



# Delta Apparel, Inc.

## Charter for the Audit Committee of the Board of Directors

### I. PURPOSE

The primary function of the Audit Committee (the “Committee”) of Delta Apparel, Inc. (the “Company”) is to assist the Board of Directors in fulfilling its oversight responsibilities by overseeing the Company’s auditing, accounting, and financial reporting processes and performance. Consistent with this function, the Committee should encourage continuous improvement of, and should foster compliance with, the Company’s auditing, accounting, and financial reporting policies, processes, and practices at all levels.

The Committee’s primary duties and responsibilities are to:

Serve as an independent and objective party to oversee the financial and reporting processes of the Company, the audits of the financial statements of the Company, and the Company’s internal control system.

Appoint (subject, if applicable, to ratification by the Company’s stockholders) from time to time, evaluate, and, when appropriate, replace the registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company (such firm, the “Outside Auditors”), determine the compensation of the Outside Auditors and the other terms of their engagement, and oversee the work of the Outside Auditors. The Company’s Outside Auditors shall report directly to the Audit Committee.

Oversee the performance of the Company’s internal audit function.

The Committee shall primarily fulfill these responsibilities by carrying out the activities set forth in Section IV of this Charter.

### II. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall meet the requirements of the NYSE American listing standards and federal laws and regulations with respect to audit committees and any corporate governance guidelines of the Company, as each may become applicable from time to time. Each member of the Committee shall be free from any material relationship that, in the opinion of the Board, would interfere with his or her exercise of independent business judgment. No member of the Committee may serve simultaneously on the audit committee of more than two other public companies.

Each member of the Committee shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the individual's financial sophistication, including, but not limited to, being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities. In addition, at least one member of the Committee (who may be the same person as the financially sophisticated member) shall possess such qualities and skills as are necessary for him or her to qualify as an "audit committee financial expert," as defined in U.S. Securities and Exchange Commission ("SEC" or "Commission") regulations.

The members of the Committee shall be elected by the Board at the first meeting of the Board of Directors after the Company's annual stockholders meeting and shall serve until their successors are duly elected and qualified. Unless the Board elects a Chair, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. Vacancies occurring for any reason in the membership of the Audit Committee shall be filled by the Board of Directors.

### **III. MEETINGS**

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communications, the Committee should meet at least annually with management, the director of the Company's internal audit department, and the Outside Auditors in separate executive sessions to discuss any matters that the Committee or any of these groups or individuals believe should be discussed privately.

### **IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties outlined in Section I of this Charter, the Audit Committee shall:

#### **Documents/Reports Review**

1. Review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee deems necessary or valuable.
2. Review the internal reports to management prepared by the Company's internal auditing department, any letters of the Outside Auditors to management and management's responses thereto, and all reports by the Outside Auditors to the Committee.
3. Review and discuss with management and the Outside Auditors the Company's financial statements and as well as the specific disclosures made in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" portion of the

Company's Quarterly Reports on Form 10-Q (each, a "Form 10-Q") and Annual Reports on Form 10-K (each, a "Form 10-K") prior to their filing. The Committee shall recommend to the Board that the audited annual financial statements of the Company be included in the Company's Form 10-K.

4. Review and discuss with management and the Outside Auditors any certification, report, or opinion rendered by the Outside Auditors in connection with a Form 10-K or Form 10-Q and the results of the Outside Auditors' review of the Company's financial statements.
5. Review disclosures made to the Committee by the Chief Executive Officer and Chief Financial Officer during their certification process for the Company's Forms 10-K and Forms 10-Q or otherwise about (1) any significant deficiencies or material weaknesses in the design or operation of the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information; and (2) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
6. Review (a) the conclusions of the Company's Chief Executive Officer and Chief Financial Officer regarding the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) included in the Company's periodic reports filed with the Commission, (b) the report of the Company's management regarding the Company's internal control over financial reporting included in the Company's periodic reports filed with the Commission, (c) any change in the Company's internal control over financial reporting included in the Company's periodic reports filed with the Commission.
7. Cause to be prepared and review prior to filing with the Commission, the Committee's report and the descriptions and disclosures regarding the Committee, its members, policies, and activities, each as required by the rules of the Commission to be included in the Company's filings with the Commission.

### **Outside Auditors**

8. Have the sole authority to appoint and replace the Outside Auditors (subject, if applicable, to shareholder ratification). The Committee shall also be responsible for considering the qualifications, independence, and effectiveness of the Outside Auditors, evaluating their performance, overseeing their work (including resolution of disagreements between management and the Outside Auditors regarding financial reporting) and evaluating their independence at least annually, including an evaluation of the lead audit partner, and approving the compensation to be paid to the Outside Auditors and other terms of their engagement. The Outside Auditors shall report directly to the Committee.

9. Establish and monitor procedures that are designed to ensure that the Outside Auditors do not provide any non-audit services at any time during the audit period that are prohibited pursuant to Section 10A(g) of the Exchange Act.
10. Pre-approve all audit and non-audit services (including the fees for and terms thereof) required to be pre-approved by the Committee under Section 10A(h) or (i) of the Exchange Act (subject to the de minimis exceptions permitted thereunder). Such approval may be accomplished either by (a) approving the terms of the particular engagement before the engagement, or (b) establishing pre-approval policies and procedures to govern such engagement that are detailed about the particular services to be provided, with the Committee to be informed about each such service on a timely basis.
11. Obtain and review at least annually the written disclosures and the letter from the Outside Auditors required by the Public Company Accounting Oversight Board (“PCAOB”), that (a) delineate all relationships between the Outside Auditors and the Company, (b) confirm that the Outside Auditors are independent under the Securities Act of 1933, as amended, the Exchange Act, and the rules and regulations promulgated thereunder, (c) describe the Outside Auditors' internal control procedures, and (d) describe any material issues raised by the most recent internal review, or PCAOB review of the Outside Auditors' internal control procedures or any similar inquiry in the past five years regarding any audits conducted by the Outside Auditors and any steps taken to deal with such issues. The Committee shall evaluate and discuss with the Outside Auditors whether the disclosed relationships or services may impact the objectivity and independence of the Outside Auditors and shall take, or recommend that the full Board take, appropriate action to oversee the independence of the Outside Auditors.
12. Obtain at least annually a certification from the Outside Auditors that the Outside Auditors have not made a report to the Company under Section 10A(b) of the Exchange Act with respect to information detected by the Outside Auditors or information of which the Outside Auditors became aware indicating that an illegal act occurred or may have occurred.
13. Periodically consult with the Outside Auditors, out of the presence of management, about the Company’s internal controls, the fullness and accuracy of the Company’s financial statements, and the matters required to be discussed by any auditing standard, including Auditing Standard 1301 "Communications with Audit Committees" or such successor standard that may be promulgated by the PCAOB, or similar pronouncement, including, without limitation, any difficulties encountered in the course of audit work, any restrictions on the scope of activities or access to requested information, any significant disagreements with management, management's response to any difficulties or disagreements encountered, and any special steps adopted in light of material control deficiencies.
14. Adopt policies for the Company’s hiring of employees or former employees of the Outside Auditors who participated in any capacity in the audit of the Company.

## **Financial Reporting Process**

15. Promote an open avenue of communication among the Outside Auditors, financial and senior management, the internal auditing department, the Committee, and the Board of Directors.
16. In consultation with the Outside Auditors and the internal auditors, review the integrity of the Company's financial reporting processes, both internal and external.
17. Review and discuss reports from the Outside Auditors on (a) all critical accounting policies and practices to be used by the Company, (b) all alternative treatments within Generally Accepted Accounting Principles for policies and practices relating to material items that have been discussed with the Company's management, including the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the Outside Auditors, and (c) other material written communications between the Outside Auditors and the management of the Company such as any management letter or schedule of unadjusted audit differences.
18. Review and discuss with management and the Outside Auditors significant financial, accounting, and reporting issues, including, without limitation, any significant changes in the Company's selection or application of accounting principles, complex or unusual transactions, off-balance-sheet structures, and recent professional and regulatory pronouncements.
19. Approve the appointment of the Company's senior internal auditor, oversee the internal audit department, and review any material recommended changes in the internal audit department and any material restrictions or limitations upon the scope of work of the Company's internal auditors.
20. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including, without limitation, the Company's risk assessment and risk management policies.
21. Consider and approve, if appropriate, material changes to the Company's auditing and accounting principles or practices as suggested by the Outside Auditors, management, or the internal auditing department.
22. Discuss, in consultation with management and the Outside Auditors, any earnings press releases made by the Company, including the use of any non-GAAP financial measures (as defined by Rule 101 of Regulation G promulgated by the Commission), as well as any financial information and earnings guidance provided to analysts and rating agencies (discussions are not required, however, in advance of each earnings press release or provision of financial information or earnings guidance, and the discussions may be general with regard to the types of information to be disclosed and the types of presentations to be made).

23. Resolve any disagreement among management and the Outside Auditors or internal auditing department in connection with financial reporting.

### **Process Improvement**

24. Establish regular and separate systems of reporting to the Committee by each of management, the Outside Auditors, and the internal auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments.
25. Following completion of the annual audit, review separately with management, the Outside Auditors, and the internal auditing department any material matters that came to the attention of the Committee in connection with the annual audit.
26. Review with the Outside Auditors, the internal auditing department, and management the extent to which changes or improvements in financial accounting practices, as previously approved by the Committee, have been implemented.

### **Ethical Compliance**

27. Review, approve, and oversee all related party transactions that are (1) required to be disclosed pursuant to Item 404 of Regulation S-K, or any successor provision, or (2) subject to review and oversight by the Committee pursuant to applicable listing requirements of the NYSE American, and review disclosures of related party transactions made in filings with the Commission.
28. Review with the Company's counsel any legal matter that is reasonably likely to have a material impact on the Company's financial statements, any matter reported to the Committee pursuant to the Attorney Conduct Rules, and any other matter deemed by the Committee to be relevant to the performance of its responsibilities.
29. Perform any other activities consistent with this Charter, the Company's Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.
30. Establish, maintain, and oversee procedures for the submission of complaints, including the submission of confidential, anonymous complaints, regarding accounting, internal accounting controls or auditing matters under the Ethics Hotline and other channels and the receipt, retention, investigation and treatment of such complaints.

### **Board Reports/Documentation/Evaluations**

31. Report regularly to the full Board of Directors and provide such recommendations as the Committee deems appropriate.
32. Maintain minutes or other records of meetings and activities of the Committee.

33. Conduct an annual evaluation of the performance of its duties under this Charter. The Committee may conduct this evaluation in the manner it deems appropriate.

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Although the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with Generally Accepted Accounting Principles and applicable rules and regulations. These are the responsibilities of the Company's management and, to the extent provided by applicable accounting and auditing standards, the Outside Auditors.

## **V. AUTHORITY**

In discharging its duties, the Committee is empowered to investigate any matter within the scope of its responsibilities.

The Committee shall have the authority, without seeking Board approval, to obtain such data, engage such professionals and advisors, and use such other internal and external resources as it determines are necessary or appropriate to fulfill its responsibilities and duties. This authority shall include, without limitation, the authority to consult with the Company's management and corporate staff, incur administrative expenses, obtain external reports and other materials, and to engage outside advisors, including independent counsel. The Committee shall have the sole authority to approve fees and other terms of engagement for any professional advisors retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for the payment of compensation to the Outside Auditors, for the payment of compensation to any advisors employed by the Committee pursuant to this paragraph, and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee is hereby vested with all responsibilities and authority required by Rule 10A-3 under the Exchange Act. Where legally permissible, the Committee shall have the authority to delegate such of its responsibilities as the Committee deems necessary or appropriate in its sole discretion.

Adopted by the Board of Directors on August 20, 2013.