



Delta Apparel, Inc.

Policy with respect to Director Nominations, Communications by Shareholders with Board of Directors, and Director Attendance at Shareholders' Meetings

I. RESPONSIBILITY FOR NOMINATIONS

The Corporate Governance Committee of Delta Apparel, Inc. (the "Company") shall be responsible for identifying individuals qualified to become Board members, consistent with the criteria set forth in this Policy, evaluating potential nominees for election to the Company's Board of Directors, and recommending to the Board potential nominees for election to the Company's Board of Directors. Each member of the Corporate Governance Committee shall be independent (as defined by the NYSE Amex Company Guide applicable to the Company).

II. MINIMUM QUALIFICATIONS

A nominee recommended for a position on the Company's Board of Directors is required to meet the following minimum qualifications:

- a) he or she must be over 21 years of age at the time of election;
- b) he or she must have experience in a position with a high degree of responsibility in a business or other organization;
- c) he or she must be able to read and understand basic financial statements;
- d) he or she must possess integrity and have high moral character;
- e) he or she must be willing to apply sound, independent business judgment; and
- f) he or she must have sufficient time to devote to the Company.

III. EVALUATION CRITERIA

The Corporate Governance Committee shall evaluate potential nominees who meet the minimum qualifications described in Section II of this Policy by considering the following factors (not all of which must be satisfied by each individual nominee):

- a) whether the potential nominee has leadership, strategic, or policy setting experience in a complex organization, including any governmental, educational, or other non-profit organization;
- b) whether the potential nominee has experience and expertise that is relevant to the Company's business, including any specialized business experience, technical expertise, or other specialized skills, and whether the potential nominee has knowledge regarding issues affecting the Company;
- c) whether the potential nominee is highly accomplished in his or her respective field;

- d) in light of the relationship of the Company's business to the apparel industry, whether the potential nominee has received any awards or honors from any industry groups or associations or other relevant professional associations or actively participates in any such groups or associations;
- e) whether the addition of the potential nominee to the Board of Directors would assist the Board of Directors in achieving a mix of Board members that represents a diversity of background and experience;
- f) whether the potential nominee has high ethical character and a reputation for honesty, integrity, and sound business judgment;
- g) whether the potential nominee is independent, as defined by the applicable independence requirements of the NYSE Amex Company Guide, whether he or she is free of any conflict of interest or the appearance of any conflict of interest with the best interests of the Company and its shareholders, and whether he or she is willing and able to represent the interests of all shareholders of the Company;
- h) whether the potential nominee is financially sophisticated, as defined by the NYSE Amex Company Guide standards, or qualifies as an "audit committee financial expert," as defined by SEC rules and regulations; and
- i) any factor affecting the ability or willingness of the potential nominee to devote sufficient time to Board activities and to enhance his or her understanding of the Company's business.

IV. PROFESSIONAL SEARCH FIRM

The Corporate Governance Committee shall have the sole authority to retain and to terminate any search firm to assist it in identifying candidates to serve as directors of the Company and shall have the sole authority to approve the fees payable to such search firm and any other terms of retention.

V. SHAREHOLDER NOMINATIONS

The Corporate Governance Committee shall consider potential nominees who are recommended by shareholders. The manner in which the Corporate Governance Committee evaluates a potential nominee shall not differ based on whether the potential nominee is recommended by a shareholder of the Company. The Corporate Governance Committee shall consider director nominees recommended by a shareholder if such shareholder sends a written notice to the Company's Secretary at the address of the Company's current corporate headquarters, by fax to (864) 232-5199, or by email to martha.watson@deltaapparel.com. The written notice must set forth:

- a) the name, telephone number, and address of the nominating shareholder and the
- b) name(s), telephone number(s), and addressee(s) of his or her nominee(s);
- c) (ii) biographical information regarding each nominee, including each nominee's
- d) employment and other relevant experience; and

- e) (iii) the written consent of each nominee to serve as a director of the Company.
- f) The Corporate Governance Committee shall not be required to consider shareholder
- g) nominees for a given annual meeting of shareholders unless written notice is received by
- h) the Company no later than 120 days prior to the first anniversary of the date of the
- i) Company's proxy statement in connection with the previous year's annual meeting.

VI. INCUMBENT DIRECTORS

With respect to an incumbent director whom the Corporate Governance Committee is considering as a potential nominee for re-election, the Company's Corporate Governance Committee shall review and consider the incumbent director's service to the Company during his or her term, including the number of meetings attended, level of participation, and overall contribution to the Company, in deciding whether to nominate such incumbent director for re-election.

VII. COMMUNICATIONS BY SHAREHOLDERS WITH BOARD OF DIRECTORS

A process shall be available for shareholders to send communications to the Board or any Board member. Shareholders may send written communications to the Board or any one or more of the individual directors by mail, c/o the Company's Secretary at the address of the Company's current corporate headquarters, by fax to (678) 775-6999, or by e-mail to martha.watson@deltaapparel.com. All shareholder communications will be compiled by the Company's Secretary and submitted to the Board or the individual directors on a monthly basis.

VIII. DIRECTOR ATTENDANCE AT SHAREHOLDER MEETINGS

All of the Company's directors and nominees for election as directors are expected to attend all shareholder meetings except in cases of extraordinary circumstances.