

Vera Bradley Inc.

Vera Bradley Inc., 2208 Production Road, Fort Wayne, Ind., 46808, sells handbags, accessories, paper-and-gift items and travel items through 3,300 specialty stores and 45 Vera Bradley stores nationwide. The company's website is verabradley.com, and its Nasdaq ticker is VRA. In the 13 weeks ended April 30, 2011, the company earned \$11.2 million, or 28 cents per share, on revenue of \$101.4 million. In the 13 weeks ended May 1, 2010, the company earned \$16.8 million, or 47 cents per share, on revenue of \$85.0 million. Information for Proxy Corner was taken from Yahoo Finance and from the company's proxy statement dated May 27, 2011.

VALUE	6/20/11	10/21/10 (1)
Shares of common stock outstanding	40.5 million	40.5 million
Market value of one common share	\$38.30	\$16.00
Market value of common stock	\$1.6 billion	\$643.2 million

(1) Date of initial public offering.

NOTEWORTHY CONTROL

FMR LLC

Number of common shares: 5,941,676
Percent of total: 14.7

Barbara Bradley Baekgaard

Number of common shares: 8,810,469
Percent of total: 21.8

Patricia Miller (2)

Number of common shares: 7,281,005
Percent of total: 18.0

P. Michael Miller (2)

Number of common shares: 7,281,005
Percent of total: 18.0

(2) Patricia Miller and P. Michael Miller are married.

EXECUTIVE COMPENSATION

	Total '11 compensation	Salary Bonus	Stock and option grants (3)	All other pay (4)	% change (5)
Michael C. Ray CEO	\$4,092,665	<u>\$529,080</u> \$839,908	\$2,250,000	\$473,677	461.5%
Jeffrey Blade executive vice president	\$2,662,489	<u>\$238,685</u> \$572,665	\$1,533,800	\$317,339	NA
David Traylor treasurer	\$2,578,227	<u>\$265,464</u> \$572,665	\$1,533,800	\$206,298	569.7%
Jill Nichols excutive vice president	\$2,743,127	<u>\$362,258</u> \$572,665	\$1,534,600	\$273,604	329.1%
Kimberly Colby executive vice president	\$2,767,528	<u>\$376,426</u> \$572,665	\$1,534,600	\$283,827	333.9%
Matthew Wojewuczki executive vice president	\$2,709,654	<u>\$343,356</u> 572,665	\$1,533,800	\$259,833	NA

(3) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.

(4) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.

(5) Percentage increase or decrease in executive's total compensation vs. previous year.

DIRECTORS

Michael Ray (6), 50

Occupation: CEO
Number of common shares: 1,828,245

John Kyees, 64

Occupation: former chief financial officer of Urban Outfitters Inc., Bebe Stores Inc., Ashley Stewart and Express
Number of common shares: 17,719

Robert Hall (6), 52

Occupation: principal of Andesite Holdings, chairman of Vera Bradley board of directors
Other directorships: Thomas Raymond & Co., New World Stoneworks LLC, KodaBow Inc.
Number of common shares: 35,437

P. Michael Miller, 73

Occupation: senior partner of the law firm of Hunt Suedhoff Kalamaros LLC, former secretary and treasurer of Vera Bradley
Number of common shares: 7,281,005

Edward Schmults, 48

Occupation: CEO of Wild Things Inc., former CEO of FAO Schwarz
Number of common shares: 0

Barbara Bradley Baekgaard, 72

Occupation: chief creative officer of Vera Bradley, co-founder of company
Number of common shares: 8,810,469

Patricia Miller, 72

Occupation: national spokeswoman for Vera Bradley, co-founder of company
Number of common shares: 7,281,005

Frances Philip, 53

Occupation: former chief merchandising officer of L.L. Bean
Other directorships: A.T. Cross Co., Crane & Co.
Number of common shares: NA

(6) Son-in-law of Barbara Bradley Baekgaard.