

PROOF OF CLAIM

To be potentially eligible to receive a share of the Net Cash Settlement Fund in connection with the Settlement of this Action, you must complete and sign this Proof of Claim (“Claim Form”) and mail it by first-class mail to the address below, with supporting documentation, ***postmarked no later than JANUARY 8, 2021.***

Mail to: **Tile Shop Stockholder Litigation**
 c/o JND Legal Administration
 P.O. Box 91376
 Seattle, WA 98111

Failure to submit your Claim Form by the date specified will subject your claim to rejection and may preclude you from being eligible to receive a payment from the Settlement.

Do not mail or deliver your Claim Form to the Court, Lead Counsel, Defendants’ Counsel, or any of the Parties to the Action. Submit your Claim Form only to the Claims Administrator at the address set forth above.

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PART I – CLAIMANT INFORMATION

The Claims Administrator will use this information for all communications regarding this Claim Form. If this information changes, you MUST notify the Claims Administrator in writing at the address above. Complete names of all persons and entities must be provided.

Beneficial Owner's First Name

Beneficial Owner's Last Name

Joint Beneficial Owner's First Name (if applicable)

Joint Beneficial Owner's Last Name (if applicable)

If this claim is submitted for an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).

Entity Name (if the Beneficial Owner is not an individual)

Name of Representative, if applicable (e.g., executor, administrator, trustee, c/o, etc.), if different from Beneficial Owner

Last 4 digits of Social Security Number or Taxpayer Identification Number

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Street Address

City

State/Province

Zip Code

Foreign Postal Code (if applicable)

Foreign Country (if applicable)

Telephone Number (Day)

Telephone Number (Evening)

Email Address (email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim)

Account Number (where securities were traded)¹

Type of Beneficial Owner:

Specify one of the following:

Individual(s)

Corporation

UGMA Custodian

IRA

Partnership

Estate

Trust

Other (describe): _____

¹ If the account number is unknown, you may leave blank. If filing for more than one account for the same legal entity, you may write "multiple." Please see ¶ 7 of the General Instructions below for more information on when to file separate Claim Forms for multiple accounts.

PART II – GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of Proposed Settlement of Class and Derivative Action, Settlement Hearing, and Right to Appear (the “Notice”) that accompanies this Claim Form, including the Plan of Allocation of the Net Cash Settlement Fund set forth in the Notice. The Notice describes the proposed Settlement, how Class Members are affected by the Settlement, and the manner in which the Net Cash Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved by the Court. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read and that you understand the Notice, including the terms of the releases described therein.

2. By submitting this Claim Form, you will be making a request to receive a payment from the Settlement described in the Notice. **IF YOU ARE NOT A CLASS MEMBER** (see the definition of the Settlement Class in the Notice, which sets forth who is included in and who is excluded from the Settlement Class), **DO NOT SUBMIT A CLAIM FORM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A CLASS MEMBER. THUS, IF YOU ARE EXCLUDED FROM THE SETTLEMENT CLASS, ANY CLAIM FORM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.**

3. Submission of this Claim Form does not guarantee that you will be eligible to receive a payment from the Settlement. The distribution of the Net Cash Settlement Fund will be governed by the Plan of Allocation set forth in the Notice, if it is approved by the Court, or by such other plan of allocation as the Court approves.

4. Use the Schedule of Transactions in Part III of this Claim Form to supply all required details of your holdings of, and transaction(s) in, Tile Shop Holdings, Inc. (“Tile Shop”) common stock. On this schedule, provide all of the requested information with respect to your holdings and sales of Tile Shop common stock (including free transfers and deliveries). Failure to report all required holding and transaction information during the requested time periods may result in the rejection of your claim.

5. You are required to submit genuine and sufficient documentation for all of your holdings of and transactions in Tile Shop common stock set forth in the Schedule of Transactions in Part III of this Claim Form. Documentation may consist of copies of monthly brokerage account statements or an authorized statement from your broker containing the holding and transactional information found in an account statement. The Parties and the Claims Administrator do not independently have information about your investments in Tile Shop common stock. **IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OF THE DOCUMENTS OR EQUIVALENT DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS.** Please keep a copy of all documents that you send to the Claims Administrator. Also, do not highlight any portion of the Claim Form or any supporting documents.

6. Use Part I of this Claim Form entitled “CLAIMANT INFORMATION” to identify the beneficial owner(s) of Tile Shop common stock. The complete name(s) of the beneficial owner(s) must be entered. If you held the stock in your own name, you were the beneficial owner as well as the record owner. If, however, your shares were registered in the name of a third party, such as a nominee or brokerage firm, you were the beneficial owner of these shares, but the third party was the record owner. The beneficial owner, not the record owner, must sign this Claim Form to be eligible to participate in the Settlement. If there were joint beneficial owners, each must sign this Claim Form and their names must appear as “Claimants” in Part I of this Claim Form.

7. One Claim should be submitted for each separate legal entity. Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from joint owners should not include separate holdings or transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual’s name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all holdings or transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all holdings and transactions made in all accounts on one Claim Form).

8. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and they must:

- (a) expressly state the capacity in which they are acting;
- (b) identify the name, account number, Social Security Number (or Taxpayer Identification Number), address, and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Tile Shop common stock; and
- (c) furnish herewith evidence of their authority to bind to the Claim Form the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade securities in another person's accounts.)

9. By submitting a signed Claim Form, you will be swearing that you:

- (a) own(ed) the Tile Shop common stock you have listed in the Claim Form; or
- (b) are expressly authorized to act on behalf of the owner thereof.

10. By submitting a signed Claim Form, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

11. If the Court approves the Settlement, payments to eligible Authorized Claimants pursuant to the Plan of Allocation (or such other plan of allocation as the Court approves) will be made after any appeals are resolved, and after the completion of all claims processing. The claims process will take substantial time to complete fully and fairly. Please be patient.

12. **PLEASE NOTE:** As set forth in the Plan of Allocation, each Authorized Claimant shall receive his, her, or its allocated *pro rata* share of the Net Cash Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than \$5.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

13. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, JND Legal Administration, at the above address, by email at info@TileShopStockholderLitigation.com, or by toll-free phone at 1-877-313-0184, or you can visit the Settlement website, www.TileShopStockholderLitigation.com, where copies of the Claim Form and Notice are available for downloading.

14. **NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the **mandatory** electronic filing requirements and file layout, you may visit the Settlement website at www.TileShopStockholderLitigation.com or you may email the Claims Administrator's electronic filing department at TILSecurities@JNDLA.com. **Any file not in accordance with the required electronic filing format will be subject to rejection.** Only one claim should be submitted for each separate legal entity (see ¶ 7 above) and the **complete** name of the beneficial owner of the securities must be entered where called for (see ¶ 6 above). No electronic files will be considered to have been submitted unless the Claims Administrator issues an email to that effect. **Do not assume that your file has been received until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at TILSecurities@JNDLA.com to inquire about your file and confirm it was received.**

IMPORTANT: PLEASE NOTE

YOUR CLAIM IS NOT DEEMED FILED UNTIL YOU RECEIVE AN ACKNOWLEDGEMENT POSTCARD. THE CLAIMS ADMINISTRATOR WILL ACKNOWLEDGE RECEIPT OF YOUR CLAIM FORM BY MAIL, WITHIN 60 DAYS OF YOUR SUBMISSION. IF YOU DO NOT RECEIVE AN ACKNOWLEDGEMENT POSTCARD WITHIN 60 DAYS, CONTACT THE CLAIMS ADMINISTRATOR TOLL FREE AT 1-877-313-0184 OR BY EMAIL AT INFO@TILESHOPSTOCKHOLDERLITIGATION.COM.

PART III – SCHEDULE OF HOLDINGS AND TRANSACTIONS IN TILE SHOP COMMON STOCK

Please be sure to include proper documentation with your Claim Form as described in detail in Part II – General Instructions, Paragraph 5, above. Do not include information regarding securities other than Tile Shop common stock.

1. HOLDINGS AS OF OCTOBER 18, 2019 – State the total number of shares of Tile Shop common stock held on October 18, 2019. (Must be documented.) <div style="border: 1px solid black; height: 25px; width: 200px; margin: 5px 0;"></div>	Confirm Proof of Position Enclosed <input type="checkbox"/>																											
2. SALES FROM OCTOBER 22, 2019 THROUGH NOVEMBER 8, 2019 – Separately list each and every sale or disposition (including free deliveries) of Tile Shop common stock from after the opening of trading on October 22, 2019 through and including the close of trading on November 8, 2019. (Must be documented.)	IF NONE, CHECK HERE <input type="checkbox"/>																											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%; padding: 5px;">Date of Sale (List Chronologically) (Month/Day/Year)</th> <th style="width: 35%; padding: 5px;">Number of Shares Sold</th> <th style="width: 30%; padding: 5px;">Confirm Proof of Sale Enclosed</th> </tr> </thead> <tbody> <tr><td style="text-align: center;">/ /</td><td></td><td style="text-align: center;"><input type="checkbox"/></td></tr> <tr><td style="text-align: center;">/ /</td><td></td><td style="text-align: center;"><input type="checkbox"/></td></tr> <tr><td style="text-align: center;">/ /</td><td></td><td style="text-align: center;"><input type="checkbox"/></td></tr> <tr><td style="text-align: center;">/ /</td><td></td><td style="text-align: center;"><input type="checkbox"/></td></tr> <tr><td style="text-align: center;">/ /</td><td></td><td style="text-align: center;"><input type="checkbox"/></td></tr> <tr><td style="text-align: center;">/ /</td><td></td><td style="text-align: center;"><input type="checkbox"/></td></tr> <tr><td style="text-align: center;">/ /</td><td></td><td style="text-align: center;"><input type="checkbox"/></td></tr> <tr><td style="text-align: center;">/ /</td><td></td><td style="text-align: center;"><input type="checkbox"/></td></tr> </tbody> </table>	Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Confirm Proof of Sale Enclosed	/ /		<input type="checkbox"/>	/ /		<input type="checkbox"/>	/ /		<input type="checkbox"/>	/ /		<input type="checkbox"/>	/ /		<input type="checkbox"/>	/ /		<input type="checkbox"/>	/ /		<input type="checkbox"/>	/ /		<input type="checkbox"/>	
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3. HOLDINGS AS OF JUNE 30, 2020 – State the total number of shares of Tile Shop common stock held on June 30, 2020. (Must be documented.) If none, write “zero” or “0.” <div style="border: 1px solid black; height: 25px; width: 200px; margin: 5px 0;"></div>	Confirm Proof of Position Enclosed <input type="checkbox"/>																											

<input style="vertical-align: middle;" type="checkbox"/> IF YOU REQUIRE ADDITIONAL SPACE FOR THE SCHEDULE ABOVE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT. PRINT THE BENEFICIAL OWNER’S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY/TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE. IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX.

PART IV - CERTIFICATION AND SIGNATURE

YOU MUST READ THE FOLLOWING CERTIFICATION AND SIGN ON PAGE 7 OF THIS CLAIM FORM.

CERTIFICATION

By signing and submitting this Claim Form, the claimant(s) or the person(s) who represent(s) the claimant(s) agree(s) and certifies (certify) as follows:

1. that that I (we) have read and understand the contents of the Notice and this Claim Form, including the releases provided for in the Settlement and the terms of the Plan of Allocation;

2. that the claimant(s) is a (are) Class Member(s), as defined in the Notice, and is (are) not excluded by definition from the Settlement Class as set forth in the Notice;

3. that I (we) own(ed) the Tile Shop common stock identified in the Claim Form and have not assigned the claim against any of the Defendants or any of the other Released Defendants' Persons to another, or that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;

4. that the claimant(s) has (have) not submitted any other claim covering the same holdings or transactions in Tile Shop common stock and knows (know) of no other person having done so on the claimant's (claimants') behalf;

5. that the claimant(s) submit(s) to the jurisdiction of the Court with respect to claimant's (claimants') claim;

6. that I (we) agree to furnish such additional information with respect to this Claim Form as Lead Counsel, the Claims Administrator, or the Court may require;

7. that the claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the determination by the Court of the validity or amount of this claim, and waives any right of appeal or review with respect to such determination;

8. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Action; and

9. that the claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (i) the claimant(s) is (are) exempt from backup withholding or (ii) the claimant(s) has (have) not been notified by the IRS that he, she, or it is subject to backup withholding as a result of a failure to report all interest or dividends or (iii) the IRS has notified the claimant(s) that he, she, or it is no longer subject to backup withholding. **If the IRS has notified the claimant(s) that he, she, it, or they is (are) subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.**

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS CLAIM FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HERewith ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of claimant

Date

Print claimant name here

Signature of joint claimant, if any

Date

Print joint claimant name here

If the claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of person signing on behalf of claimant

Date

Print name of person signing on behalf of claimant here

Capacity of person signing on behalf of claimant, if other than an individual, e.g., executor, president, trustee, custodian, etc. (Must provide evidence of authority to act on behalf of claimant – see ¶ 8 on page 6 of this Claim Form.)

REMINDER CHECKLIST



1. Sign the above certification. If this Claim Form is being made on behalf of joint claimants, then both must sign.



2. Attach only **copies** of acceptable supporting documentation as these documents will not be returned to you.



3. Do not highlight any portion of the Claim Form or any supporting documents.

4. Keep copies of the completed Claim Form and documentation for your own records.

5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days of your submission. Your claim is not deemed filed until you receive an acknowledgement postcard. **If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at 1-877-313-0184.**



6. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, you must send the Claims Administrator written notification of your new address. If you change your name, inform the Claims Administrator.

7. If you have any questions or concerns regarding your claim, contact the Claims Administrator at the address below, by email at info@TileShopStockholderLitigation.com, or by toll-free phone at 1-877-313-0184, or you may visit www.TileShopStockholderLitigation.com. DO NOT call Tile Shop or its counsel with questions regarding your claim.



THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, **POSTMARKED NO LATER THAN JANUARY 8, 2021**, ADDRESSED AS FOLLOWS:

**Tile Shop Stockholder Litigation
c/o JND Legal Administration
P.O. Box 91376
Seattle, WA 98111**

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if a postmark date on or before January 8, 2021 is indicated on the envelope and it is mailed First Class, and addressed in accordance with the above instructions. In all other cases, a Claim Form shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to fully process all of the Claim Forms. Please be patient and notify the Claims Administrator of any change of address.