

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

BEAVER COUNTY EMPLOYEES'
RETIREMENT FUND; ERIE COUNTY
EMPLOYEES' RETIREMENT SYSTEM;
and LUC DE WULF, Individually and on
Behalf of All Others Similarly Situated,

Plaintiffs,

v.

TILE SHOP HOLDINGS, INC.; ROBERT A.
RUCKER; THE TILE SHOP, INC.; TIMOTHY
C. CLAYTON; PETER J. JACULLO III;
JWTS, INC.; PETER H. KAMIN; TODD
KRASNOW; ADAM L. SUTTIN; WILLIAM
E. WATTS; ROBERT W. BAIRD & CO.
INCORPORATED; CITIGROUP GLOBAL
MARKETS INC.; CJS SECURITIES, INC.;
HOULIHAN LOKEY CAPITAL, INC.;
PIPER JAFFRAY & CO.; SIDOTI &
COMPANY, LLC; TELSEY ADVISORY
GROUP LLC; and WEDBUSH
SECURITIES, INC.,

Defendants.

Case No. 0:14-cv-00786-ADM-TNL

PROOF OF CLAIM AND RELEASE FORM

TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM ("CLAIM FORM") AND MAIL IT BY PREPAID, FIRST-CLASS MAIL, OR SUBMIT IT ONLINE, **POSTMARKED OR RECEIVED NO LATER THAN MAY 3, 2017**, TO THE FOLLOWING ADDRESS:

Tile Shop Securities Litigation Settlement
c/o Gilardi & Co. LLC
P.O. Box 43451
Providence, RI 02940-3451

Online Submissions: www.tileshopsecuritiessettlement.com

FAILURE TO SUBMIT YOUR CLAIM FORM AND THE REQUIRED SUPPORTING DOCUMENTATION BY THE DATE SPECIFIED WILL SUBJECT YOUR CLAIM TO REJECTION AND MAY PRECLUDE YOU FROM BEING ELIGIBLE TO RECEIVE ANY MONEY IN CONNECTION WITH THE SETTLEMENT.

DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT, THE PARTIES TO THIS ACTION, OR THEIR COUNSEL. SUBMIT YOUR CLAIM FORM ONLY TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS SET FORTH ABOVE.

GENERAL INSTRUCTIONS

1. Capitalized terms not defined in this Claim Form have the meanings ascribed to them in the Notice of Class Action Determination, Proposed Settlement, and Hearing on Settlement ("Notice") that accompanies this Claim Form, and the Stipulation of Settlement dated January 13, 2017 ("Stipulation").

2. To be potentially eligible to recover from the Net Settlement Fund in *Beaver County Employees' Retirement Fund, et al. v. Tile Shop Holdings, Inc., et al.*, Case No. 0:14-cv-00786-ADM-TNL (D. Minn.), you must complete and, on page 5, sign this Claim Form, and submit your Claim Form and the documents specified in paragraph 6 below to the Claims Administrator as instructed below. If you fail to submit a properly completed and addressed Claim Form by the date specified below, your claim may be rejected and you may be precluded from receiving any recovery from the Net Settlement Fund created in connection with the Settlement of the Action.

3. Submission of this Claim Form, however, does not ensure that you will share in the Net Settlement Fund. The distribution of the Net Settlement Fund will be governed by the Plan of Distribution set forth in the Notice, if it is approved by the Court, or by such other plan of distribution as the Court approves.

4. **YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED CLAIM FORM SO THAT IT IS POSTMARKED OR RECEIVED NO LATER THAN MAY 3, 2017, ADDRESSED AS FOLLOWS:**

Tile Shop Securities Litigation Settlement
c/o Gilardi & Co. LLC
P.O. Box 43451

Providence, RI 02940-3451

Online Submissions: www.tileshopsecuritiessettlement.com

To be considered timely, **your Claim Form must be postmarked, if mailed, or received, if submitted online, by the deadline above.** Unless your Claim Form is submitted with a postmark, it will be deemed to have been submitted when actually received by the Claims Administrator.

5. Use the Schedule of Transactions in Part II of this Claim Form to supply all required details of your transaction(s) (including free transfers and deliveries) in and holdings of Tile Shop Holdings, Inc. ("Tile Shop") common stock. On this schedule, please provide all of the requested information with respect to your holdings, purchases, acquisitions, and sales of Tile Shop common stock, regardless of whether such transactions resulted in a profit or a loss.

6. You must submit supporting documentation for the transactions reported in this Claim Form, such as broker confirmation slips, broker account statements, an authorized statement from your broker reporting information about your transactions, or other similar documents. **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 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, please do not highlight any portion of the Claim Form or any supporting documents.

7. Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from joint owners should not include the 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 that includes all transactions made by that entity, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

8. All joint beneficial owners must each sign this Claim Form and their names must appear in Part I of this Claim Form. If you purchased or otherwise acquired Tile Shop common stock during the Class Period and held the stock in your name, you are the beneficial owner as well as the record owner and you must sign this Claim Form to participate in the Settlement. If you purchased or otherwise acquired Tile Shop common stock during the Class Period for your own benefit, but the stock was registered in the name of a third party, such as a nominee or brokerage firm, you are still the beneficial owner of these shares, but the third party is the record owner. The beneficial owner, not the record owner, must sign this Claim Form to be eligible to participate in the Settlement.

9. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons and entities 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 employer 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 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/entity's accounts.)

10. By submitting this Claim Form, you will be making a request to share in the proceeds of the Settlement described in the Notice. If you are NOT a Class Member (as defined in the Notice), or are excluded by the definition of the Class, or if you, or someone acting on your behalf, submitted a request for exclusion from the Class in accordance with the instructions set forth in the Notice, 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 Class, any Claim Form that you submit, or that may be submitted on your behalf, will not be accepted.

11. If you are a Class Member, and you do not request exclusion from the Class pursuant to the instructions set forth in the Notice, you will be bound by the terms of the Settlement and any orders or judgments entered in this Action, **WHETHER OR NOT YOU SUBMIT A CLAIM FORM OR RECEIVE A PAYMENT.**

12. **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. If you wish to submit your claim electronically, you must contact the Claims Administrator at edata@gilardi.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

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, Gilardi & Co. LLC, by writing to the above address, by calling the toll-free hotline at (844) 330-1184 or by sending an email to info@tileshopsecuritiessettlement.com, or you may download the documents from www.tileshopsecuritiessettlement.com.