

VERA BRADLEY, INC. STOCK OWNERSHIP GUIDELINES

PURPOSE:

To define guidelines for minimum share ownership for directors and executives of Vera Bradley, Inc. (the "Company") as well as the holding requirements to be applied prior to attaining the guideline number of shares.

To ensure that the interests of directors and executives are aligned with those of shareholders, among other reasons, the Company provides equity-based compensation as part of its overall compensation package. Adoption of these guidelines will require directors and executives to maintain a significant ownership stake over their tenure, without placing undue tax or cash flow burdens on them. These guidelines are a means to motivate directors and executives to perpetuate enduring shareholder value.

GUIDELINES:

1. The Chief Executive Officer is required to hold Share Units (defined below) with a value equal to three (3) times his/her annual base salary. This share ownership guideline level will be recalculated whenever the Chief Executive Officer receives an increase in annual base salary.
2. All other Senior Officers (as defined in the Vera Bradley, Inc. Compensation Committee Charter) are required to hold Share Units with a value equal to two (2) times his/her annual base salary. This share ownership guideline level will be recalculated whenever the executive receives an increase in base salary.
3. All directors are required to hold Share Units with a value equal to four (4) times the amount of the annual cash retainer paid to directors (for purposes of clarification, this refers to the base retainer paid to all directors and does not include additional amounts paid for committee chairmanships or membership, or for the positions of chair or lead independent director). This share ownership guideline level will be recalculated whenever the directors' annual retainer is increased.
4. Until such time as the Chief Executive Officer or an Senior Officer has attained the applicable share ownership guideline, he or she is expected to retain 60% of the Share Units awarded to him or her, net of amounts required to pay taxes and exercise prices. Prior to sale of any sale of shares, the executive must comply with the Company's Insider Trading Policy.
5. Until such time as a director has attained the applicable share ownership guideline, he or she is expected to retain 60% of the Share Units awarded to him or her. Prior to sale of any sale of shares, the director must comply with the Company's Insider Trading Policy.
6. In calculating compliance with the guidelines, each director and executive shall be credited with one Share Unit for each share of VRA stock beneficially owned by him or her, including shares of restricted stock and for each restricted stock unit. Both vested and non-vested shares of restricted stock and restricted stock units shall be included in calculating total Share Units, except unvested performance equity awards shall not be included.

7. The Compensation Committee of the Board of Directors shall have authority to administer these guidelines. Upon the request of a director or executive, the Compensation Committee may grant a waiver of these guidelines in consideration of the personal circumstances of the director or executive. The Compensation Committee or the Board of Directors, as applicable may, in its discretion, reduce future grants to any director or executive who does not comply with the restrictions on dispositions outlined above.

The Compensation Committee shall review these guidelines from time to time and make recommendations to the Board of Directors for modifications as necessary or appropriate.

APPROVED MAY 28, 2015