

Non-Employee Director Compensation Policy
(Effective 10/19/17)

Compensation for Non-Employee Directors

Directors of Destination Maternity Corporation (the “**Company**”) who are also our employees receive no additional compensation for serving as a director or as a member of any Committee of the Board of Directors. Our current arrangements for non-employee directors are as follows:

- (a) The Company pays each non-employee director a retainer of \$12,500 per quarter. Non-employee directors are not compensated for participation in meetings.
- (b) Upon conclusion of the annual meeting of stockholders each year, the Company grants each non-employee director 4,000 shares of restricted stock pursuant to the Company’s 2005 Equity Incentive Plan that will vest as determined by the administrator (the “**Administrator**”) of the Amended and Restated Destination Maternity Corporation 2005 Equity Incentive Plan (the “**Plan**”), and may be subject, in the Administrator’s discretion, to the minimum vesting provision set forth in Section 12(a) of the Plan, provided that such award shall be subject to acceleration in the event of the non-employee director’s death or disability or upon a change in control of the Company.
- (c) The Chair of each of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee, and each non-employee director who is a member of a Committee (including the Chair) is paid a quarterly retainer at the rates reflected in the below table:

<u>Committee / Position</u>	<u>Quarterly Retainer</u>
Audit Committee	
Chair	\$ 3,750
Member	\$ 1,875
Compensation Committee	
Chair	\$ 3,750
Member	\$ 1,250
Nominating and Corporate Governance Committee	
Chair	\$ 2,500
Member	\$ 1,250

- (d) Board members are also reimbursed for their reasonable travel expenses incurred to attend meetings of our Board of Directors or Committees of the Board of Directors on which they serve.

Also, our Non-Executive Chairman is entitled to the following additional compensation:

- (a) an additional retainer of \$6,250 per quarter; and
- (b) an additional 2,000 shares of restricted stock granted upon election or reelection of the Non-Executive Chairman to that position by the Board following the annual meeting of stockholders each year, that will vest as determined by the Administrator of the Plan, and may be subject, in the Administrator’s discretion, to the minimum vesting provision set forth in Section 12(a) of the Plan, provided that such award shall be subject to acceleration in the event of the Non-Executive Chairman’s death or disability or upon a change of control of the Company.