, Inc. (the “Company”) to assist the Board by

- identifying individuals qualified to become Board members;
- recommending to the Board the director nominees for the next annual meeting of shareholders and directors to be appointed to each Board committee;
- overseeing executive management development and succession planning; and
- monitoring and making recommendations to the Board regarding corporate governance issues affecting the Company.

Committee Membership

The Committee shall consist of at least two members. The Committee will be composed entirely of directors who satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market LLC and such other standards as may be established by the Committee. The Board will appoint Committee members and the Committee chair on an annual basis, as soon as is practical following the annual meeting of shareholders. The Board may also appoint a non-independent member to the Committee in a non-voting capacity if required pursuant to the Company’s contractual obligations. The Board shall also have the right to remove or replace any member of the Committee from time to time in its discretion.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. The Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings, generally at the next regular Board meeting following a Committee meeting.

Committee Authority and Responsibilities

In furtherance of its purpose, the Committee shall have the following authority and responsibilities to be exercised from time to time as it deems necessary or appropriate, as well as any additional responsibilities that the Board may assign to the Committee from time to time:

1. Review the structure of the Board, its committee structure and overall size, including evaluation of the separation of Chairman and CEO positions and the appointment of a lead director.

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2. Develop and recommend for Board approval standards for director independence and monitor the independence of current Board members.
3. Recommend to the Board assignments of individual directors to Board committees, taking into account the functions of the committee and qualifications of the directors.
4. Consider, recommend and recruit individuals qualified to become directors and oversee an orientation program for new directors.
5. Develop criteria relating to Board membership. Criteria that shall be used in connection with selecting new directors shall include independence, diversity, age, skills, occupation, and experience relevant to the needs of the Company. The Committee shall, in addition to seeking candidates qualified to become directors, consider director nominations received from shareholders.
6. Retain and terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms.
7. Review the affiliations and actions of directors and director candidates for possible conflict of interest issues (other than related party transactions) and review conflicts of interest if they arise.
8. Review and approve the Company's executive management development and succession planning practices and strategies, including overseeing the development of a plan for CEO succession.
9. Determine a schedule for regular executive sessions in which independent directors meet without management participation. A minimum of two such sessions shall be held each year. The chair of the Committee will preside over those sessions.
10. Report annually to the Board with an assessment of the Board's performance, which may include surveys of individual director performance and director self-evaluations, and oversee the evaluation of each Board Committee. The Committee may recommend that the Board require ongoing outside education or outside consultation for the directors relating to their Board responsibilities.
11. Periodically consider whether to develop and recommend to the Board the adoption of a set of corporate governance guidelines. These guidelines may include, within the Company's contractual obligations, criteria for replacement of directors, criteria for director independence, term limits and retirement policies, among other matters.
12. Review issues and developments relating to corporate governance, oversee the Company's compliance with legal and regulatory requirements and risks relating

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to the Company's governance structure, and recommend changes to the Company's corporate governance practices as necessary.

13. Review and make recommendations to the Board regarding proposed amendments to the Company's Articles of Incorporation or Bylaws.
14. Annually review and assess the adequacy of this Charter and its own performance in relationship to the Charter and recommend any proposed changes to the Board for approval.
15. Periodically review and assess the Company's Code of Conduct and Ethics.
16. Review and consider shareholder proposals, if any, relating to corporate governance.
17. Nominate officers for election by the Board following each annual meeting of shareholders and to fill vacant positions.
18. Consider and recommend to the Board the officers to be designated as subject to Section 16 of the Securities Exchange Act of 1934 as defined in Rule 16a-1(f) thereunder.
19. Review disclosure regarding corporate governance matters required by applicable law, rule or regulation to be included in the Company's proxy statements.

Retention of Independent Counsel and Other Advisers

The Committee shall have the right to retain independent counsel or other consultants or advisers that the Committee determines are necessary or appropriate in carrying out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such independent counsel or other consultants or advisers retained by the Committee.

Updated: May 14, 2019