

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Tilly's, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid: _____
 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____
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TILLYS

12 Whatney, Irvine, CA 92618

April 17, 2023

Dear Stockholder:

You are cordially invited to attend the 2023 annual meeting of stockholders of Tilly's, Inc., to be held on Wednesday, June 14, 2023 at 9:30 a.m., local time, at our headquarters located at 12 Whatney, Irvine, California 92618. The attached notice of meeting and proxy statement describe the matters to be acted upon at the annual meeting. We urge you to read this information carefully.

Whether or not you plan to attend the annual meeting personally, and regardless of the number of shares of Tilly's stock you own, it is important that your shares be represented at the annual meeting. We are pleased to take advantage of Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the internet. As a result, we are mailing to most of our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of our proxy materials, which include the Notice of Annual Meeting, our 2023 Proxy Statement (the "Proxy Statement"), our Fiscal 2022 Annual Report (the "Annual Report") and a proxy card or voting instruction form. The Notice contains instructions on how to access our proxy materials on the internet, how to cast your vote and how to request a paper copy of our proxy materials. All stockholders who do not receive the Notice will receive a paper copy of the proxy materials by mail. If you receive a paper copy of our proxy materials, you can cast your vote by completing the enclosed proxy card and returning it in the postage-prepaid envelope provided.

On behalf of the Board of Directors, I thank you for your participation.



Hezy Shaked
Executive Chairman of the Board, Chief Strategy Officer



12 Whatney, Irvine, CA 92618

**NOTICE OF ANNUAL MEETING OF TILLY'S, INC. STOCKHOLDERS
TO BE HELD ON WEDNESDAY, JUNE 14, 2023**

TO OUR STOCKHOLDERS:

The 2023 annual meeting of stockholders of Tilly's, Inc. will be held on Wednesday, June 14, 2023 at 9:30 a.m., local time, at our headquarters located at 12 Whatney, Irvine, California 92618. We will consider and act on the following items of business at the annual meeting:

1. The re-election of each of Hezy Shaked, Teresa Aragoes, Erin Chin, Doug Collier, Seth Johnson, Janet Kerr, Edmond Thomas, and Bernard Zeichner to our board of directors for a term of office expiring at the 2024 annual meeting of stockholders and until their successors are duly elected and qualified;
2. The ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending February 3, 2024;
3. A non-binding advisory proposal to approve the compensation of our named executive officers as described in the Proxy Statement accompanying this notice (the "Proxy Statement"); and
4. Such other business as may properly come before the annual meeting.

The Proxy Statement describes each of these items of business in more detail. Our board of directors recommends a vote "FOR" each of the eight nominees for director named in this Proxy Statement, a vote "FOR" the ratification of the appointment of our independent registered public accounting firm for the fiscal year ending February 3, 2024, and a vote "FOR" the non-binding, advisory approval of the compensation of our named executive officers as described in the Proxy Statement.

If you were a holder of record of Tilly's Class A common stock or Class B common stock at the close of business on April 17, 2023, you are entitled to notice of and to vote at the annual meeting and any adjournments or postponements of the annual meeting.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Michael L. Henry", is written over a horizontal line.

Michael L. Henry
Executive Vice President, Chief Financial Officer (Principal
Financial Officer and Principal Accounting Officer)

Irvine, California
April 17, 2023

TILLY'S, INC.
12 Whatney, Irvine, CA 92618

**PROXY STATEMENT
ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON WEDNESDAY, JUNE 14, 2023**

TABLE OF CONTENTS

INFORMATION CONCERNING VOTING AND SOLICITATION	1
ITEM NO. 1—ELECTION OF DIRECTORS	4
ITEM NO. 2—RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	7
ITEM NO. 3 - ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	8
AUDIT MATTERS	9
CORPORATE GOVERNANCE	9
DIRECTOR COMPENSATION	15
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	16
EQUITY COMPENSATION PLAN INFORMATION	17
DELINQUENT SECTION 16(a) REPORTS	17
EXECUTIVE COMPENSATION	18
COMPENSATION COMMITTEE REPORT	32
AUDIT COMMITTEE REPORT	33
CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS	34
ANNUAL REPORT	35
OTHER BUSINESS	35
INCORPORATION BY REFERENCE	37

TILLY'S, INC.
12 Whatney, Irvine, CA 92618

**ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON WEDNESDAY, JUNE 14, 2023**

PROXY STATEMENT

INFORMATION CONCERNING VOTING AND SOLICITATION

Solicitation of Proxies is Made by the Tilly's, Inc. Board of Directors

Our board of directors (the "board") of Tilly's, Inc. ("Tilly's," the "Company," "we," "our" or "us") is soliciting proxies to be used at the annual meeting of stockholders, to be held on Wednesday, June 14, 2023 at 9:30 a.m., local time, at our headquarters located at 12 Whatney, Irvine, California 92618, and at any continuation, adjournment or postponement thereof (the "annual meeting"). References to our website in this Proxy Statement are not intended to function as hyperlinks and the information contained on our website is not intended to be incorporated into this Proxy Statement. As permitted by the Securities and Exchange Commission ("SEC"), Tilly's is providing most stockholders with access to our proxy materials over the internet rather than in paper form. Accordingly, beginning on or about April 24, 2023, we will mail a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access the proxy materials over the internet to most of our stockholders. We will mail printed copies of the full set of proxy materials to the rest of our stockholders. If you receive the Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you follow the instructions contained on the Notice for requesting such materials. The Notice instructs you how to access and review all of the important information contained in our Proxy Statement and our Annual Report to Stockholders over the internet.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on Wednesday, June 14, 2023:

Our Proxy Statement and our Annual Report to Stockholders, which consists of a letter to stockholders and our Annual Report on Form 10-K for the fiscal year ended January 28, 2023, are available at www.tillys.com/proxy. This website address contains the following documents: the Notice of the Annual Meeting, our Proxy Statement (including sample proxy card) and our Annual Report to Stockholders. You are encouraged to access and review all of the important information contained in the proxy materials before voting.

Who Can Vote, Outstanding Shares

Record holders of our Class A common stock and holders of our Class B common stock as of the close of business on April 17, 2023, the record date for the annual meeting, may vote at the 2023 annual meeting of stockholders. As of the record date, there were 22,573,461 shares of our Class A common stock outstanding, each entitled to one vote, and there were 7,306,108 shares of our Class B common stock outstanding, each entitled to ten votes. There were approximately 11 stockholders of record as of the record date.

How You Can Vote

Any stockholder as of the record date may vote by attending the annual meeting and voting in person.

If you received a proxy card in the mail, you may vote by completing, signing and mailing a completed proxy card to the following address: Tilly's, Inc. c/o Continental Stock Transfer & Trust Company, 1 State Street, New York, New York 10004, using the postage-prepaid envelope provided to you.

If you received the Notice, you may follow the procedures outlined in the Notice to vote, or you may request a paper proxy card to submit your vote by mail using the procedures described above.

If you hold your shares of common stock in street name you will receive a notice from your broker, bank or other nominee that includes instructions on how to vote your shares. Your broker, bank or other nominee will allow you to deliver your voting instructions via the internet and may also permit you to submit your voting instructions by telephone. In addition, you may request paper copies of our Proxy Statement and proxy card by following the instructions on the notice provided by your broker, bank or other nominee.

YOUR VOTE IS VERY IMPORTANT. You should submit your proxy even if you plan to attend the annual meeting. If you properly give your proxy and submit it to us in time to vote, the individuals named as your proxy holders will vote your shares as you have directed.

All shares entitled to vote and represented by properly submitted proxies received before the polls are closed at the annual meeting of stockholders, and not revoked or superseded, will be voted at the annual meeting in accordance with the instructions indicated on those proxies.

If you submit a signed proxy card or submit your proxy by telephone or internet and do not specify how you want your shares voted, the proxy holder designated by the Company will vote your shares according to the recommendation of our board, as follows:

- “FOR” the election each of the eight director nominees;
- “FOR” ratification of the selection of BDO USA, LLP (“BDO”) as our independent registered public accounting firm for the fiscal year ending February 3, 2024 (which we refer to as “fiscal 2023”); and
- “FOR” the non-binding, advisory approval of the compensation of our named executive officers as described in the Proxy Statement.

In their discretion, the proxy holders named in the proxy are authorized to vote on any other matters that may properly come before the annual meeting and at any continuation, postponement or adjournment of the annual meeting. As of the date of this Proxy Statement, our board does not know of any other items of business that will be presented for consideration at the annual meeting other than those described in this Proxy Statement.

Voting in Person

If you plan to attend the annual meeting and wish to vote in person, you will be given a ballot at the annual meeting. Please note that if your shares are held of record by a broker, bank or other nominee, and you decide to attend and vote at the annual meeting, your vote in person at the annual meeting will not be effective unless you present a legal proxy, issued in your name from your broker, bank or other nominee. Even if you plan to attend the annual meeting, we encourage you to submit your proxy to vote your shares in advance of the annual meeting.

Stockholders who wish to attend the annual meeting will be required to present verification of ownership of our common stock, such as a bank or brokerage firm account statement, and will be required to present a valid government-issued picture identification, such as a driver’s license or passport, to gain admittance to the annual meeting.

No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the annual meeting.

How You May Revoke or Change Your Vote

As a stockholder of record, you have the power to revoke your proxy at any time before it is voted. A proxy may be revoked by a stockholder of record by:

- delivering a written notice of revocation to our Secretary at or before the annual meeting;
- presenting to our Secretary, at or before the annual meeting, a later dated proxy executed by the person who executed the prior proxy; or
- attending the annual meeting and voting in person.

Attendance at the annual meeting will not, by itself, revoke a proxy. Any written notice of revocation or delivery of a subsequent proxy by a stockholder of record may be sent to Tilly’s, Inc., Attn: Corporate Secretary, 12 Whatney, Irvine, California, 92618, or hand delivered to our Secretary at or before the voting at the annual meeting.

If you hold your shares through a broker, bank or other nominee, you may change your vote by submitting new voting instructions to your broker, bank or other nominee. If you wish to vote in person, you must obtain a legal proxy issued to you by your broker, bank or other nominee.

Quorum and Required Vote

The inspector of elections appointed for the annual meeting will tabulate votes cast by proxy or in person at the annual meeting. The inspector of elections will also determine whether or not a quorum is present.

Quorum. In order to constitute a quorum for the conduct of business at the annual meeting, the holders of a majority in voting power of the stock issued and outstanding and entitled to vote at the annual meeting must be present in person or represented by proxy. Shares that abstain from voting on any proposal, or that are represented by broker non-votes (as discussed below), will be treated as shares that are present and entitled to vote at the annual meeting for purposes of determining whether a quorum exists.

Broker Non-Votes. If you hold shares through a broker, bank or other nominee (that is, in “street name”), you are the beneficial stockholder of your shares and proxy materials were made available to you by the organization holding your account. As a

beneficial stockholder, you have the right to instruct that organization on how to vote the shares held in your account. If your broker, bank or other nominee does not receive voting instructions from you, a “broker non-vote” results unless your nominee has discretionary authority to vote on the matter. This year, Proposal No. 1 (election of directors) and Proposal No. 3 (advisory vote on executive compensation) are non-routine and your broker or other nominee does not have discretionary authority to vote on these proposals. As a result, shares that constitute broker non-votes will not be considered entitled to vote on such proposals. The effect of broker non-votes and abstentions on each proposal is explained below.

Proposal No. 1: Election of Directors. Our Third Amended and Restated Bylaws (our "bylaws") provide for a plurality voting standard in the election of directors in uncontested elections, which are generally defined as elections in which the number of nominees does not exceed the number of directors to be elected at the meeting. In the election of directors, you may either vote “for”, or to “withhold”, from each director nominee. Under the plurality voting standard, the eight nominees receiving the highest number of votes "for" their election will be elected as directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified. Abstentions and broker non-votes will not count as a vote “for,” or a “withhold” vote from, a nominee’s election and thus will have no effect in determining whether a director nominee has received a plurality of the votes cast.

Proposal No. 2: Ratification of BDO USA, LLP as our Independent Registered Public Accounting Firm for Fiscal 2023. The approval of Proposal No. 2 requires the affirmative vote of a majority in voting power of shares of stock present at the annual meeting, in person or by proxy, and entitled to vote on the proposal. Abstentions will have the same effect as a vote against this proposal. Broker non-votes are unlikely to result from and would not have any effect on the outcome of the vote on this proposal.

Proposal No. 3: Non-Binding Advisory Approval of the Compensation of our Named Executive Officers. The approval of Proposal No. 3 requires the affirmative vote of a majority in voting power of shares of stock present at the annual meeting, in person or by proxy, and entitled to vote on the proposal. Abstentions and broker non-votes will have the same effect as a vote against this proposal.

Costs of Solicitation

The total cost of this solicitation, including preparing, printing and mailing this Proxy Statement, will be borne by us. In addition to solicitation by mail, our officers and employees may solicit proxies by telephone, by facsimile or in person. We do not expect to use a proxy solicitor to assist in the solicitation of proxies. We will reimburse brokers, nominees, fiduciaries and other custodians for reasonable expenses incurred by them in sending proxy soliciting material to the beneficial owners of our common stock.

Stockholder List

A list of stockholders entitled to vote at the annual meeting will be available for examination by any stockholder for any purpose germane to the annual meeting during ordinary business hours at our corporate headquarters offices located at 12 Whatney, Irvine, California 92618 for the ten days prior to the annual meeting, and also at the annual meeting.

Confidentiality

It is our policy that all proxies, ballots and voting materials that identify the particular vote of a stockholder will be kept confidential, except in the following circumstances:

- to allow the inspector of elections appointed for the annual meeting to certify the results of the vote;
- as necessary to meet applicable legal requirements, including the pursuit or defense of a judicial action;
- where we conclude in good faith that a bona fide dispute exists as to the authenticity of one or more proxies, ballots or votes, or as to the accuracy of the tabulation of such proxies, ballots or votes;
- where a stockholder expressly requests disclosure or has made a written comment on a proxy card;
- where contacting stockholders by us is necessary to obtain a quorum, the names of stockholders who have or have not voted (but not how they voted) may be disclosed to us by the inspector of elections appointed for the annual meeting;
- aggregate vote totals may be disclosed to us from time to time and publicly announced at the meeting of stockholders at which they are relevant; or
- in the event of any solicitation of proxies or written consents with respect to any of our securities by a person other than us of which solicitation we have actual notice.

Proposal No. 1
ELECTION OF DIRECTORS

Our board currently consists of eight members, which is the fixed number of directors authorized by our board. The current term of office of each of our directors expires at the 2023 annual meeting. Each of the eight directors listed below is being nominated for re-election for a term expiring on the date of our 2024 annual meeting of stockholders and until their successors are duly elected and qualified. Our board appoints directors to fill vacancies on our board, as they occur, as well as vacancies resulting from newly created directorships, in each instance upon the recommendation of the Nominating and Corporate Governance Committee. A director appointed to fill a vacancy shall serve a term that expires at the next annual meeting of stockholders and until his or her successor is duly elected and qualified.

Upon the recommendation of the Nominating and Corporate Governance Committee, our board has nominated each of the following eight persons to be elected to serve for a one-year term expiring at the 2024 annual meeting of stockholders. Each of the nominees for election currently serves as a director and has consented to serve for a new term if elected. Each nominated director was elected by our stockholders to his or her present term of office.

Name	Age	Position	Director Since
Hezy Shaked	68	Co-Founder, Executive Chairman, Chief Strategy Officer and Director	1984
Edmond Thomas	69	President, Chief Executive Officer and Director	2015
Teresa L. Aragonés	53	Independent Director	2021
Erin M. Chin	45	Independent Director	2021
Doug Collier	60	Independent Director	2011
Seth Johnson	69	Independent Director	2011
Janet E. Kerr	68	Independent Director	2011
Bernard Zeichner	78	Independent Director	2011

Although it is anticipated that each nominee will be able to serve as a director, should any nominee become unavailable to serve, the shares of our common stock represented by the proxies will be voted for such other person or persons as may be designated by our board, unless our board reduces the number of directors accordingly. As of the date of this Proxy Statement, our board is not aware of any nominee who is unable or will decline to serve as a director.

Information About Director Nominees

Set forth below are descriptions of the backgrounds of each nominee and their principal occupations for at least the past five years and their public-company directorships as of the record date as well as those held during the past five years. There are no family relationships between any director or executive officer.

Hezy Shaked co-founded the Tilly's concept in 1982 and formed our company in 1984. He currently serves as our Executive Chairman of the Board of Directors and Chief Strategy Officer. He has served as Chairman of the Board of Directors since our inception and has served as our Chief Strategy Officer since February 2011. From September 2008 to February 2011, Mr. Shaked served as our President and Chief Executive Officer. From September 2006 to September 2008, Mr. Shaked served as our Co-Chief Executive Officer. From our inception to September 2006, Mr. Shaked served as our President and Chief Executive Officer. As our Co-Founder and former President and Chief Executive Officer, Mr. Shaked has an in-depth knowledge and understanding of all facets of our business and has developed extensive professional relationships during his over 30 years of experience in the retail industry. Our board concluded Mr. Shaked should serve as a director due to his experience and knowledge of our operations and the industry in which we compete.

Edmond Thomas has served as our President, Chief Executive Officer and a member of our board since October 2015. Mr. Thomas served as our President and Co-Chief Executive Officer from September 2005 to October 2007. He most recently served as Chief Executive Officer and Director of The Wet Seal, Inc. from September 2014 to August 2015, and as a partner of KarpReilly, LLC, a private investment firm focused on small to mid-size growth companies, from February 2011 to August 2014. Mr. Thomas also served as President and Chief Executive Officer of The Wet Seal, Inc. from October 2007 to January 2011. Our board concluded Mr. Thomas should serve as a director due to his extensive retail industry experience.

Teresa L. Aragonés has served on our Board since October 2021. She has more than two decades of brand marketing, digital branding and digital innovation experience. Throughout her career, she has worked for some of the most iconic brands and industry leaders, including Nike, Volkswagen, Apple, XBOX, Bacardi, Universal Studios, and more. She is currently the President, North America for AKQA, a leading global design and innovation agency. She previously served as Chief

Marketing Officer at Discord, Inc. from September 2020 until November 2021, and Visual Supply Company (“VSCO”) from May 2018 to April 2020. Prior to that, she served in various Director-level marketing roles at Nike, Inc. (NYSE: NKE), most recently as the Senior Brand Director Global, Women’s Training. Prior to Nike, she was Managing Partner in Digital Branding and Innovation at David & Goliath. Prior to that, she served in various roles at Volkswagen Group of America, Inc., with her latest role being Director of Media and Interactive Marketing. Since August 2022, she has been a member of the board of directors and served on the Nominating and Governance Committee of Dave, Inc. (NASDAQ: DAVE), a publicly traded financial services company. Since January 2023, she has been a board member of Polaroid, a privately held photography company. She is also on the Board of Advisors for ChangeUp, Encantos and Unbias. She is also an Advisor, Adjunct Speaker at Stanford Community College, part of the Stanford Design School designed for and by brown and black community members. Ms. Aragonés is a contributing writer for AdWeek and has been awarded Ad Age’s Top 40 Marketers Under 40, Forbes CMO, AdWeek CMO, and Business Insider CMO. Our board concluded Ms. Aragonés should serve as a director based on her extensive marketing and branding experience with globally recognized brands, which allows her to contribute relevant operational, financial and strategic planning insights to our board.

Erin M. Chin has served on our board since October 2021. She is currently the Chief Marketing Officer for the Logitech for Creators business at Logitech International S.A. (NASDAQ: LOGI) since November 2020. She previously served as the Senior Brand Marketing Director for the Mountain Dew brand at PepsiCo, Inc. (NASDAQ: PEP) from June 2018 to October 2020. She also served as Group Brand Director/Head of Marketing at Proximo Spirits, Inc., an American spirits importer and international distributor, from October 2014 to May 2018. From September 2007 to September 2014, she served in multiple roles, including as Senior Brand Manager at Diageo North America Inc., a premium spirits company. Ms. Chin began her career as a media and communications investment banker at The Goldman Sachs Group, Inc. She holds an MBA from Harvard Business School and a BS in Finance from Hampton University. Our board concluded Ms. Chin should serve as a director based on her financial acumen and over 20 years of marketing and branding experience with millennial and Gen Z customers, which allows her to contribute relevant operational, financial and strategic planning insights to our board.

Doug Collier has served on our board since September 2011. He previously served as the Executive Vice President, Chief Financial Officer and Secretary of Volcom, Inc., a designer, marketer and distributor of premium quality young men’s and young women’s clothing, footwear, accessories and related products, from May 2008 to June 2011, and as its Chief Financial Officer and Secretary from 1994 to May 2008. He also served as the Treasurer of Volcom from April 2005 to May 2008. Mr. Collier’s role included leading Volcom’s initial public offering in 2005, until Volcom’s acquisition by PPR S.A. in June 2011. From 1991 to 1994, Mr. Collier served as the Controller at Mary Tyler Moore Studios. He was a senior analyst tax specialist at KPMG LLP from 1987 to 1990. He is a certified public accountant (inactive). Our board concluded Mr. Collier should serve as a director based on his nearly 30 years of financial and apparel experience, including significant executive experience, which allows him to contribute operational, financial and strategic planning insights to our board.

Seth Johnson has served on our board since April 2011 and as chairperson of our Audit Committee since August 2011. Prior to that, Mr. Johnson served as a member of the advisory committee to our board from July 2008 through 2011. From 2007 to 2009, Mr. Johnson was an instructor in business strategy at Chapman University’s Argyros School of Business and Economics. From 2005 to 2006, Mr. Johnson served as the Chief Executive Officer of Pacific Sunwear of California, Inc. From 1999 to 2004, Mr. Johnson was the Chief Operating Officer of Abercrombie & Fitch Co., a specialty retailer, and was its Chief Financial Officer from 1992 to 1998. During that time period, Mr. Johnson led Abercrombie & Fitch’s initial public offering and participated in business growth from sales of \$85 million to over \$2 billion. From July 2016 to April 2021, Mr. Johnson served as a member of the board of directors of Christopher & Banks Corporation, a publicly traded apparel retailer. From July 2014 to January 2018, Mr. Johnson served as a member of the board of directors of bebe stores, inc., a publicly traded apparel retailer. From 2010 to 2013, Mr. Johnson served as a member of the board of directors and as Lead Director of True Religion Apparel Inc., and from 2007 to 2009 as a director of DEI Holdings Inc. Both companies were previously publicly traded. Mr. Johnson is currently a director of the Pacific Symphony. Our board concluded Mr. Johnson should serve as a director based on his over 30 years of apparel retail experience, including significant executive experience, which enables him to contribute important operational, financial and strategic planning insights to our board.

Janet E. Kerr has served on our board and as chairperson of our Nominating and Corporate Governance Committee since August 2011. Prior to that, Ms. Kerr served as a member of the advisory committee to our board from July 2008 through 2011. She is Vice Chancellor of Pepperdine University and Professor Emeritus of Law, founder and former Executive Director of the Geoffrey H. Palmer Center for Entrepreneurship and the Law at Pepperdine University School of Law in Malibu, California. Ms. Kerr is currently a member of the board of directors of La-Z-Boy, Inc. (a publicly traded furniture retailer and manufacturer), and AppFolio (a publicly traded software company), where she is also chairperson of its Nominating and Corporate Governance Committee. From 2016 to 2018, Ms. Kerr was a member of the board of directors of Fidelity National Financial (a publicly traded title insurance provider). From 2010 to 2016, Ms. Kerr was a member of the board of directors of TCW Funds and its affiliated entity, TSI, Inc., a publicly traded closed-end registered investment company. From 2004 to 2010, Ms. Kerr served as a member of the board and Chairperson of the Nominating and Corporate Governance Committee for CKE Restaurants, Inc., a quick service restaurant company that was previously public and listed on the NYSE. Ms. Kerr has

served as a consultant to various companies regarding Sarbanes-Oxley Act and Dodd-Frank Act compliance and corporate governance. She has founded and/or developed and sold several technology companies, including X-Labs, a technology company co-founded with HRL Laboratories. Ms. Kerr was Chief Strategy Officer and co-founder of Exemplify, Inc., a data analytics company, and was a strategic advisor to Bloomberg BNA after it acquired Exemplify, Inc. in October 2014. Ms. Kerr is a well-known author in the areas of securities, corporate law and corporate governance, having published many articles and a book on the subjects. Ms. Kerr is licensed to practice law in California and New York and had occupied the Laure Sudreau-Rippe Endowed Chair at Pepperdine University School of Law. Ms. Kerr holds certificates in Cyber Security Oversight from the National Association of Corporate Directors (NACD)/Carnegie Mellon Software Engineering Institute program, Disruptive Technologies from Cambridge University and Artificial Intelligence from Massachusetts Institute of Technology. Our board concluded Ms. Kerr should serve as a director based on her over 30 years of corporate governance experience, which uniquely positions Ms. Kerr to contribute to our board significant expertise in the regulatory, governance and legal matters of public companies.

Bernard Zeichner has served on our board since April 2011 and as chairperson of our Compensation Committee since August 2011. Mr. Zeichner served as Chairman of the Board of Directors of Charlotte Russe Holdings, Inc., a specialty retailer, from 1996 until May 2008, and was its President from May 1996 to June 2001 and its Chief Executive Officer from September 1996 to July 2003. Prior to joining Charlotte Russe, Mr. Zeichner was President of the retail division of Guess from 1993 to 1995. Prior to that, Mr. Zeichner was employed by Contempo Casuals, serving as President from 1982 to 1993 and as Chief Executive Officer from 1989 to 1993. From 1977 to 1982, Mr. Zeichner was Executive Vice President of Joske's of Texas, a department store chain. Our board concluded Mr. Zeichner should serve as a director based on his over 40 years of apparel retail experience, including significant executive and board experience, which Mr. Zeichner draws upon to contribute operational, financial and strategic planning insights to our board.

Board Recommendation

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF THE EIGHT NAMED DIRECTOR NOMINEES.

Proposal No. 2

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our board is responsible for the appointment, compensation, retention and oversight of the work of our independent registered public accounting firm. The Audit Committee is seeking stockholder ratification of the appointment of BDO USA, LLP ("BDO") to audit the consolidated financial statements of the Company for the fiscal year ending February 3, 2024 ("fiscal 2023").

Representatives of BDO are expected to be present at the annual meeting with the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions from stockholders.

Stockholder ratification of the appointment of BDO as our independent registered public accounting firm is not required by our bylaws or otherwise. However, our board is submitting the appointment of BDO to the stockholders entitled to vote, on an advisory basis, at the annual meeting for ratification as a matter of good corporate governance. If the stockholders fail to ratify the appointment of BDO, the Audit Committee will reconsider whether or not to retain that firm. Even if the appointment is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and in the best interests of our stockholders.

Board Recommendation

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF BDO AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2023.

Proposal No. 3

**NON-BINDING, ADVISORY APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS
("SAY-ON-PAY" PROPOSAL)**

As required by Section 14A(a)(1) of the Exchange Act, the below resolution enables our stockholders to vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers ("NEOs") as disclosed in this Proxy Statement (the "Say-on-Pay Proposal"). This Say-on-Pay Proposal gives our stockholders the opportunity to express their views on our NEOs' compensation. The Say-on-Pay Proposal is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the philosophy, policies and practices described in this Proxy Statement.

Our board has decided that we will hold an annual advisory vote to approve the Say-on-Pay Proposal in light of the fact that a substantial majority of the votes cast at our annual stockholders' meeting in June 2018 were voted in favor of holding an annual advisory vote. We currently expect our next vote on a say-on-pay proposal (after the vote on this Proposal No. 3 at the 2023 annual meeting) will be held at our 2024 annual meeting.

We have always believed that our executive compensation program emphasizes pay-for-performance and aligns our executives' interests with those of our stockholders. A significant portion of our executives' cash compensation is variable, at risk and tied to the short-term success of the Company. In addition, our long-term equity award program has been and continues to be a substantial component of our executive compensation program and motivates our executives to lead the Company to achieve long-term financial goals that are expected to result in increased stockholder value.

We believe that our executive compensation programs are designed to enable us to attract, motivate and retain executive talent, who are critical to our success. These programs are intended to link significant components of our compensation program to the achievement of corporate and individual performance objectives in order to focus our executives' efforts on building stockholder value, thereby aligning their interests with those of our stockholders.

We encourage our stockholders to review the "Executive Compensation" section of this Proxy Statement for more information.

Even though this vote is advisory and not binding on us or our board, the views expressed by our stockholders, whether through this vote or otherwise, are important to management and our board and, accordingly, our board and the Compensation Committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements. Accordingly, the following resolution will be submitted for stockholder approval at the 2023 annual meeting of stockholders:

"RESOLVED, that the stockholders of Tilly's, Inc. approve, on an advisory basis, the fiscal 2022 compensation of Tilly's, Inc.'s Named Executive Officers as described in the Compensation Discussion and Analysis and disclosed in the Summary Compensation Table and related compensation tables and narrative disclosures set forth in Tilly's Inc.'s Proxy Statement for the 2023 annual meeting of stockholders."

Board Recommendation

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE ADVISORY APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS FOR THE FISCAL YEAR ENDED JANUARY 28, 2023, AS MORE FULLY DISCLOSED IN THIS PROXY STATEMENT.

AUDIT MATTERS

Independent Registered Public Accounting Firm's Fees

The aggregate fees billed to us for the fiscal years 2022 and 2021 by BDO, our independent registered public accounting firm, are as follows:

	2022	2021
Audit Fees (1)	\$ 732,000	\$ 600,000
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total	<u>\$ 732,000</u>	<u>\$ 600,000</u>

(1) Audit fees represent the aggregate fees billed to us by BDO for professional services rendered for the audit of our annual consolidated financial statements and for the effectiveness of internal control over financial reporting, and for the reviews of our consolidated financial statements included in our Form 10-Q filings for each applicable fiscal quarter.

Independent Registered Public Accounting Firm's Independence

The Audit Committee considered whether the provision of the above noted services by BDO was compatible with maintaining the independent registered public accounting firm's independence during fiscal 2022 and has determined that the provision of such services by BDO did not adversely affect the independent registered public accounting firm's independence.

Policy on Audit Committee Pre-Approval

As part of its required duties, the Audit Committee pre-approves audit and non-audit services performed by our independent registered public accounting firm to ensure that the provision of such services does not impair the independent registered public accounting firm's independence. Pre-approval may be given as part of the Audit Committee's approval of the scope of the engagement of the independent registered public accounting firm or on an individual basis. The pre-approval of services may be delegated to one or more of the Audit Committee's members, but the decision must be presented to the full Audit Committee at a subsequent meeting. All services provided by our independent registered public accounting firm in fiscal 2022 were pre-approved in accordance with the Audit Committee's pre-approval requirements.

CORPORATE GOVERNANCE

Executive Officers

The following table sets forth certain information about our executive officers as of April 17, 2023.

Name	Age	Position
Hezy Shaked	68	Co-Founder, Chief Strategy Officer, Executive Chairman of the Board of Directors
Edmond Thomas	69	President, Chief Executive Officer, Director
Michael L. Henry	52	Executive Vice President, Chief Financial Officer
Jonathon D. Kosoff	46	Chief Digital Officer

Hezy Shaked co-founded the Tilly's concept in 1982 and formed our company in 1984. He currently serves as Executive Chairman of the Board and Chief Strategy Officer. For Mr. Shaked's biographical information, see "Information About Director Nominees" above.

Edmond Thomas has served as our President, Chief Executive Officer and a member of our board since October 2015. For Mr. Thomas' biographical information, see "Information About Director Nominees" above.

Michael L. Henry has served as our Executive Vice President, Chief Financial Officer since September 2019, following his service as our Vice President, Chief Financial Officer since May 2015. Prior to joining us, Mr. Henry served Quiksilver, Inc. from July 2012 to May 2015, most recently as Senior Vice President, Global Controller. Prior to that, Mr. Henry served Pacific Sunwear of California, Inc. for over a decade in several roles, including most recently as Senior Vice President, Chief Financial Officer from January 2008 to April 2011. From September 1994 to September 2000, Mr. Henry served in the audit practice of Deloitte & Touche LLP. Mr. Henry holds a Bachelor of Science in Business Administration from California Polytechnic State University, San Luis Obispo and is a certified public accountant (inactive).

Jonathon D. Kosoff has served as our Chief Digital Officer since February 2020. Prior to joining us, Mr. Kosoff served as Vice President of E-commerce and Performance Marketing at Taco Bell since January 2018. Prior to that, he served in a variety of roles at Hot Topic, Inc. from November 2012 to December 2017, most recently as its Senior Vice President of E-commerce and Customer Relationship Management. From September 2010 to October 2012, he served as Vice President of E-commerce at bebe stores, inc. In years prior to that, Mr. Kosoff served in various e-commerce and customer relationship management roles at each of The Wet Seal, Inc., Provide Commerce, Inc., and Jenny Craig International, Inc.

Composition and Governance of the Board of Directors

Corporate Governance Guidelines. Our board has adopted corporate governance guidelines that provide a framework for overall governance practices. Our corporate governance guidelines are available on our investor relations website link at <https://tillys.gcs-web.com/investor-relations>. In addition, these guidelines are available in print to any stockholder who requests a copy by written request to Tilly's, Inc., Attention: Corporate Secretary, 12 Whatney, Irvine, CA 92618.

Board Size. Our bylaws provide that our board shall consist of at least one member, with the exact number of directors to be determined by resolution of our board. Our board currently consists of eight members, which is the fixed number of directors authorized by our board. As further described under "Committees of the Board of Directors--Nominating and Corporate Governance Committee", our Nominating and Corporate Governance Committee is responsible for reviewing the size and composition of our board, and making recommendations with respect to such matters to our board.

Independence. We are a "controlled company" as defined in applicable NYSE rules. Under NYSE rules, a "controlled company" may elect not to comply with certain NYSE corporate governance requirements, including (1) the requirement that a majority of our board consist of independent directors, (2) the requirement that our Nominating and Corporate Governance Committee be composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities, (3) the requirement that our Compensation Committee be composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities and (4) the requirement for an annual performance evaluation of the Nominating and Corporate Governance and the Compensation Committees. Currently, we do not utilize any of the aforementioned exemptions available to controlled companies, though we reserve the right to do so in the future. As discussed below, at all times during fiscal 2022, we had a board composed of a majority of independent directors. Furthermore, each member of our standing board committees (Audit, Compensation and Nominating and Corporate Governance) was and is independent under applicable NYSE and SEC rules.

Our board performs an analysis, at least annually, as to whether each member of our board is independent. We have adopted the definition of "independence" set forth in applicable NYSE rules. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, with us, our senior management and our independent registered public accounting firm, our board has determined that all but two of our directors, Messrs. Shaked and Thomas, are independent directors under applicable NYSE rules and such directors were independent throughout fiscal 2022.

Executive Sessions. We expect that our independent directors will hold at least two executive sessions per year. An independent director will preside over each executive session of the independent directors. The presiding director will rotate among each of the chairs of the board committees.

Board Meetings and Attendance. Our board met nine times and took action via unanimous written consent twice during fiscal 2022. No director attended fewer than 75% of the aggregate of the total number of meetings held by our board and the total number of meetings held by all committees of our board on which such director served during fiscal 2022, as applicable to each member's service. The Company strongly encourages its directors to attend its annual meetings of stockholders. All of our directors attended our 2022 annual meeting of stockholders.

Board Leadership Structure. Our board does not have a policy with respect to whether the role of the Chairman and the Chief Executive Officer should be separate and, if it is to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. Mr. Shaked, our co-founder and Chief Strategy Officer, currently serves as Executive Chairman of the Board, and Mr. Thomas currently serves as our President and Chief Executive Officer. The board has determined that this is the appropriate leadership structure for the Company at this time because it permits our CEO to focus on our day-to-day leadership and performance, while permitting the Executive Chairman to focus on setting the strategic direction of the Company and establishing the agenda for board meetings. Mr. Shaked is also uniquely positioned to serve as our Executive Chairman as our co-founder with significant industry experience and depth of knowledge about our operations. We do not have a formally designated "lead director." Our board acknowledges that no single leadership model is right for all companies at all times. As such, our board periodically reviews its leadership structure and may, depending on the circumstances, choose a different leadership structure in the future.

Term of Service for Directors. Until the date all shares of our Class B common stock are converted to Class A common stock or otherwise cease to be outstanding, referred to as the Full Conversion Date, the members of our board will be elected at

annual meetings of the stockholders and hold office until the next annual meeting of the stockholders. Our Amended and Restated Certificate of Incorporation provides that on the Full Conversion Date, our board will be divided into three classes to be comprised of the directors in office, with each class serving for a staggered three-year term. From the Full Conversion Date, Class I directors will serve an initial one-year term expiring at the first annual meeting of stockholders following the Full Conversion Date. Class II directors will serve an initial two-year term expiring at the second annual meeting of stockholders following the Full Conversion Date. Class III directors will serve an initial three-year term expiring at the third annual meeting of stockholders following the Full Conversion Date. Upon the expiration of the initial term of each class of directors, the directors in that class will be eligible to be elected for a new three-year term. Our directors will hold office until their successors have been elected and qualified or until their earlier death, resignation, disqualification or removal. Executive officers are appointed by and serve at the direction of our board.

Communication with the Board of Directors

Our annual meeting of stockholders provides an opportunity for stockholders to ask questions of, or otherwise communicate directly with, members of the board on appropriate matters. In addition, stockholders or other interested parties may communicate in writing with our Executive Chairman or to our non-management directors by sending such written communication to our Secretary at Tilly's, 12 Whatney, Irvine, California 92618, Attn: Corporate Secretary. Copies of written communications received at such address will be provided to the board or the relevant director unless such communications are considered, in the reasonable judgment of our Corporate Secretary, to be inappropriate for submission to the intended recipient(s). Examples of stockholder or interested party communications that would be considered inappropriate for submission to the board include, without limitation, customer complaints, personal grievances, solicitations, communications that do not relate directly or indirectly to our business or communications that relate to improper or irrelevant topics. The Corporate Secretary may analyze and prepare a response to the information contained in communications received and may deliver a copy of the communication to other Company staff members or agents who are responsible for analyzing or responding to complaints or requests.

Committees of the Board of Directors

We currently have three standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The charters of our standing board committees are available on our investor relations website link at <https://tillys.gcs-web.com/investor-relations>.

The composition of the standing committees of our board during fiscal 2022 and currently is set forth in the table below ("C" indicates Chair and "M" indicates Member of the respective committee):

Director	Audit	Compensation	Nominating & Corporate Governance
Hezy Shaked	—	—	—
Edmond Thomas	—	—	—
Teresa Aragonés	—	—	—
Erin Chin	—	—	—
Doug Collier	M	M	M
Seth Johnson	C	—	M
Janet Kerr	—	M	C
Bernard Zeichner	M	C	—

Audit Committee

Our Audit Committee consists of Messrs. Johnson (Chairperson), Collier and Zeichner, each of whom served as a member of the committee throughout fiscal 2022. Our board has determined that each member of the Audit Committee meets the financial literacy and experience requirements of applicable SEC and NYSE rules. In addition, our board has determined that Messrs. Collier and Johnson each qualify as an "audit committee financial expert" under the rules and regulations of the SEC and each are independent under applicable rules of the NYSE and SEC. Our independent auditors and our internal finance personnel regularly meet privately with, and have unrestricted access to, our Audit Committee. The Audit Committee met thirteen times during fiscal 2022.

Our Audit Committee charter requires that the Audit Committee oversee our corporate accounting and financial reporting processes. Our Audit Committee Charter is available on our investor relations website link at <https://tillys.gcs-web.com/investor-relations>. The primary duties of our Audit Committee are to, among other things:

- evaluate our independent registered public accounting firm's qualifications, independence and performance;
- determine the engagement and compensation of our independent registered public accounting firm;

- approve the retention of our independent public registered accounting firm to perform any proposed, permissible non-audit services;
- monitor the rotation of partners and managers of the independent registered accounting firm on our engagement team as required;
- review our consolidated financial statements;
- review our critical accounting policies and practices;
- meet periodically with our management and internal audit team to consider the adequacy of our internal controls and the objectivity of our financial reporting;
- establish procedures for the receipt, retention and treatment of complaints regarding internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- review on an ongoing basis and approve related party transactions, as defined in SEC and NYSE rules;
- prepare the reports required by the rules of the SEC to be included in our annual proxy statement; and
- discuss with our management and our independent registered public accounting firm the results of our annual audit and the review of our quarterly consolidated financial statements.

Compensation Committee

Our Compensation Committee consists of Messrs. Zeichner (Chairperson) and Collier, and Ms. Kerr, each of whom served as a member of the committee throughout fiscal 2022. Our board has determined that each of these directors is independent under applicable NYSE rules, and each qualifies as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Compensation Committee met five times during fiscal 2022. Our Compensation Committee Charter is available on our investor relations website link at <https://tillys.gcs-web.com/investor-relations>. The primary duties of the Compensation Committee are to, among other things:

- establish overall employee compensation policies and recommend to our board major compensation programs;
- review and approve the compensation of our corporate officers and directors, including salary and bonus awards;
- administer our various employee benefit and equity incentive programs;
- review and approve any officer employment agreement and severance arrangement; and
- prepare an annual report on executive compensation for inclusion in our proxy statement.

Delegation of Authority to Grant Equity Awards

In each of March 2023 and 2022, the Compensation Committee renewed its authorization for our chief executive officer to grant to employees or new hires, in the aggregate, stock options to purchase, and RSUs covering, up to 70,000 and 30,000 shares, respectively, of our Class A common stock subject to the following limitations: (i) no individual recipient would be granted options or RSUs under this authority covering more than 15,000 and 5,000 shares, respectively; (ii) this authority expires on the date of the Compensation Committee meeting in which the applicable year's employee performance is reviewed, which typically occurs in March of the following year; and (iii) this authority would not apply to grants to employees subject to Section 16 of the Exchange Act and company officers or directors to whom the authority to grant awards has been delegated. Our chief executive officer granted stock options covering an aggregate of 25,000 shares in fiscal 2022 pursuant to the March 2022 delegation of authority.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee consists of Ms. Kerr (Chairperson), and Messrs. Collier and Johnson, each of whom served as a member of the committee throughout fiscal 2021. Our board has determined that each of these directors is independent under applicable NYSE rules. The Nominating and Corporate Governance Committee met five times during fiscal 2022. Our Nominating and Corporate Governance Committee Charter is available on our investor relations website link at <https://tillys.gcs-web.com/investor-relations>. The primary duties of the Nominating and Corporate Governance Committee are to, among other things:

- establish standards for service on our board and nominating guidelines and principles;
- identify individuals qualified to become members of our board and recommend director candidates for election to our board;
- consider and make recommendations to our board regarding its composition and organization;
- establish policies regarding the consideration of any director candidates recommended by our stockholders, and the procedures to be followed by the stockholders in submitting such recommendations;
- evaluate and review the performance of existing directors;

- review executive officer and director indemnification and insurance matters;
- review the Company's policies with respect to risk assessment and risk management;
- monitor our corporate governance principles and practices and make recommendations to our board regarding governance matters;
- oversight and monitoring of the Company's efforts with respect to environmental, social and governance (ESG matters); and
- oversight and monitoring of the Company's cyber security practices.

While the Nominating and Corporate Governance Committee does not have any specific, minimum qualifications for board nominees, in considering possible candidates for election as a director, the committee strives to compose our board with a collection of complementary skills and with directors which, as a group, will possess the appropriate skills and experience to effectively oversee the Company's business. In evaluating a potential candidate for our board, our Nominating and Corporate Governance Committee takes into account a number of factors, including: personal and professional integrity; ethics and values; experience in corporate management, such as current or past service as an officer of a publicly held company; and a general understanding of marketing, finance, and other elements relevant to the success of a publicly traded company; experience in the Company's industry; experience as a board member of another publicly held company; academic expertise in an area of the Company's operations; practical and mature business judgment, and the candidate's geographic background, gender, age and ethnicity. In evaluating and making recommendations with respect to the current composition of our board, the Nominating and Corporate Governance Committee will also consider any applicable rules, laws or guidance related to the composition of the board. The Nominating and Corporate Governance Committee will review the qualifications and backgrounds of directors and nominees (without regard to whether a nominee has been recommended by a stockholder), as well as the overall composition of our board, and recommend the slate of directors to be nominated for election at the next annual meeting of stockholders. The Nominating and Corporate Governance Committee does not currently employ or pay a fee to any third party to identify or evaluate, or assist in identifying or evaluating, potential director nominees.

If our board determines to seek additional directors for nomination, the Nominating and Corporate Governance Committee will consider as potential director nominees candidates recommended by various sources, including any member of our board or senior management. The Nominating and Corporate Governance Committee may also retain a third-party search firm to identify candidates. The committee also considers recommendations for nominees that are timely submitted by stockholders if such recommendations are delivered in the manner prescribed by the advance notice provisions contained in our bylaws. In addition to satisfying the timing, ownership and other requirements specified in our bylaws, a stockholder's notice must set forth as to each person whom the stockholder proposes to recommend all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, pursuant to Regulation 14A under the Exchange Act and our bylaws (including such person's written consent to being named in the proxy statement as a nominee and to serve as a director if elected). Properly communicated stockholder recommendations will be considered in the same manner as recommendations received from other sources.

Risk Oversight

Our board has an active role, as a whole and also at the committee level, in overseeing management of the Company's risks. Management is responsible for the Company's day-to-day risk management activities. The Company, through its internal auditor, has established an enterprise risk framework for identifying, aggregating, quantifying and evaluating risk across the enterprise. The review of risk management is a periodic agenda item for the Nominating and Corporate Governance Committee and the board. Our other board committees also consider and address risk as they perform their committee responsibilities. For example, our Compensation Committee discusses and reviews compensation arrangements for the Company's executive officers to avoid incentives that may promote excessive risk-taking that could reasonably have a material adverse effect on the Company (see "Compensation Risk Assessment" below), and the Nominating and Corporate Governance Committee oversees risks associated with operations of our board and its governance structure. In addition, at each regular Audit Committee meeting the Company's General Counsel or external counsel reports on significant litigation, regulatory, public policy and other legal risks that may affect the Company. Our entire board monitors risks through regular reports from each of the committee chairs and members of management, and is apprised of particular risk management matters in connection with its general oversight and approval of corporate matters, including cyber security and information technology matters at each regularly scheduled board meeting and periodic review of certain Company insurance coverage limits. We believe the division of risk management responsibilities described above is an effective approach for evaluating and addressing the risks facing the Company and that our board leadership structure supports this approach because it allows our independent directors, through the independent board committees, to exercise effective oversight of the actions of management.

Compensation Risk Assessment

In March 2023, management assessed our compensation design, policies and practices to determine whether any risks arising from our compensation design, policies and practices are reasonably likely to have a material adverse effect on us. The

Compensation Committee reviewed and agreed with management's conclusion that our compensation policies and practices do not create such risks. In doing so, the Compensation Committee considered various features of our compensation policies and practices that discourage excessive or unnecessary risk taking, including but not limited to the following:

- appropriate pay philosophy, peer group and other market comparability data, and market positioning to align with and support business objectives;
- effective balance in the design of our compensation programs, including: (i) cash and equity pay mix, (ii) short-and long-term performance focus, (iii) corporate, business unit, and individual performance focus and measurement, and (iv) financial and non-financial performance measurement together with top management and board discretion to manage pay appropriately; and
- independent Compensation Committee oversight of our compensation policies and practices.

Code of Ethics and Business Conduct

We have adopted a code of ethics and business conduct, which applies to all of our employees, executive officers and directors. Our code of ethics and business conduct is available on our investor relations website link at <https://tillys.gcs-web.com/investor-relations>. We will disclose future amendments to certain provisions of our code of ethics and business conduct, or waivers of such provisions, applicable to our directors and executive officers, at the same location on our website identified above.

Anti-Hedging and Anti-Pledging Policies

To ensure proper alignment with our stockholders, we have established policies that prohibit our directors, officers, other employees, and their family members from engaging in any transaction that might allow them to realize gains from declines in our securities. Specifically, we prohibit our directors, officers, employees, and their family members from engaging in transactions using derivative securities, short selling our securities, trading in any puts, calls or covered calls, writing purchase or call options and short sales, or otherwise participating in hedging, "stop loss," or other speculative transactions involving our securities. In addition, margin purchases of our securities and pledging any of our securities as collateral to secure loans is prohibited.

DIRECTOR COMPENSATION

Our non-employee directors currently receive annual cash retainers for their service on our board and our board’s standing committees, and an annual equity grant in the form of restricted shares of Class A common stock, as discussed below. In March 2023, the Compensation Committee reviewed our non-employee director compensation program and determined not to make any changes for fiscal 2023.

Our non-employee directors receive the following annual cash retainers for their service on our board:

	Annual Retainer to be Paid
Service on board	\$ 40,000
Chairperson of standing committee:	
Audit Committee	\$ 15,000
Compensation Committee	\$ 12,000
Nominating and Corporate Governance Committee	\$ 12,000
Members of standing committee:	
Audit Committee	\$ 8,000
Compensation Committee	\$ 5,000
Nominating and Corporate Governance Committee	\$ 5,000

Annual service for retainer purposes relates to the approximate 12-month period between annual meetings of our stockholders and all retainers are paid in quarterly installments. A prorated annual retainer will be paid to any person who becomes a member of our board, a committee chair or a member of any committee on a date other than the date of the annual meeting of our stockholders. Additionally, we will reimburse directors for reasonable expenses incurred in connection with their duties.

In addition, each non-employee director receives an annual restricted stock award grant under the Plan having a fair value at the time of grant equal to \$80,000, which will vest in two equal installments on each of the succeeding two anniversaries of the grant date, subject to continued service through the applicable vesting date. Each current non-employee director received a grant of 10,582 shares of restricted stock on June 15, 2022.

Directors’ Compensation Table

The following table summarizes the compensation earned during fiscal 2022 by each of our non-employee directors. Messrs. Shaked and Thomas are executive officers and do not receive additional compensation from us for their service on our board. Information regarding compensation earned by Messrs. Shaked and Thomas for fiscal 2022 is presented below in the “Summary Compensation Table.”

Name	Fees Earned or Paid in Cash \$(1)	Stock Awards \$(2)(3)	Total (\$)
Teresa Aragonés	40,000	80,000	120,000
Erin Chin	40,000	80,000	120,000
Doug Collier	58,000	80,000	138,000
Seth Johnson	68,000	80,000	148,000
Janet Kerr	62,000	80,000	142,000
Bernard Zeichner	65,000	80,000	145,000

(1) Amounts represent cash retainer fees paid with respect to fiscal 2022.

(2) Amounts represent the grant date fair value computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“ASC Topic 718”). We provide information regarding the assumptions used to calculate the value of all equity awards made to directors in Note 12, Share-Based Compensation to our consolidated audited financial statements included in our Form 10-K filed with the SEC on April 12, 2023. Awards made in fiscal 2022 consisted of a grant of 10,582 shares of restricted stock on June 15, 2022.

(3) As of the end of fiscal 2022, Messrs. Collier, Johnson, and Zeichner and Ms. Kerr each held 13,080 unvested shares of restricted stock while Meses. Aragonés and Chin each held 10,582 unvested shares of restricted stock.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS
AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth information as of the record date, April 17, 2023, regarding the beneficial ownership of our Class A and Class B common stock by (i) each director and director nominee, (ii) our current named executive officers for the fiscal year ended January 28, 2023, (iii) all of our current directors and executive officers as a group, and (iv) each person, or group of affiliated persons, known to us to beneficially own more than 5% of any class of our outstanding shares of common stock. The percentages of each class of securities shown below are based on 22,573,461 shares of Class A common stock and 7,306,108 shares of Class B common stock outstanding as of April 17, 2023. Each share of our Class A common stock is entitled to one vote per share and each share of our Class B common stock is entitled to ten votes per share. Unless otherwise noted, (a) subject to community property laws where applicable, each of the directors and nominees, named executive officers and executive officers has sole voting and/or investment power with respect to such shares and (b) the address of each of the individuals named below is: c/o Tilly's, Inc., 12 Whatney, Irvine, California, 92618.

	Shares of Class A Common Stock (1)	Rights to Acquire Class A Common Stock (2)	Class A Percentage	Shares of Class B Common Stock	Class B Percentage	Total Percentage of Outstanding Vote
Non-Employee Directors and Nominees:						
Teresa Aragones	10,582	—	*	—	—	*
Erin Chin	10,582	—	*	—	—	*
Doug Collier (3)	88,776	—	*	—	—	*
Seth Johnson	82,476	—	*	—	—	*
Janet Kerr (4)	39,486	—	*	—	—	*
Bernard Zeichner (5)	47,476	—	*	—	—	*
Named Executive Officers						
Hezy Shaked (6)	103,000	125,000	1.0 %	7,306,108	100.0 %	76.6 %
Edmond Thomas	6,000	395,350	1.8 %	—	—	*
Michael L. Henry	36,600	72,812	*	—	—	*
Jonathon D. Kosoff	—	31,250	*	—	—	*
All current directors and executive officers as a group (10 persons consisting of those named above)	424,978	624,412	4.6 %	7,306,108	100.0 %	77.5 %
> 5% Stockholders:						
Hezy Shaked Living Trust (6)	103,000	125,000	1.0 %	6,212,073	85.0 %	65.2 %
Tilly Levine Separate Property Trust (7)	—	—	—	1,094,035	15.0 %	11.4 %
Fund 1 Investments LLC (8)	5,164,352	—	22.9 %	—	—	5.4 %
Divisar Capital Management LLC (9)	1,574,521	—	7.0 %	—	—	1.6 %
BlackRock, Inc. (10)	1,521,207	—	6.7 %	—	—	1.6 %
Dimensional Fund Advisors LP (11)	1,448,172	—	6.4 %	—	—	1.5 %
The Vanguard Group, Inc. (12)	1,201,906	—	5.3 %	—	—	1.3 %
BML Investment Partners, L.P. (13)	1,154,844	—	5.1 %	—	—	1.2 %
Shay Capital LLC (14)	1,129,862	—	5.0 %	—	—	1.2 %

* Beneficially owns less than 1% of the applicable class of our outstanding common stock.

- (1) Includes unvested and vested shares of restricted Class A common stock beneficially owned by each of Doug Collier, Seth Johnson, Janet Kerr and Bernard Zeichner. For each of the listed non-employee directors, 2,499 and 6,369 of these shares will vest on June 9 and 10, 2022, respectively.
- (2) Represents shares of Class A common stock the person or group has a right to acquire upon the exercise of stock options that are vested as of April 17, 2023 or within sixty (60) days thereafter.
- (3) Includes 75,696 shares of Class A common stock held by a trust, which Mr. Collier may be deemed to indirectly beneficially own.
- (4) Includes 25,546 shares of Class A common stock held by a trust, which Ms. Kerr may be deemed to indirectly beneficially own.
- (5) Includes 34,396 shares of Class A common stock held by a trust, which Mr. Zeichner may be deemed to indirectly beneficially own.
- (6) Includes: (a) 103,000 shares of Class A common stock purchased in open-market transactions by Mr. Shaked and transferred into the Hezy Shaked Living Trust; (b) 12,500 vested stock options from Mr. Shaked's March 2022 stock option grant of a total of 50,000 stock options with 25% vesting on each of March 23, 2023, 2024, 2025 and 2026; (c) 50,000 vested stock options from Mr. Shaked's March 2021 stock option grant of a total of 100,000 stock options with 25% vesting on each of March 24, 2022, 2023, 2024 and 2025; (d) 37,500 vested stock options from Mr. Shaked's March 2020 stock

option grant of a total of 75,000 stock options with 25% vesting on each of March 31, 2021, 2022, 2023, and 2024; (e) 25,000 vested stock options from Mr. Shaked's March 2019 stock option grant of a total of 50,000 stock options with 25% vesting on each of March 19, 2020, 2021, 2022 and 2023; (f) 6,212,073 shares of Class B common stock held by The Hezy Shaked Living Trust established May 18, 1999, under which Mr. Shaked is the trustee and beneficiary with sole voting and dispositive power; and (g) 1,094,035 shares of Class B common stock held by The Tilly Levine Separate Property Trust established March 31, 2004, under which Ms. Levine is the trustee and beneficiary (the "Levine Shares"), which are described in note 7 below.

- (7) Represents the Levine Shares. Pursuant to a voting trust agreement under which Mr. Shaked serves as trustee, Ms. Levine previously granted Mr. Shaked the right to vote the Levine Shares and thus Mr. Shaked may be deemed to beneficially own the Levine Shares. Ms. Levine retains dispositive power over and full economic interest in the Levine Shares.
- (8) Based solely on a Schedule 13D/A filed with the SEC on April 4, 2023, Fund 1 Investments LLC ("Fund 1"), managing member of Pleasant Lake Partners LLC, who serves as investment advisor to Pleasant Lake Onshore Feeder Fund LP and other private investment vehicles, has shared voting and dispositive power over 5,164,352 shares of Class A common stock. The address of Fund 1 is 100 Carr 115 Unit 1900, Rincon, Puerto Rico 00677.
- (9) Based solely on a Schedule 13G/A filed with the SEC on February 14, 2023, Divisar Capital Management, LLC, which serves as the general partner and investment manager to each of Divisar Partners QP, L.P. and Divisar Partners, L.P., and Steven Baughman, who serves as the Managing Member of Divisar Capital Management LLC with the power to exercise investment and voting discretion, have shared voting and dispositive power over 1,574,521 shares of Class A common stock. Of the above 1,574,521 shares, Divisar Partners QP, L.P. has shared voting and dispositive power over 1,466,260 shares of Class A common stock. The address of Divisar Capital Management, LLC, Steven Baughman, and Divisar Partners QP, L.P. is 275 Sacramento Street, 8th Floor, San Francisco, CA 94111.
- (10) Based solely on a Schedule 13G/A filed with the SEC on February 1, 2023, BlackRock, Inc., a parent holding company, and its subsidiaries, BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Fund Advisors, BlackRock Institutional Trust Company, National Association, BlackRock Financial Management, Inc., and BlackRock Investment Management, LLC (collectively, "BlackRock"), has sole voting power over 1,485,001 shares and sole dispositive power over 1,521,207 shares of Class A common stock. The address of BlackRock is 55 East 52nd Street, New York, NY 10055.
- (11) Based solely on a Schedule 13G/A filed with the SEC on February 10, 2023, Dimensional Fund Advisors LP ("Dimensional") has sole voting power over 1,421,943 shares and sole dispositive power over 1,448,172 shares of Class A common stock. The address of Dimensional is 6300 Bee Cave Road, Building One, Austin, TX 78746.
- (12) Based solely on a Schedule 13G/A filed with the SEC on February 9, 2023, The Vanguard Group has shared voting power over 18,536 shares, sole dispositive power over 1,175,459 shares, and shared dispositive power over 26,447 shares of Class A common stock. The address of Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (13) Based solely on a Schedule 13G/A filed with the SEC on February 8, 2023, BML Investment Partners, L.P. ("BML") has sole voting and dispositive power over 1,154,844 shares of Class A common stock. BML is a Delaware limited partnership whose sole general partner is BML Capital Management, LLC. The managing member of BML Capital Management, LLC is Braden M. Leonard. As a result, Mr. Leonard is deemed to be the indirect owner of the shares held directly by BML. Mr. Leonard has sole voting and dispositive power over 80,000 shares and shared voting and dispositive power over 1,154,844 shares of Class A common stock. The address of BML is 65 E. Cedar - Suite 2, Zionsville, IN 46077.
- (14) Based solely on a joint Schedule 13G filed with the SEC on February 13, 2023, Shay Capital LLC and its manager, Shay Capital Holdings LLC, (collectively, "Shay Capital") have sole voting and dispositive power over 1,129,862 shares of Class A common stock. The address of Shay Capital LLC is 280 Park Avenue, 5th Floor West, New York, NY 10017.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes information about our Class A common stock that may be issued upon the exercise of options, warrants and rights under all of our equity compensation plans, as of January 28, 2023:

<u>Plan Category</u>	<u>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)(1)</u>	<u>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)(2)</u>	<u>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)(3)</u>
Equity compensation plans approved by security holders	1,873,243	\$ 8.99	1,863,595
Equity compensation plans not approved by security holders	—	—	—
Total	1,873,243	\$ 8.99	1,863,595

- (1) Represents 1,873,243 shares subject to outstanding options, but excludes 73,484 shares of unvested restricted stock.
- (2) Represents the weighted-average exercise price of outstanding options.
- (3) Represents the number of securities remaining available for issuance under the Third Amended and Restated 2012 Plan.

DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires our executive officers, directors and persons who own more than ten percent of a registered class of our equity securities to file reports of ownership and changes in ownership with the SEC and the NYSE. Executive officers, directors and greater than ten percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of the copies of such forms furnished to us and the written representations from certain of the reporting persons that no other reports were required, we believe that during the fiscal year ended January 28, 2023, all executive officers, directors and greater than ten percent beneficial owners complied with the reporting requirements of Section

16(a), with the exception of (i) one Form 3 for Fund 1 Investments, LLC, Pleasant Lake Onshore Feeder Fund LP and Pleasant Lake Partners LLC (collectively, the "Reporting Persons") and (ii) six Form 4s for the Reporting Persons related to 165 transactions that occurred between March 21, 2022 and December 19, 2022, all which the Reporting Persons filed late on January 10, 2023.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis section discusses the material elements of the compensation programs and policies in place for our fiscal 2022 NEOs, identified below:

- Hezy Shaked, our Co-Founder, Executive Chairman of the Board of Directors and Chief Strategy Officer;
- Edmond Thomas, our President and Chief Executive Officer;
- Michael L. Henry, our Executive Vice President, Chief Financial Officer;
- Robert S. Goodwin, our former Senior Vice President, General Merchandise Manager **(1)**; and
- Jonathon D. Kosoff, our Chief Digital Officer

(1) Effective January 27, 2023, Mr. Goodwin resigned from the Company to pursue another opportunity.

This section provides an overview of our executive compensation philosophy, the overall objectives of our executive compensation program and each compensation component that we provide. Each of the key elements of our executive compensation program is discussed in more detail below. Our compensation programs are designed to be flexible and complementary and to collectively serve the principles and objectives of our executive compensation and benefits program.

Role of our Compensation Committee and President and Chief Executive Officer in Compensation Decisions

Our Compensation Committee reviews and approves the compensation of our NEOs and oversees and administers our executive compensation programs and policies.

The Compensation Committee annually reviews and meets outside the presence of all of our executive officers, including our NEOs, to consider appropriate compensation for our President and Chief Executive Officer. Our President and Chief Executive Officer reviews annually each of the other NEOs' performance with the Compensation Committee and recommends appropriate compensation levels, which the Compensation Committee takes into account as one factor in its determinations regarding executive compensation. In addition, Mr. Shaked, given his tenure with the Company and his role in shaping compensation historically, continues to have a purely advisory role in discussions with the Compensation Committee with respect to NEO compensation (other than his own). In the context of such annual reviews and further periodic reviews as deemed necessary, and in addition to a review of other factors discussed below, the Compensation Committee assesses the proper mix of base salary, cash incentive awards and grants of long-term equity incentive awards, levels of compensation and appropriate individual and corporate performance metrics in furtherance of the objectives and principles described below.

Our Compensation Committee may consider additional factors in determining executive compensation, including comparing our executives' compensation against that at a peer group of comparable companies from time to time. Our Compensation Committee most recently engaged Mercer, an independent executive compensation and consulting firm, in April 2022 to advise management in its efforts to construct, from publicly available data, an updated peer group of companies to be used for compensation purposes, to provide market compensation data on such peer group companies, and general market trends and developments. The peer group chosen was comprised of companies in the retail apparel industry of as nearly similar revenue size and business context as possible, including Boot Barn Holdings, Inc., The Buckle, Inc., Build-a-Bear Workshop, Inc., The Cato Corporation, Chico's FAS, Inc., Citi Trends, Inc., Destination XL Group, Inc., Duluth Holdings, Inc., Express, Inc., J.Jill, Inc., Lulu's Fashion Holdings, Inc., Torrid Holdings, Inc., and Zumiez, Inc. Based on Mercer's assessment, we revised our peer group to remove Aeropostale, Inc., Big 5 Sporting Goods Corp., New York & Co. Inc., Shoe Carnival, Inc., Pacific Sunwear of California, Inc., Christopher & Banks Corp., bebe stores, inc., and Francesca's Holdings, Inc, and we added Build-a-Bear Workshop, Inc., Chico's FAS, Inc., Duluth Holdings, Inc., Express, Inc., J.Jill, Inc., Lulu's Fashion Holdings, Inc., and Torrid Holdings. In general, these prior peer group companies no longer fit the selection criteria, while the additions reflect companies with financial and industry characteristics more similar to our company. Management used the information previously provided by Mercer, and other resources and tools, to develop compensation recommendations presented to our Compensation Committee. The peer group information prepared by Mercer was used by the Compensation Committee for informational purposes only, and was not used for direct benchmarking given that all of the peer group comparison companies are larger than us in terms of revenue.

Compensation Philosophy and Objectives

Our Compensation Committee strives to create an executive compensation program that balances short-term versus long-term payments and awards, cash payments versus equity awards and fixed versus contingent payments and awards in ways that we believe are most appropriate to motivate our executive officers. Our philosophy is that executive compensation should be

competitive in the marketplace in which we compete for executive talent, and structured to emphasize incentive-based compensation as determined by the achievement of both company and individual performance objectives. The retail industry is extremely competitive and in order to continue to succeed we believe we need a highly talented and seasoned team of sales, marketing, buying, financial and other business professionals. We recognize that our ability to attract and retain these professionals, as well as to grow our organization, largely depends on how we compensate and reward our employees.

The goals of our executive compensation program are to:

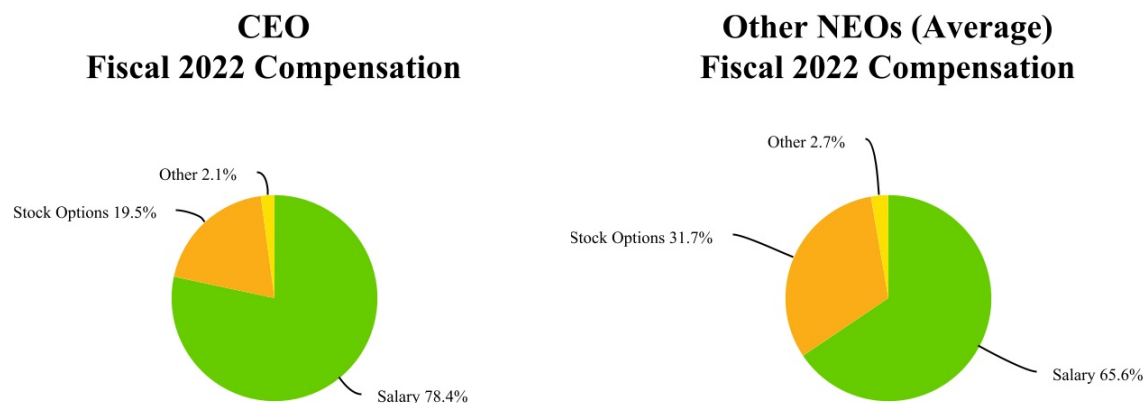
- attract and retain talented and experienced executives in our industry;
- motivate and reward executives whose knowledge, skills and performance are critical to our success;
- align compensation incentives with our business and financial objectives and the long-term interests of our stockholders;
- foster a shared commitment among executives by aligning their individual goals with the goals of the executive management team and the Company; and
- ensure that our total compensation is fair, reasonable and competitive.

2022 Say-on-Pay Vote

At our 2022 annual meeting, approximately 96% of votes cast were voted in favor of our say-on-pay vote, which we believe affirms our stockholders' support of our approach to our executive compensation program.

Elements of Fiscal 2022 Compensation

During fiscal 2022, our NEOs' total direct compensation, which was determined by our Compensation Committee, included both fixed components (base salary and other executive benefits and perquisites) and variable components (stock option grants and cash bonuses). The following describes each component of compensation, the rationale for that component and how the compensation amounts were determined.



Base Salary

Base salaries historically have been the most heavily weighted component of compensation for our executive officers as a percentage of total compensation, and this remained true in fiscal 2022. Base salary levels are designed to be competitive in order to induce talented executives to join the Company. In addition, base salaries support our retention objective by providing our executive officers with steady cash flow during the course of the fiscal year that is not contingent on short-term variations in our corporate performance.

The base salary established for each of our NEOs is intended to reflect each individual's professional responsibilities, the skills and experience required for the job, their individual performance, the performance of our business, labor market conditions and competitive market salary levels.

Base salary levels for our NEOs in fiscal 2022 were determined by our Compensation Committee as part of its annual review process in consideration of the factors noted above, and as of the end of fiscal 2022 were set as follows:

- Mr. Shaked: \$420,000, which was unchanged from fiscal 2021;
- Mr. Thomas: \$1,000,000, which was unchanged from fiscal 2021;
- Mr. Henry: \$376,765, which increased by 3.0% from fiscal 2021, effective as of the start of fiscal 2022;

- Mr. Goodwin: \$360,500, which increased by 3.0% from fiscal 2021, effective as of the start of fiscal 2022; and
- Mr. Kosoff: \$334,544, which increased by 3.0% from fiscal 2021, effective as of the start of fiscal 2022.

Annual Incentive Cash Bonus

In March 2022, our Compensation Committee approved an incentive cash bonus plan for certain employees, including all of our NEOs. For fiscal 2022, the committee approved performance measures of comparable store sales growth and operating income. Comparable store sales are net sales from stores that have been open at least 12 full months. The Compensation Committee selected these performance measures because it believes they are important drivers of stockholder returns and thus serve to align the interests of our NEOs with those of our stockholders. Under the terms of the fiscal 2022 plan, no payouts would be made until audited financial results were received, reviewed and approved by the Audit Committee after our fiscal year end.

For each of the performance measures of comparable store sales growth and operating income, the Compensation Committee established minimum, target and maximum performance thresholds for the NEOs. The minimum performance threshold related to a minimum acceptable level of financial performance. Each succeeding threshold was designed to reward the NEOs based upon the improved financial performance of the business. No bonuses are earned under the incentive bonus plan unless Company operational performance exceeds minimum thresholds.

The following table shows the performance thresholds for each measure for fiscal 2022:

	Performance Threshold		
	Minimum	Target	Maximum
Comparable store sales growth (1)	4.7 %	9.4 %	14.1 %
Operating income (in millions) (2)	\$ 49.5	\$ 99.0	\$ 123.7

(1) For a discussion of how we calculate comparable store sales growth, see "Management Discussion & Analysis - How We Assess the Performance of Our Business - Net Sales" in our Annual Report on Form 10-K filed with the SEC on April 12, 2023. Comparable store sales growth targets for fiscal 2022 were established against fiscal 2021 performance.

(2) Represents pre-bonus operating income.

The following table represents the percentage of the respective NEO's base salary that would be earned upon achievement of the applicable performance thresholds. The incentive cash bonus amount increases in a linear manner between the minimum threshold and the target threshold and between the target threshold and the maximum threshold.

	Hezy Shaked & Edmond Thomas	Michael L. Henry	Jonathon D. Kosoff	Robert S. Goodwin
Minimum	0%	0%	0%	0%
Target	100 %	75 %	50 %	35 %
Maximum	200 %	150 %	100 %	70 %

The Compensation Committee weighted operating income 75% and comparable store sales increase 25% in the structure of the cash incentive bonus.

In fiscal 2022, we did not achieve any of the minimum thresholds required to earn any portion of the performance-based bonuses and, accordingly, no performance-based bonuses were awarded to our NEOs.

Additional Incentive Cash Bonus

Pursuant to the terms of Mr. Kosoff's offer letter, he had the opportunity to earn an additional incentive cash bonus of up to \$50,000 per year based on the achievement of two corporate performance objectives for each of his first three fiscal years of employment with the Company, beginning with fiscal 2020, as described further below under "Employment Agreements and Severance Benefits." For fiscal 2022, Mr. Kosoff's additional incentive cash bonus opportunity was based on the achievement of total e-commerce net sales of \$187.5 million and e-commerce operating margin of 10.0%, neither of which were met for fiscal 2022, resulting in no additional incentive cash bonus being earned by Mr. Kosoff.

Long-Term Equity-Based Compensation

We believe that long-term equity-based compensation is an important component of our executive compensation program because providing a portion of our NEOs' total compensation package in long-term equity-based compensation aligns the incentives of our executives with the interests of our stockholders and with our long-term corporate success. All compensatory equity awards cover shares of our Class A common stock.

On March 23, 2022, we made the following grants of stock options to certain of our NEOs under the Plan with an exercise price of \$9.45 per share, which was the closing price of the Company's stock on that date:

Executive	2022 Stock Option Grant
Hezy Shaked	50,000
Edmond Thomas	50,000
Michael L. Henry	35,000
Robert S. Goodwin	35,000
Jonathon D. Kosoff	25,000

The stock option grants awarded to our NEOs were designed to further align their interests with those of our stockholders. Each stock option award will vest in equal annual installments over four years from the date of the grant, subject to the executive's continued service through the applicable vesting date.

Other Executive Benefits and Perquisites

We provide a car allowance to each of Mr. Shaked and Mr. Thomas. Mr. Thomas' car allowance is provided under the terms of his offer letter.

We also provide the following benefits to our NEOs on the same basis as other eligible employees:

- health insurance;
- holidays and sick days; and
- a 401(k) plan with Company matching contributions.

The vacation benefit for executive officers is determined on an individual basis. We believe these benefits are generally consistent with those offered by other companies in our industry.

Retirement Savings

We have established a 401(k) retirement savings plan for our employees, including the NEOs, who satisfy certain eligibility requirements. Under the 401(k) plan, eligible employees may elect to contribute pre-tax amounts, up to a statutorily prescribed limit, to the 401(k) plan. For 2022, the prescribed annual limit was \$20,500 for employees under 50 years of age and \$27,000 for employees 50 years of age and older, inclusive of the IRS' \$6,500 catch-up contribution limit. In addition, the Company matches a portion of pre-tax contributions on behalf of eligible employees. We believe that providing a vehicle for tax-preferred retirement savings through our 401(k) plan adds to the overall desirability of our executive compensation package and further incents our employees, including our NEOs, in accordance with our compensation policies.

Employment Agreements and Severance Benefits

The employment of our NEOs historically has been at will. In fiscal 2022, the Company was party to an employment agreement with Mr. Thomas, and offer letters with Messrs. Henry, Goodwin and Kosoff, as discussed below.

Employment Agreement with Edmond Thomas

In October 2015, we entered into an offer letter agreement with Mr. Thomas related to our hiring of him as our President and Chief Executive Officer and as a member of our board, effective October 12, 2015, which included certain provisions related to his compensation, including change-in-control provisions.

Mr. Thomas' current annual base salary is \$1,000,000, subject to annual review, and he is eligible to receive an annual incentive cash bonus with a target of 100% of base salary and a maximum of 200% of base salary, based on performance metrics set by the Compensation Committee. The offer letter agreement also provides for participation in our existing employee benefit programs and an annual automobile allowance of \$18,000. Pursuant to the offer letter agreement, Mr. Thomas may not solicit any of our employees during the term of his employment and for three years following his date of termination.

In addition, under the terms of his offer letter agreement, if the Company terminates Mr. Thomas' employment without "cause" in contemplation of a "change in control" (each as defined in the offer letter agreement), as determined in the sole discretion of the board, or within 90 days immediately following the consummation of a change in control, Mr. Thomas' outstanding and unvested equity awards in the Company will accelerate in full upon such termination.

Offer Letter with Michael L. Henry

In May 2015, we entered into an offer letter agreement with Mr. Henry related to our hiring of him as our Chief Financial Officer, which included certain provisions related to his compensation.

Mr. Henry's current annual base salary is \$376,765 and he is eligible to participate in the Company's annual incentive cash bonus plan. The offer letter agreement also provides for participation in our existing medical benefits program for employees. Pursuant to the offer letter agreement, Mr. Henry may not solicit any of our employees during the term of his employment and for one year following his date of termination. Mr. Henry's employment is at-will and he is not entitled to any severance benefits.

Offer Letter with Robert S. Goodwin

In February 2021, we entered into an offer letter agreement with Mr. Goodwin relating to his promotion to our Senior Vice President, General Merchandise Manager, which included certain provisions related to his compensation.

Mr. Goodwin resigned from the Company effective January 27, 2023. At the time of his resignation, Mr. Goodwin's annual base salary was \$360,500 and he had the opportunity to earn an annual cash bonus targeted at an amount equal to 35% of his annual base salary, with a maximum amount equal to 70% of his annual base salary. In addition, pursuant to the terms of his offer letter agreement, in 2021 Mr. Goodwin received a stock option grant to purchase 50,000 shares of the Company's common stock, with 25% of the shares underlying the stock option vesting on each of the first, second, third and fourth anniversaries of the grant date, subject to his continued service through the applicable vesting date. Mr. Goodwin was eligible to participate in all customary employee benefit plans or programs of the Company generally available to the Company's full-time employees. Pursuant to the offer letter agreement, Mr. Goodwin may not solicit any of our employees during the term of his employment and for one year following his date of termination. The letter provided for at-will employment and, pursuant to the terms of the offer letter, Mr. Goodwin was not entitled to any severance benefit.

Offer Letter with Jonathon D. Kosoff

In February 2020, we entered into an offer letter agreement with Mr. Kosoff relating to our hiring him as our Chief Digital Officer, which included certain provisions related to his compensation.

Mr. Kosoff's current annual base salary is \$334,544 and he has the opportunity to earn an annual cash bonus targeted at an amount equal to 50% of his annual base salary, with a maximum amount equal to 100% of his annual base salary. Also pursuant to the offer letter, Mr. Kosoff has the opportunity to earn an additional incentive cash bonus of up to \$50,000 per year based on the achievement of two corporate performance objectives for each of his first three fiscal years of employment with the Company, beginning with fiscal 2020. The additional incentive cash bonus has a cumulative feature such that if any given fiscal year's objectives are not met in that particular fiscal year, but the following year's objectives are met, the incentive bonus earned would encompass recognition of each prior target met through the current fiscal year. For each of fiscal 2021 and fiscal 2020, Mr. Kosoff's additional incentive cash bonus was based on the achievement of targeted growth in e-commerce net sales and e-commerce operating margin, both of which were achieved resulting in his earning the \$50,000 additional incentive cash bonus for each of fiscal 2021 and fiscal 2020. No additional incentive cash bonus was earned during fiscal 2022.

In addition, pursuant to the terms of his offer letter agreement, in 2020 Mr. Kosoff received a stock option grant to purchase 50,000 shares of the Company's common stock, with 25% of the shares underlying the stock option vesting on each of the first, second, third and fourth anniversaries of the grant date, subject to his continued service through the applicable vesting date. Mr. Kosoff is eligible to participate in all customary employee benefit plans or programs of the Company generally available to the Company's full-time employees. The letter provided for at-will employment and, pursuant to the terms of the offer letter, Mr. Kosoff was not entitled to any severance benefit.

Tax and Accounting Considerations

Section 280G of the Internal Revenue Code

Section 280G of the Code disallows a tax deduction with respect to excess parachute payments to certain executives of companies which undergo a change in control. In addition, Section 4999 of the Code imposes a 20% excise tax on the individual with respect to the excess parachute payment. Parachute payments are compensation linked to or triggered by a change in control and may include, but are not limited to, bonus payments, severance payments, certain fringe benefits, and payments and acceleration of vesting from long-term incentive plans including stock options and other equity-based compensation. Excess parachute payments are parachute payments that exceed a threshold determined under Section 280G of the Code based on the executive's prior compensation. In approving the compensation arrangements for our NEOs in the future, our Compensation Committee will consider all elements of the cost to us of providing such compensation, including the potential impact of Section 280G of the Code. However, our Compensation Committee may, in its judgment, authorize compensation arrangements that could give rise to loss of deductibility under Section 280G of the Code and the imposition of excise taxes under Section 4999 of the Code when it believes that such arrangements are appropriate to attract and retain executive talent.

ASC Topic 718

Accounting Standards Codification Topic 718, *Compensation—Stock Compensation* (“ASC Topic 718”) requires us to recognize an expense for the fair value of equity-based compensation awards. Grants of stock-based compensation are accounted for under ASC Topic 718. The Compensation Committee regularly considers the accounting implications of significant compensation decisions, especially in connection with decisions that relate to equity compensation awards. As accounting standards change, we may revise certain programs to appropriately align the cost of our equity awards with our overall executive compensation philosophy and objectives.

Section 409A of the Internal Revenue Code

Section 409A of the Code requires that “nonqualified deferred compensation” be deferred and paid under plans or arrangements that satisfy the requirements of the statute with respect to the timing of deferral elections, timing of payments and certain other matters. Failure to satisfy these requirements can expose employees and other service providers to accelerated income tax liabilities, penalty taxes and interest on their vested compensation under such plans. Accordingly, as a general matter, it is our intention to design and administer our compensation and benefits plans and arrangements for all of our employees and other service providers, including our named executive officers, so that they are either exempt from, or satisfy the requirements of, Section 409A of the Code.

EXECUTIVE COMPENSATION TABLES

Summary Compensation Table

The following table sets forth certain information with respect to compensation for fiscal years 2022, 2021, and 2020 earned by, awarded to, or paid to our NEOs.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus \$(1)	Option Awards \$(2)	Non-Equity Incentive Plan Compensation \$(3)	All Other Compensation \$(4)	Total (\$)
Hezy Shaked Executive Chairman of the Board, Chief Strategy Officer	2022	420,000	—	248,797	—	33,150	701,947
	2021	419,615	—	563,431	840,000	32,700	1,855,746
	2020	389,222	75,000	153,441	—	31,244	648,907
Edmond Thomas President, Chief Executive Officer	2022	1,000,000	—	248,797	—	27,150	1,275,947
	2021	900,769	—	563,431	1,809,230	26,700	3,300,130
	2020	784,611	100,000	204,588	—	23,910	1,113,109
Michael L. Henry Executive Vice President, Chief Financial Officer	2022	376,554	—	174,158	—	9,475	560,187
	2021	365,586	—	281,715	548,687	8,700	1,204,688
	2020	355,137	50,000	81,835	—	—	486,972
Robert S. Goodwin (5) Senior Vice President, General Merchandise Manager	2022	360,298	—	174,158	—	9,475	543,931
	2021	345,769	—	281,715	242,778	8,547	878,809
	2020	192,885	—	90,412	—	—	283,297
Jonathon D. Kosoff Chief Digital Officer	2022	334,357	—	124,399	—	9,475	468,231
	2021	324,708	—	140,858	374,800	8,700	849,066
	2020	295,385	—	101,604	50,000	—	446,989

(1) Amounts reflect discretionary cash bonuses for individual performance.

(2) Amounts reflect the grant date fair value of options granted to the NEOs, as computed in accordance with ASC Topic 718. We provide information regarding the assumptions used to calculate the value of all equity awards made to executive officers in Note 12, Share-Based Compensation, to our consolidated audited financial statements included in our Form 10-K filed with the SEC on April 12, 2023. There can be no assurance that awards will vest or will be exercised (if they are not exercised, no value will be realized by the individual), or that the value upon exercise will approximate the aggregate grant date fair value determined under ASC Topic 718.

(3) Amounts represent cash-based incentives earned for the fiscal year and paid in the following year pursuant to our annual cash bonus plan. For Mr. Kosoff, amounts also include an additional cash-based incentive bonus for fiscal 2020 and 2021 based on the achievement of certain e-commerce performance objectives.

(4) With respect to Messrs. Shaked and Thomas, amounts include an automobile allowance of \$24,000 and \$18,000, respectively. Additionally, with respect to all NEOs, amounts include Company 401(k) matching contributions of \$9,150.

(5) Mr. Goodwin resigned from the Company on January 27, 2023.

Grants of Plan-Based Awards

The following table sets forth certain information with respect to grants of plan-based awards during fiscal year 2022 to our NEOs, as applicable.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Equity-Based Awards		
		Threshold (\$)	Target (\$)	Maximum (\$)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)(2)	Grant Date Fair Value of Option Awards\$(3)
Hezy Shaked	N/A 3/23/2022	—	420,000	— 840,000	50,000	9.45	248,797
Edmond Thomas	N/A 3/23/2022	—	1,000,000	2,000,000	50,000	9.45	248,797
Michael L. Henry	N/A 3/23/2022	—	282,574	565,148	35,000	9.45	174,158
Robert S. Goodwin	N/A 3/23/2022	—	126,175	252,350	35,000	9.45	174,158
Jonathon D. Kosoff	N/A 3/23/2022	—	167,272	334,544	25,000	9.45	124,399

(1) Non-equity incentive plan awards consist of annual bonuses payable under our 2022 incentive cash bonus plan. Please see “—Elements of 2022 Compensation—Annual Incentive Cash Bonus” above. There were no threshold payouts in the event we achieved the minimum level of performance established for the 2022 incentive cash bonus plan.

(2) Exercise prices are set at the closing price of the Company's stock on the grant date.

(3) Amounts shown represent the grant date fair value of the option awards granted during 2022, computed in accordance with ASC Topic 718. We provide information regarding the assumptions used to calculate the fair value of all equity awards made to executive officers in Note 12, Share-Based Compensation, to our consolidated audited financial statements included in our Form 10-K filed with the SEC on April 12, 2023. There can be no assurance that awards will vest or will be exercised (if they are not exercised, no value will be realized by the individual), or that the value upon exercise will approximate the aggregate grant date fair value determined under ASC Topic 718.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information with respect to outstanding equity awards held by our NEOs as of January 28, 2023.

Name	Grant Date	Stock Option Awards (1)			
		Number of Securities Underlying Unexercised Stock Options Exercisable (#)	Number of Securities Underlying Unexercised Stock Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date
Hezy Shaked	3/23/2022	—	50,000	9.45	3/23/2032
	3/24/2021	25,000	75,000	10.73	3/24/2031
	3/31/2020	18,750	37,500	4.13	3/31/2030
	3/19/2019	12,500	12,500	11.41	3/19/2029
Edmond Thomas	3/23/2022	—	50,000	9.45	3/23/2032
	3/24/2021	25,000	75,000	10.73	3/24/2031
	3/31/2020	50,000	50,000	4.13	3/31/2030
	3/19/2019	56,250	18,750	11.41	3/19/2029
	3/28/2018	75,000	—	11.33	3/28/2028
	3/27/2017	100,000	—	8.69	3/27/2027
Michael L. Henry	3/28/2016	7,850	—	6.74	3/28/2026
	3/23/2022	—	35,000	9.45	3/23/2032
	3/24/2021	12,500	37,500	10.73	3/24/2031
	3/31/2020	10,000	20,000	4.13	3/31/2030
	3/19/2019	6,250	6,250	11.41	3/19/2029
Robert S. Goodwin (2)	3/28/2018	6,562	—	11.33	3/28/2028
	3/24/2021	12,500	—	10.73	4/27/2023
Jonathon D. Kosoff	3/23/2022	—	25,000	9.45	3/23/2032
	3/24/2021	6,250	18,750	10.73	3/24/2031
	3/17/2020	—	25,000	4.07	3/17/2030

(1) These stock option awards vest over the course of four years with shares vesting in equal annual installments beginning on the first anniversary of their grant date, subject to continued service with us.

(2) Mr. Goodwin resigned from the Company effective January 27, 2023. At the time of his resignation, he held 12,500 vested stock options which must be exercised within 90 days of his termination of employment with the Company, or April 27, 2023. Any remaining unexercised stock options as of April 27, 2023 will expire.

Options Exercised and Stock Vested

The following table sets forth information on stock options exercised by our NEOs during fiscal year 2022. No stock awards vested for any of our NEOs in fiscal 2022.

Name	Stock Option Awards	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$)(1)
Hezy Shaked	—	\$ —
Edmond Thomas	—	\$ —
Michael L. Henry	—	\$ —
Robert S. Goodwin	6,250	\$ 16,769
Jonathon D. Kosoff	12,500	\$ 68,503

(1) Represents the difference between the fair market value of our Class A common stock underlying the options at exercise and the exercise price of the option.

Pension Benefits

Our NEOs did not participate in or have account balances in qualified or nonqualified defined benefit plans sponsored by us during fiscal year 2022.

Nonqualified Deferred Compensation

Our NEOs did not participate in or have account balances in nonqualified defined contribution plans or other nonqualified deferred compensation plans maintained by us during fiscal year 2022.

Potential Payments Upon Termination or Change in Control

Except as provided below, none of our NEOs are entitled to payments in connection with a termination or a change in control.

Under the terms of Mr. Thomas' offer letter agreement, if the Company terminates Mr. Thomas' employment without "cause" in contemplation of a "change in control" (each as defined in Mr. Thomas' offer letter agreement), as determined in the sole discretion of the board, or within 90 days immediately following the consummation of a change in control, Mr. Thomas' outstanding and unvested equity awards in the Company will accelerate in full upon such termination.

The following table summarizes the in-the-money value of the accelerated vesting of Mr. Thomas' equity awards upon termination without cause in connection with a change in control. The amounts shown assume that a change in control was effective as of the last business day of fiscal 2022 and the in-the-money value was based on the closing price per share of the Class A common stock on January 27, 2023, the last trading day of the fiscal year, of \$8.70 per share.

Name	Stock Options that May Vest Upon Qualifying Termination in Connection with a Change In Control (#)	Total Value of Stock Options that May Vest Upon Qualifying Termination in Connection with a Change in Control (\$)
Edmond Thomas	193,750	\$ 228,500

CEO Pay Ratio Disclosure

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information regarding the relationship of the annual total compensation of our median compensated employee to the annual total compensation of Ed Thomas, our CEO. We consider the pay ratio specified below to be a reasonable estimate, calculated in a manner that is intended to be consistent with the requirements of Item 402(u) of Regulation S-K.

For fiscal year 2022, our last completed fiscal year:

- the annual total compensation of the employee who represents our median compensated employee (other than our CEO) was \$5,210; and
- the annual total compensation of our CEO, as reported in the Summary Compensation Table included above, was \$1,275,947.

Based on this information, for fiscal year 2022, our CEO's annual total compensation was approximately 245 times that of the median of the annual total compensation of all of our employees (other than the CEO).

Determining the Median Employee*Employee Population*

We used our employee population data as of January 28, 2023, the end of our 2022 fiscal year as the reference date for identifying our median employee. As of such date, our employee population consisted of approximately 6,000 individuals, including approximately 1,600 full-time employees and 4,400 part-time employees. Seasonal and temporary employees employed as of that date were also included.

Methodology for Determining Our Median Employee

To identify the median employee from our employee population, we selected base salary, as reflected in our payroll records as reported to the Internal Revenue Service on Form W-2 for 2022 as the most appropriate measure of compensation, which was consistently applied to all of our employees included in the calculation. In identifying the median employee, we annualized the compensation of all full-time employees who were new-hires in fiscal year 2022 and on leave of absence in fiscal year 2022.

Compensation Measure and Annual Total Compensation of Median Employee

With respect to the annual total compensation of the employee who represents our median compensated employee, we calculated the elements of such employee's compensation for fiscal year 2022 in accordance with the requirements of Item

402(c)(2)(x) of Regulation S-K, resulting in annual total compensation of \$5,210.

Annual Total Compensation of CEO

With respect to the annual total compensation of our CEO, we used the amount reported in the "Total" column of our 2022 Summary Compensation Table included in this Proxy Statement.

Pay Versus Performance Table

The following table sets forth information concerning compensation actually paid to our principal executive officer ("PEO") and other NEOs for each of the fiscal years ended January 28, 2023 (fiscal year 2022), January 29, 2022, (fiscal year 2021) and January 30, 2021 (fiscal year 2020), compared to our total shareholder return ("TSR"), our net income and operating income (loss) for each such fiscal year. It should be noted that the last three fiscal years have been perhaps the most volatile in retail industry history, starting with the COVID-19 pandemic shutdowns of fiscal 2020 which resulted in the first operating loss in our company's history, followed by a record-setting fiscal 2021 which we believe was fueled by unprecedented pent-up consumer demand as a result of the easing of pandemic-period restrictions and the impact of federal stimulus payments, followed by the the highest inflationary environment of the past 40 years in fiscal 2022 which we believe had a significant adverse impact on our consumers.

Fiscal Year	Summary Compensation Table Total for PEO (\$)(1)	Compensation Actually Paid to PEO (\$)(2)	Average Summary Compensation Table Total for Non-PEO NEOs (\$)(1)	Average Compensation Actually Paid to Non-PEO NEOs (\$)(2)(3)	Value of Initial Fixed \$100 Investment Based on:		Net Income (Loss) (\$ in thousands) (6)	Operating Income (Loss) (\$ in thousands) (7)
					Total Shareholder Return (\$)(4)	Peer Group Total Shareholder Return (\$)(5)		
2022	1,275,947	948,231	568,574	97,077	80.01	156.18	9,677	11,187
2021	3,300,130	3,720,832	1,197,077	1,401,360	117.16	171.48	64,249	87,595
2020	1,113,109	1,632,185	558,283	801,623	90.12	170.56	(1,145)	(3,040)

(1) Our PEO was Edmond Thomas for each of the fiscal years presented above. Amounts in this column represent the total compensation paid to our PEO in each listed fiscal year as shown in our Summary Compensation Table or, for our NEOs other than our PEO, the average amount of the total compensation paid to our NEOs as shown in the "Total" column of our Summary Compensation Table for the applicable fiscal year.

(2) Compensation Actually Paid represents the “Total” compensation reported in the Summary Compensation Table for the applicable fiscal year, adjusted as follows:

Adjustments	2020		2021		2022	
	PEO	Average Non-PEO NEOs	PEO	Average Non-PEO NEOs	PEO	Average Non-PEO NEOs
Deduction for Amounts Reported under the “Stock Awards” and “Option Awards” Columns in the Summary Compensation Table for Applicable FY	(204,588)	(112,293)	(563,431)	(316,930)	(248,797)	(180,378)
Increase based on ASC 718 Fair Value of Awards Granted during Applicable FY that Remain Unvested as of Applicable FY End, determined as of Applicable FY End	715,805	393,799	754,110	424,187	238,839	175,149
Increase based on ASC 718 Fair Value of Awards Granted during Applicable FY that Vested during Applicable FY, determined as of Vesting Date	—	—	—	—	—	—
Increase/deduction for Awards Granted during Prior FY that were Outstanding and Unvested as of Applicable FY End, determined based on change in ASC 718 Fair Value from Prior FY End to Applicable FY End	55,535	18,678	196,104	97,026	(254,590)	(148,511)
Increase/deduction for Awards Granted during Prior FY that Vested During Applicable FY, determined based on change in ASC 718 Fair Value from Prior FY End to Vesting Date	(47,676)	(56,844)	33,919	—	(63,168)	(34,966)
Deduction of ASC 718 Fair Value of Awards Granted during Prior FY that were Forfeited during Applicable FY, determined as of Prior FY End	—	—	—	—	—	(282,791)
Increase based on Dividends or Other Earnings Paid during Applicable FY prior to Vesting Date	—	—	—	—	—	—
Increase based on Incremental Fair Value of Options/SARs Modified during Applicable FY	—	—	—	—	—	—
Deduction for Change in the Actuarial Present Values reported under the “Change in Pension Value and Nonqualified Deferred Compensation Earnings” Column of the Summary Compensation Table for Applicable FY	—	—	—	—	—	—
Increase for Service Cost and, if applicable, Prior Service Cost for Pension Plans	—	—	—	—	—	—
Total adjustments	519,076	243,340	420,702	204,283	(327,716)	(471,497)

(3) Dollar amounts represent the average of the total compensation paid to our NEOs other than our PEO as a group. For fiscal 2022 and 2021, our non-PEO NEOs reflected in this table are Hezy Shaked, Michael Henry, Bobby Goodwin, and Jon Kosoff. For fiscal 2020, our non-PEO NEOs included Hezy Shaked, Tricia Smith, Michael Henry and Jon Kosoff.

(4) Cumulative TSR is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and beginning of the measurement period by the Company's share price at the beginning of the measurement period.

(5) For the relevant fiscal year, represents the cumulative TSR of the S&P 400 Apparel Retail Index (the "Peer Group TSR"), as used in the Company's Stock Performance Graph in our Annual Report.

(6) The dollar amounts reported represent the amount of net income (loss) reflected in the Company's audited financial statements for the applicable fiscal year.

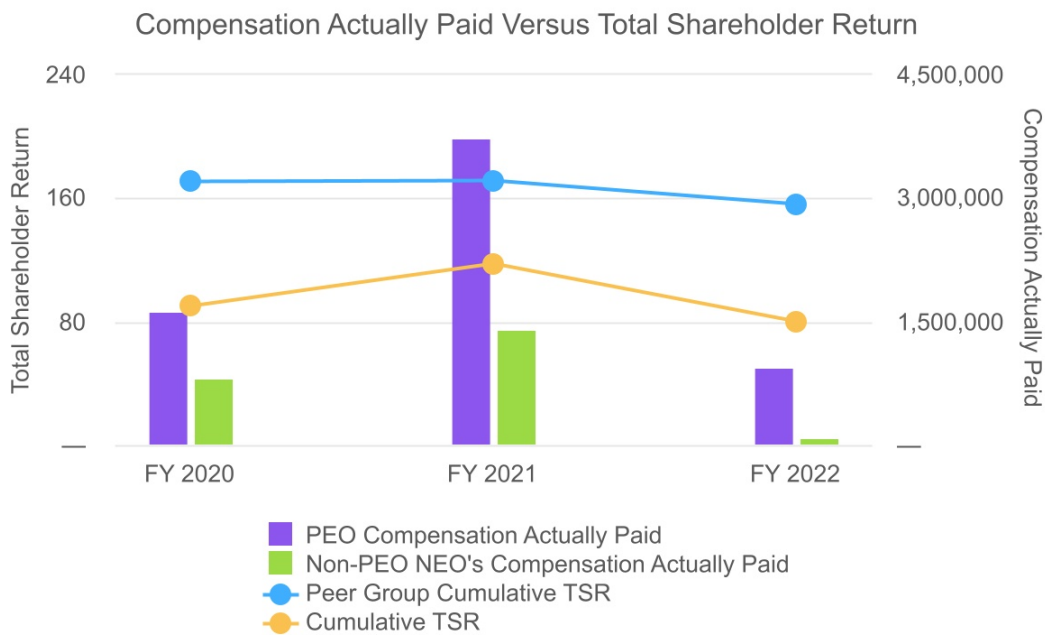
(7) The dollar amounts reported represent the amount of operating income (loss) reflected in the Company's audited financial statements for the applicable fiscal year.

Pay Versus Performance Descriptive Disclosure

Compensation Actually Paid Versus Company TSR and Peer Group TSR

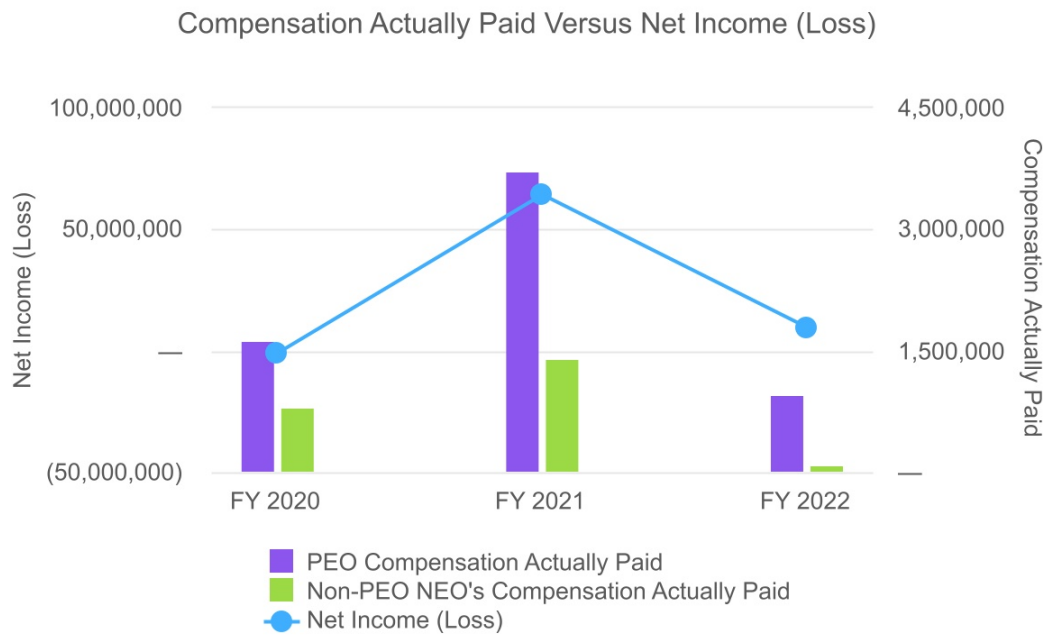
The graph below reflects the relationship between the PEO and average Non-PEO NEOs compensation actually paid and the Company's cumulative TSR (assuming an initial fixed investment of \$100 for the fiscal years ended 2020, 2021, and 2022).

TSR amounts reported in the graph assume an initial fixed investment of \$100, and that all dividends, if any, were reinvested.



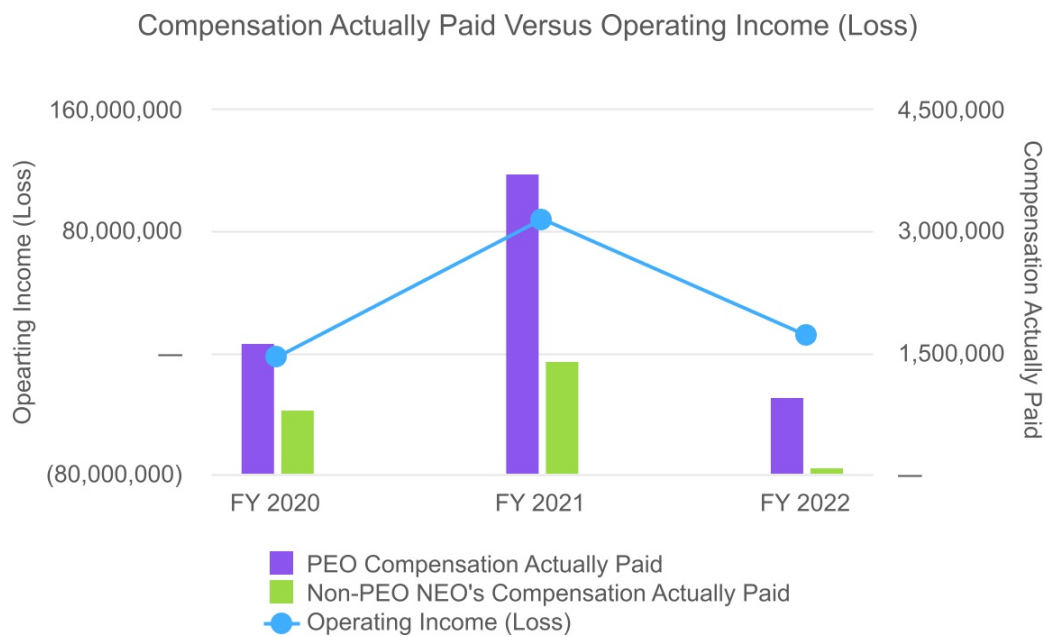
Compensation Actually Paid Versus Net Income (Loss)

The graph below reflects the relationship between the PEO and average Non-PEO NEOs compensation actually paid and the Company's net income for the fiscal years ended 2020, 2021, 2022.



Compensation Actually Paid Versus Operating Income (Loss)

The graph below reflects the relationship between the PEO and average Non-PEO NEOs compensation actually paid and the Company's operating income for the fiscal years ended 2020, 2021, 2022.



Pay Versus Performance Tabular List

We believe the following performance measures represent the most important financial performance measures used by us to link compensation actually paid to our NEOs for the fiscal year ended January 28, 2023:

Most Important Financial Performance Measures
• Operating Income (Loss)
• Comparable Store Net Sales

For additional details regarding our most important financial performance measures, please see the section titled “Elements of Fiscal 2022 Compensation” in our Compensation Discussion and Analysis (CD&A) elsewhere in this Proxy Statement.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management, and based on the review and discussions, the Compensation Committee recommended to our board that the Compensation Discussion and Analysis be included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2023, and in this Proxy Statement for the 2023 annual meeting of stockholders.

COMPENSATION COMMITTEE:

Bernard Zeichner, Chairperson

Doug Collier

Janet Kerr

AUDIT COMMITTEE REPORT

The primary purpose of the Audit Committee is to oversee our financial reporting processes on behalf of our board. The Audit Committee's functions are more fully described in its charter, which is available at www.tillys.com in the Investor Relations section. Management has the primary responsibility for our financial statements and reporting processes, including our systems of internal controls.

1. The Audit Committee has reviewed and discussed the audited consolidated financial statements for the fiscal year ended January 28, 2023 with management of Tilly's and with Tilly's independent registered public accounting firm, BDO USA, LLP.
2. The Audit Committee has discussed with BDO USA, LLP those matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board.
3. The Audit Committee has received and reviewed the written disclosures and the letter from BDO USA, LLP required by the Public Company Accounting Oversight Board regarding BDO USA, LLP's communications with the Audit Committee concerning the accountant's independence, and has discussed with BDO USA, LLP its independence from Tilly's and its management.
4. Based on the review and discussions referenced in paragraphs 1 through 3 above, the Audit Committee recommended to our board that the audited consolidated financial statements for the year ended January 28, 2023 be included in the Annual Report on Form 10-K for that year for filing with the SEC.

Our Audit Committee issued the above report for inclusion in this Proxy Statement in connection with the 2023 annual meeting of stockholders.

AUDIT COMMITTEE:

Seth Johnson, Chairperson

Doug Collier

Bernard Zeichner

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Our board has adopted a written Related Party Transaction Policy and Procedures (the "Policy"). The purpose of the Policy is to describe the procedures used to identify, review, approve and disclose, if necessary, any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which (i) the Company was, is or will be a participant, (ii) the aggregate amount involved exceeds \$100,000, and (iii) a related person has or will have a direct or indirect material interest, in each case, other than compensation arrangements that are described under the sections of this Proxy Statement captioned Director Compensation and Executive Compensation. For purposes of the Policy, a related person is (a) any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company, (b) any person who is known to be the beneficial owner of more than 5% of the Company's voting securities, (c) any immediate family member of any of the foregoing persons sharing the same household as such person, or (d) any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position, or in which such person has a 5% or greater beneficial ownership interest.

The Audit Committee reviews and approves, or ratifies, each related party transaction, taking into account whether the terms are comparable to those obtained in an arm's length transaction, the extent of the related person's interest and other factors. If advance approval of a related party transaction is not feasible, then the transaction may be preliminarily entered into by management upon prior approval by the Chair of the Audit Committee, subject to ratification by the Audit Committee at its next regularly scheduled meeting. No director may participate in approval of a related party transaction for which he or she is a related person.

The following persons and entities that participated in the transactions described in this section were related persons at the time of the transaction:

Hezy Shaked, Tilly Levine, Shaked Holdings, LLC and Amnet Holdings, LLC. Mr. Shaked is our Co-Founder, Executive Chairman of the Board of Directors, one of our executive officers and the beneficial owner of shares of our common stock representing approximately 76.5% of the voting power of the Company as of April 17, 2023, inclusive of shares held by Ms. Levine. Ms. Levine is also a Co-Founder, and she is the beneficial owner of shares of our common stock representing approximately 11.4% of the voting power of the Company as of April 17, 2023. Mr. Shaked, through the Hezy Shaked Living Trust established May 18, 1999, or the Hezy Shaked Trust, owns 63% of Shaked Holdings, LLC. Ms. Levine, through the Tilly Levine Separate Property Trust established March 31, 2004, or the Tilly Levine Trust, owns 37% of Shaked Holdings. Mr. Shaked, through the Hezy Shaked Trust, is the sole member and owner of Amnet Holdings, LLC, or Amnet Holdings.

Certain Leases

We lease our corporate headquarters and distribution center (10 and 12 Whatney, Irvine, California) from Shaked Holdings. The lease payments increase annually by 3%. We incurred rent expense of \$2.1 million in fiscal 2022 related to this lease. The lease expires on December 31, 2027.

We lease a building (17 Pasteur, Irvine, California) from Amnet Holdings, which we use as our e-commerce fulfillment center. The lease payments adjust annually based upon the greater of 5% or the Consumer Price Index. We incurred rent expense of \$1.5 million in fiscal 2022 related to this lease. The lease deposits were \$0.7 million as of January 28, 2023. The lease expires on October 31, 2031.

We lease office and warehouse space (11 Whatney, Irvine, California) from Amnet Holdings. Pursuant to the lease agreement, the lease payments adjust annually based upon the greater of 5% or the Consumer Price Index. We incurred rent expense of \$0.5 million in fiscal 2022 related to this lease. The lease deposits were \$0.2 million as of January 28, 2023. The lease expires on June 30, 2032.

Tilly's Life Center

Tilly's Life Center ("TLC"), is a charitable organization that was founded and is run by Ms. Levine. Our board has approved annual support for TLC of up to \$200,000 per year, which was the amount we donated to TLC during fiscal 2022. We also provide a "Round Up for Charity" option in our point-of-sale terminals within our stores to give customers the choice to round up the total value of their purchase to the next dollar with the net difference passed through to TLC as a donation on behalf of our customers. In fiscal 2022, the aggregate value of round-up donations provided by our customers to TLC was \$1.5 million.

We sublease a portion of our office space, approximately 5,887 square feet, in the 17 Pasteur Irvine, California facility to Tilly's Life Center, ("TLC"), a related party and a charitable organization. The lease term is for five years and terminates January 31, 2027.

ANNUAL REPORT

Our 2022 Annual Report to Stockholders, which consists of a letter to stockholders and our Annual Report on Form 10-K for the fiscal year 2022, accompanies the proxy materials being provided to all stockholders. Those documents are not a part of the proxy solicitation materials. We will provide, without charge, additional copies of our 2022 Annual Report on Form 10-K upon the receipt of a written request by any stockholder to Tilly's, Inc., Attn: Corporate Secretary, 12 Whatney, Irvine, California 92618.

OTHER BUSINESS

Stockholder Proposals for Inclusion in 2024 Proxy Statement

Pursuant to Rule 14a-8 under the Exchange Act, stockholders may present proper proposals for inclusion in our Proxy Statement and for consideration at our next annual meeting of stockholders. To be eligible for inclusion in our 2024 Proxy Statement, a stockholder's proposal must be received by us no later than January 1, 2024 and must otherwise comply with Rule 14a-8 under the Exchange Act.

Stockholder Proposals for 2024 Annual Meeting

Our Amended and Restated Certificate of Incorporation contains an advance notice provision with respect to matters to be brought at an annual meeting of stockholders and not included in our Proxy Statement. Our bylaws expand upon and supplement the advance notice provisions in our Amended and Restated Certificate of Incorporation. Pursuant to our Amended and Restated Certificate of Incorporation and bylaws, only such business shall be conducted at an annual meeting of stockholders as is properly brought before the meeting. For business to be properly brought before our 2024 annual meeting of stockholders, in addition to any other applicable requirements, timely notice of the matter must be first given to our Corporate Secretary. To be timely, written notice must be received by our Corporate Secretary no later than March 16, 2024 (90 days before the one-year anniversary of our 2023 annual meeting) and no earlier than February 14, 2024 (120 days prior to the one-year anniversary of the 2023 annual meeting); provided, however, that if the date of the 2024 annual meeting is more than 30 days before or more than 60 days after such anniversary date, the notice must be received by our Corporate Secretary not later than the 90th day prior to such annual meeting or, if later, the tenth day following the day on which public disclosure of the date of such annual meeting was first made. In addition, any notice to our Corporate Secretary must include as to each matter that the stockholder proposes to bring before the meeting such information required by our bylaws.

While our board will consider proper stockholder proposals that are properly brought before the annual meeting, we reserve the right to omit from our 2024 proxy statement stockholder proposals that we are not required to include under the Exchange Act, including Rule 14a-8 thereunder.

Stockholder Nominations of Directors

Our Amended and Restated Certificate of Incorporation provides that any stockholder entitled to vote for the election of directors at a meeting of stockholders may nominate persons for election as directors only if timely written notice of such stockholder's intent to make such nomination is timely given in proper form to Tilly's, Inc., Attn: Corporate Secretary, 12 Whatney, Irvine, California 92618. To be timely for our 2024 annual meeting of stockholders, a stockholder's notice must be delivered to, or mailed and received at, the address provided above no later than March 16, 2024 (90 days before the one-year anniversary of our 2023 annual meeting) and no earlier than February 14, 2024 (120 days prior to the one-year anniversary of the 2023 annual meeting); provided, however, that if the date of the 2024 annual meeting is more than 30 days before or more than 60 days after such anniversary date, the notice must be received by our Corporate Secretary not later than the 90th day prior to such annual meeting or, if later, the tenth day following the day on which public disclosure of the date of such annual meeting was first made.

A stockholder's notice to our Corporate Secretary concerning the nomination of persons for election as directors must set forth the information required by our Amended and Restated Certificate of Incorporation and our bylaws.

In addition to satisfying the foregoing requirements under the our organizational documents, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 15, 2024 (60 days prior to the one-year anniversary of the 2023 annual meeting).

In the alternative, stockholders can at any time recommend for consideration by our Nominating and Corporate Governance Committee qualified candidates for our board that meet the qualifications described in this Proxy Statement under the heading "Corporate Governance—Nominating and Corporate Governance Committee" by submitting to us any recommendations for director candidates, along with appropriate biographical information, a brief description of such candidate's qualifications and such candidate's written consent to nomination, to the Nominating and Corporate Governance Committee, c/o Tilly's, Inc., Attn: Corporate Secretary, 12 Whatney, Irvine, California 92618. Submissions satisfying the required qualifications will be

forwarded to the chairperson of the Nominating and Corporate Governance Committee or such other member of the Nominating and Corporate Governance Committee delegated to review and consider candidates for director nominees.

Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (such as banks and brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as “householding,” is also permissible under the General Corporation Law of the State of Delaware and potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of banks and brokers with account holders who are our stockholders will be householding our proxy materials. A single Notice of Internet Availability of Proxy Materials or proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your bank or broker that it will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement and annual report, please notify your broker or bank. Stockholders who currently receive multiple copies of the proxy statement at their address and would like to request householding of their communications should contact their broker or bank.

Forward-Looking Statements

This Proxy Statement contains “forward-looking statements” (as defined in the Private Securities Litigation Reform Act of 1995). These statements are based on our current expectations and involve risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include statements regarding actions to be taken by us. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Forward-looking statements should be evaluated together with the many uncertainties that affect our business, particularly those mentioned in the risk factors in Item 1A of our Annual Report on Form 10-K for the year ended January 28, 2023 and in our periodic reports on Form 10-Q and our current reports on Form 8-K.

INCORPORATION BY REFERENCE

Notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, that might incorporate all or portions of our filings, including this Proxy Statement, with the SEC, in whole or in part, the Audit Committee Report and the Report of the Compensation Committee contained in this Proxy Statement shall not be deemed to be incorporated by reference into any such filing or deemed filed with the SEC under the Securities Act or the Exchange Act. In addition, references to our website in this Proxy Statement are not intended to function as hyperlinks and information on our website, other than our Proxy Statement, notice and form of proxy, is not part of the proxy soliciting material and is not incorporated herein by reference.

Other Business

As of the date of this Proxy Statement, our board knows of no other business that will be presented for consideration at the 2023 annual meeting. If other proper matters are presented at the 2023 annual meeting, however, it is the intention of the proxy holders named in the Company’s form of proxy to vote the proxies held by them in accordance with their best judgment.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Michael L. Henry", with a stylized flourish at the end.

Michael L. Henry
Executive Vice President, Chief Financial Officer, Corporate Secretary
(Principal Financial Officer and Principal Accounting Officer)

Irvine, California
April 17, 2023

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

TILLY'S, INC.

**2023 Annual Meeting of Stockholders
June 14, 2023, 9:30 A.M., Pacific Daylight Time**

This Proxy is Solicited On Behalf Of The Board Of Directors

Please Be Sure To Mark, Sign, Date and Return Your Proxy Card in the Envelope Provided

s FOLD HERE DO NOT SEPARATE INSERT IN ENVELOPE PROVIDED s

PROXY

Please mark your votes like this

X

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE NOMINEES IN PROPOSAL 1, "FOR" PROPOSAL 2 AND "FOR" PROPOSAL 3.

1. Election of the following directors for a term expiring at the 2024 annual meeting of stockholders and until their successors are duly elected and qualified.

FOR all
Nominees
except as
marked

WITHHOLD
all

2. Ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending February 3, 2024.

FOR

AGAINST

ABSTAIN

NOMINEES: (1) Hezy Shaked (2) Teresa Aragonés (3) Erin Chin (4) Doug Collier (5) Seth Johnson (6) Janet Kerr (7) Edmond Thomas (8) Bernard Zeichner

3. Non-binding advisory vote to approve the compensation of our named executive officers.

FOR

AGAINST

ABSTAIN

(Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list above)

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED "FOR" THE ELECTION OF EACH OF THE EIGHT NOMINEES TO THE BOARD OF DIRECTORS, "FOR" PROPOSAL 2 AND "FOR" PROPOSAL 3, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSON NAMED AS PROXY HEREIN, ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

COMPANY ID:

PROXY NUMBER:

ACCOUNT NUMBER:

Signature _____ Signature _____ Date _____, 2023.

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held June 14, 2023.

The notice of annual meeting, proxy statement, form proxy card and our 2022 Annual Report to Stockholders are available at <http://www.tillys.com/proxy>.

S FOLD HERE DO NOT SEPARATE INSERT IN ENVELOPE PROVIDED S

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

TILLY'S, INC.

Edmond Thomas, Michael L. Henry and Sonya Attal, or any of them acting in the absence of the other, are hereby appointed attorneys and proxies of the undersigned, each with the power of substitution, to attend, vote and act for all shares of common stock of Tilly's, Inc. held of record by the undersigned at the close of business on April 17, 2023, at the 2023 Annual Meeting of Stockholders to be held at Tilly's, Inc. corporate headquarters, located at 12 Whatney, Irvine, California 92618 at 9:30 a.m., Pacific Daylight Time, on Wednesday, June 14, 2023, and at any postponements or adjournments thereof, in connection therewith to vote all of the shares of common stock which the undersigned would be entitled to vote as directed on the reverse side, with discretionary authority as to any and all other business that may properly come before the meeting.

(Continued and to be marked, dated and signed on the other side)