RUSSELL CORPORATION

CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

Adopted February 11, 2004, amended February 9, 2005

A. THE ROLE OF THE BOARD OF DIRECTORS

1. DIRECT THE AFFAIRS OF THE COMPANY FOR THE BENEFIT OF SHAREHOLDERS

The primary responsibility of directors is to oversee the affairs of the Company for the benefit of the shareholders, as well as to assure the vitality of the Company for its customers, employees and other stakeholders.

The day-to-day management of the Company is the responsibility of management, and the role of the Board is to oversee management's performance of that function.

A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the Corporate Secretary in advance of such meeting.

2. REVIEW OF CORPORATE GOALS AND PERFORMANCE

The Board shall review the Company's annual and long-range financial objectives and major corporate plans, strategies and actions and monitor the Company's performance with respect to its objectives and plans.

3. MAINTAIN ETHICAL BUSINESS ENVIRONMENT

The long-term success of the Company is dependent upon the maintenance of an ethical business environment that focuses on adherence to both the letter and the spirit of regulatory and legal mandates. Directors are expected to promote the best interests of shareholders in terms of corporate governance, fiduciary responsibilities, compliance with applicable laws and regulations and maintenance of accounting, financial or other controls.

4. CEO PERFORMANCE EVALUATION

The Board believes that CEO performance should be evaluated annually and as a regular part of any decision with respect to CEO compensation. The Board has delegated responsibility to the Management Development and Compensation Committee to evaluate CEO performance in the course of approving CEO salary, bonus and long-term incentives such as stock-based compensation. The Management Development and Compensation Committee is responsible for setting annual and long-term performance goals for the CEO and for evaluating the CEO's performance against such goals. The Management Development and Compensation Committee meets annually with the CEO to receive his or her recommendations concerning such goals and to evaluate the CEO's performance against the prior year's goals.

The Chairman of the Management Development and Compensation Committee reviews comments of the Board with the CEO following each such meeting, as appropriate, and shall provide the Board with a summary of the CEO's performance against performance goals.

5. SUCCESSION PLANNING

There should be an annual report by the Chief Executive Officer to the Management Development and Compensation Committee on management succession. The CEO shall annually review with the Management Development and Compensation Committee the abilities of the key senior managers and their likely successors. Additionally, the non-management directors may discuss management succession issues from time to time.

6. COMPENSATION OF OTHER EXECUTIVE OFFICERS

The Board establishes the compensation and benefits programs for key executive officers subject in some cases to shareholder approval. The Board has delegated review of the day to day administration of compensation and benefits plans to the Management Development and Compensation Committee, under policies and procedures approved by the Board, which include regular reporting to the Board.

B. MEETINGS OF THE BOARD OF DIRECTORS

1. SELECTION OF CHAIRMAN OF THE BOARD

The Chairman of the Board may be an officer/director or a non-management director and may or may not be the same individual as the CEO, at the option of the Board. The Board believes it should be free to make this determination depending on what it believes is best for the Company in light of all the circumstances. The Chairman of the Executive Committee shall be a non-management director.

2. LEAD DIRECTOR

The Board endorses the role of a lead outside director (the "Lead Director"). The Chairman of the Board shall be the Lead Director; provided, however, that in the event the Chairman and CEO positions are held by the same person, the Chairperson of the Executive Committee shall serve as Lead Director. The Lead Director shall assume the responsibility of chairing meetings of non-management directors and such other responsibilities as the non-management directors designate from time to time.

3. FREQUENCY OF MEETINGS

The Board believes that the number of scheduled Board meetings should vary with circumstances, but should be held at least quarterly, and that special meetings should be called if necessary. While the Board recognizes that directors discharge their duties in a variety of ways, including personal and telephonic meetings and contact with management and others regarding the business and affairs of the Company, the Board feels it is the responsibility of individual directors to make themselves available to attend both scheduled and special Board and committee meetings on a consistent basis. The Board expects board members to be present for the entire board meeting.

4. EXECUTIVE SESSIONS OF THE NON-MANAGEMENT DIRECTORS

The Board believes that non-management directors should have the opportunity to meet in executive session on a regularly scheduled basis, and that at least annually such executive session should be limited to the independent directors.

Topics at such executive sessions should include CEO compensation and performance and management succession. Following each executive session, the Lead Director should communicate the results of deliberations and any recommendations to management.

Interested parties may communicate with the non-management directors through the Lead Director. The Company shall publicize the method of communicating with the Lead Director in an appropriate manner.

5. ACCESS TO MANAGEMENT

Board members shall have complete access to management. It is assumed that Board members will use judgment to ensure that contact is not distracting to the business operation of the Company and that such contact, if in writing, shall be copied to the CEO and Chairman and the Lead Director.

6. ATTENDANCE OF NON-DIRECTORS AT MEETINGS

The Chairman should have discretion to invite such members of management as the Chairman deems appropriate to attend the Board meetings.

The Board believes it is important for directors to have exposure to the Company's key senior officers and believes that their limited attendance at and participation in Board meetings may be helpful.

7. AGENDAS AND PRESENTATIONS

The Chairman of the Board and CEO (if the Chairman is not the CEO), in consultation with the Lead Director, should establish the agenda for each Board meeting, taking into account suggestions of Board members. The Corporate Secretary will distribute a preliminary agenda in advance of each Board meeting.

Board members are encouraged to suggest the inclusion of particular items on the agenda and the Chairman or the Lead Director will from time to time ask directors for their suggestions or opinions on possible agenda items.

8. INFORMATION FLOW

The Board should receive information important to understanding presentations, discussions and issues covered at each meeting, to the extent practicable, in writing and sufficiently in advance of the meeting to permit appropriate review. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information or time does not permit the preparation of such materials, it is recognized that written materials may not be available in advance of the meeting.

The Board and the Corporate Governance Committee periodically review the information flow to Board members to ensure that directors receive the right kind and amount of information from management in sufficient time to prepare for meetings. The Chairman has directed the Corporate Secretary to coordinate the information flow to the directors and to periodically discuss director satisfaction with Board materials with individual directors.

9. BOARD EFFECTIVENESS REVIEW

The Board believes it is appropriate to review its own effectiveness and performance, including its corporate governance principles and practices. The Corporate Governance Committee generally has the responsibility for coordinating the Board's self-assessment , which may consist of surveys and self-evaluations. The Committee will report to the Board the results of its analysis and any recommendations following each such review. The Board would ordinarily expect the Corporate Governance Committee to conduct such review at least annually. All directors are free to make suggestions to improve the Board’s practices at any time and are encouraged to do so.

The Corporate Governance Committee is also responsible for reviewing with the Board on an annual basis the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This assessment should include issues of diversity, age and skills, all in the context of an assessment of the perceived needs of the Board at that point in time.

C. BOARD STRUCTURE

1. INDEPENDENT DIRECTORS

An independent director is a director who meets the definition of independence under the listing standards of the New York Stock Exchange ("NYSE"). The Board directs that at least a majority of directors be independent. The Board shall take affirmative action at least annually to determine the independence of a majority of its members.

The Audit Committee shall be comprised entirely of directors that qualify to serve on the Committee under the requirements of the NYSE, including the heightened standards of independence for audit committee members set forth therein. The Corporate Governance Committee shall be comprised entirely of independent directors. The members of the Management Development and Compensation Committee shall be independent directors and shall also qualify as "non-employee directors" within the many of meaning of Rules 16b-3 under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of the Internal Revenue Code of 1986, as amended.

2. Size of the Board

The Board believes that the Board should not be too large, but understands that the size of the Board will fluctuate from time to time depending on circumstances and subject to the size limitations contained in the Company's Bylaws.

3. Director Retirement Age and Term Limits

The Board has established a retirement policy for directors which it believes is appropriate for current circumstances. Under that policy, no person may be elected as a director of the Company at a meeting of the shareholders of the Company held on or after the date on which such person attained 69 years of age. The Board periodically reviews the retirement policy to ensure that it remains appropriate in light of the Company's needs.

The Board believes that consistent quality in the directorship can be achieved effectively without term limits. Nonetheless, the Corporate Governance Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo.

4. Director Appointments

The Corporate Governance Committee of the Board, which consists entirely of independent directors, shall make director recommendations to the full Board for appointments to fill vacancies of any unexpired term on the Board and to recommend nominees for submission to shareholders for approval at the time of the Annual Meeting. When formulating its director recommendation, the Corporate Governance Committee may consider advice and recommendations from others, including Company shareholders, as it deems appropriate. It is the responsibility of the Corporate Governance Committee and Chairman to extend the offer to a new director candidate to serve on the Board.

The Company does not set specific criteria for directors but believes that candidates should show evidence of leadership in their particular field, have broad business experience and the ability to exercise sound business judgment. In selecting directors, the Board generally seeks a combination of active or former CEO’s or senior officers of major businesses and leading academics . The Board also considers, among other factors, a nominee's reputation for integrity and ethical dealings and a willingness to devote adequate time and effort to Board responsibilities.

5. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Company shall provide new directors with a director orientation program of one to two days, including selected site visits, to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance principles and practices, principal officers, internal auditors and independent auditors. The Company will periodically inform directors of continuing educational opportunities that may assist a director in performing his or her responsibilities.

6. DIRECTOR EVALUATION

The Board believes that the Corporate Governance Committee should review incumbent directors in the context of the Committee’s overall review of the strengths and weaknesses of the Board as a whole. The Board expects that based upon the recommendations of the Corporate Governance Committee, the Committee will take appropriate action to effect changes in incumbent directors if, in the opinion of the Committee, after discussion with the Chairman of the Board and CEO (if the Chairman is not the CEO), any director is not contributing to the work of the Board and does not meet the criteria for directors.

7. DIRECTOR COMPENSATION AND SHARE OWNERSHIP

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The form and amount of director compensation will be determined by the Management Development and Compensation Committee, but with full discussion and approval by the Board, including consideration of the views of the Corporate Governance Committee as to the level or type of director compensation in light of good corporate governance practices. The Management Development and Compensation Committee will conduct a periodic review of director compensation. The Board believes that director compensation should be tied, in part, to corporate performance in order to further align director interest with those of shareholders.

The Board believes that directors should have a financial stake in the Company. Currently, forty-two percent of a director's annual compensation is in the form of deferred shares. The remaining fifty-eight percent of annual compensation is in the form of cash compensation which may be received in either cash or stock or a combination of these, at the election of the director.

8. SERVICE OF FORMER CEO ON THE BOARD

The Board believes that former CEOs continuing their service on the Board following retirement from the CEO position can be helpful to the Company. A CEO retiring in mid-year would generally be expected to continue to serve on the Board until at least the end of his term and continues to be eligible for re-nomination and election as director, and as Chairman of the Board at the pleasure of the Board, until reaching the Board's mandatory retirement age. However, the Board acknowledges that there may be instances in which such service may not be desirable and expects the Corporate Governance Committee to specifically address the issue of a retiring CEO's continuation on the Board, and to discuss the Committee's views with both the retiring and the incoming CEOs prior to making a recommendation to the full Board.

9. OTHER PUBLIC COMPANY DIRECTORSHIPS

The Company does not have a policy limiting the number of other public company boards of directors upon which a director may sit. In any event, the Corporate Governance Committee shall consider the number of public company boards and other boards or comparable governing bodies on which a prospective nominee is a member and any nominee is expected to devote all such time to the Board as is necessary to fulfill the director's duties and responsibilities.

D. COMMITTEES OF THE BOARD

1. NUMBER AND TYPES OF COMMITTEES

The Board believes that committees should be created and disbanded depending on the particular interests of the Board, issues facing the Company and legal requirements. The current "standing" committees of the Board (that is, committees expected to operate over an extended period) are the Audit, Executive, Corporate Responsibility, Management Development and Compensation and Corporate Governance. The Chairman of the Board is primarily responsible for making recommendations to the full Board on the committee structure, but directors are free to make suggestions regarding committees at any time and are encouraged to do so. The Board also expects that the committee structure would be one of the matters considered by the Corporate Governance Committee from time to time as part of its review of overall board effectiveness.

2. ASSIGNMENT AND ROTATION OF COMMITTEE MEMBERS

The Corporate Governance Committee, after consultation with the Chairman and CEO (if the Chairman is not the CEO), should recommend committee appointments for the approval of the full Board. The Corporate Governance Committee shall annually review the Committee assignments and shall consider the rotation of the Chairman and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

3. FREQUENCY OF COMMITTEE MEETINGS

Each committee will meet as often as it deems necessary to satisfy its duties and responsibilities, but in no case less than annually, except that the Audit Committee shall meet not less than quarterly.

4. COMMITTEE AGENDAS

Committee chairmen, in consultation with appropriate members of management and committee members, determine committee agendas and the length of committee meetings.

5. COMMITTEE REPORTS

Each committee shall provide regular reports, which may be oral, to the full Boards.

E. OTHER CORPORATE GOVERNANCE ISSUES

1. COMMUNICATIONS WITH THE PUBLIC

The CEO is responsible for establishing effective communications with the Company’s stakeholder groups, i.e. shareholders, customers, employees, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Company that management speaks for the Company, and the Chairman of the Board speaks for the Board. Directors shall refer inquiries from institute investors, analysts, the press or customers to the CEO or his or her designee. This policy does not preclude outside directors from meeting with shareholders, but it is suggested that any such meetings be with management present and undertaken in accordance with the Company's Corporate Disclosure Policy.

2. PERIODIC REVIEW

These principles are reviewed by the Board and the Corporate Governance Committee, and are subject to modification, from time to time.

3. CODE OF CONDUCT

The Board has adopted a Code of Conduct for directors and executive officers. Any waiver of the Company's Code of Conduct for directors and executive officers may be made only by the Board and will promptly be disclosed to shareholders.