

GMI EXECUTIVE PAY SCORECARDSM

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

18 Jan 2012

Destination Maternity Corporation



DEST NASDAQ

Retail - Apparel / Accessories

Market Capitalization USD:

\$170.22 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Edward M. Krell

Age: 49

CEO Since: 2008

	2009	2010	2011
Base Salary	\$650,000	\$650,000	\$733,333
Discretionary Bonus	\$1,300,000	\$0	\$0
Annual Cash Incentive	\$0	\$1,123,200	\$190,667
Benefits and Perquisites	\$21,995	\$24,124	\$23,683
TOTAL ANNUAL COMPENSATION	\$1,971,995	\$1,797,324	\$947,683
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$430,806	\$400,418
Stock Awards	\$0	\$0	\$354,080
TOTAL COMPENSATION	\$2,834,374	\$2,228,130	\$1,702,181
Median of Other Named Executive Officers Total Compensation	\$1,359,159	\$1,355,259	\$759,318
Value Realized on Exercise of Stock Option	\$0	\$0	\$5,485,820
Value Realized on Vesting of Stock	\$89,180	\$232,150	\$150,800
TOTAL REALIZED EQUITY COMPENSATION	\$89,180	\$232,150	\$5,636,620

Proxy Date: 15 Dec 2011

Annual Meeting Date: 20 Jan 2012

Equity Reserves: 11.49%

Stock Option Run Rate: 1.11%

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Destination Maternity Corporation

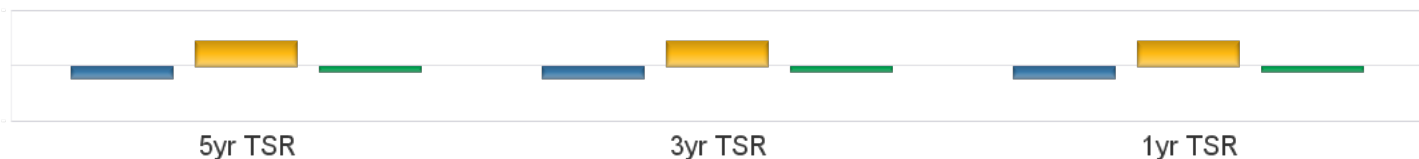
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ DEST



Peer Comparisons (TRBC) =Retail - Apparel / Accessories

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DEST	Destination Maternity Corporation	\$2,834,374	\$2,228,130	\$1,702,181	\$170,216,998
LIZ	Liz Claiborne, Inc.	\$3,487,322	\$6,716,861		\$472,991,350
SSI	Stage Stores, Inc.	\$2,095,820	\$2,876,703		\$431,512,288
WTSLA	Wet Seal, Inc. (The)	\$786,262	\$1,536,167		\$405,367,786
HOTT	Hot Topic, Inc.	\$2,960,195	\$1,367,975		\$342,686,937
SCVL	Shoe Carnival, Inc.	\$1,184,586	\$1,928,401		\$313,237,985
CHRS	Charming Shoppes, Inc.	\$5,212,682	\$3,021,517		\$302,833,060

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Bebe Stores, Inc., Body Central Corp., Cache Inc., Casual Male Retail Group, Inc., Cato Corp., Christopher & Banks Corporation, Citi Trends, Inc., Coldwater Creek, Inc., Hot Topic, Inc., New York & Company, Inc., Rue21, Inc., Shoe Carnival, Inc., Wet Seal, Inc., Zumiez Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
B. Allen Weinstein	Chairman	65	Male	2	Outside
Arnaud Aidler	Member	36	Male	4	Outside
Barrv Erdos	Member	67	Male	2	Outside
Joseph A. Goldblum	Member	62	Male	23	Outside

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