

## **TILLY'S COMPENSATION COMMITTEE CHARTER**

This Compensation Committee Charter (the "Charter") initially was adopted by the Board of Directors (the "Board") of Tilly's, Inc., a Delaware corporation (the "Company"), on August 8, 2011, and amended and restated on January 26, 2017.

### **I. Purpose**

The purpose of the Compensation Committee of the Board (the "Committee") is (1) to discharge the Board's responsibilities relating to compensation of the Company's executives and directors, including by designing (in consultation with management or the Board) and evaluating the compensation plans, policies and programs of the Company and (2) so long as the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to produce an annual report on executive compensation for inclusion in the Company's proxy materials in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company's stockholders.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time or that are consistent with the Charter, the purposes of the Committee, the Company's bylaws and the applicable rules of the New York Stock Exchange (the "NYSE"). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

### **II. Membership**

The Committee shall be composed of at least three directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) satisfy the independence requirements of the NYSE, except as otherwise permitted by the applicable NYSE rules, (2) be a "non-employee director" within the meaning of Rule 16b-3 of the Exchange Act and (3) be an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

The members of the Committee shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for

membership provided herein. Unless a Chairperson of the Committee (the “Chair”) is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### **III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least twice a year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, representatives of the independent auditor, the internal auditor, if any, any other financial personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Chief Executive Officer (the “CEO”) may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee: (i) may, in its sole discretion, retain or obtain the advice from compensation advisers (independent or otherwise), including compensation consultants, legal counsel and other advisers; (ii) shall be directly responsible for the appointment, determination of compensation and oversight of the work of compensation advisers retained by the Committee; (iii) if the Company ceases to be a “controlled company” as defined in NYSE rules, and subject to any exceptions permitted under applicable law and listing standards, shall undertake an analysis of the independence of each compensation adviser, taking into consideration all applicable factors relevant to that person’s independence from management, including the independence factors specified by applicable law or NYSE listing standards, with such analysis to occur prior to selection of such compensation adviser and as appropriate thereafter. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to such compensation adviser retained by the Committee.

The Committee shall have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and NYSE listing standards.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

#### **IV. Duties and Responsibilities**

1. The Committee shall, at least annually, review the compensation philosophy of the Company.

2. The Committee shall, at least annually, review and approve corporate goals and objectives relating to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives and determine and approve the compensation of the CEO based on such evaluation. The Committee shall have sole authority to determine the CEO's compensation.

3. The Committee shall, at least annually, review and approve all compensation for all other senior officers of the Company and, so long as the Company is subject to the periodic reporting requirements of the Exchange Act, all other officers (as such term is defined in Rule 16a-1, promulgated under the Exchange Act) and all such categories of other employees of the Company or its subsidiaries as the Board shall determine.

4. Review the report of senior management with respect to non-management director compensation and, based on such report, recommend any changes to non-management compensation to the Board.

5. The Committee shall review and approve all officers' employment agreements and severance arrangements.

6. The Committee shall administer and periodically review all officer compensation programs and equity-based plans of the Company, including approving all amendments to, and terminations of, all compensation plans and any awards under such plans.

7. The Committee shall establish and periodically review policies concerning perquisite benefits.

8. The Committee shall review the Company's Compensation Discussion & Analysis to be included in the Company's annual proxy statement and prepare and approve the Compensation Committee report to be included as part of the Company's annual proxy statement, so long as the Company is subject to the periodic reporting requirements of the Exchange Act.

9. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

10. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee or one or more officers of the Company, to the extent permitted by applicable laws or the applicable rules of the NYSE, except that it shall not delegate its responsibilities set forth in paragraphs 3 and 5 of Section IV above (unless such delegation is expressly permitted under the terms of any compensation, benefit or equity plan adopted by the Company) or for any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a committee of “outside directors” or is intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3 by virtue of being approved by a committee of “non-employee directors.”