

**Plaintiffs Certification of Investment of  
Vince Holding Corp. [NYSE: VNCE]**

I, \_\_\_\_\_, hereby certify that the following information is true and correct to the best of my knowledge, information and belief:

1. I have reviewed the Complaint in this action and authorize the filing of this Certification as an exhibit to the Complaint, or any substantively similar complaint or amended complaint to be filed in the future. I retain the law office of Federman & Sherwood, and any other counsel with whom Federman & Sherwood deems appropriate to associate with, to pursue this action on my behalf on a contingency fee basis.

2. If chosen, I am willing to serve as a representative party on behalf of the class (the "Class"), either individually or as part of a group on behalf of the Class as defined in the Complaint, including providing testimony at deposition or trial (if necessary). I am also willing to participate on an executive committee of shareholders.

3. I have made the following transaction(s) during the Class Period in Vince Holding Corp. [NYSE: VNCE] securities (which are the subject of this action) as follows:

# SHARES PURCHASED	DATE OF PURCHASE	PRICE PAID PER SHARE	CLASS OF STOCK (e.g. COMMON)	IF SOLD, # OF SHARES SOLD	DATE SOLD (if sold)	PER SHARE SELLING PRICE

(continue list on blank piece of paper, if necessary)

4. I did not purchase these securities at the direction of my attorney or in order to participate in a lawsuit under the Securities Act of 1933 or the Securities Exchange Act of 1934.

5. During the 3-year period preceding the date of this Certification, I have not sought to serve, nor have I served, as a representative to any party or on behalf of any class in any action arising under the Securities Act of 1933 or the Securities Exchange Act of 1934.

6. I will not accept any payment if chosen to serve as a representative party on behalf of the Class beyond my pro rata share of an award to the Class, or as otherwise ordered and approved by the Court, except for such reasonable costs and expenses directly relating to my service as a representative of the Class and as ordered and approved by the Court.

Signed under penalty of perjury, under the laws of the United States of America, this \_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Investor Signature

\_\_\_\_\_  
Home Address

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
City State Zip

\_\_\_\_\_  
Home Telephone Number

\_\_\_\_\_  
E-Mail Address

\_\_\_\_\_  
Cell Telephone Number

\_\_\_\_\_  
Secondary Email Address (if any)

**Return this completed form by e-mail or fax to:**

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