

DESTINATION MATERNITY CORPORATION

BOARD OF DIRECTORS

COMPENSATION COMMITTEE CHARTER

I. ORGANIZATION

A. *Membership*

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Destination Maternity Corporation (the “Company”) shall consist of two or more directors, each of whom shall be independent, as such term is defined in the applicable rules and regulations of the Securities and Exchange Commission (“SEC”) and The Nasdaq Stock Market (“Nasdaq”). Membership on the Committee is determined annually by the Board. Unless a Chair of the Committee is appointed by the Board, the members of the Committee may designate a Chair of the Committee by majority vote of the full Committee membership. A Secretary of the Committee shall be selected by the Chair of the Committee. Should any member of the Committee cease to be independent, such member shall immediately resign his or her membership on the Committee. The Board may remove a member of the Committee at any time, with or without cause. In case of a vacancy on the Committee, the Board may appoint an independent director to fill the vacancy for the remainder of the term.

B. *Meetings*

The Committee shall meet at least twice each year. Additional meetings may be scheduled as needed. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Secretary of the Committee. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute

approval by the Committee. The Committee may also act by unanimous written consent without a meeting.

II. PURPOSE

The Committee shall (i) discharge the Board's responsibilities relating to compensation of the Company's directors and executive officers; (ii) review, and discuss with the Company's management, the Compensation Discussion and Analysis ("CD&A") to be included in the Company's annual proxy statement, as applicable, and determine whether to recommend to the Board that the CD&A be included in the proxy statement; (iii) oversee the administration of the Company's incentive and equity-based compensation plans and review costs and structure of key employee benefit and fringe benefit plans and programs; and (iv) prepare the Compensation Committee Report on executive compensation that is required to be in compliance with the rules and regulations of the Securities Exchange Commission, and must be included in the Company's annual proxy statement. All action taken by the Committee shall be reported to the Board at the next Board meeting following such action.

III. COMPENSATION PHILOSOPHY

The Company's compensation policies with respect to the Company's executive officers are based on the principles that compensation should, to a significant extent, be reflective of the financial performance of the Company and provide long-term incentives. The Committee seeks to have executive compensation set at levels that are sufficiently competitive so that the Company may attract, retain and motivate high quality executives to contribute to the Company's success. In assessing overall compensation for executive officers, the Committee considers individual performance contributions, the Company's performance against specified goals and peer salaries for comparable positions.

IV. RESPONSIBILITIES

The Committee shall:

1. review and approve the Company's goals and objectives relating to chief executive officer compensation, evaluate the chief executive officer's performance in light of such goals and objectives, and set the chief executive officer's compensation level based on this evaluation, all in keeping with the Committee's compensation philosophy set forth in this Charter;
2. review and approve the Company's goals and objectives for the compensation of other executive officers (taking into account goals and objectives recommended by the Company's chief executive officer), evaluate performance of other executive officers in light of such goals and objectives, and set the compensation level for such other executive officers based on this evaluation (taking into account the recommendations of the Company's chief executive officer);
3. serve as administrator of the Company's incentive-compensation plans and equity-based plans in each case where any such plan so provides or where the Board has delegated its authority to administer the plan to the Committee;
4. review annually the operation of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s), and establish and periodically review policies for the administration of executive compensation programs;
5. review incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and senior executive compensation;
6. review and recommend to the Board the appropriate structure and amount of compensation for the directors;
7. coordinate the Board's role in establishing performance criteria for the Company's executive officers and evaluate their performance annually;
8. establish, implement and periodically review policies in the area of senior management perquisites;
9. establish, implement and review policies in the area of incentive compensation based on financial information previously reported under the applicable rules and regulations of the SEC, including the establishment and implementation of policies that provide for the "clawback" of incentive-based compensation paid to current or former executive officers but based on erroneous data;
10. review and recommend to the Board the terms of any employment, severance, change-of-control, consulting or other agreement relating to compensation executed

by the Company with an executive officer of the Company, including arrangements that provide for payments to an executive officer at, following, or in connection with the officer's termination, including resignation, severance or retirement, or a change of control of the Company (e.g., pension and deferred compensation plans, management retention agreements and severance and post-employment consulting arrangements);

11. review and approve the Compensation Committee Report included the annual proxy statement, which sets forth the Committee's approval of the Compensation Disclosure & Analysis section of the proxy statement;

12. have the sole authority to retain and terminate any third party compensation consultant, legal counsel or other adviser, and have sole authority to approve such consultant's fees and other retention terms; provided, nevertheless, that before selecting any such consultant, counsel or other adviser, the Committee must take into consideration specific factors identified by the SEC and Nasdaq that affect the independence of compensation advisers;

13. review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. Additionally, the Committee shall annually evaluate its own performance;

14. oversee all matters relating to the outcome of stockholder approval of executive compensation ("say-on-pay" votes), including recommending the frequency of such votes ("say-when-on-pay") to the Board;

15. oversee the appropriate Committee response to a say-on-pay vote that does not achieve the required vote and, based on such result, determine if any compensation arrangement subject to such advisory voting should be modified.

V. REPORTING RESPONSIBILITY

Any action taken by the Committee shall be reported to the Board at the next Board meeting following such action.

In addition, compensation matters may be discussed in executive session with the full Board during the course of the year.

VI. AUTHORITY

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has the authority to retain and terminate compensation consultants, legal counsel and other advisers as it deems appropriate, including sole authority to approve the firms' fees and other retention terms, as more particularly provided

in Section IV.12 above. The Committee will be provided with appropriate funding by the Company, as the Committee determines, for the payment of (i) compensation to such compensation consultants, legal counsel and other advisors as it deems appropriate, and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention.

The Committee and its members shall be entitled to rely, in good faith, on opinions, reports, statements or other information prepared or presented to them by (a) officers and other employees of the Company or its affiliates whom such members believe to be reliable and competent in the matters presented, and (b) counsel, public accountants or other advisors as to matters that the members believe to be within the professional competence of such person. Any communications between the Committee and outside counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications except to the extent otherwise determined by the Committee.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Revised effective 12/03/2014