

DESTINATION MATERNITY CORPORATION

BOARD OF DIRECTORS

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. ORGANIZATION

A. *Membership*

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Destination Maternity Corporation (the “Company”) shall consist of two or more “independent directors”; as such term is defined in the applicable rules and regulations adopted by the Securities and Exchange Commission (“SEC”) and The Nasdaq Stock Market (“Nasdaq”).

Membership on the Committee shall be determined not less frequently than annually by the Board upon the recommendation of the Committee. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman of the Committee by majority vote of the full Committee membership. Should any member of the Committee cease to be independent, such member shall immediately resign his or her membership on the Committee. The Board of Directors 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 once each year. Additional meetings may be scheduled as needed and may be called by the Chairman of the Committee. The Committee may request any officer or employee of the Company or the Company’s outside counsel or

independent public accountants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes shall be 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. All action taken by the Committee shall be reported to the Board at the next Board meeting following such action. In addition, nomination matters may be discussed in executive session with the full Board during the course of the year.

II. PURPOSE

The Committee shall: (i) select, or recommend for the Board's selection, nominees for director; (ii) in the case of vacancies on the Board, determine the nomination of directors to be elected by the Board; (iii) assist the Board in determining the composition of the Board and its committees; (iv) recommend to the Board a set of corporate governance principles and play a leadership role in shaping the Company's corporate governance; and (v) oversee an annual evaluation of the performance of the Board.

III. RESPONSIBILITIES

The Committee, in consultation with the Chairman of the Board and the Chief Executive Officer, shall:

1. Review and make recommendations on the range of skills and expertise which should be represented on the Board.
2. Review and recommend eligibility criteria for individual Board and committee membership, including minimum qualifications and skills that must be met by director candidates. In the case of potential independent director candidates, such eligibility criteria shall be in accordance with SEC and Nasdaq rules.

3. Review and recommend to the Board the appropriate size and structure of the Board and the manner of election of directors.
4. Identify and recommend potential candidates for election or re-election to the Board.
5. Establish and implement policies and procedures with regard to the consideration of any director candidates recommended by stockholders.
6. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm, fees and other retention terms.
7. Review and recommend to the Board the appropriate structure of Board committees, recommend committee assignments and the position of chairman of each committee. Review and make recommendations to the Board on the Company's efforts to promote diversity among directors.
8. Oversee the evaluation of the Board and its committees, including evaluating the adequacy and appropriateness of the content, format and distribution of the written information, and evaluating reports and other material provided to the Board.
9. Assess succession planning for management and leadership of the Company.
10. Develop and monitor implementation of the corporate governance guidelines and key practices, conduct periodic benchmarking of corporate governance practices, and, as needed, recommend appropriate changes.
11. Review the principal corporate governance documents of the Company, including the Certificate of Incorporation, Bylaws, and Board Committee Charters, and make appropriate recommendations to the Board for modifications in such documents.
12. Consider and make a recommendation to the Board with respect to any resignations from the Board tendered by incumbents, in the event that the incumbent is not re-elected by a majority vote, in accordance with the attached Appendix A – Policy on Majority Voting.
13. Have authority to delegate any of its responsibilities to subcommittees or individuals as the Committee deems appropriate.
14. 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.

IV. AUTHORITY

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel (which may be the Company's general outside counsel) and any experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. The Committee will be provided with appropriate funding by the Company, as the Committee determines, for the payment of compensation to such outside counsel and other advisors as it deems appropriate, and for 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. 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's authority and responsibilities as described in this Charter shall not operate to deprive a third party from exercising any specific right granted to such party to nominate one or more directors pursuant to a contract, preferred stock designations, or otherwise.

Revised effective 2/19/2015

Policy on Majority Voting

Tender of Resignation

Pursuant to the Company's Bylaws, in an uncontested election, each director shall be elected by a majority vote of stockholders. In that connection, the Board shall not nominate for director any candidate who is an incumbent director and who has not agreed to tender, promptly following the meeting at which he or she is elected as director, an irrevocable resignation that will be effective upon (a) the failure of such director to receive the number of votes required for re-election, and (b) the acceptance of such director's resignation by the Board.

Nominating and Corporate Governance Committee Deliberation

The Nominating and Corporate Governance Committee will consider such tendered resignation and, within 30 days after certification of the election results of the stockholders' meeting at which the election occurred at which a director failed to receive the number of votes required for re-election, will make a recommendation to the Board as to whether the Board should accept the director's resignation, reject the director's resignation or take such other action as the Committee may recommend. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why stockholders voted against such director's re-election, the qualifications of the director, whether acceptance of the resignation would result in a breach of a material agreement or result in the Company having no directors or affect the Company's ability to comply with stock exchange listing standards, and whether the director's resignation from the Board would generally be in the best interests of the Company and its stockholders.