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

SCHEDULE 14A

**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

A.K.A. BRANDS HOLDING CORP.

(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 all appropriate boxes):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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a.k.a.

**PROXY
STATEMENT
2024
NOTICE OF ANNUAL MEETING**

a.k.a.

Dear Fellow Shareholders,

We are pleased to invite you to attend the Annual Meeting of Shareholders of a.k.a. Brands Holding Corp. (“a.k.a. Brands” or the “Company”) to be held on May 22, 2024, at 11 a.m. Pacific Time (the “Annual Meeting”). This year’s Annual Meeting will be conducted virtually, via live audio webcast. You will be able to attend the meeting online by visiting www.virtualshareholdermeeting.com/AKA2024. You will be able to submit questions and vote your shares electronically during the meeting by logging in using the 16-digit control number included on your proxy card or voting instruction form.

The Annual Meeting will be conducted for the following purposes, which are more fully described in the accompanying proxy statement:

1. to elect two nominees identified in the accompanying proxy statement to serve as Class III directors until the 2027 annual meeting and until their successors are duly elected and qualified;
2. to approve an amendment to the a.k.a. Brands Holding Corp. 2021 Omnibus Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,100,000 shares;
3. to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024; and
4. to transact other business as may properly come before the meeting or any adjournment of the meeting.

Our Board of Directors has set the record date as March 28, 2024. Only shareholders that owned shares of the Company’s common stock at the close of business on that day are entitled to notice of and may vote at this meeting or any adjournment or postponement thereof. A list of the Company’s shareholders of record will be available at our corporate headquarters located at 100 Montgomery Street, Suite 2270, San Francisco, California 94104 and, on the date of the meeting, on the virtual platform for the Annual Meeting at www.virtualshareholdermeeting.com/AKA2024.

Your vote is important. Whether or not you plan to attend the virtual Annual Meeting, we urge you to vote. You may vote by proxy over the Internet, by telephone or by mail by following the instructions on the proxy card or the voting instruction form, as applicable. Voting by proxy will ensure your representation at the Annual Meeting regardless of whether you attend.

Sincerely,



CIARAN LONG
Interim Chief Executive Officer and Chief Financial Officer



CHRISTOPHER J. DEAN
Chair of the Board

a.k.a.

NOTICE OF 2024 ANNUAL MEETING OF SHAREHOLDERS

The 2024 Annual Meeting of Shareholders (the “Annual Meeting”) of a.k.a. Brands Holding Corp. (“a.k.a. Brands” or the “Company”) will be held via the Internet at www.virtualshareholdermeeting.com/AKA2024 on May 22, 2024, at 11 a.m. Pacific Time for the following purposes:

1. to elect two nominees identified in the accompanying proxy statement to serve as Class III directors until the 2027 annual meeting and until their successors are duly elected and qualified;
2. to approve an amendment to the a.k.a. Brands Holding Corp. 2021 Omnibus Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,100,000 shares;
3. to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024; and
4. to transact other business as may properly come before the meeting or any adjournment of the meeting.

Shareholders of record as of the close of business on March 28, 2024 are entitled to notice of, and to vote, at the Annual Meeting. This proxy statement and accompanying proxy card are first being mailed to shareholders on or about April 24, 2024. A list of shareholders entitled to vote at the meeting will be available for examination by any shareholder for any purpose relevant to the meeting during ordinary business hours for at least ten days prior to May 22, 2024, at 100 Montgomery Street, Suite 2270, San Francisco, California 94104 and, on the date of the meeting, on the virtual platform for the Annual Meeting.

By Order of the Board of Directors,



CHRISTOPHER J. DEAN
Chair of the Board

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COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q: Why did I receive these materials?

The Board of Directors of the Company (the “Board”) is soliciting your proxy to vote at our 2024 Annual Meeting of Shareholders (the “Annual Meeting”) (or at any postponement or adjournment of the meeting). Shareholders who own shares of our common stock as of March 28, 2024 (the “Record Date”) are entitled to notice of, and to vote, at the Annual Meeting. You should review these proxy materials carefully as they provide important information about the proposals that will be voted on at the Annual Meeting, as well as other important information about the Company.

Householding. The rules of the Securities and Exchange Commission (the “SEC”) permit us to print an individual’s multiple accounts on a single set of annual meeting materials. To take advantage of this opportunity, we have summarized on one set of annual meeting materials all of the accounts registered with the same tax identification number or duplicate name and address, unless we received contrary instructions from the applicable shareholder prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the annual meeting materials, as requested, to any shareholder to which a single copy of those documents was delivered. If you prefer to receive separate copies of the annual meeting materials, contact Broadridge Financial Solutions, Inc. at 1-866-540-7095 or in writing to Broadridge Financial Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, New York 11717. A number of brokerage firms have instituted householding and maintain their own procedures for shareholders who wish to receive individual copies of the proxy materials.

Q: Who will be entitled to vote?

Shareholders who own shares of our common stock as of the Record Date are entitled to vote at the Annual Meeting. As of the Record Date, the Company had 10,483,236 shares of common stock outstanding. Holders of shares of common stock are entitled to one vote per share. Cumulative voting is not permitted with respect to the election of directors or any other matter to be considered at the Annual Meeting.

Q: What will I be voting on?

You will be voting on:

1. the election of two Class III directors to serve on the Board until the 2027 annual meeting and until their successors are duly elected and qualified;
2. the approval of an amendment to the a.k.a. Brands Holding Corp. 2021 Omnibus Incentive Plan (the “2021 Omnibus Plan”) to increase the number of shares of common stock authorized for issuance thereunder by 1,100,000 shares;
3. the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024; and
4. any other business as may properly come before the meeting or any adjournment of the meeting.

Q: How does the Board recommend I vote on these matters?

The Board recommends you vote:

1. FOR the election of Myles McCormick and Jill Ramsey as Class III directors;
2. FOR the approval of an amendment to the 2021 Omnibus Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,100,000 shares; and
3. FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2024.

Q: How do I cast my vote?

Beneficial Shareholders. If you hold your shares through a broker, trustee or other nominee, you are a beneficial shareholder. In order to vote your shares, please refer to the materials forwarded to you by your broker, bank or other nominee for instructions on how to vote the shares you hold as a beneficial shareholder.

Registered Shareholders. If you hold shares in your own name, you are a registered shareholder and may vote during the virtual Annual Meeting at www.virtualshareholdermeeting.com/AKA2024. You will need to log in by entering your unique 16-digit control number included on your proxy card. Only one person will be able to log in with that unique control number at any time. You can also vote by proxy before the Annual Meeting in the following ways:

1. via the Internet at www.proxyvote.com;
2. by phone by calling 1-800-690-6903; or
3. by signing and returning a proxy card.

Proxies submitted via the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on May 21, 2024.

Q: Can I access the proxy materials electronically?

Yes. Our proxy materials are available at www.proxyvote.com. In addition, instead of receiving future copies of our proxy materials by mail, shareholders of record and most beneficial owners can elect to receive an email that will provide an electronic link to these documents. If you would like to instruct us to send electronic copies of our proxy materials, you should follow the instructions available at www.proxyvote.com. Your election to receive future proxy materials by email will remain in effect until you revoke it.

Q: How may I change or revoke my proxy?

Beneficial Shareholders. Beneficial shareholders should contact their broker, trustee or nominee for instructions on how to change or revoke their proxy vote.

Registered Shareholders. Registered shareholders may change or revoke a properly executed proxy at any time before its exercise:

1. via the Internet at www.proxyvote.com;
2. by phone by calling 1-800-690-6903;
3. by signing and returning a new proxy card;
4. by voting at the virtual Annual Meeting; or
5. by giving written notice of revocation to the Company, which must be received by the Company prior to the time the Annual Meeting begins. Written notice should be mailed to our Corporate Secretary at 100 Montgomery Street, Suite 2270, San Francisco, California 94104.

Q: How can I attend the virtual Annual Meeting?

The Annual Meeting is being held as a virtual-only meeting this year.

If you are a shareholder of record as of the Record Date, you may attend, vote and ask questions virtually at the meeting by logging in at www.virtualshareholdermeeting.com/AKA2024 and entering your 16-digit control number. This number is included in your proxy card.

If you are a shareholder as of the Record Date and have logged in using your 16-digit control number, you may type questions into the dialog box provided at any point during the meeting (until the floor is closed to questions). Shareholder questions or comments are welcome, but we will only answer questions pertinent to Annual Meeting matters and our ability to answer questions will be subject to time constraints. Questions regarding personal matters and statements of advocacy are not pertinent to Annual Meeting matters and therefore will not be addressed. Questions that are substantially similar may be grouped and answered together to avoid repetition. The audio broadcast of the Annual Meeting will be archived at www.virtualshareholdermeeting.com/AKA2024 for at least one year.

If you are not a shareholder as of the Record Date or do not log in using your 16-digit control number, you may still log in as a guest and listen to the Annual Meeting, but you will not be able to ask questions or vote at the meeting.

Q: Why is the Annual Meeting virtual only?

Hosting a virtual meeting makes it easy for our shareholders to participate from any location around the world. We are excited to embrace the latest technology to provide ease of access, real-time communication and cost savings for our shareholders and the Company. Our virtual format allows shareholders to submit questions and comments and to vote during the meeting. We believe that a virtual meeting allows our shareholders to have robust engagement with the Company, and is in the best interests of our shareholders at this time.

Q: What is the voting requirement to approve each of the proposals, and how are the votes counted?

PROPOSAL 1 — ELECTION OF DIRECTORS

A plurality of the votes cast by the shares of common stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon is required to elect each nominee named herein. This means that the two nominees receiving the highest number of votes at the Annual Meeting will be elected, even if those votes do not constitute a majority of the votes cast. Votes that are “withheld” with respect to one or more director nominees will result in the respective nominee receiving fewer votes, but they will not count as votes against a nominee and will have no effect on the outcome of the election of those nominees. Broker non-votes will not impact the election of the nominees.

PROPOSAL 2 — APPROVAL OF AN AMENDMENT TO THE 2021 OMNIBUS PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE THEREUNDER BY 1,100,000 SHARES

The affirmative vote of a majority of the voting power of capital stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the subject matter is required to approve the amendment to the 2021 Omnibus Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,100,000 shares. Abstentions will be counted as present and entitled to vote on Proposal 2 and will therefore have the effect of a negative vote.

PROPOSAL 3 — RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The affirmative vote of a majority of the voting power of the capital stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the subject matter is required to approve the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm. Abstentions will be counted as present and entitled to vote on Proposal 3 and will therefore have the effect of a negative vote. We do not expect there to be any broker non-votes with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2024.

If you do not instruct your broker, bank or other nominee how to vote on the proposals, your broker may vote your shares on the ratification of the appointment of the independent registered public accounting firm (Proposal 3), but may not vote your shares on any of the other proposals.

Q: When will the results of the vote be announced?

The preliminary voting results will be announced at the virtual Annual Meeting. The final voting results will be published in a Current Report on Form 8-K filed with the SEC within four business days of the Annual Meeting.

Q: What is the deadline for submitting a shareholder proposal or director nomination for the fiscal year 2025 Annual Meeting?

Shareholders interested in submitting a proposal for inclusion in our proxy materials for the annual meeting of shareholders in 2025 may do so by following the procedures prescribed in Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In general, to be eligible for inclusion, shareholder proposals must be received by the Company no later than December 25, 2024 and must otherwise comply with the SEC’s rules. Proposals should be sent to: Corporate Secretary, a.k.a. Brands Holding Corp., 100 Montgomery Street, Suite 2270, San Francisco, California 94104.

If you intend to present a proposal at the annual meeting of shareholders in 2025 (other than pursuant to Rule 14a-8), or if you want to nominate one or more directors at the annual meeting of shareholders in 2025, you must comply with the advance notice provisions of our amended and restated bylaws, which require, among other things, that you give timely notice in writing to the Corporate Secretary at the address set forth above. Our Corporate Secretary must receive the notice no earlier than the close of business on January 22, 2025 and no later than the close of business on February 21, 2025. However, if the date of our 2025 annual meeting is more than 30 days before or 70 days after the anniversary of the date of the Annual Meeting, then our Corporate Secretary must receive the notice no earlier than the close of business on the 120th calendar day prior to the date of the 2025 annual meeting and no later than the close of business on the later of the 90th calendar day prior to the date of the 2025 annual meeting and the 10th calendar day following the day on which public announcement of the date of 2025 annual meeting is first made by us. You may contact our Corporate Secretary at the address set forth above for a copy of the relevant provisions of our amended and restated bylaws regarding the requirements for making shareholder proposals and nominating director candidates.

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In addition to satisfying the requirements of our amended and restated bylaws, to comply with the requirements set forth in Rule 14a-19 of the Exchange Act (the universal proxy rules), stockholders who intend to solicit proxies in support of director nominees other than the Board's nominees must also provide written notice to the Corporate Secretary that sets forth all the information required by Rule 14a-19(b) of the Exchange Act. Such notice must be postmarked or transmitted electronically to the Company at the Company's principal executive offices no later than March 24, 2025.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Our business and affairs are managed under the direction of our Board, which is composed of eight directors. Our amended and restated certificate of incorporation provides that the authorized number of directors may be changed only by resolution of our Board. Our amended and restated certificate of incorporation also provides that our Board will be divided into three classes of directors, with the classes as nearly equal in number as possible. At each annual meeting of shareholders, a class of directors will be elected for a three-year term to succeed the class whose term is then expiring.

The following table sets forth the director class, name, age as of April 15, 2024, and other information for each member of our Board:

Name	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term For Which Nominated
Myles McCormick	III	52	Director	2021	2024	
Jill Ramsey	III	51	Director	2021	2024	2027
Christopher Dean	I	50	Chair of the Board	2021	2025	
Ilene Eskenazi	I	52	Director	2021	2025	
Matthew Hamilton	I	40	Director	2021	2025	
Wesley Bryett	II	42	Director	2021	2026	
Sourav Ghosh	II	47	Director	2021	2026	
Kelly Thompson	II	54	Director	2021	2026	

The Board believes that in order to effectively guide us to long-term sustainable, dependable performance, it should be composed of individuals with sophistication and experience in the many disciplines that impact our business. In order to best serve our shareholders, our Board seeks to, as a whole, have strong experience in key corporate disciplines, including, but not limited to, risk management, crisis management, leadership, regulatory issues, reputational issues, accounting and financial acumen, business judgment, governance, social responsibility, strategy and strategic planning. Additionally, we desire that the Board have specific knowledge related to our business, such as expertise in eCommerce, retail and the business of fashion. In determining whether to nominate or appoint a director to the Board, pursuant to the Company's Code of Ethics and the Company's Corporate Governance Guidelines, the Nominating and Corporate Governance Committee of the Board (the "Nominating Committee") considers, among other criteria, independence, diversity, age, skills and experience in the context of the needs of the Board. The Nominating Committee also will consider a combination of factors for each director, including (a) the nominee's ability to represent all shareholders without a conflict of interest, (b) the nominee's ability to work in and promote a productive environment, (c) whether the nominee has sufficient time and willingness to fulfill the substantial duties and responsibilities of a director, (d) whether the nominee has demonstrated the high level of character, ethics and integrity expected by the Company, (e) whether the nominee possesses the broad professional and leadership experience and skills necessary to effectively respond to the complex issues encountered by a publicly traded company, (f) the nominee's ability to apply sound and independent business judgment and (g) the diverse attributes of the nominee, such as differences in background, qualifications and personal characteristics.

In addressing issues of diversity in particular, the Nominating Committee considers a nominee's differences in gender, ethnicity and tenure. The Nominating Committee believes that diversity of backgrounds and viewpoints is a key attribute of a director nominee. While we do not have a formal policy on diversity, when considering the selection of director nominees, the Nominating Committee considers individuals with diverse viewpoints, accomplishments, cultural backgrounds, professional expertise and diversity in gender, ethnicity, race, skills and geographic representation. Further, our Board is committed to seeking qualified women and individuals from underrepresented minority groups to include in the pool from which new candidates are selected. Currently, of the eight directors on our Board, three are women, and two are racially or ethnically diverse.

The Nominating Committee has determined that all of our directors meet the criteria and qualifications set forth in the Company’s Code of Ethics, the Company’s Corporate Governance Guidelines and the criteria set forth above for director nominees. Moreover, each director possesses the following critical personal qualities and attributes that we believe are essential for the proper functioning of the Board to allow it to fulfill its duties for our shareholders: accountability, ethical leadership, integrity, business acumen, business experience, understanding of our business and sound business judgment. In addition, our directors have the confidence to assess and challenge our current strategies, methods and procedures and recommend alternative solutions when appropriate, a keen awareness of our business and the social realities of the environment in which we operate, the independence and high performance standards necessary to fulfill the Board’s oversight function and the professional maturity and style to interface constructively with other directors. Finally, the director biographies below include a non-exclusive list of other key experiences and qualifications that further qualify the individual to serve on the Board. These collective qualities, skills, experiences and attributes are essential to our Board’s ability to exercise its oversight function and guide the Company toward its strategic goals.

Subject to any earlier resignation or removal in accordance with the terms of our amended and restated certificate of incorporation, our amended and restated bylaws and the Director Nomination Agreement (as defined and discussed below), our Class III directors will serve until the Annual Meeting, our Class I directors will serve until the annual meeting of shareholders to be held in 2025, and our Class II directors will serve until the annual meeting of shareholders to be held in 2026. In addition, our amended and restated certificate of incorporation provides that, as long as New Excelerate, L.P. (the “Principal Stockholder”), Summit Partners, L.P., Summit Partners GE IX AIV, Ltd., Summit Partners GE IX AIV, L.P., Summit Partners Growth Equity Fund IX-B AIV, L.P., Summit Partners GE IX, LLC, Summit Partners GE IX, L.P., Summit Partners Growth Equity Fund IX-A AIV, L.P., and Excelerate GP, Ltd. (collectively, “Summit”) beneficially owns (directly or indirectly) 40% or more of the voting power of the Company entitled to vote generally in the election of directors, directors may be removed with or without cause upon the affirmative vote of at least a majority of the voting power of our outstanding shares of stock entitled to vote thereon. However, once Summit ceases to beneficially own in the aggregate (directly or indirectly) 40% or more of the voting power of our outstanding shares, our directors may be removed only for cause upon the affirmative vote of at least two-thirds of the voting power of our outstanding shares entitled to vote thereon.

Director Nomination Agreement

In connection with our initial public offering (“IPO”) that took place in September 2021, we entered into a Director Nomination Agreement with Summit. The Director Nomination Agreement provides Summit with an independent right to designate the following number of nominees for election to our Board: (i) all of the nominees for election to our Board for so long as Summit beneficially owns at least 40% of the total number of shares of our common stock outstanding upon completion of the IPO, as adjusted for any reorganization, recapitalization, stock dividend, stock split, reverse stock split, or similar changes in the Company’s capitalization (the “Original Amount”); (ii) a majority of the nominees for election to our Board for so long as Summit beneficially owns less than 40% but at least 30% of the Original Amount; (iii) 30% of the nominees for election to our Board for so long as Summit beneficially owns less than 30% but at least 20% of the Original Amount; (iv) 20% of the nominees for election to our Board for so long as Summit beneficially owns less than 20% but at least 10% of the Original Amount; and (v) one of the nominees for election to our Board for so long as Summit beneficially owns at least 5% of the Original Amount. In addition, Summit is entitled to designate the replacement for any of its Board designees whose Board service terminates prior to the end of the director’s term, regardless of the Principal Stockholder’s beneficial ownership at that time. Summit also has the right to have its designees participate on committees of our Board proportionate to Summit’s stock ownership, subject to compliance with applicable law and stock exchange rules. The Director Nomination Agreement also prohibits us from increasing or decreasing the size of our Board without the prior written consent of Summit. This agreement will terminate at such time as Summit controls less than 5% of the total voting power of our then-outstanding common stock.

When filling a vacancy on the Board, the Nominating Committee will identify the desired skills and experience of a new director and will nominate individuals whom it believes can strengthen the Board’s capabilities and further diversify the collective experience represented by the then-current directors. The Nominating Committee may engage third parties to assist in the search and provide recommendations. Also, directors are generally asked to recommend candidates for any vacancy. The candidates will then be evaluated based on the process outlined in our Corporate Governance Guidelines and the Nominating Committee charter, and the same process will be used for all candidates, including candidates recommended by shareholders.

PROPOSAL 1 – ELECTION OF DIRECTORS

Our Board recommends that the nominees below be elected as members of the Board at the Annual Meeting.

Name	Class	Age ⁽¹⁾	Position	Director Since	Current Term Expires	Expiration of Term For Which Nominated
Myles McCormick	III	52	Director	September 2021	2024	2027
Jill Ramsey	III	51	Director	September 2021	2024	2027

(1) As of April 15, 2024.

Each nominee was recommended for re-election by the Nominating Committee for consideration by the Board and our shareholders. If, before the Annual Meeting, any nominee becomes unable to serve, or chooses not to serve, the Board may nominate a substitute nominee. If that happens, the persons named as proxies on the proxy card will vote for the substitute nominee. Alternatively, the Board may either let the vacancy stay unfilled until an appropriate candidate is identified or reduce the size of the Board to eliminate the unfilled seat.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” EACH OF THE DIRECTOR NOMINEES

Director Nominees to Serve for a Three-Year Term Expiring at the 2027 Annual Meeting

Myles McCormick. Myles McCormick began serving on our Board in September 2021. Most recently, Mr. McCormick served as Chief Executive Officer of FORMA Brands, an incubator, accelerator and curator of next-generation beauty brands, from August 2019 to January 2022. Prior to becoming the Chief Executive Officer of FORMA Brands, Mr. McCormick co-founded Elevate BrandPartners with Summit Partners, L.P., and served as the company’s chairman and Chief Executive Officer from August 2016 to August 2019. In this capacity, Mr. McCormick led early investments in Morphe Cosmetics and Quay Australia. Prior to forming Elevate, he served as Chief Financial Officer, Chief Operating Officer and Chief Executive Officer of Bare Escentuals between December 2004 and March 2012, where he was credited with leading the public company through a \$1.8 billion acquisition by Shiseido of Japan. Prior to joining Bare Escentuals, Mr. McCormick was the Chief Financial Officer of The Gymboree Corporation, a public children’s specialty retailer, from December 2001 to December 2004. Mr. McCormick also sits on the board of Quay Australia. In January 2023, FORMA Brands filed a plan of reorganization under Chapter 11 of the Bankruptcy Code. Mr. McCormick holds a B.S. in Economics from California Polytechnic State University, San Luis Obispo and an MBA from Notre Dame de Namur University. We believe Mr. McCormick’s extensive executive leadership experience in the fashion and beauty industries qualifies him to serve as a director on our Board.

Jill Ramsey. Jill Ramsey joined the Company in May 2020 as our Chief Executive Officer and began serving on the Board prior to the IPO. Ms. Ramsey served as our Chief Executive Officer until March 9, 2023. On November 7, 2023, Ms. Ramsey became Strategic Advisor to the Chief Executive Officer. Prior to joining the Company, Ms. Ramsey served as Chief Product and Digital Revenue Officer at Macy’s, Inc. from December 2017 to April 2020, where she led macys.com and the Macy’s mobile app. During her tenure, she drove a transformational change toward a more digital, agile, data and customer centric culture. Prior to Macy’s, she served as a Vice President of Merchandising at eBay from November 2015 to December 2017, where she led all eBay vertical businesses (excluding automotive) and merchandising support functions. Ms. Ramsey also spent 15 years at Walmart in eCommerce, leading merchandising across various categories. Ms. Ramsey serves on the Board of Directors for Flexco, a global manufacturer of conveyor belt products. She also serves on their Governance and Compensation Committees. Ms. Ramsey holds an MBA in eCommerce and Strategy from Northwestern University, Kellogg School of Management, and received a B.A. in English Language and Literature from the University of Chicago. We believe that Ms. Ramsey’s previous directorship experience and her extensive leadership experience in the fashion, eCommerce, and merchandising industry qualifies her to serve as a director on our Board.

Continuing Directors

Class I Directors (terms expiring in 2025)

Christopher Dean. Christopher Dean began serving on our Board, including as Chairman, in September 2021. Mr. Dean has served as a Managing Director at Summit Partners, L.P. since 2001, where he co-leads the Growth Products & Services team. Mr. Dean currently serves on the boards of Brooklinen, Dr. Squatch, Thuma, Ruggable, Quay Australia, House of Noa, ShipMonk and Vestmark Financial. His prior directorships include Focus Financial Partners (NYSE: FOCS), Investor Management Services (acquired by RealPage, NASDAQ: RP), optionsXpress (NASDAQ: OXPS, acquired by Charles Schwab, NYSE: SCHW), Progressive Finance (acquired by Aaron's, NYSE: AAN), PSC Info Group (acquired by Roark Capital), Senior Home Care (acquired by Oaktree Capital), EngageSmart (NASDAQ: ESMT, acquired by Vista Equity Partners) and Sun Trading (acquired by Hudson Trading). Prior to his time at Summit Partners, L.P., Mr. Dean worked for Morgan Stanley, J.H. Whitney & Co. and Sun Microsystems. Mr. Dean holds a B.A. from the University of Notre Dame and an MBA from Harvard Business School. We believe Mr. Dean's prior directorship experience and his deep knowledge of the Company's business, strengths and opportunities qualifies him to serve as a director on our Board.

Ilene Eskenazi. Ilene Eskenazi began serving on our Board in December 2021. She is currently serving as the Chief Human Resources Officer of Chipotle Mexican Grill (NYSE: CMG). She served as Chief Legal and Human Resources Officer and Secretary of Petco Health and Wellness Company, Inc. (NASDAQ: WOOF) from January 2022 to November 2023, and was their Chief Legal Officer and Corporate Secretary from September 2020 to January 2022. From 2016 to September 2020, Ms. Eskenazi was the Global General Counsel and Chief Human Resources Officer of Boardriders, Inc. (formerly Quiksilver, Inc.), a leading action sports and lifestyle company. Prior to that, Ms. Eskenazi served as Chief Legal Officer and Senior Vice President of Talent Operations and Performance at True Religion Apparel, Inc., General Counsel for Red Bull North America, Inc. and Deputy General Counsel at The Wonderful Company. Ms. Eskenazi started her career at the law firm Skadden, Arps, Slate, Meagher & Flom LLP. In July 2017, True Religion Apparel, Inc. filed a plan of reorganization under Chapter 11 of the Bankruptcy Code. Ms. Eskenazi holds a B.A. in Philosophy from the University of Michigan and a J.D. from the University of California at Los Angeles School of Law. We believe Ms. Eskenazi's expertise in legal and regulatory matters and experience in the apparel, footwear and accessories industry qualifies her to serve as a director on our Board.

Matthew Hamilton. Matthew Hamilton began serving on our Board in September 2021. Mr. Hamilton has served as a Managing Director at Summit Partners, L.P. since 2005, where he is focused on consumer-eCommerce, financial technology and services. His investment and board experience includes EngageSmart (NYSE: ESMT), Flow Traders (Euronext: FLOW), Focus Financial Partners (acquired by KKR and Stone Point Capital), Patriot Growth Insurance Services, Progressive Finance (acquired by Aaron's), Quay Australia, Salient Partners, Snap Finance, Solo Brands (NYSE: DTC), Telerik (acquired by Progress Software) and Vestmark Financial. Mr. Hamilton holds a B.A. in Economics from Colby College. We believe Mr. Hamilton's directorship experience and deep knowledge of eCommerce qualify him to serve as a director on our Board.

Class II Directors (terms expiring in 2026)

Wesley Bryett. Wesley Bryett began serving on our Board in September 2021. Mr. Bryett co-founded the Princess Polly online business in 2010 with Eirin Bryett. He has served as Princess Polly's co-Chief Executive Officer since its founding. Prior to founding Princess Polly, Mr. Bryett founded a web consultancy firm, New Business Media, where he worked from 2004 until 2010. Mr. Bryett holds a Bachelor of Information Technology Degree from Griffith University Australia. We believe Mr. Bryett's extensive executive leadership experience in the fashion and eCommerce industries qualifies him to serve as a director on our Board.

Sourav Ghosh. Sourav Ghosh began serving on our Board in June 2022. Mr. Ghosh has served as Chief Financial Officer of Host Hotels & Resorts, Inc., a real estate investment trust, since September 2020. Prior to his current role, Mr. Ghosh served at Host Hotels & Resorts as Executive Vice President, Corporate Strategy & Analytics from February 2020 to September 2020, Global Head, Enterprise Analytics from January 2017 to February 2020 and Senior Vice President, Global Business Intelligence & Strategy - Asset Management from July 2015 to December 2016. Mr. Ghosh joined Host Hotels & Resorts in August 2009 as Vice President, Business Intelligence & Portfolio Strategy. Mr. Ghosh holds an MBA from the University of Maryland Global Campus and a B.S. in Hospitality and Finance from Widener University. We believe Mr. Ghosh's extensive experience in corporate strategy and finance qualifies him to serve as a director on our Board.

Kelly Thompson. Kelly Thompson began serving on our Board in September 2021. Ms. Thompson currently serves on the Board of Directors of First Hawaiian, Inc., a publicly traded bank holding company headquartered in Honolulu, Hawaii, and its wholly owned bank subsidiary, First Hawaiian Bank. From February 2017 to February 2019, Ms. Thompson served as Senior Vice President and Chief Operating Officer of Samsclub.com, during which time she served as a member of the Sam's Club Leadership Committee and was responsible for a multi-billion-dollar omnichannel P&L as well as the "Digital" strategic workstream. Prior to that, Ms. Thompson served as Senior Vice President, Global Category Development of Walmart Global eCommerce from January 2015 to February 2017 and Senior Vice President, Merchandising, Planning and Marketplace of Walmart.com from February 2012 through 2014 which she was promoted to after serving as VP Chief Merchant of Walmart.com beginning in February 2008. Additionally, she spent 10 years in key merchandising leadership roles at Gap, Inc. Ms. Thompson served on the Board of Directors of Turtle Beach Corporation, a leader in gaming accessories, and as a member of its Nominating & Governance Committee, from August 2019 to October 2022. Ms. Thompson holds a B.S. in Biology/Animal Physiology and Neuroscience from the University of California, San Diego. We believe Ms. Thompson's directorship experience, coupled with her leadership experience in high growth eCommerce roles, qualify her to serve as a director on our Board.

Controlled Company; Independence Status

Summit controls a majority of our outstanding shares of common stock. As a result, we are a "controlled company." Under the rules of the New York Stock Exchange ("NYSE"), a company of which more than 50% of the voting power for the election of directors is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain NYSE corporate governance requirements, including the requirements that:

- we have a board that is composed of a majority of "independent directors," as defined under the rules of the NYSE;
- we have a compensation committee that is composed entirely of independent directors;
- we have a nominating and corporate governance committee that is composed entirely of independent directors; and
- the charters of the compensation committee and the nominating and corporate governance committee require an annual performance evaluation of the respective committee.

We continue to rely on some of these exemptions. As a result, we may not have a majority of independent directors on our Board. In addition, our Compensation Committee and Nominating Committee may not consist entirely of independent directors or be subject to annual performance evaluations. Accordingly, you may not have the same protections afforded to shareholders of companies that are subject to all of the NYSE corporate governance requirements.

No director is considered independent unless our Board affirmatively determines that he or she has no material relationship with us that would interfere with the exercise of independent judgment. We monitor the status of our directors through a questionnaire to be completed by each director no less frequently than annually, with updates periodically if information provided in the most recent questionnaire has materially changed. Based on such disclosures and a review of each director's background, employment, and affiliations and relationships with the Company, our Board affirmatively determined that Christopher Dean, Ilene Eskenazi, Sourav Ghosh, Matthew Hamilton, Myles McCormick and Kelly Thompson are independent for purposes of all applicable NYSE listing standards. Our Board has also determined that Sourav Ghosh, Myles McCormick and Kelly Thompson are independent under the heightened independence standards for audit committee service.

Board Meetings and Committees

Our Board has an Audit Committee, a Compensation Committee and a Nominating Committee. The composition, duties and responsibilities of these committees are as set forth below. In the future, our Board may establish other committees, as it deems appropriate, to assist it with its responsibilities.

During the year ended December 31, 2023, our Board held eight meetings, and our Audit Committee, Compensation Committee and Nominating Committee each held four meetings. Directors are expected to attend the annual meeting of shareholders and all or substantially all of the Board meetings and meetings of committees on which they serve. In 2023, each director attended at least 75% of the meetings of the Board during such director's tenure and the total number of meetings held by any of the committees of the Board on which the director served. All of our eight current directors attended our 2023 annual meeting.

Our independent directors regularly meet in executive session without management, management directors or non-independent directors present. Our Board Chair presides at such meetings.

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Each of our standing committees has a written charter which is available on the Investor Relations page of our website at <https://ir.aka-brands.com>. Our website is not part of this proxy statement.

The table below sets forth the composition of our Board committees as of April 15, 2024:

Board Member	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Christopher Dean, Chair			X (Chair)
Wesley Bryett			
Ilene Eskenazi		X	
Sourav Ghosh	X (Chair)		
Matthew Hamilton		X (Chair)	
Myles McCormick	X	X	
Jill Ramsey			X
Kelly Thompson	X		X

Audit Committee

Our Audit Committee is composed of Sourav Ghosh, Myles McCormick and Kelly Thompson, with Mr. Ghosh serving as Chair of the committee. Our Board has determined that Messrs. Ghosh and McCormick and Ms. Thompson meet the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of the NYSE. In addition, our Board has determined that each of Messrs. Ghosh and McCormick is an “audit committee financial expert” as defined in Item 407(d)(5) (ii) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the “Securities Act”). This designation does not impose on Messrs. Ghosh and McCormick any duties, obligations or liabilities that are greater than are generally imposed on members of our Audit Committee.

The Audit Committee is responsible for, among other matters:

- appointing, compensating, retaining, overseeing and terminating our independent registered public accounting firm;
- reviewing our independent registered public accounting firm’s independence from management;
- reviewing with our independent registered public accounting firm the scope of its audit;
- approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm;
- overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual consolidated financial statements that we file with the SEC;
- our selection and application of accounting principles, accounting policies, financial reporting processes and controls and compliance with applicable legal and regulatory requirements;
- reviewing and discussing with management the risks faced by us and the policies, guidelines and process by which management assesses and manages our risks, including our major financial risk exposures and cybersecurity risks and the steps management has taken to monitor and control such exposures;
- monitoring compliance with our code of ethics, including investigating any alleged violation and enforcing provisions of the code;
- reviewing and approving related party transactions; and
- establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls or auditing matters.

Compensation Committee

Our Compensation Committee is composed of Mr. Hamilton, Ms. Eskenazi and Mr. McCormick, with Mr. Hamilton serving as Chair of the committee.

The Compensation Committee is responsible for, among other matters:

- annually reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer;
- evaluating the performance of our Chief Executive Officer in light of such corporate goals and objectives and determining and approving the compensation of our Chief Executive Officer;
- reviewing and making recommendations to the Board regarding the compensation of our other executive officers;
- appointing, compensating and overseeing the work of any compensation consultant, legal counsel or other advisor retained by the Compensation Committee;
- conducting the independence assessment outlined in NYSE rules with respect to any compensation consultant, legal counsel or other advisor retained by the Compensation Committee;
- reviewing and establishing our overall management compensation, philosophy and policy;
- reviewing our incentive compensation arrangements to determine whether they encourage excessive risk-taking, reviewing and discussing the relationship between risk management policies and practices and compensation and evaluating compensation policies and practices that could mitigate any such risk;
- overseeing and administering our compensation and similar plans; and
- reviewing and making recommendations to our Board with respect to director compensation.

Nominating and Corporate Governance Committee

Our Nominating Committee is composed of Mr. Dean, Ms. Ramsey and Ms. Thompson, with Mr. Dean serving as Chair of the committee. The Nominating Committee is responsible for, among other matters:

- identifying and assessing persons qualified to become Board members, consistent with the qualification standards and criteria approved by the Board;
- subject to the rights of the Principal Shareholders under the Director Nomination Agreement, recommending to the Board a slate of director nominees for election or reelection at the annual meeting of stockholders;
- developing and recommending to the Board for approval standards for determining whether a director is independent;
- developing and recommending to the Board for approval a succession plan for our Chief Executive Officer, reviewing the succession plan periodically, developing and evaluating potential candidates for Chief Executive Officer and recommending to the Board any changes to and any candidates for succession under the succession plan;
- recommending to the Board the structure and membership of Board committees;
- recommending to the Board persons to fill Board and committee vacancies;
- overseeing annual evaluations of the Board and committees of the Board; and
- developing and recommending to the Board, and reviewing periodically, the corporate governance guidelines applicable to the Company and amendments thereto.

Board Leadership Structure

The following section describes our Board leadership structure, the reasons our Board considers that this structure is appropriate at this time, the roles of various positions and related key governance practices. Our Board believes that the mix of experienced independent directors, management directors and directors affiliated with Summit that currently comprises our Board, our Board committee composition and the separation of the roles of Chair and Chief Executive Officer benefit the Company and its shareholders.

Independence

Our Board has an effective mix of independent directors and non-independent directors. Our Board includes two representatives from Summit, including our current Chair, Mr. Dean, four other independent directors and two management or former management directors.

Separate Chair and Chief Executive Officer

With respect to the roles of Chair and Chief Executive Officer, the Corporate Governance Guidelines provide that the roles may be separated or combined, and the Board will exercise its discretion in combining or separating these positions as it deems appropriate in light of prevailing circumstances. The roles of Chair and Chief Executive Officer currently are separate. The Board believes that this structure clarifies the individual roles and responsibilities of Chief Executive Officer and Chair, streamlines decision-making, and enhances accountability.

The Board believes that, at this time, separating the roles of Chair and Chief Executive Officer is the most effective leadership structure because it allows the Chief Executive Officer to focus on the management of the Company, day-to-day operations and engaging with external stakeholders.

Our Chair, Mr. Dean, focuses his attention on the broad strategic issues considered by the Board, leveraging his extensive knowledge and experience in a variety of relevant areas acquired through his professional and other experiences, including prior directorship experience and deep knowledge of our business and our strengths and opportunities. This experience and knowledge give Mr. Dean the insight necessary to navigate the responsibilities of strategic development and execution, positioning him well to develop agendas and ensure that the Board's time and attention are focused on the most critical matters.

Self-Evaluation

Our Nominating Committee regularly discusses the composition of the Board, noting the directors' diversity in background, experiences and skillsets, as well as the composition of the committees of the Board. In addition, the Nominating Committee regularly discusses whether the Board and its committees and the Company's management are functioning effectively. The Nominating Committee's assessment focuses on the Board's and the committees' contributions to the Company, with an enhanced focus on areas in which the Board or management believes that the Board could improve.

Management Succession

The Nominating Committee is responsible for developing and periodically reviewing a succession plan for the Chief Executive Officer. The entire Board works with the Nominating Committee to evaluate potential successors to the Chief Executive Officer.

In March 2023, Ms. Ramsey, our then Chief Executive Officer, and the Board determined that Ms. Ramsey would take time to work through unforeseen medical issues. Ms. Ramsey remains employed by the Company and is as active in the business as her health allows. In March 2023, Mr. Long, our Chief Financial Officer, was appointed as Interim Chief Executive Officer. In November 2023, Ms. Ramsey transitioned to a new role as Strategic Advisor to the Chief Executive Officer. Ms. Ramsey also remains on the Board. The Board has initiated a search for a permanent Chief Executive Officer.

Hedging Transactions

Pursuant to our Insider Trading Policy, we prohibit our employees, directors and officers from engaging in hedging transactions, including the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a director, officer or employee to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company's other shareholders. Additionally, directors, officers and other employees are prohibited from holding our securities in a margin account or otherwise pledging our securities as collateral for a loan.

Risk Oversight

Our Board oversees an enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, to improve long-term organizational performance, and to enhance shareholder value. A fundamental part of risk management is not only understanding the most significant risks a company faces and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate for a given company. The involvement of our full Board in reviewing our business is an integral aspect of its assessment of the Company's risk profile and also its determination of what constitutes an appropriate level of risk.

While our full Board has overall responsibility for risk oversight, it has delegated primary oversight of certain risks to its committees. Our Audit Committee monitors our major financial risk exposures and cybersecurity risks, and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. Our Audit Committee is committed to the prevention, timely detection, and mitigation of the effects of cybersecurity threats or incidents to the Company. Our Compensation Committee oversees the design and implementation of our compensation and benefits programs and policies and monitors the incentives created by these programs and policies to determine whether they encourage excessive risk-taking. Our Compensation Committee also assesses the relationship between risk management policies and practices and compensation, and evaluates compensation policies and practices that could mitigate any such risk. Our Nominating Committee oversees our major corporate governance risks.

In connection with its reviews of the operations of our business, our full Board addresses the primary risks associated with our business, such as regulatory and legal risks and strategic planning. At this time, the Board believes that having an independent Chair separate from the Chief Executive Officer position enhances the Board's independent oversight of management and the Company's strategic planning and risk mitigation measures at a critical time for the Company's operations. Additionally, the Chair of the Board ensures that there is sufficient time on the Board agenda for risk management. Our Board appreciates the evolving nature of our business and industry and is actively involved with monitoring new threats and risks as they emerge.

We are committed to ensuring our Board and its committees are consistently updated on threats to our business and receive consistent updates on risk mitigation processes. At periodic meetings of our Board and its committees, management reports to and seeks guidance from our Board and its committees with respect to what we believe are the most significant risks that could affect our business, such as legal and regulatory risks, privacy risks, and financial, tax and audit related risks.

Cybersecurity

Our Board, in coordination with the Audit Committee, oversees the management of risks from cybersecurity threats, including the policies, standards, processes and practices that the Company's management implements to address risks from cybersecurity threats. The Board and the Audit Committee each receive regular presentations and reports on cybersecurity risks, which address a wide range of topics including, for example, recent developments, evolving standards, vulnerability assessments, third-party and independent reviews, the threat environment, technological trends and information security considerations arising with respect to the Company's peers and third parties. The Board and the Audit Committee also receive prompt and timely information regarding any cybersecurity incident that meets established reporting thresholds, as well as ongoing updates regarding such incident until it has been addressed.

Code of Ethics

We have adopted a Code of Ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. Our Code of Ethics is available on the Investor Relations page of our website at <https://ir.aka-brands.com>. Our website is not part of this proxy statement. We intend to disclose any amendments to the Code of Ethics, or any waivers of its requirements, on our website.

Compensation Committee Interlocks and Insider Participation

Myles McCormick, Ilene Eskenazi and Matthew Hamilton are the members of our Compensation Committee, and none of them is or has been our officer or employee. No member of the Compensation Committee serves or served during 2023 as a member of the board of directors or compensation committee (or other committee performing equivalent functions) of a company that has one or more executive officers serving as a member of our Board or Compensation Committee.

Communications by Shareholders and Other Interested Parties with the Board

Shareholders and other interested parties may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by sending regular mail to:

a.k.a. Brands Holding Corp.
100 Montgomery Street, Suite 2270
San Francisco, CA 94104
Telephone: (415) 295-6085
Attention: Board of Directors
c/o Corporate Secretary

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Each communication should specify which director or directors the communication is addressed to, as well as the general topic of the communication. The Company will receive the communications and process them before forwarding them to the addressee. The Company may also refer communications to other departments within the Company. The Company generally will not forward to the directors a communication that is primarily commercial in nature, relates to an improper or irrelevant topic or requests general information regarding the Company.

EXECUTIVE OFFICERS

Below is a list of the names, ages, positions and a brief account of the business experience of the individuals who serve as executive officers of the Company as of April 15, 2024:

Name	Age	Position
Ciaran Long	51	Interim Chief Executive Officer and Chief Financial Officer
Michael Trembley	46	Chief Information Officer and Senior Vice President of Operations
Kenneth White	44	Chief Legal Officer & Head of People

Ciaran Long joined us in April 2021 as our Chief Financial Officer and has served as Interim Chief Executive Officer since March 2023. Mr. Long is a strategic leader with over 20 years of experience developing and managing high performance, cross-functional teams geared toward driving organizational growth and change. Immediately prior to joining a.k.a. Brands, Mr. Long served as Chief Financial Officer at Samsclub.com, a multi-billion-dollar omnichannel business, and Vice President of Finance for Membership, Marketing and Supply Chain at Sam's Club, a division of Walmart, since November 2017. During his seven-year tenure at Walmart, Inc. he held numerous leadership positions within Walmart's eCommerce divisions between September 2014 and 2021, including Vice President Finance – Merchandising, and Vice President of Finance – Supply Chain, Customer Care and Payments. Mr. Long joined Walmart after Co-founding CleanGrow, a company that developed new sensor technology to measure key water quality parameters, where he managed the company from April 2009 to August 2014. Mr. Long is a qualified Irish Chartered Accountant.

Michael Trembley joined us in September 2020 as Chief Information Officer and Senior Vice President of Operations. Mr. Trembley brings more than 20 years of experience in leveraging technology platforms and leading operations in eCommerce, retail and digital consumer services. Prior to joining a.k.a. Brands, Mr. Trembley served as Vice President of Product Management at Macy's from April 2018 to March 2020, where he led the evolution and scaling of merchant and vendor technology platforms and was the business and operations owner for drop-ship and marketplace businesses. Before Macy's, he spent thirteen years at Walmart in a variety of roles between January 2005 and March 2018. Most recently, Mr. Trembley served as the Vice President of Marketplace and Partner Services of Walmart, where he led the strategy, platform development and operations of the third-party marketplace and drop-ship businesses from March 2017 to March 2018. Mr. Trembley currently serves as Board Advisor to Brand3P, helping leading brands deploy eCommerce and marketplaces retail strategies. He received a B.S. in Business Administration from the University of Arizona, Eller College of Management.

Kenneth White joined us in June 2022 as Vice President, Head of Legal and Human Resources and now serves as Chief Legal Officer & Head of People. Mr. White is a strategic leader with over 17 years of experience providing legal, operational and strategic advice to business leaders and colleagues. Prior to joining a.k.a. Brands, Mr. White served as Vice President, Legal at Viant, a publicly traded digital advertising company, from February 2022 to June 2022. At Viant, he was responsible for providing business and legal guidance on a wide variety of subject matters, including commercial transactions, intellectual property portfolio management and enforcement, and labor and employment strategies and issues. Before Viant, Mr. White served as VP, Business & Legal Affairs at Ethika, a leading San Clemente-based lifestyle brand, from March 2018 to February 2022. At Ethika, Mr. White drove complex commercial transactions and operations that advanced critical corporate goals during a period of rapid company growth. Prior to Ethika, from January 2015 to March 2018, Mr. White served as VP, Associate General Counsel at Allianz Asset Management of America, the parent company of PIMCO, one of the largest asset managers in the world, and provided business and legal advice on various corporate governance, finance, investments, insurance and marketing and advertising matters. Mr. White holds a J.D. from the Michigan State University College of Law and a B.A. in Communications from California State University, Fullerton.

EXECUTIVE AND DIRECTOR COMPENSATION

We are currently considered an “emerging growth company” within the meaning of the Securities Act for purposes of the SEC’s executive compensation disclosure rules. Accordingly, we are required to provide a Summary Compensation Table and an Outstanding Equity Awards at Fiscal Year End Table, as well as narrative disclosures regarding executive compensation for our last completed fiscal year. Further, our reporting obligations extend only to the following “Named Executive Officers,” which are the individuals who served as principal executive officer and the next two most highly compensated persons serving as executive officers at the end of fiscal year 2023:

Name	Principal Position
Jill Ramsey	Former Chief Executive Officer
Ciaran Long	Interim Chief Executive Officer and Chief Financial Officer
Michael Trembley	Chief Information Officer and Senior Vice President of Operations
Kenneth White	Chief Legal Officer & Head of People

2023 Management Changes

Effective March 9, 2023, the Board appointed Mr. Long to serve as acting Chief Executive Officer on an interim basis, as Ms. Ramsey and the Board determined that Ms. Ramsey would take time to work through unforeseen medical issues. On November 7, 2023, Ms. Ramsey transitioned to a new role as Strategic Advisor to the Chief Executive Officer. The Board has initiated a search for a permanent Chief Executive Officer.

Objectives of our Compensation Program

Our compensation objectives have been to recruit and retain a talented team of employees to grow and develop our business, and to reward those employees for accomplishments related to our growth and development.

a.k.a. Brands has a Compensation Committee which reviews and determines executive compensation for the Chief Executive Officer and, based on the recommendation of our Chief Executive Officer, the rest of the management team. Our Compensation Committee seeks to allocate long-term and current compensation with competitive practices. Our Compensation Committee reviews and evaluates our executive compensation plans and programs to ensure they are aligned with our compensation philosophy. From the beginning of 2023 through October 2023, the Compensation Committee engaged an independent compensation consultant, Compensia, Inc. (“Compensia”), to provide executive compensation, incentive compensation, and equity compensation data. The Compensation Committee evaluated Compensia in accordance with applicable NYSE rules and concluded that Compensia’s prior and existing engagements and other relationships did not raise any conflict of interest or independence concerns. In November 2023, the Compensation Committee terminated its relationship with Compensia and engaged Exequity LLP (“Exequity”), an independent compensation consultant, to provide executive compensation, incentive compensation, and equity compensation data; assistance with the Compensation Committee’s review of executive pay proposals and program designs; competitive assessments of executive officer and director compensation; assessment and recommendations for the annual and long-term incentive plan designs to meet the Company’s objectives; presentations on annual trends and governance updates; analysis of equity usage and comparison to peer companies; and support with respect to the relevant legal and regulatory considerations impacting executive compensation and benefit programs. The Compensation Committee evaluated Exequity in accordance with applicable NYSE rules and concluded that Exequity’s prior and existing engagements and other relationships do not raise any conflict of interest or independence concerns. Neither Compensia nor Exequity provided services in 2023 which, in the aggregate, amounted to more than \$120,000. The compensation plans and arrangements for our Named Executive Officers consist of annual base salary, short-term annual incentive awards, long-term equity incentive awards, health and retirement benefits and, when appropriate, retention bonuses.

2023 Elements of Compensation

The key elements of total direct compensation for our Named Executive Officers in 2023 were base salary, annual cash bonuses, incentive equity awards and, when appropriate, retention bonuses. Annual cash bonuses and incentive equity awards represent the performance-based elements of our compensation program. Set forth below is a summary of these key elements of compensation.

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Base Salaries

Each of our Named Executive Officers receives a base salary. Base salary is a fixed element of each Named Executive Officer's compensation and is intended to recognize the Named Executive Officer's experience, skills, knowledge and responsibilities. Each Named Executive Officer's base salary as of December 31, 2023 is set forth in the table below.

Name	Annual Base Salary Rate (\$)
Jill Ramsey ¹	150,000
Ciaran Long	431,215
Michael Trembley	354,563
Kenneth White	360,500

(1) Reflects changes made to Ms. Ramsey's base salary in connection with her transition to a new role effective November 7, 2023.

Annual Cash Bonuses

Each of our Named Executive Officers had the opportunity to earn an annual cash bonus for 2023 based on achievement of pre-determined performance criteria. Each Named Executive Officer's target annual cash bonus opportunity for 2023 is set forth in the table below. See *Narrative Disclosure to Summary Compensation Table—Annual Bonus* for a description of the annual cash bonuses earned for 2023.

Name	2023 Target Annual Cash Bonus Amount (\$)	2023 Target Annual Cash Bonus (% of Annual Base Salary)
Jill Ramsey ¹	45,000	30
Ciaran Long	215,608	50
Michael Trembley	141,825	40
Kenneth White	144,200	40

(1) Reflects changes made to Ms. Ramsey's target annual cash bonus opportunity in connection with her transition to a new role effective November 7, 2023.

Long-Term Compensation

We provide long-term incentive compensation in the form of restricted stock units ("RSUs"), granted under our 2021 Omnibus Plan, to our Named Executive Officers because we believe it promotes long-term growth and profitability by aligning the interests of our management with the interests of our shareholders and by encouraging retention.

Other Benefits

We maintain a 401(k) plan, which is a tax-qualified retirement savings plan, and make matching contributions thereunder in an amount equal to 100% of the first 5% of an employee's eligible pay contributions (up to the annual compensation limits). Each of our Named Executive Officers is eligible to participate in our 401(k) plan.

Clawback Policy

On November 27, 2023, the Board, on the recommendation of the Compensation Committee, adopted an Executive Incentive Compensation Recoupment Policy (the “Clawback Policy”) effective October 2, 2023 in compliance with Section 303A.14 of the NYSE Listed Company Manual and Section 10D of the Exchange Act. Under the Clawback Policy, the Company must recover from any “Executive Officer,” as such term is defined in Rule 10D-1 under the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual, of the Company the amount of any erroneously awarded incentive-based compensation within a specified look-back period in the event of any accounting restatement. Covered accounting restatements include both a restatement of our financial statements to correct an error that is material to previously issued financial statements or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. The amount required to be recovered is the excess of the amount of incentive-based compensation received over the amount that otherwise would have been received had it been determined based on the information in a restatement. During the year ended December 31, 2023, the Company was not required to recoup any compensation under the Clawback Policy.

2023 Summary Compensation Table

The table below sets forth the compensation paid to our Named Executive Officers for their services in all capacities during the years ended December 31, 2022 and 2023.

Name and Principal Position	Year	Salary (\$)	Bonus ⁽⁵⁾ (\$)	Stock Awards ⁽⁶⁾ (\$)	Option Awards ⁽⁷⁾ (\$)	All Other Compensation ⁽⁸⁾ (\$)	Total (\$)
Jill Ramsey⁽¹⁾ <i>Former Chief Executive Officer</i>	2023	\$ 555,913 ⁽²⁾	\$ 185,000	\$ —	\$ —	\$ 17,925	\$ 758,838
	2022	\$ 601,511	\$ 233,184	\$ —	\$ —	\$ 15,250	\$ 849,945
Ciaran Long⁽⁹⁾ <i>Interim Chief Executive Officer and Chief Financial Officer</i>	2023	\$ 428,282 ⁽³⁾	\$ 50,000 ⁽¹⁰⁾	\$ 149,414	\$ —	\$ 17,583	\$ 645,279
	2022	\$ 416,155	\$ 105,000	\$ 397,512	\$ 803,187	\$ 14,656	\$ 1,736,510
Michael Trembley <i>Chief Information Officer and Senior Vice President of Operations</i>	2023	\$ 350,996 ⁽⁴⁾	\$ —	\$ 149,414	\$ —	\$ 14,843	\$ 515,253
	2022	\$ 337,863	\$ 95,459	\$ 161,335	\$ 74,554	\$ 14,915	\$ 684,126
Kenneth White⁽¹¹⁾ <i>Chief Legal Officer & Head of People</i>	2023	\$ 357,754 ⁽¹²⁾	\$ —	\$ 122,250	\$ —	\$ 383	\$ 480,387

- (1) Effective March 9, 2023, Ms. Ramsey and the Board determined that Ms. Ramsey would take time to work through unforeseen medical issues. On November 7, 2023, Ms. Ramsey transitioned to a new role as Strategic Advisor to the Chief Executive Officer. Ms. Ramsey remains employed by the Company and on the Board and is as active in the business as her health allows.
- (2) On March 30, 2023, Ms. Ramsey’s annual base salary was increased from \$601,511 to \$621,844. On November 7, 2023, Ms. Ramsey’s annual base salary was decreased to \$150,000.
- (3) On March 30, 2023, Mr. Long’s annual base salary was increased from \$420,001 to \$431,215.
- (4) On March 30, 2023, Mr. Trembley’s annual base salary was increased from \$340,926 to \$354,563.
- (5) The Compensation Committee determined that we did not achieve our performance targets in 2023 and, accordingly, determined not to award any of Messrs. Long, Trembley or White annual cash bonuses in respect of fiscal year 2023 performance. See the sections titled “Narrative Disclosure to Summary Compensation Table—Employment Agreements” and “Narrative Disclosure to Summary Compensation Table—Annual Bonus” below for additional details. Ms. Ramsey was awarded a prorated bonus based on performance criteria and her period of service as our Chief Executive Officer for a portion of 2023.
- (6) The amounts reported in the Stock Awards column represent the aggregate grant date fair value of the RSUs granted to the Named Executive Officers during the years presented, as computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“ASC 718”). The assumptions used in calculating the grant date fair value of the RSUs are set forth in Note 13 to the consolidated financial statements disclosed in the Company’s Annual Report on Form 10-K filed with the SEC on March 7, 2024.
- (7) The amounts reported in the Option Awards column represent the aggregate grant date fair value of the incentive units of Excelebrate, L.P. (the “Incentive Units”) granted, initially or by modification of a previously-granted award, to the Named Executive Officers, as computed in accordance with ASC 718. The Incentive Units are intended to constitute “profits interests” for U.S. federal income tax purposes. Despite the fact that the Incentive Units do not require the payment of an exercise price, they are most similar economically to stock options. Accordingly, they are classified as “options” under the definition provided in Item 402(a)(6)(i) of Regulation S-K as an instrument with an “option-like feature.” The assumptions used in calculating the grant date fair value of the Incentive Units reported in the Option Awards column are set forth in Note 13 to the consolidated

financial statements disclosed in the Company's Annual Report on Form 10-K filed with the SEC on March 7, 2024. The amounts reported in this column reflect the accounting cost for these Incentive Units and do not correspond to the actual economic value that may be received by the Named Executive Officers for such Incentive Units.

- (8) The amounts reported in the All Other Compensation column reflect the 401(k) plan matching contributions made by the Company on behalf of each of Ms. Ramsey, Mr. Long and Mr. Trembley during the fiscal years ended December 31, 2022 and 2023 and on behalf of Mr. White during the fiscal year ended December 31, 2023, as well as amounts paid on behalf of Ms. Ramsey, Mr. Long and Mr. Trembley during the fiscal years ended December 31, 2022 and 2023 and on behalf of Mr. White during the fiscal year ended December 31, 2023 with respect to life insurance premiums. See the section titled "2023 Elements of Compensation—Other Benefits" above for additional information regarding 401(k) plan contributions.
- (9) Effective March 9, 2023, the Board appointed Mr. Long to serve as Interim Chief Executive Officer on an interim basis.
- (10) On April 21, 2023, the Board approved a bonus payment to Mr. Long for serving as Interim Chief Executive Officer.
- (11) In accordance with applicable SEC rules, information for Mr. White is not provided for 2022 because he was not a Named Executive Officer as of December 31, 2022.
- (12) On March 30, 2023, Mr. White's annual base salary was increased from \$350,000 to \$360,500.

Narrative Disclosure to Summary Compensation Table

Incentive Equity Agreements

On May 4, 2020, Ms. Ramsey was granted 6,511,813 Incentive Units pursuant to an Incentive Equity Agreement, 3,907,087 of which were subject to time-based vesting and 2,604,726 of which were subject to performance-based vesting, in each case, subject to Ms. Ramsey's continued service on the applicable vesting date. The time-based vesting Incentive Units vest as follows: (i) 976,772 Incentive Unit vested on May 4, 2021, (ii) an additional 81,658 Incentive Units vested and continue to vest on each one-month anniversary of May 4, 2021 for the immediately subsequent 35 months and (iii) the remaining 72,281 Incentive Units vest on May 4, 2024. Any unvested time-based vesting Incentive Units accelerate upon a "sale transaction," (as defined below under "—Additional Narrative Disclosure—Potential Payments Upon Termination or Change in Control—Treatment of Incentive Units upon a Change in Control"). Ms. Ramsey's performance-based vesting Incentive Units vest in full upon a "liquidity event" (as defined below under "—Additional Narrative Disclosure—Potential Payments Upon Termination or Change in Control—Treatment of Incentive Units upon a Change in Control") in connection with which certain investors receive "investor returns" (as defined in the Incentive Equity Agreements) equal to or greater than 3.0 times their investor contributions.

On May 11, 2021, Mr. Long was granted 2,117,561 Incentive Units pursuant to an Incentive Equity Agreement, 1,588,171 of which were subject to time-based vesting and 529,390 of which were subject to performance-based vesting, in each case, subject to Mr. Long's continued service on the applicable vesting date. The time-based vesting Incentive Units vest as follows: (i) 397,043 Incentive Units vested on April 8, 2022, (ii) an additional 33,193 Incentive Units vested and continue to vest on each one-month anniversary of April 8, 2022 for the immediately subsequent 35 months and (iii) the remaining 29,381 Incentive Units vest on May 8, 2025. Any unvested time-based vesting Incentive Units accelerate upon a "sale transaction." Mr. Long's performance-based vesting Incentive Units vest in full upon a "liquidity event" in connection with which certain investors receive "investor returns" equal to or greater than 3.0 times their investor contributions. On June 17, 2022, and again on December 28, 2022, the participation threshold of the previous Incentive Units that Mr. Long had received was lowered, increasing the fair value of such Incentive Units.

On September 14, 2020, Mr. Trembley was granted 1,097,406 Incentive Units pursuant to an Incentive Equity Agreement, 823,054 of which were subject to time-based vesting and 274,352 of which were subject to performance-based vesting, in each case, subject to Mr. Trembley's continued service on the applicable vesting date. The time-based vesting Incentive Units vest as follows: (i) 205,764 Incentive Units vested on September 14, 2021, (ii) an additional 17,202 Incentive Units vested and continue to vest on each one-month anniversary of September 14, 2021 for the immediately subsequent 35 months and (iii) the remaining 15,227 Incentive Units vest on October 4, 2024. Any unvested time-based vesting Incentive Units accelerate upon a "sale transaction." Mr. Trembley's performance-based vesting Incentive Units vest in full upon a "liquidity event" in connection with which certain investors receive "investor returns" equal to or greater than 3.0 times their investor cont. On December 28, 2022, the participation threshold of the previous Incentive Units that Mr. Trembley had received was lowered, increasing the fair value of such Incentive Units.

In connection with the reorganization transactions that occurred contemporaneously with our IPO, Ms. Ramsey, Mr. Trembley and Mr. Long exchanged their Incentive Units of Exceleerate, L.P. for incentive units of New Exceleerate, L.P. with the same terms and conditions.

Restricted Stock Units

As one of the key elements of our compensation program, we have granted our NEOs RSUs as long-term compensation under the 2021 Omnibus Plan. Each RSU grant is subject to a three-year vesting schedule, as described below, subject to continued service on each applicable vesting date.

On October 10, 2022, Mr. Long was granted 24,720 RSUs that vest as follows: (i) 8,240 units vested on October 10, 2023 and (ii) an additional 2,060 units vest pro rata in equal amounts each quarter beginning on January 10, 2024 until fully vested on October 10, 2025.

On November 7, 2023, Mr. Long was granted 18,333 RSUs that vest as follows: (i) 6,111 units vest on August 1, 2024 and (ii) an additional 1,527 units vest pro rata in equal amounts each quarter beginning on November 01, 2024 until fully vested on August 01, 2026.

On October 10, 2022, Mr. Trembley was granted 10,033 RSUs that vest as follows: (i) 3,344 units vested on October 10, 2023 and (ii) an additional 836 units vest pro rata in equal amounts each quarter beginning on January 10, 2024 until fully vested on October 10, 2025.

On November 7, 2023, Mr. Trembley was granted 18,333 RSUs that vest as follows: (i) 6,111 units vest on August 1, 2024 and (ii) an additional 1,527 units vest pro rata in equal amounts each quarter beginning on November 01, 2024 until fully vested on August 1, 2026.

On November 7, 2023, Mr. White was granted 15,000 RSUs that vest as follows: (i) 5,000 units vest on August 1, 2024 and (ii) an additional 1,250 units vest pro rata in equal amounts each quarter beginning on November 1, 2024 until fully vested on August 1, 2026.

Employment Agreements

We are party to employment agreements with each of Ms. Ramsey, Mr. Long, Mr. Trembley and Mr. White. The employment agreements with Ms. Ramsey, Mr. Long, Mr. Trembley and Mr. White were entered into on November 7, 2023, April 8, 2021, October 15, 2020 and April 12, 2024 (with an effective date of June 6, 2022), respectively, and have initial employment terms of one year, four years, four years and four years, respectively. Each employment agreement provides for automatic annual renewals following the end of the initial employment term, unless either party (or in the case of Messrs. Trembley and White, the Company) provides at least 60 days' (or in the case of Ms. Ramsey, 30 days') prior notice of non-renewal, but also may be terminated at any time by either party prior to the end of the employment term. The employment agreements provide, among other things: (i) the annual base salaries for Ms. Ramsey, Mr. Long, Mr. Trembley and Mr. White, currently set at \$150,000, \$500,000, \$368,745 and \$374,920, respectively (subject to increases) from time to time in the sole discretion of the Board); (ii) a target annual performance bonus opportunity for Ms. Ramsey, Mr. Long, Mr. Trembley and Mr. White, currently set at 30%, 80%, 40% and 40% of the Named Executive Officer's annual base salary, respectively; (iii) a grant of Incentive Units (as described above); and (iv) eligibility to participate in any employee benefit plans that we may have in effect from time to time for our executive-level personnel. Additionally, pursuant to Mr. Trembley's employment agreement, he is eligible to receive supplemental discretionary bonuses from time to time as determined by the Compensation Committee. The employment agreements also provide certain severance benefits to each Named Executive Officer upon a certain terminations. See the section titled "Potential Payments Upon Termination or Change in Control" below.

The employment agreements subject each Named Executive Officer to the following restrictive covenants: (i) perpetual confidentiality, (ii) assignment of intellectual property, (iii) non-competition during his or her employment, (iv) non-disparagement during his or her employment (which non-disparagement covenants in Ms. Ramsey's and Mr. Long's employment agreements are mutual), (v) non-solicitation of our customers, suppliers, licensees, licensors and other business relations during his or her employment and (vi) non-solicitation of our employees and independent contractors during his or her employment and for a period of one year following termination of such employment.

Annual Bonus

We maintain an annual performance-based cash bonus program in which each of our Named Executive Officers participated in fiscal year 2023. Each Named Executive Officer's target bonus is expressed as a percentage of base salary which can be achieved by meeting certain performance objectives at target level. The 2023 annual bonus targets for Ms. Ramsey, Mr. Long, Mr. Trembley and Mr. White were 77%, 50%, 40% and 40% of such executive's base salary, respectively. For fiscal year 2023, our Named Executive Officers were eligible to earn annual cash bonuses based on the achievement of certain corporate objectives approved by our Board. Significant over achievement of all goals could have resulted in a payout of up to 120% of the target.

The goals under our 2023 bonus program were based on Company performance against pre-established performance goals and individual performance. Our fiscal year 2023 performance goals were weighted equally between sales and EBITDA metrics. The Compensation Committee determined that we did not achieve our performance targets in 2023 and, accordingly, determined not to award any of our Named Executive Officers annual cash bonuses in respect of fiscal year 2023 performance. However, after consideration of the importance of retaining our current Named Executive Officers, the Compensation Committee determined to award each of Mr. Long, Mr. Trembley and Mr. White with a retention bonus in the amount of \$250,000, \$100,000 and \$100,000, respectively. The retention bonus is entirely contingent on the current Named Executive Officer remaining employed through October 31, 2024. The retention bonus is paid in two installments, with 35% of the retention bonus paid to each Named Executive Officer on or after April 1, 2024 and the remaining 65% of the retention bonus paid to each Named Executive Officer on or after October 31, 2024. Notwithstanding that a portion of the retention bonus was paid on or after April 1, 2024, it is subject to continued employment with us through October 31, 2024.

Outstanding Equity Awards at 2023 Fiscal Year-End

The following table reflects information regarding outstanding equity-based awards held by our Named Executive Officers as of December 31, 2023.

Name	Option Awards ⁽¹⁾				Stock Awards		
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) ⁽⁵⁾	Option Exercise Price (\$) ⁽⁶⁾	Option Expiration Date ⁽⁶⁾	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽⁸⁾
Jill Ramsey	3,508,173 ⁽²⁾	398,914 ⁽²⁾	2,604,726	N/A	N/A	-	-
Ciaran Long	1,060,898 ⁽³⁾	527,273 ⁽³⁾	529,390	N/A	N/A	34,813 ⁽⁷⁾	280,245
Michael Trembley	670,213 ⁽⁴⁾	152,841 ⁽⁴⁾	274,352	N/A	N/A	25,022 ⁽⁷⁾	201,427
Kenneth White	—	—	—	N/A	N/A	18,532 ⁽⁷⁾	149,183

- (1) The Incentive Units granted to Ms. Ramsey, Mr. Long and Mr. Trembley on May 4, 2020, May 11, 2021 and September 14, 2020, respectively, are intended to constitute “profits interests” for federal income tax purposes. Despite the fact that the Incentive Units do not require the payment of an exercise price, they are most similar economically to stock options due to the fact that they only have value as the value of the underlying security appreciates. Accordingly, they are classified as “options” under the definition provided in Item 402(a)(6)(i) of Regulations S-K as an instrument with an “option-like feature.”
- (2) Represents Incentive Units that have the following time-based vesting schedule: (i) 976,772 Incentive Units vested on May 4, 2021, (ii) an additional 81,658 Incentive Units vested and continue to vest on each one-month anniversary of May 4, 2021 for the immediately subsequent 35 months and (iii) the remaining 72,281 Incentive Units vest on May 4, 2024. Any unvested time-based vesting Incentive Units accelerate upon a “sale transaction.”
- (3) Represents Incentive Units that have the following time-based vesting schedule: (i) 397,043 Incentive Units vested on April 8, 2022, (ii) an additional 33,193 Incentive Units vested and continue to vest on each one-month anniversary of April 8, 2022 for the immediately subsequent 35 months and (iii) the remaining 29,381 Incentive Units vest on May 8, 2025. Any unvested time-based vesting Incentive Units accelerate upon a “sale transaction.”
- (4) Represents Incentive Units that have the following time-based vesting schedule: (i) 205,764 Incentive Units vested on September 14, 2021, (ii) an additional 17,202 Incentive Units vested and continue to vest on each one-month anniversary of September 14, 2021 for the immediately subsequent 35 months and (iii) the remaining 15,227 Incentive Units vest on October 4, 2024. Any unvested time-based vesting Incentive Units accelerate upon a “sale transaction.”
- (5) Represents Incentive Units that have performance-based vesting and vest in full upon a “liquidity event” in connection with which certain investors receive “investor returns” equal to or greater than 3.0 times their investor contributions.
- (6) The Incentive Unit awards are not traditional options, and therefore, there is no exercise price or expiration date associated with them.
- (7) Represents RSUs that vest in eight equal installments at the end of each three-month calendar period, subject to the award recipient’s continuous service with the Company through each applicable vesting date.
- (8) Market value is based upon the closing price of our common stock on December 29, 2023 (the last trading day of fiscal 2023).

Additional Narrative Disclosure

Equity and Cash Incentives – 2021 Omnibus Plan

In connection with our IPO, our Board adopted, and our shareholders approved, the 2021 Omnibus Plan, pursuant to which employees, consultants and directors of our company and our affiliates performing services for us, including our executive officers, are eligible to receive awards. The 2021 Omnibus Plan provides for the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, bonus stock, dividend equivalents, other stock-based awards, substitute awards, annual incentive awards and performance awards intended to align the interests of participants with those of our shareholders.

We initially reserved 408,355 shares of our common stock, as adjusted for the one-for-12 reverse stock split we effected on September 29, 2023 (the “Reverse Stock Split”), for issuance under the 2021 Omnibus Plan. The number of shares reserved for issuance under our 2021 Omnibus Plan automatically increases each January 1, by 1% of the outstanding number of shares of our common stock on the immediately preceding December 31 or such lesser number of shares as determined by our Board. Additionally, in 2023, our Board and our shareholders approved an amendment to the 2021 Omnibus Plan to increase the number of shares of common stock authorized for issuance thereunder by 833,333 shares, as adjusted for the one-for-12 Reverse Stock Split. In addition, the following shares of our common stock will again be available for grant or issuance under the 2021 Omnibus Plan:

- shares subject to awards granted under the 2021 Omnibus Plan that are canceled, forfeited, settled in cash, or otherwise terminated without delivery to the participant of the full number of shares to which the award related; and
- shares withheld or surrendered in payment of taxes relating to an award.

The 2021 Omnibus Plan is administered by our Compensation Committee. The Compensation Committee has the authority to construe and interpret the 2021 Omnibus Plan, grant awards and make all other determinations necessary or advisable for the administration of the plan. Awards under the 2021 Omnibus Plan may be made subject to performance conditions and other terms. Awards were granted under the 2021 Omnibus Plan in 2022 and 2023 to Mr. Long, Mr. Trembley and Mr. White. The Company intends to grant awards under the 2021 Omnibus Plan on a go-forward basis.

Employee and Retirement Benefits

We currently provide broad-based health and welfare benefits that are available to our full-time employees, including our Named Executive Officers, including health, life, vision, and dental insurance. In addition, we maintain a 401(k) plan, which is a tax-qualified retirement savings plan, and make matching contributions thereunder in an amount equal to 100% of the first 5% of an employee’s eligible pay contributions (up to the annual compensation limits).

Potential Payments Upon Termination or Change in Control

The employment agreements for Mr. Long, Mr. Trembley and Mr. White each provide for the payment of severance benefits upon certain terminations of employment.

Ciaran Long

Mr. Long’s employment agreement provides that in the event of a termination of Mr. Long by the Company without “Cause,” Mr. Long will be entitled to receive: (i) his earned and unpaid base salary through the termination date; (ii) an amount equal to six months of Mr. Long’s then-current base salary payable over a six-month period in regular installments; (iii) any earned but unpaid annual performance bonus; and (iv) reimbursement for COBRA premiums for himself and any eligible dependents for 6 months following his termination date. The payments described under clauses (ii) - (iv) above are subject to Mr. Long’s timely execution and non-revocation of a general release of claims in favor of the Company and continued compliance with certain restrictive covenant obligations set forth in his employment agreement.

For Mr. Long, “Cause” means one or more of the following: (i) the indictment for, conviction of, or plea of guilty or nolo contendere to (a) a felony (other than a driving offense related solely to driving in excess of the speed limit), (b) any other crime involving moral turpitude or (c) any crime involving misappropriation, embezzlement or fraud with respect to the Company, Excelerate, L.P. or any of their respective subsidiaries, customers or suppliers; (ii) misconduct that would reasonably be expected to cause the Company, Excelerate, L.P. or any of their respective subsidiaries substantial public disgrace or disrepute or economic harm; (iii) repeated refusal to perform duties consistent with his employment agreement as lawfully directed by the Board, including, without limitation, (a) Mr. Long’s persistent neglect of duty or chronic unapproved absenteeism (other than due to “Disability” (as defined in his employment agreement)) or (b) Mr. Long’s refusal to comply with any lawful directive or policy of the Board; (iv) any act or knowing omission aiding or abetting a competitor, supplier or customer of the Company, Excelerate, L.P. or any of their respective subsidiaries to the disadvantage or detriment of the Company, Excelerate, L.P. or any of their respective subsidiaries; (v) breach of fiduciary duty, gross negligence or willful misconduct with respect to the Company, Excelerate, L.P. or any of their respective subsidiaries; (vi) use of alcohol, drugs or other similar substances that materially impairs Mr. Long’s ability to perform his duties under his employment agreement; or (vii) any other material breach by Mr. Long of his employment agreement or any other agreement between Mr. Long and the Company, Excelerate, L.P. or any of their respective subsidiaries, subject to a ten-day cure period.

Michael Trembley

Mr. Trembley’s employment agreement provides that in the event of a termination of Mr. Trembley by the Company without “Cause,” Mr. Trembley will be entitled to receive: (i) his then-current base salary through the termination date; (ii) payment of any accrued but unused time off; (iii) any bonus amounts earned but not yet paid to Mr. Trembley; and (iv) an amount equal to four months of Mr. Trembley’s then current base salary payable over a four-month period in regular installments. The payment described under clause (iv) above are subject to Mr. Trembley’s timely execution and non-revocation of a general release of claims in favor of the Company and continued compliance with certain restrictive covenant obligations set forth in his employment agreement.

For Mr. Trembley, “Cause” means one or more of the following: (i) the commission of or plea of nolo contendere to a felony or other crime involving moral turpitude or the commission of any crime involving misappropriation, embezzlement or fraud with respect to the Company, Excelerate, L.P. or any of their respective subsidiaries or any of their customers or suppliers, (ii) conduct that would reasonably be expected to cause the Company, Excelerate, L.P. or any of their respective subsidiaries substantial public disgrace or disrepute or economic harm, (iii) repeated failure to perform duties consistent with his employment agreement as reasonably directed by the Board, including (a) Mr. Trembley’s persistent neglect of duty or chronic unapproved absenteeism (other than for “Disability” (as defined in his employment agreement)) or (b) Mr. Trembley’s refusal to comply with any-lawful directive or policy of the Board, (iv) any act or knowing omission aiding or abetting a competitor, supplier or customer of the Company, Excelerate, L.P. or any of their respective subsidiaries to the disadvantage or detriment of the Company, Excelerate, L.P. or any of their respective subsidiaries, (v) breach of fiduciary duty, gross negligence or willful misconduct with respect to the Company, Excelerate, L.P. or any of their respective subsidiaries, (vi) addiction to alcohol, drugs or other similar substances that impairs Mr. Trembley’s performance, or (vii) any other material breach by Mr. Trembley of his employment agreement or any other agreement between himself and the Company, Excelerate, L.P. or any of their respective subsidiaries, subject to a 30-day cure period.

Kenneth C. White

Mr. White’s employment agreement provides that, in the event of a termination of Mr. White by the Company without “Cause,” Mr. White will be entitled to receive: (i) his then-current base salary through the termination date; (ii) payment of any accrued but unused time off; (iii) any bonus amounts earned but not yet paid to Mr. White; and (iv) an amount equal to four months of Mr. White’s then-current base salary payable over a four-month period in regular installments. The payment described under clause (iv) above are subject to Mr. White’s timely execution and non-revocation of a general release of claims in favor of the Company and continued compliance with certain restrictive covenant obligations set forth in his employment agreement.

For Mr. White, “Cause” means one or more of the following: (i) the commission of or plea of nolo contendere to a felony or other crime involving moral turpitude or the commission of any crime involving misappropriation, embezzlement or fraud with respect to the Company, Excelerate, L.P. or any of their respective subsidiaries or any of their customers or suppliers, (ii) conduct that would reasonably be expected to cause the Company, Excelerate, L.P. or any of their respective subsidiaries substantial public disgrace or disrepute or economic harm, (iii) repeated failure to perform duties consistent with his employment agreement as reasonably directed by the Board, including (a) Mr. White’s persistent neglect of duty or chronic unapproved absenteeism (other than for “Disability” (as defined in his employment agreement)) or (b) Mr. White’s refusal to comply with any-lawful directive or policy of the Board, (iv) any act or knowing omission aiding or abetting a competitor, supplier or customer of the Company, Excelerate, L.P. or any of their respective subsidiaries to the disadvantage or detriment of the Company, Excelerate, L.P. or any of their respective subsidiaries, (v) breach of fiduciary duty, gross negligence or willful misconduct with respect to the Company, Excelerate, L.P. or any of their respective subsidiaries, (vi) addiction to alcohol, drugs or other similar substances that impairs Mr. White’s performance, or (vii) any other material breach by Mr. White of his employment agreement or any other agreement between himself and the Company, Excelerate, L.P. or any of their respective subsidiaries, subject to a 30-day cure period.

Treatment of Incentive Units upon a Change in Control

Under the Incentive Unit Agreements entered into by each of Ms. Ramsey, Mr. Long and Mr. Trembley, in the event of a “liquidity event,” each Named Executive Officer’s unvested performance-based vesting Incentive Units will vest if, and only if, certain investors realize “investor returns” equal to or greater than 3.0 times their investor contributions, subject to the Named Executive Officer’s continued employment on the applicable vesting date. In the event of a “sale transaction,” each Named Executive Officer’s unvested time-based vesting Incentive Units will fully accelerate, subject to the Named Executive Officer’s continued employment on the applicable vesting date.

For purposes of the Incentive Unit Agreements, “liquidity event” means (i) a Sale of Excelerate L.P. (as defined in the Excelerate, L.P. Second Amended and Restated Agreement of Exempted Limited Partnership), (ii) the dissolution, liquidation or winding-up of Excelerate, L.P. or any of its subsidiaries holding a majority of their consolidated assets (but excluding any such dissolution, liquidation or winding up of a subsidiary in an internal reorganization) or (iii) the initial public offering or listing of Excelerate, L.P. or any of its subsidiaries on any national securities exchange or substantially equivalent market (including any Rule 144A market or exchange sponsored private market).

For purposes of the Incentive Unit Agreements, “sale transaction” means a sale of all or substantially all of the equity of Excelerate, L.P. or a sale of all or substantially all of the assets of Excelerate, L.P. (on a consolidated basis taken as a whole, including, for clarity, all or substantially all of the equity interests of Excelerate, L.P.’s subsidiaries).

2023 Director Compensation

The following table shows information regarding the compensation earned or paid during 2023 to directors who served on the Board during the year. In addition to her service as a director, Ms. Ramsey served as the Company’s Chief Executive Officer until March 2023, and as such, her compensation is shown in the table entitled “2023 Summary Compensation Table.” On November 7, 2023, Ms. Ramsey transitioned to a new role as Strategic Advisor to the Chief Executive Officer while remaining as a director.

Name	Fees Earned or Paid in		Total (\$)
	Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽¹⁾	
Ilene Eskenazi	60,080	33,333	93,413
Sourav Ghosh	65,000	33,333	98,333
Myles McCormick	75,000	33,333	108,333
Kelly Thompson	72,500	33,333	105,833
Simon Beard ⁽²⁾⁽³⁾	21,466	—	21,466
Wesley Bryett ⁽³⁾	406,854	1,200,000 ⁽⁴⁾	1,606,854
Christopher J. Dean	—	—	—
Matthew Hamilton	—	—	—

(1) The amounts reported in the Stock Awards column represent the aggregate grant date fair value of RSUs granted in fiscal year 2023, as computed in accordance with ASC 718. As of December 31, 2023, Ms. Eskenazi held 2,748 vested and 6,775 unvested RSUs; Mr. Ghosh held 2,198 vested and 6,775 unvested RSUs; Mr. McCormick held 2,198 vested and 6,775 unvested RSUs; and Ms. Thompson held 2,198 vested and 6,775 unvested RSUs, in each case as adjusted for the Reverse Stock Split.

- (2) On October 2, 2023, Mr. Beard was removed from the Board by written consent of the holders of a majority of the outstanding shares of our common stock.
- (3) The Fees Earned or Paid in Cash reported for Mr. Beard and Mr. Bryett are employee salaries pursuant to Mr. Beard's role as CEO of Culture Kings, and Mr. Bryett's role as both Co-CEO of Princess Polly and CEO of Culture Kings.
- (4) On September 6, 2023, the Compensation Committee approved a performance-based option award to Mr. Bryett for accepting the position of Chief Executive Officer at Culture Kings.

Narrative Disclosure to Director Compensation Table

Ms. Thompson is party to a letter agreement with us, dated as of November 18, 2019, which sets forth her compensation for services rendered on the Board at the rate of \$25,000 per year and provides for an initial grant of Incentive Units and a pre-IPO opportunity to invest up to \$500,000 in Excelerate, L.P. through purchase of its "ordinary units."

On January 15, 2019, Mr. McCormick was granted 1,098,382 Incentive Units pursuant to an Incentive Unit Agreement, 549,191 of which are subject to time-based vesting and 549,191 of which are subject to performance-based vesting, in each case, subject to Mr. McCormick's continued service on the applicable vesting date. The time-based vesting Incentive Units vested as follows: (i) 137,297 Incentive Units vested on January 15, 2020, (ii) an additional 11,478 Incentive Units vested on each one-month anniversary of January 15, 2020 for the immediately subsequent 35 months and (iii) the remaining 10,164 Incentive Units vested on January 15, 2023. Mr. McCormick's performance-vesting Incentive Units vest in full upon a "liquidity event" in connection with which certain investors receive "investor returns" equal to or greater than 3.0 times their investor contributions. On June 1, 2022, Mr. McCormick was granted 2,198 RSUs, as adjusted for the Reverse Stock Split, that fully vested on June 1, 2023. On June 1, 2023, Mr. McCormick was granted 6,775 RSUs, as adjusted for the Reverse Stock Split, that will fully vest on June 1, 2024.

In December of 2019, Ms. Thompson was granted 520,238 Incentive Units pursuant to an Incentive Unit Agreement, 260,119 of which are subject to time-based vesting and 260,119 of which are subject to performance-based vesting, in each case, subject to Ms. Thompson's continued service on the applicable vesting date. The time-based vesting Incentive Units vested as follows: (i) 65,029 Incentive Units vested on November 22, 2020, (ii) an additional 5,436 Incentive Units vested on each one-month anniversary of November 22, 2020 for the immediately subsequent 35 months and (iii) the remaining 4,830 Incentive Units vested on November 22, 2023. Ms. Thompson's performance-based vesting Incentive Units vest in full upon a "liquidity event" in connection with which certain investors receive "investor returns" equal to or greater than 3.0 times their investor contributions. On June 1, 2022, Ms. Thompson was granted 2,198 RSUs, as adjusted for the Reverse Stock Split, that fully vested on June 1, 2023. On June 1, 2023, Ms. Thompson was granted 6,775 RSUs, as adjusted for the Reverse Stock Split, that will fully vest on June 1, 2024.

In connection with the reorganization transactions that occurred contemporaneously with our IPO, Mr. McCormick and Ms. Thompson exchanged their Incentive Units of Excelerate, L.P. for incentive units of New Excelerate, L.P. with the same terms and conditions.

On January 21, 2022, Ms. Eskenazi was granted 550 RSUs, as adjusted for the Reverse Stock Split, that are fully vested. On June 1, 2022, Ms. Eskenazi was granted 2,198 RSUs, as adjusted for the Reverse Stock Split, that fully vested on June 1, 2023. On June 1, 2023, Ms. Eskenazi was granted 6,775 RSUs, as adjusted for the Reverse Stock Split, that will fully vest on June 1, 2024.

On June 1, 2022, Mr. Ghosh was granted 2,198 RSUs, as adjusted for the Reverse Stock Split, that fully vested on June 1, 2023. On June 1, 2023, Mr. Ghosh was granted 6,775 RSUs, as adjusted for the Reverse Stock Split, that will fully vest on June 1, 2024.

Non-Employee Director Compensation

Our non-employee directors who are not affiliated with Summit are eligible to receive compensation for their service on our Board. Each non-employee director is entitled to an annual cash retainer of \$50,000, paid in twelve monthly equal installments and prorated for any partial year of service on our Board. In addition, our non-employee directors receive an annual grant of RSUs with an aggregate grant date value of \$100,000, subject to a one-year vesting period. However, in 2023, after evaluating the potential dilutive impact of the non-employee director equity grants, non-employee directors were granted a total of 27,100 RSUs in the aggregate, subject to a one-year vesting period.

A non-employee director who is not affiliated with Summit is entitled to additional cash compensation in the amount of \$20,000 for service as chairperson or lead director of the Board; \$15,000 for Audit Committee service; \$10,000 for Compensation Committee service; and \$7,500 for Nominating Committee service. Directors who are also employees of the Company or are affiliated with Summit do not receive compensation.

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Our directors are reimbursed for travel, food, lodging and other expenses directly related to their activities as directors. Our directors are also entitled to the protection provided by the indemnification provisions in our amended and restated bylaws. Our Board may revise the compensation arrangements for our directors from time to time.

PROPOSAL 2 – APPROVAL OF AN AMENDMENT TO THE A.K.A. BRANDS HOLDING CORP. 2021 OMNIBUS INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE THEREUNDER BY 1,100,000 SHARES OF COMMON STOCK

We are asking our shareholders to approve an amendment to the 2021 Omnibus Plan to increase the number of shares of common stock available for issuance under the 2021 Omnibus Plan by 1,100,000 shares of our common stock (the “2021 Omnibus Plan Second Amendment”), from the previously authorized share number of 1,456,396, which includes any shares of common stock added as a result of the 2021 Omnibus Plan’s “evergreen” provision. Shareholders approved a similar amendment to the 2021 Omnibus Plan on May 25, 2023 to increase the number of shares of common stock available for issuance under the 2021 Omnibus Plan by 833,333 shares to a total authorized share number of 1,241,689 (the “2021 Omnibus Plan First Amendment”), which was subsequently increased as a result of the 2021 Omnibus Plan’s “evergreen” provision by an amount equal to 1% of the total number of shares of common stock outstanding on December 31, 2023, such that the currently authorized share reserve under the 2021 Omnibus Plan is 1,456,396, as adjusted for the Reverse Stock Split. Other than increasing the number of shares of common stock authorized for issuance under the 2021 Omnibus Plan, no material changes will be made to the 2021 Omnibus Plan. If the amendment is not approved by our shareholders, the 2021 Omnibus Plan will continue by its terms, without the share increase, and will terminate automatically on September 20, 2031. The text of the 2021 Omnibus Plan Second Amendment is attached to this proxy statement as Appendix A.

Historical Information

The 2021 Omnibus Plan authorizes the Company to grant equity awards, including, options, awards of restricted stock, restricted stock units, stock appreciation rights, and other stock-based or cash-based awards to eligible employees, consultants and directors. The initial share reserve under the 2021 Omnibus Plan was 408,356 shares, which was subsequently increased to 1,241,689 as a result of the 2021 Omnibus Plan First Amendment and then increased to 1,562,074 shares of common stock as a result of the 2021 Omnibus Plan’s “evergreen” provision effective January 1, 2024, which is the current authorized share reserve, as adjusted for the Reverse Stock Split. As of December 29, 2023 (the last trading day of the year), there were approximately 289,713 shares of our common stock remaining available for issuance under the 2021 Omnibus Plan, with a market value of \$8.05 per share. If the 2021 Omnibus Plan Amendment is approved by our shareholders, 1,100,000 additional shares of our common stock will be authorized for issuance thereunder (which is in addition to the annual increases pursuant to the “evergreen” provision).

The following table provides certain additional information regarding awards outstanding and unvested under the 2021 Omnibus Plan as of April 15, 2024:

	As of December 29, 2023 (the last trading day of 2023)	As of April 15, 2024
Total Outstanding Stock Options	456,487	456,487
Total Outstanding Stock Awards	593,913	560,306
Total Outstanding Common Stock	10,567,881	10,488,884
Weighted-Average Exercise Price of Stock Options Outstanding	\$ 106.78	\$ 106.78
Weighted-Average Remaining Duration of Stock Options Outstanding (years)	9.53	9.23
Total Number of Shares Available for Issuance under the 2021 Omnibus Plan	289,713	292,600

Reasons Why the 2021 Omnibus Plan Amendment is Important

We believe that the 2021 Omnibus Plan has benefited the Company by attracting, retaining, motivating, and rewarding certain employees, officers, directors, and consultants of the Company and its affiliates and promoting the creation of long-term value for shareholders of the Company by closely aligning the interests of such individuals with those of such shareholders. We believe, similar to the 2021 Omnibus Plan First Amendment, that the proposed increase in the maximum number of shares of common stock to be available under the 2021 Omnibus Plan is necessary for the Company to continue to reap these benefits.

Since the IPO, the Company has maintained a conservative annual burn rate through strategic choices. In 2021, refresh grants were not awarded to any executive and 2022 and 2023 refresh grants excluded the now former Chief Executive Officer. Time-based RSUs were granted in lieu of stock options to conserve shares, awards with performance-based vesting conditions are granted to participants to better align the issuance of shares with shareholder return, award sizes were reduced from approved targets for all equity participants and eligibility to receive grants was limited to select levels.

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We monitor the use of equity compensation carefully and limit the number of equity awards granted annually to an amount that we believe is necessary to attract, retain and motivate our employees, to grow the business, and to create stockholder value. In addition, the Compensation Committee carefully monitors our total dilution and annual award levels to ensure that we maximize shareholder value by granting the appropriate number of equity awards necessary to further our annual and long-term strategic and operational objectives.

We are seeking shareholder approval of the 2021 Omnibus Plan Second Amendment because the number of shares currently available for issuance under the 2021 Omnibus Plan is not sufficient in view of our current compensation strategy, competitive market practices to effectively retain key executives, and our resulting current and expected usage rates. In determining the increase to the share reserve we are asking shareholders to approve, the Board considered various factors, including the number of shares underlying equity awards the Company made during the past two fiscal years and anticipated needs in the future, as well as the Company's gross burn rate and total overhang. If shareholders do not approve the increase in the number of shares available for issuance under the 2021 Omnibus Plan, our ability to grant equity to potential new hires and existing employees will be limited, which would place us at a significant disadvantage in the extremely competitive labor market in which we operate.

As of April 15, 2024, our total potential dilution (or "total overhang") under the 2021 Omnibus Plan (total shares issued and outstanding plus shares available to grant as a % of total common shares outstanding) was 23.0% which ranks below the 20th percentile of all our compensation peer companies and, therefore, is at the lower end of typical market practices for a company of our size and maturity. Including the share reserve increase to be effected by the 2021 Omnibus Plan Second Amendment, our total overhang as a percent of common shares outstanding would be between the 50th and 75th percentile of our peers.

Outstanding Options and Unvested Stock Awards/Units and Shares Available for Grant	12.5 %
Proposed Share Request	10.5 %
Resulting Total Overhang (Outstanding + Available + Proposed Share Request)	23.0 %

The provisions of the 2021 Omnibus Plan, our current equity strategy and our historical equity grant practices are all within competitive norms and aligned with our overall compensation philosophy.

We expect that the shares available under the 2021 Omnibus Plan for future awards, if the 2021 Omnibus Plan Second Amendment is approved by our shareholders, will be sufficient for currently-anticipated awards for the next three years. Expectations regarding future share usage could be impacted by a number of factors such as: (i) the future performance of our stock price; (ii) hiring and promotion activity at the executive level; (iii) the rate at which shares are returned to the 2021 Omnibus Plan reserve upon awards' cancellation, forfeiture, or settlement in cash without the issuance of the underlying shares; (iv) factors involved in acquiring other companies; and (v) other factors. While we believe that the assumptions we used are reasonable, future share usage may differ from current expectations.

For the foregoing reasons, the Board believes that approving the 2021 Omnibus Plan Second Amendment is in the best interest of the Company and its shareholders.

Summary of Material Terms of the 2021 Omnibus Plan

The following is a summary of the material terms of the 2021 Omnibus Plan, as amended, and is qualified in its entirety by reference to the 2021 Omnibus Plan, which is provided as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and is incorporated by reference into this Proposal 2. The only material change to the 2021 Omnibus Plan as a result of the 2021 Omnibus Plan Second Amendment will be to make an additional 1,100,000 shares available for issuance under the 2021 Omnibus Plan.

The 2021 Omnibus Plan provides for grants of stock options, restricted stock, restricted stock units, stock appreciation rights, and other stock-based or cash-based awards. The purpose of the 2021 Omnibus Plan is to assist the Company in attracting, retaining, motivating, and rewarding certain employees, officers, directors, and consultants of the Company and its affiliates and promoting the creation of long-term value for shareholders of the Company by closely aligning the interests of such individuals with those of such shareholders.

Securities to be Offered

The total number of shares of common stock reserved and available for delivery in connection with awards under the 2021 Omnibus Plan, if the 2021 Omnibus Plan Amendment is approved, will equal 2,341,689 shares of common stock, plus automatic increases each January 1 ending with a final increase on January 1, 2031, equal to 1% of the outstanding number of shares of our common stock on the immediately preceding December 31 or such lesser number of shares as determined by our Board. The increases on January 1, 2022, January 1, 2023 and January 1, 2024 added a total of 320,385 of shares to the plan reserve, resulting in 2,662,074 shares authorized for issuance under the 2021 Omnibus Plan.

Shares of common stock delivered under the 2021 Omnibus Plan will consist of authorized and unissued shares or previously issued shares of common stock reacquired by the Company on the open market or by private purchase. Other than with respect to substitute awards, to the extent that an award expires or is canceled, forfeited, settled in cash, or otherwise terminated without delivery to the participant of the full number of shares of common stock to which the award related, the undelivered shares of common stock will again be available for grant. Shares of common stock withheld or surrendered in payment of taxes relating to an award will not be deemed to constitute shares delivered to the participant and will be deemed to again be available for issuance under the 2021 Omnibus Plan. Shares of common stock withheld or surrendered in payment of the exercise price relating to an award will not be deemed to constitute shares delivered to the participant and will be deemed to again be available for issuance under the 2021 Omnibus Plan.

No more than 2,341,689 shares of common stock, if the 2021 Omnibus Plan Amendment is approved, subject to certain adjustment as provided in the 2021 Omnibus Plan, reserved for issuance may be issued or transferred upon exercise or settlement of options intended to qualify as “incentive stock options” within the meaning of Section 422 of the Internal Revenue Code (the “Code”).

To the extent permitted by NYSE Listed Company Manual Section 303A.08, NASDAQ Listing Rule 5635(c), or other applicable stock exchange rules, subject to applicable law, in the event that a company acquired by the Company, or with which the Company combines, has shares available under a pre-existing plan approved by shareholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan may be used for awards under the 2021 Omnibus Plan and will not reduce the number of shares of common stock reserved and available for delivery in connection with awards under the 2021 Omnibus Plan; provided, that, awards using such available shares will not be made after the date awards could have been made under the terms of such pre-existing plan, absent the acquisition or combination, and will only be made to individuals who were not employed by the Company or any subsidiary of the Company immediately prior to such acquisition or combination.

Administration

The 2021 Omnibus Plan is administered by the Compensation Committee. The Compensation Committee has full and final authority, in each case, subject to and consistent with the provisions of the 2021 Omnibus Plan, to select eligible persons to become participants of the 2021 Omnibus Plan; grant awards under the 2021 Omnibus Plan; determine the type and number of shares of common stock subject to, other terms and conditions of, and all other matters relating to, awards; prescribe award agreements and rules and regulations for the administration of the 2021 Omnibus Plan; construe and interpret the 2021 Omnibus Plan and award agreements and correct defects, supply omissions, and reconcile inconsistencies therein; suspend the right to exercise awards during any period that the Compensation Committee deems appropriate to comply with applicable securities laws, and thereafter extend the exercise period of an award by an equivalent period of time or such shorter period required by, or necessary to comply with, applicable law; and make all other decisions and determinations as the Compensation Committee may deem necessary or advisable for the administration of the 2021 Omnibus Plan. Any action of the Compensation Committee will be final, conclusive, and binding on all persons, including, without limitation, the Company, its shareholders and affiliates, eligible persons, participants, and beneficiaries of participants. For the avoidance of doubt, the Board will have the authority to take all actions under the 2021 Omnibus Plan that the Compensation Committee is permitted to take.

Eligibility

Each (i) employee and officer of the Company or any of its affiliates, (ii) non-employee director of the Company or any of its affiliates, (iii) other natural persons who provides substantial services to the Company or any of its affiliates as a consultant or advisor and who is designated as eligible by the Compensation Committee (“Consultant”), and (iv) person who has been offered employment by the Company or any of its affiliates (provided, that, such prospective employee may not receive any payment or exercise any right relating to an award until such person has commenced employment or service with the Company or its affiliates), is eligible to be granted awards under the 2021 Omnibus Plan. As stated above, the basis for participation in the 2021 Omnibus Plan is the Compensation Committee’s decision to select, in its sole discretion, participants from among those eligible. As of April 15, 2024, the Company and its affiliates had 143 employees and officers, four non-employee directors, and 0 Consultants who were eligible to participate in the 2021 Omnibus Plan.

Non-Employee Director Compensation Limits

The maximum value of any awards granted to a non-employee director of the Company in any one calendar year, taken together with any cash fees paid to such non-employee director during such calendar year in respect of the non-employee director’s services as a member of the Board during such year, may not exceed \$750,000 (calculating the value of any such awards based on the grant date fair value of such awards for financial reporting purposes); provided, that, the Compensation Committee may make exceptions to this limit, except that the non-employee director receiving such additional compensation may not participate in the decision to award such compensation.

Types of Awards

Options

The 2021 Omnibus Plan provides for the grant of both incentive stock options intended to qualify under Section 422 of the Code and nonstatutory stock options. We may grant options to eligible persons, except that incentive stock options may only be granted to persons who are our employees or employees of our parents or subsidiaries, in accordance with Section 422 of the Code. The exercise price of an option cannot be less than 100% of the fair market value of a share of common stock on the date on which the option is granted and the option must not be exercisable for longer than ten years following the date of grant. However, in the case of an incentive stock option granted to an individual who owns (directly, or indirectly) at least 10% of the total combined voting power of all classes of stock of the Company, the exercise price of the option must be at least 110% of the fair market value of a share of common stock on the date of grant and the option must not be exercisable more than five years from the date of grant.

Options will vest and become exercisable in such manner, on such date or dates, or upon the achievement of performance or other conditions, in each case, as may be determined by the Compensation Committee and set forth in an option award agreement. Unless otherwise specifically determined by the Compensation Committee, the vesting of an option will occur only while the participant is employed by or rendering services to the Company or an affiliate (as applicable), and all vesting will cease upon a participant’s termination for any or no reason. If an option is exercisable in installments, such installments or portions thereof that become exercisable will remain exercisable until the option expires, is canceled, or otherwise terminates.

Payment for shares of common stock acquired pursuant to an option granted under the 2021 Omnibus Plan must be made in full upon exercise of the option in a manner approved by the Compensation Committee, which may include: (i) in immediately available funds in U.S. dollars, or by certified or bank cashier’s check; (ii) by delivery of shares of common stock having a value equal to the exercise price; (iii) by a broker-assisted cashless exercise in accordance with procedures approved by the Compensation Committee; or (iv) by any other means approved by the Compensation Committee.

Restricted Stock

A restricted stock award is a grant of common stock that is subject to certain restrictions and to a risk of forfeiture. Unless otherwise set forth in the applicable restricted stock agreement, the holder of restricted stock will generally have the rights and privileges of a shareholder as to such restricted stock, including the right to vote such restricted stock. Unless otherwise set forth in a participant’s restricted stock agreement, cash dividends and stock dividends, if any, with respect to the restricted stock will be withheld by the Company for the participant’s account, and will be subject to forfeiture to the same degree as the shares of restricted stock to which such dividends relate.

Restricted Stock Units

A restricted stock unit is a notational unit representing the right to receive one share of common stock (or the cash value of one share of common stock, if so determined by the Compensation Committee) on a specified settlement date. Restricted stock units may be granted to participants in such form and having such terms and conditions as the Compensation Committee deems appropriate. Unless otherwise set forth in a participant's restricted stock unit agreement, a participant will not be entitled to dividends, if any, or dividend equivalents with respect to restricted stock units prior to settlement.

Stock Appreciation Rights

A stock appreciation right is a conditional right to receive an amount equal to the value of the appreciation of the common stock over a specified period. Except in the event of extraordinary circumstances, stock appreciation rights will be settled in common stock. No stock appreciation right granted under the 2021 Omnibus Plan may be exercisable after, and each stock appreciation right will expire, ten years from the date it was granted. The base price per share of common stock for each stock appreciation right will be set by the Compensation Committee at the time of grant and will not be less than the fair market value on the date of grant. No dividends or dividend equivalents will be paid on stock appreciation rights. The Compensation Committee has the discretion to determine other terms and conditions of a stock appreciation right award.

Other Stock-Based or Cash-Based Awards

The Compensation Committee is authorized, subject to limitations under applicable law, to grant to participants such other awards that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based upon or related to common stock, as well as awards payable in cash, in each case, as deemed by the Compensation Committee to be consistent with the purposes of the 2021 Omnibus Plan. The Compensation Committee may also grant common stock as a bonus (whether or not subject to any vesting requirements or other restrictions on transfer) and may grant other awards in lieu of obligations of the Company or an affiliate to pay cash or deliver other property under the 2021 Omnibus Plan or under other plans or compensatory arrangements, subject to such terms as shall be determined by the Compensation Committee. The terms and conditions applicable to such awards will be determined by the Compensation Committee and evidenced by award agreements, which agreements need not be identical.

Substitute Awards

Awards may be issued or assumed under the 2021 Omnibus Plan in connection with a merger or acquisition as contemplated by, as applicable, NYSE Listed Company Manual Section 303A.08, NASDAQ Listing Rule 5635(c) and IM-5635-1, AMEX Company Guide Section 711, or other applicable stock exchange rules, and their respective successor rules and listing exchange promulgations.

Dividends and Dividend Equivalents

With respect to any award that provides for or includes a right to dividends or dividend equivalents, if dividends are declared during the period that an equity award is outstanding, such dividends (or dividend equivalents) will either (i) not be paid or credited with respect to such award, or (ii) be accumulated but remain subject to vesting requirement(s) to the same extent as the applicable award and will only be paid at the time or times such vesting requirement(s) are satisfied. Except as otherwise determined by the Compensation Committee, no interest will accrue or be paid on the amount of any cash dividends withheld. No dividends or dividend equivalents will be paid on options or stock appreciation rights.

Certain Transactions

The aggregate number of shares of common stock that may be delivered in connection with awards, the numerical share limits provided the 2021 Omnibus Plan, the number of shares of common stock covered by each outstanding award, and the price per share of common stock underlying each such award may be equitably and proportionally adjusted or substituted, as determined by the Compensation Committee, in its sole discretion, as to the number, price, or kind of a share of common stock or other consideration subject to such awards, (i) in the event of changes in the outstanding common stock or in the capital structure of the Company by reason of stock dividends, extraordinary cash dividends, stock splits, reverse stock splits, recapitalizations, reorganizations, mergers, amalgamations, consolidations, combinations, exchanges, or other relevant changes in capitalization occurring after the date of grant of any such award; (ii) in connection with any extraordinary dividend declared and paid in respect of shares of stock, whether payable in the form of cash, stock, or any other form of consideration; or (iii) in the event of any change in applicable laws or circumstances that results in or could result in, in either case, as determined by the Compensation Committee in its sole discretion, any substantial dilution or enlargement of the rights intended to be granted to, or available for, participants in the 2021 Omnibus Plan. The Compensation Committee will make such adjustments, substitutions, or payment, and its determination will be final, binding, and conclusive.

Except as provided by the Compensation Committee in an award agreement, participant agreement, or otherwise, in connection with (i) a merger, amalgamation, or consolidation involving the Company in which the Company is not the surviving corporation; (ii) a merger, amalgamation, or consolidation involving the Company in which the Company is the surviving corporation but the holders of shares of common stock receive securities of another corporation or other property or cash; (iii) a change in control (as defined in the 2021 Omnibus Plan); or (iv) the reorganization, dissolution, or liquidation of the Company, the Compensation Committee may provide for any one or more of the following: (1) the assumption or substitution of any or all awards in connection with such event; (2) the acceleration of vesting of any or all awards not assumed or substituted in connection with such event; (3) the cancellation of any or all awards not assumed or substituted in connection with such event as of the consummation of such event, together with the payment to the participants holding vested awards so canceled of an amount in respect of cancellation equal to an amount based upon the per-share consideration being paid for the common stock in connection with such event, less, in the case of options, stock appreciation rights, and other awards subject to exercise, the applicable exercise or base price; (4) the cancellation of any or all options, stock appreciation rights, and other awards subject to exercise not assumed or substituted in connection with such event as of the consummation of such event; and (5) the replacement of any or all awards with a cash incentive program that preserves the value of the awards so replaced, with subsequent payment of cash incentives subject to the same vesting conditions as applicable to the awards so replaced and payment to be made within 30 days of the applicable vesting date.

Clawback/Recoupment Policy

All awards granted under the 2021 Omnibus Plan will be and remain subject to any incentive compensation clawback or recoupment policy currently in effect or as may be adopted by the Board (or a committee or subcommittee of the Board) and, in each case, as may be amended from time to time. No such policy adoption or amendment will in any event require the prior consent of any participant. No recovery of compensation under such a clawback policy will be an event giving rise to a right to resign for “good reason” or “constructive termination” (or similar term) under any agreement with the Company or any of its affiliates. In the event that an award is subject to more than one such policy, the policy with the most restrictive clawback or recoupment provisions shall govern such award, subject to applicable law.

Plan Amendment and Termination

The Board or the Compensation Committee may amend the 2021 Omnibus Plan or the terms of any one or more awards at any time, provided that no amendment will materially impair a participant’s rights under any award unless the participant consents in writing. In addition, shareholder approval will be required for any amendments that have the effect of (i) changing the terms of an award to lower its exercise or base price, (ii) any other action that is treated as a repricing under accounting principles generally accepted in the United States, and (iii) repurchasing for cash or canceling an award in exchange for another award at a time when its exercise or base price is greater than the fair market value of the underlying common stock. The Board or the Compensation Committee may suspend or terminate the 2021 Omnibus Plan at any time. Unless sooner terminated, the 2021 Omnibus Plan will terminate on the day before the tenth anniversary of the date the shareholders of the Company approve the 2021 Omnibus Plan.

Material U.S. Federal Income Tax Consequences

The following is a general summary under current law of the principal U.S. federal income tax consequences related to awards under the 2021 Omnibus Plan. This summary describes the general federal income tax principles that apply, as based on current law and interpretational authorities which are subject to change at any time, and is provided only for general information. This summary does not purport to be complete discussion of all potential tax effects relevant to recipients of awards under the 2021 Omnibus Plan. No attempt has been made to discuss any potential non-U.S., state, or local tax consequences. This summary is not intended as tax advice to participants, who should consult their own tax advisors.

Tax Consequences to Participants Under the 2021 Omnibus Plan

Non-Qualified Stock Options and Stock Appreciation Rights

If a participant is granted a nonqualified stock option or stock appreciation right under the 2021 Omnibus Plan, the participant should not have taxable income on the grant of the nonqualified stock option or stock appreciation right. Upon the exercise of a nonqualified stock option or stock appreciation right, a participant will recognize ordinary compensation income, subject to withholding obligations for an employee, in an amount equal to the fair market value of the shares acquired on the date of exercise, less the exercise price paid for the shares. The participant's basis in the common stock for purposes of determining gain or loss on a subsequent sale or disposition of such shares generally will be the fair market value of our common stock on the date the participant exercises such option or stock appreciation right. When a participant sells the common stock acquired as a result of the exercise of a nonqualified stock option or stock appreciation right, any appreciation or depreciation in the value of the common stock after the exercise date will be taxable as a long-term or short-term capital gain or loss for federal income tax purposes, depending on the holding period. The common stock must be held for more than twelve months to qualify for long-term capital gain treatment. Subject to the discussion under "Tax Consequences to the Company" below, the Company and its subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the participant recognizes ordinary income.

Incentive Stock Options

A participant receiving incentive stock options should not recognize taxable income upon grant. Additionally, the participant should not recognize taxable income at the time of exercise. However, the excess of the fair market value of the shares of our common stock received over the option exercise price is an item of tax preference income potentially subject to the alternative minimum tax. If stock acquired upon exercise of an incentive stock option is held for a minimum of two years from the date of grant and one year from the date of exercise and otherwise satisfies the incentive stock option requirements, the gain or loss (in an amount equal to the difference between the fair market value on the date of disposition and the exercise price) upon disposition of the stock will be treated as a long-term capital gain or loss, and we will not be entitled to any deduction. If the holding period requirements are not met, the incentive stock option will be treated as one that does not meet the requirements of the Code for incentive stock options and the participant will recognize ordinary income at the time of the disposition equal to the excess of the amount realized over the exercise price, but not more than the excess of the fair market value of the shares on the date the incentive stock option is exercised over the exercise price, with any remaining gain or loss being treated as capital gain or capital loss. The Company and its subsidiaries or affiliates generally are not entitled to a federal income tax deduction upon either the exercise of an incentive stock option or upon disposition of the shares acquired pursuant to such exercise, except to the extent that the participant recognizes ordinary income on disposition of the shares.

Other Awards

A participant will recognize ordinary compensation income upon receipt of cash pursuant to a cash award or, if earlier, at the time the cash is otherwise made available for the participant to draw upon. Individuals will not have taxable income at the time of grant of a restricted stock unit, but rather, will generally recognize ordinary compensation income at the time he or she receives cash or a share of common stock in settlement of the restricted stock unit, as applicable, in an amount equal to the cash or the fair market value of the common stock received. The current federal income tax consequences of other awards authorized under the 2021 Omnibus Plan generally follow certain basic patterns: nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid, if any, only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant through a Section 83(b) election); dividend equivalents and other stock or cash based awards are generally subject to tax at the time of payment or, in the case of stock settled awards, receipt of shares. We or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the award recipient recognizes ordinary income.

A participant who is an employee will be subject to withholding for federal, and generally for state and local, income taxes at the time he or she recognizes income under the rules described above. The tax basis in the common stock received by a participant will equal the amount recognized by the participant as compensation income under the rules described in the preceding paragraph, and the participant’s capital gains holding period in those shares will commence on the later of the date the shares are received or the restrictions lapse. Subject to the discussion below under “Tax Consequences to the Company,” we will be entitled to a deduction for federal income tax purposes that corresponds as to timing and amount with the compensation income recognized by a participant under the foregoing rules.

Tax Consequences to the Company

Reasonable Compensation

In order for the amounts described above to be deductible by the Company, such amounts must constitute reasonable compensation for services rendered or to be rendered and must be ordinary and necessary business expenses.

Compensation of Covered Employees

Our ability to obtain a deduction for amounts paid under the 2021 Omnibus Plan could be limited by Section 162(m) of the Code. Section 162(m) of the Code limits our ability to deduct compensation, for federal income tax purposes, paid during any year to a “covered employee” (within the meaning of Section 162(m) of the Code) in excess of \$1,000,000.

Golden Parachute Payments

The Company’s ability (or the ability of one of our subsidiaries) to obtain a deduction for future payments under the 2021 Omnibus Plan could also be limited by the golden parachute rules of Section 280G of the Code, which prevent the deductibility of certain excess parachute payments made in connection with a change in control of an employer-corporation.

New Plan Benefits

Grants under the 2021 Omnibus Plan will be made at the discretion of the Compensation Committee, and therefore, the benefits or number of shares subject to awards that may be granted in the future to our executive officers, employees and directors is not currently determinable. The table below reflects the equity awards that were granted to the Named Executive Officers and all other eligible employees and directors during the last completed fiscal year under the 2021 Omnibus Plan.

a.k.a. Brands Holding Corp. 2021 Omnibus Incentive Plan

Name and Position	Dollar Value (\$) ⁽³⁾	Number of Units (#) ⁽⁴⁾
Jill Ramsey <i>Chief Executive Officer⁽¹⁾</i>	—	—
Ciaran Long <i>Interim Chief Executive Officer and Chief Financial Officer⁽²⁾</i>	149,414	18,333
Michael Trembley <i>Chief Information Officer and Senior Vice President of Operations</i>	149,414	18,333
Kenneth White <i>Chief Legal Officer & Head of People</i>	122,250	15,000
Executive Group	421,078	51,666
Non-Executive Director Group	133,332	27,100
Non-Executive Officer Employee Group	2,586,509	739,968

(1) Effective March 9, 2023, Ms. Ramsey and the Board determined that Ms. Ramsey would take time to work through unforeseen medical issues. Ms. Ramsey remains employed by the Company and on the Board and is as active in the business as her health allows. On November 7, 2023, Ms. Ramsey transitioned to a new role as Strategic Advisor to the Chief Executive Officer.

(2) Effective March 9, 2023, the Board appointed Mr. Long to serve as Interim Chief Executive Officer.

(3) The Dollar Value column represents the aggregate grant date fair value of the RSUs granted to the Named Executive Officers during the years presented, as computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“ASC 718”). The assumptions used in calculating the grant date fair value of the RSUs are set forth in Note 13 to the consolidated financial statements disclosed in the Company’s Annual Report on Form 10-K filed with the SEC on March 7, 2024. The Dollar Value column excludes the grant date fair value of options awarded

(4) Reflects the maximum number of shares that may be issued pursuant to the award.

Registration

Assuming the 2021 Omnibus Plan Amendment is approved by shareholders at the Annual Meeting, we intend to file a registration statement on Form S-8 to register the offering and issuance of additional shares of common stock that the Company will be authorized to issue under the 2021 Omnibus Plan.

Equity Compensation Plan Information

The following table sets forth certain information as of December 31, 2023, concerning outstanding awards under the Company’s equity compensation plans, the weighted average exercise price of outstanding options and the number of shares available for future issuance under the plans:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽²⁾	Weighted-average exercise price of outstanding options, warrants and rights ⁽³⁾	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽⁴⁾
	(a)	(b)	(c)
Equity compensation plans approved by security holders⁽¹⁾	1,050,400	106.78	555,146
Equity compensation plans not approved by security holders	—	—	—
Total	1,050,400	106.78	555,146

(1) Represents the 2021 Omnibus Plan and the a.k.a. Brands Holding Corp. 2021 Employee Stock Purchase Plan (the “ESPP”). As of December 31, 2023, the total number of shares available for issuance under the 2021 Omnibus Plan and the ESPP were 289,713 shares and 265,433 shares, respectively, subject to adjustments in the event of a stock split, stock dividend or other change in our capitalization. The number of shares reserved for issuance under the 2021 Omnibus Plan automatically increases each January 1 beginning with calendar year 2022, by a number of shares equal to 1% of the outstanding number of shares of our common stock on the immediately preceding December 31, or such lesser amount of shares as determined by the Committee. The total number of shares reserved for issuance under the ESPP increases each January 1 beginning with calendar year 2022, by a number of shares equal to 1% of the outstanding number of shares of our common stock on the immediately preceding December 31, or such lesser number of shares as determined by the Committee. The shares of common stock underlying any awards that are forfeited, cancelled, held back upon exercise or settlement of an award to satisfy the exercise price or tax withholding, reacquired by us prior to vesting, satisfied without the issuance of stock, expire or are otherwise terminated, other than by exercise, under the 2021 Omnibus Plan are added back to the shares of common stock available for issuance under such plan.

(2) Reflects number of securities to be issued upon exercise of outstanding options and RSUs under the 2021 Omnibus Plan.

(3) Reflects exercise price of outstanding options. Does not reflect outstanding RSUs as RSUs do not have an exercise price.

(4) As of December 31, 2023, the total number of shares available for issuance under the 2021 Omnibus Plan and the ESPP were 289,713 shares and 265,433 shares, respectively, subject to adjustments in the event of a stock split, stock dividend or other change in our capitalization.

Vote Required for Approval

The affirmative vote of a majority of the voting power of capital stock present in person or represented by proxy at the meeting and entitled to vote on the subject matter is required to approve the 2021 Omnibus Plan Amendment to increase the number of shares of common stock authorized for issuance under the Company’s 2021 Omnibus Plan.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF THE SECOND AMENDMENT TO THE A.K.A. BRANDS HOLDING CORP. 2021 OMNIBUS PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE THEREUNDER BY 1,100,000 SHARES.

PROPOSAL 3 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed PricewaterhouseCoopers LLP, a Delaware limited partnership (“PwC USA”), as our independent registered public accounting firm for the year ending December 31, 2024.

After careful consideration of the matter and in recognition of the importance of this matter to our shareholders, the Audit Committee and the Board believe that it is in the best interests of the Company and our shareholders to seek the ratification by our shareholders of the Audit Committee’s selection of our independent registered public accounting firm.

Change in Independent Registered Public Accounting Firm

As previously disclosed, on March 11, 2024 (the “Resignation Date”), PricewaterhouseCoopers, an Australian partnership (“PwC Australia”) and our independent registered public accounting firm for the year ended December 31, 2023, informed the Company of PwC Australia’s resignation as the independent registered public accounting firm for the Company, effective immediately.

The reports of PwC Australia on the Company’s consolidated financial statements as of and for the fiscal years ended December 31, 2023 and 2022 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

In addition, during the fiscal years ended December 31, 2023 and 2022, as well as during the subsequent interim period preceding the Resignation Date, there were no “disagreements” (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and related instructions) between us and PwC Australia with respect to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedures which, if not resolved to the satisfaction of PwC Australia, would have caused PwC Australia to make reference to the subject matter of the disagreements in its reports on our consolidated financial statements with respect to such periods, and there were no “reportable events” (as that term is defined in Item 304(a)(1)(v) of Regulation S-K and the related instructions), except for identified material weaknesses in our internal control over financial reporting related to (i) the Company not having sufficiently designed, implemented and documented internal controls at the entity level and across key business and financial processes to allow the Company to achieve complete, accurate and timely financial reporting and (ii) the Company not designing and implementing controls to maintain appropriate segregation of duties in its manual and information technology-based business processes. We are in the process of implementing measures designed to improve our internal control over financial reporting and remediate the deficiencies that led to these material weaknesses. These material weaknesses and remediation plans are more fully described in Part I, Item 4, “Controls and Procedures”, of our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2022 through September 30, 2023, and in Part II, Item 9A, “Controls and Procedures”, of our Annual Reports on Form 10-K for the fiscal years ended December 31, 2023 and 2022, as filed with the SEC.

We provided PwC Australia with a copy of the disclosure made in response to Item 4.01 of Form 8-K prior to filing a Current Report on Form 8-K containing such disclosure with the SEC on March 14, 2024 and requested that PwC Australia furnish us with a letter addressed to the SEC stating whether PwC Australia agrees with the above disclosures. A copy of the letter from PwC Australia dated March 14, 2024 was attached as Exhibit 16.1 to the Current Report on Form 8-K filed by us on March 14, 2024.

On March 14, 2024, we engaged PwC USA as our new independent registered public accounting firm upon the approval of the Audit Committee. During the fiscal years ended December 31, 2023 and 2022, and the subsequent interim period through March 14, 2024, the effective date of our engagement of PwC USA, we did not consult with PwC USA regarding the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, or any of the matters or events set forth in Items 304(a)(2)(i) or (ii) of Regulation S-K.

Fees and Services

The following table summarizes the aggregate fees for professional audit services and other services rendered by PwC Australia for the years ended December 31, 2023 and 2022:

	2023	2022
Audit Fees⁽¹⁾	\$ 1,260,520	\$ 1,310,529
Tax Fees⁽²⁾	\$ 301,558	\$ 1,002,522
All Other Fees⁽³⁾	\$ 3,125	\$ 1,536
Total	<u>\$ 1,565,203</u>	<u>\$ 2,314,587</u>

(1) Consists of fees for the audit and other procedures in connection with the Annual Report on Form 10-K for the years ended December 31, 2023 and 2022, as well as quarterly reviews and, in 2023, the review of the registration statement on Form S-8.

(2) Consists of fees related to various U.S. and Australia tax services provided and tax services for intellectual property transfer.

(3) Consists of fees incurred for licenses and subscriptions related to SEC compliance and accounting research.

In considering the nature of the services provided by the independent auditor, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with the independent auditor and the Company's management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the SEC to implement the Sarbanes-Oxley Act of 2002, as well as the American Institute of Certified Public Accountants.

The Audit Committee has adopted a policy that requires advance approval of all audit services as well as non-audit services to the extent required by the Exchange Act and the Sarbanes-Oxley Act of 2002. Unless the specific service has been previously pre-approved with respect to that year, the Audit Committee must approve the permitted service before the independent auditor is engaged to perform it. Each year, the Audit Committee will pre-approve audit services, audit-related services and tax services to be used by the Company.

The Audit Committee approved all services provided by PwC Australia in 2023 and 2022.

Representatives of PwC USA are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so, and we expect that they will be available to respond to questions.

Ratification of the appointment of PwC USA requires affirmative vote of a majority of the voting power of the capital stock present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. If the Company's shareholders do not ratify the appointment of PwC USA, the Audit Committee will reconsider the appointment and may affirm the appointment or retain another independent accounting firm. Even if the appointment is ratified, the Audit Committee may in the future replace PwC USA as our independent registered public accounting firm if it is determined that it is in the Company's best interests to do so.

**THE AUDIT COMMITTEE AND THE BOARD RECOMMENDS THAT YOU VOTE "FOR"
THE RATIFICATION OF THE APPOINTMENT OF PwC USA AS
THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR
ENDING DECEMBER 31, 2024.**

AUDIT COMMITTEE REPORT

Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act or the Exchange Act that might incorporate by reference the information included in this proxy statement, in whole or in part, the following report shall not be incorporated by reference into any such filings.

The Audit Committee oversees our financial reporting process on behalf of the Board. This report reviews the actions taken by the Audit Committee with regard to our financial reporting process during fiscal 2023 and particularly with regard to the audited consolidated financial statements as of December 31, 2023 and 2022 and for the three years ended December 31, 2023.

Our management has the primary responsibility for the financial statements and reporting process, including the systems of internal controls. The independent auditors are responsible for performing an independent audit of our consolidated financial statements in accordance with auditing standards generally accepted in the United States and issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes and to select annually the accountants to serve as our independent auditors for the coming year.

The Audit Committee has implemented procedures to ensure that during the course of each fiscal year it devotes the attention that it deems necessary or appropriate to fulfill its oversight responsibilities under the Audit Committee's charter.

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2023, including a discussion of the quality, rather than just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

In addition, the Audit Committee reviewed the Enterprise Risk Management program and discussed with management the relevant enterprise risk management policies and procedures.

The Audit Committee also discussed with the independent auditors, who are responsible for expressing an opinion on the conformity of those audited consolidated financial statements with accounting principles generally accepted in the United States, their judgments as to the quality, rather than just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee under the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC. In addition, the Audit Committee discussed with the auditors their independence from management and the Company, including the matters in the written disclosures and the letter required by the PCAOB regarding the independent auditors' communications with the Audit Committee regarding independence. The Audit Committee also considered whether the provision of services during the fiscal year ended December 31, 2023 by the auditors that were unrelated to their audit of the consolidated financial statements referred to above and to their reviews of our interim consolidated financial statements during the fiscal year is compatible with maintaining their independence.

Additionally, the Audit Committee discussed with the independent auditors the overall scope and plan for their audit. The Audit Committee met with the independent auditors, with and without management present, to discuss the results of their examination, their observations on our internal controls and the overall quality of our financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2023 for filing with the SEC.

Audit Committee:

Sourav Ghosh, Chair
Myles McCormick
Kelly Thompson

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Policies and Procedures for Approval of Related Party Transactions

We have adopted a written policy with respect to the review, approval and ratification of related party transactions. Under the policy, our Audit Committee is responsible for reviewing and approving related party transactions. In the course of its review and approval of related party transactions, our Audit Committee considers the relevant facts and circumstances to decide whether to approve such transactions. In particular, our policy requires our Audit Committee to consider, among other factors it deems appropriate:

- whether the transaction was undertaken in the ordinary course of business of the Company;
- whether the related party transaction was initiated by the Company or the related party;
- the availability of other sources of comparable products or services;
- whether the transaction with the related party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- the purpose and potential benefits to the Company of the related party transaction;
- the approximate dollar value of the amount involved in the related party transaction, particularly as it relates to the related party;
- the related party's interest in the related party transaction; and
- any other information regarding the related party transaction or the related party that would be material to investors in light of the circumstances of the particular transaction.

The Audit Committee may only approve those transactions that are in, or are not inconsistent with, our best interests and those of our shareholders, as the Audit Committee determines in good faith.

In addition, under our Code of Ethics our employees, directors and executive officers must disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

Related Party Transactions

Other than compensation arrangements for our directors and Named Executive Officers, which are described in the section entitled "Executive Compensation" elsewhere in this proxy statement, below we describe transactions during the year ended December 31, 2023 to which we were a participant, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers, or holders of more than 5% of our capital stock, or any member of the immediate family of, or person sharing the household with, the foregoing persons, had or will have a direct or indirect material interest.

Registration Rights Agreement

In connection with the IPO, we entered into a Registration Rights Agreement with certain of our equity holders, including Summit and investors affiliated with the Beard family and the Bryett family (the "Australian Management Investors"). Under the Registration Rights Agreement, we have granted these members registration rights subject to customary terms, conditions and limitations.

Demand Registrations

Under the Registration Rights Agreement, Summit is able to require us to file an unlimited number of registration statements under the Securities Act to register all or a portion of its registrable securities and for which we shall pay all registration expenses. In addition, Summit is able to require us to file an unlimited number of short-form registration statements under the Securities Act to register all or a portion of their registrable securities and for which we shall pay all registration expenses. Each such request is referred to as a "Demand Registration." Upon the fourth anniversary following the pricing of the IPO, the Australian Management Investors will each be entitled to one Demand Registration.

Piggyback Registrations

Under the Registration Rights Agreement, if at any time we propose to register any of our equity securities under the Securities Act (other than a Demand Registration and in certain other cases), we are required to notify each holder of registrable securities of its right to participate in such registration (a “Piggyback Registration”) and include their registrable securities to the extent set forth in the Registration Rights Agreement. We will bear all expenses of the holders of registrable securities in connection with Piggyback Registrations.

Expenses of Registration

We are required to bear the registration expenses (other than underwriting discounts) incident to any registration in accordance with the Registration Rights Agreement, including the reasonable fees of counsel chosen by the holders of registrable securities.

Indemnification of Officers and Directors

We are party to indemnification agreements with each of our officers, directors and director nominees. The indemnification agreements provide our officers and directors with contractual rights to indemnification, expense advancement and reimbursement, to the fullest extent permitted under Delaware law. Additionally, we may enter into indemnification agreements with any new directors or officers that may be broader in scope than the specific indemnification provisions contained in Delaware law. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our officers and directors pursuant to the foregoing agreements, we have been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act, and is therefore unenforceable.

Director Nomination Agreement

In connection with our IPO, we entered into a Director Nomination Agreement with Summit that provides Summit the right to designate nominees for election to our Board. Summit may also assign its designation rights under the Director Nomination Agreement to an affiliate. See “Board of Directors and Corporate Governance—Director Nomination Agreement” for a description of the Director Nomination Agreement.

Stockholders Agreement

On June 23, 2021, we entered into a stockholders agreement that became effective upon the closing of the IPO (the “Stockholders Agreement”) with our Principal Stockholder and certain of our equity holders (the “Founder Investors”). The Stockholders Agreement provides that a Founder Investor may only sell shares of common stock acquired prior to the closing of the IPO contemporaneously with sales of common stock by our Principal Stockholder or by Summit in either a public or private sale to unaffiliated third parties. In connection with any such sale, a Founder Investor is generally entitled to sell up to a number of shares of our common stock equal to the aggregate number of shares of common stock held by such Founder Investor multiplied by a fraction, the numerator of which is the aggregate number of shares being sold by our Principal Stockholder or by Summit in such sale and the denominator of which is the aggregate number of shares of common stock held by our Principal Stockholder or by Summit immediately prior to such sale. The Stockholders Agreement will terminate upon the earlier to occur of the fourth anniversary of the IPO or such date as our Principal Stockholder and Summit no longer hold any shares of our common stock.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information about the beneficial ownership of our common stock as of April 15, 2024 for:

- each person or group known to us who beneficially owns more than 5% of our common stock;
- each of our directors;
- each of our Named Executive Officers; and
- all of our directors and executive officers as a group.

The numbers of shares of common stock beneficially owned and percentages of beneficial ownership are based on 10,488,884 shares of common stock outstanding as of April 15, 2024.

Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Common stock subject to options or RSUs that are currently exercisable or exercisable or will vest within 60 days of April 15, 2024 are deemed to be outstanding and beneficially owned by the person holding the options or RSUs. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as disclosed in the footnotes to this table and subject to applicable community property laws, we believe that each shareholder identified in the table possesses sole voting and investment power over all common stock shown as beneficially owned by the shareholder.

Unless otherwise noted below, the address of each beneficial owner listed on the table is c/o a.k.a. Brands Holding Corp., 100 Montgomery Street, Suite 2270, San Francisco, California 94104.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Outstanding
5% Shareholders		
New Excelerate, L.P. ⁽¹⁾	6,053,693	57.7 %
Beard Entities ⁽²⁾	2,021,758	19.3 %
Bryett Enterprises Trust ⁽³⁾	1,715,932	16.4 %
Named Executive Officers and Directors		
Jill Ramsey	1,000	*
Ciaran Long	21,240	*
Michael Trembley	5,016	*
Kenneth White	4,706	*
Christopher J. Dean	—	*
Wesley Bryett ⁽³⁾	1,715,932	16.4 %
Ilene Eskenazi	9,635	*
Sourav Ghosh	8,973	*
Matthew Hamilton	—	*
Myles McCormick	16,994	*
Kelly Thompson	8,973	*
All Directors and Executive Officers as a Group (11 individuals)	1,792,469	17.1 %

* Indicates less than 1%

(1) Represents 6,053,693 shares of common stock held directly by New Excelerate L.P., the voting and disposition of which is controlled by Summit Partners, L.P.. Summit Partners, L.P. is (i) the sole shareholder of Summit Partners GE IX AIV, Ltd., which is the general partner of Summit Partners GE IX AIV, L.P., which is the general partner of Summit Partners Growth Equity Fund IX-B AIV, L.P. ("Summit IX-B") and (ii) the sole member of Summit Partners GE IX, LLC, which is the general partner of Summit Partners GE IX, L.P., which is the general partner of Summit Partners Growth Equity Fund IX-A AIV, L.P. ("Summit IX-A"). Summit IX-A and Summit IX-B have equal ownership of the outstanding capital stock of Excelerate GP, Ltd. Excelerate GP, Ltd. is the general partner of New Excelerate L.P. Summit Partners, L.P., through a two-person investment committee, currently comprised of Peter Y. Chung and Charles J. Fitzgerald, has voting and dispositive authority over the shares beneficially owned by each of these entities and therefore beneficially owns such shares. Mr. Chung and Mr. Fitzgerald disclaim beneficial

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ownership of the shares held directly by New Excelerate, L.P. The address for each of these entities and individuals is c/o Summit Partners, 222 Berkeley Street, 18th Floor, Boston, MA 02116.

- (2) Represents 1,946,217 shares of common stock held of record by (i) TF Apparel Discretionary Trust, established by deed dated October 28, 2009 (the "TF Apparel Trust"), (ii) The Simon Beard Family Trust, established by deed dated October 28, 2009 (the "Simon Beard Trust"), and (iii) The Tah-nee Aleman Family Trust, established by deed dated October 28, 2009 (the "Tah-nee Aleman Trust" and, together with the TF Apparel Trust and the Simon Beard Trust, the "Beard Entities"). Beard Trading Pty Ltd ACN 600 219 856 (the "Trustee") is the sole trustee of each of the Beard Entities, respectively. Simon Beard is the principal of each of the Beard Entities, respectively. Tah-nee Beard is the sole director and secretary and the sole shareholder of the Trustee. Tah-nee Beard has sole voting and dispositive power over 1,946,217 shares of common stock held of record by the Beard Entities. Also includes 27,916 and 47,625 shares of common stock held directly by Tah-nee Beard and Simon Beard, respectively.
- (3) Represents 1,715,932 shares of common stock held of record by The Bryett Enterprises Trust. The Bryett Enterprises Trust's primary beneficiaries are Eirin Bryett and Wesley Bryett. The Bryett Enterprises Trust is 100% owned by the Bryett Enterprises Pty Ltd., whose sole director is Wesley Bryett and whose two shareholders are Eirin Bryett and Wesley Bryett. Wesley Bryett has sole voting and dispositive power over 1,715,932 shares of common stock held of record by The Bryett Enterprises Trust.

DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires our executive officers, directors, and “beneficial owners” of more than 10% of our common stock to file stock ownership reports and reports of changes in ownership with the SEC. Based on a review of those reports and written representations from the reporting persons, we believe that during 2023, all transactions were reported on a timely basis, except for one Form 4 filed after the deadline for each of Ilene Eskenazi (in January 2023), John Gonneville (in November 2023), Ciaran Long (in November 2023) and Michael Trembley (in November 2023), in each case to report a grant of RSUs.

OTHER MATTERS

We are not aware of any matters other than those discussed in the foregoing materials contemplated for action at the Annual Meeting. The persons named in the proxy card will vote in accordance with the recommendation of the Board on any other matters incidental to the conduct of, or otherwise properly brought before, the Annual Meeting. The proxy card contains discretionary authority for them to do so.

WHERE TO FIND ADDITIONAL INFORMATION

We are subject to the informational requirements of the Exchange Act and in accordance therewith, we file annual, quarterly and current reports and other information with the SEC. Such information may be accessed electronically by means of the SEC's home page on the Internet at www.sec.gov. We are an electronic filer, and the SEC maintains an Internet site at www.sec.gov that contains the reports and other information we file electronically. These filings are also available on our corporate website at <https://ir.akabrand.com>. Please note that our website address is provided as an inactive textual reference only. We make available free of charge, through our website, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The information provided on or accessible through our website is not part of this proxy statement.

COST OF PROXY SOLICITATION

The Company is paying the expenses of this solicitation. The Company will also make arrangements with brokerage houses and other custodians, nominees and fiduciaries to forward proxy materials to beneficial owners of stock held as of the Record Date by such persons, and the Company will reimburse such persons for their reasonable out-of-pocket expenses in forwarding such proxy materials. In addition to solicitation by mail, directors, officers and other employees of the Company may solicit proxies in person or by telephone, facsimile, email or other similar means.



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*petal
+ pup*

PRINCESS
POLLY xx

a.k.a.



SCAN TO
VIEW MATERIALS & VOTE



A.K.A. BRANDS HOLDING CORP.
100 MONTGOMERY STREET, SUITE 2270
SAN FRANCISCO, CALIFORNIA 94104

VOTE BY INTERNET

Before the Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on May 21, 2024. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During the Meeting - Go to www.virtualshareholdermeeting.com/AKA2024

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on May 21, 2024. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V41694-P10003

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

A.K.A. BRANDS HOLDING CORP.

The Board of Directors recommends you vote **FOR** the director nominees listed below.

- 1. Elect Class III directors to serve on the Board until the 2027 Annual Meeting and until their successors are duly elected and qualified.

Nominees:	For	Withhold
1a. Myles McCormick	<input type="checkbox"/>	<input type="checkbox"/>
1b. Jill Ramsey	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote **FOR** proposals 2 and 3.

	For	Against	Abstain
2. Approve an amendment to the Company's 2021 Omnibus Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder by 1,100,000 shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting :
The a.k.a. Brands Holding Corp. Notice of 2024 Annual Meeting, Proxy Statement and 2023 Annual Report
are available at www.proxyvote.com.

V41695-P10003

**A.K.A. BRANDS HOLDING CORP.
Annual Meeting of Stockholders
May 22, 2024 11:00 AM (PT)
This proxy is solicited by the Board of Directors**

The undersigned hereby appoints Ciaran Long and Kenneth C. White, and each of them, proxies of the undersigned with full power of substitution for and in the name, place and stead of the undersigned to appear and act for and to vote all shares of a.k.a. Brands Holding Corp. standing in the name of the undersigned or with respect to which the undersigned is entitled to vote and act at the Annual Meeting of Shareholders of a.k.a. Brands Holding Corp. to be held virtually at www.virtualshareholdermeeting.com/AKA2024 at 11:00 A.M. Pacific Time on May 22, 2024, or at any adjournments or postponements thereof, with all powers the undersigned would possess if then personally present.

THIS PROXY WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF THE TWO NOMINEES NAMED UNDER PROPOSAL 1 AND "FOR" PROPOSALS 2 AND 3.

Continued and to be signed on reverse side