

# Delta Apparel, Inc.

## Corporate Governance



### Board Accountability:

▪ Directors Elected by Majority Vote	Yes
▪ Majority of Directors Independent	Yes
▪ Independent Director with Leadership Role	Yes
▪ Independent Governance Committee	Yes
▪ Minimum Regularly Scheduled Board Meetings	5
▪ Annual Board Elections/Declassified Board	Yes
▪ Independent Directors hold Meetings without Management Present	Yes
▪ Board-Approved Succession Plan	Yes
▪ Directors Required to Offer Resignation upon Substantive Career Change	Yes
▪ Board Performance Reviewed Regularly	Yes
▪ Board Committee Performance Reviewed Regularly	Yes
▪ Board Orientation/Education Program	Yes
▪ All Directors Attended at Least 75% of Board and Committee Meetings in Most Recent Year	Yes
▪ No Director Serves on More than Five Boards of Directors	Yes
▪ All Directors Attended Most Recent Annual Shareholders Meeting	Yes
▪ Diversity Considered in Selecting Director Nominees	Yes

### Financial Disclosure and Internal Controls:

▪ Published Charters for Audit, Compensation and Governance Committees	Yes
▪ Disclosure Committee Function for Financial Reporting	Yes
▪ Independent Audit Committee	Yes
▪ Audit Committee Financial Expert	Yes
▪ Audit Committee Monitors Related Party Transactions per Company Policy	Yes

### Shareholder Rights:

▪ Cumulative Voting Rights	No
▪ Shareholders may Call Special Meetings	Yes
▪ Stock-Based Incentive Plans for New Equity Grants Shareholder-Approved	Yes
▪ Independent Inspector Tabulates Shareholder Votes	Yes
▪ Shareholder Rights Plan	No

### Executive Compensation:

▪ Independent Compensation Committee	Yes
▪ Compensation Committee Engages Independent Compensation Consultants	Yes
▪ Executive Compensation Tied to Performance and Performance Metrics Disclosed	Yes
▪ Annual "Say and Pay" Vote	Yes
▪ Executive Compensation Policies/Practices Approved by Shareholders on Advisory Basis	Yes
▪ Director and Executive Stock Ownership Guidelines	Yes

### Corporate Behavior:

▪ Company Employee(s) Tasked with Environmental Responsibilities	Yes
▪ Environmental, Health and Safety Guidelines	Yes
▪ Company Compares Governance Policies to External Best Practices	Yes
▪ Code of Ethics (Ethics Policy Statement)	Yes
▪ Ethics Compliance Officer Function	Yes
▪ "Whistleblower Hotline" Accessible by Employees and Third Parties	Yes
▪ All Employees Required to Adhere to Code of Ethics	Yes