UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

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 under § 240.14a-12

STITCH FIX, INC.

(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 the appropriate box)

☒ No fee required.

☐ Fee paid previously with preliminary materials.

STITCH FIX, INC.
1 Montgomery Street, Suite 1500
San Francisco, California 94104

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on December 15, 2026

Dear Stockholder:

You are cordially invited to attend the 2026 Annual Meeting of Stockholders of Stitch Fix, Inc., a Delaware corporation (the "Company"). The meeting will be held on Tuesday, December 15, 2026, at 9:30 a.m. Pacific Time. The meeting will be a completely virtual meeting of stockholders, which will be conducted via a live audio webcast. You will be able to attend the meeting, submit your questions, and vote online during the meeting by visiting: www.virtualshareholdermeeting.com/SFIX2026.

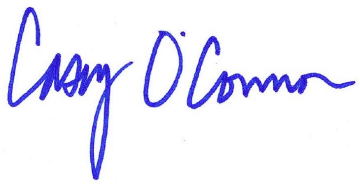
We are holding the 2026 Annual Meeting of Stockholders for the following purposes:

1. To elect two nominees for director named in the accompanying Proxy Statement to hold office until the 2029 Annual Meeting of Stockholders.
2. To approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the accompanying Proxy Statement.
3. To ratify the selection by the Audit Committee of the Board of Directors of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for its fiscal year ending July 31, 2027.
4. To conduct any other business properly brought before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the 2026 Annual Meeting of Stockholders is October 21, 2026. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof. A complete list of such stockholders will be available for examination by any stockholder for any purpose germane to the Annual Meeting of Stockholders for a period of ten days ending on the day before the meeting date at our headquarters at 1 Montgomery Street, Suite 1500, San Francisco, California 94104. If you would like to view the list, please contact us to schedule an appointment by calling (415) 882-7765 and leaving a message for the legal department.

By Order of the Board of Directors



Casey O'Connor
Chief Legal Officer and Corporate Secretary

San Francisco, California
November 3, 2026

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on Tuesday, December 15, 2026, at 9:30 a.m. Pacific Time via live audio webcast at www.virtualshareholdermeeting.com/SFIX2026: The Notice of Annual Meeting, Proxy Statement, and Annual Report are available at www.proxyvote.com.

You are cordially invited to attend the meeting, which will be held virtually online. Whether or not you expect to attend the Annual Meeting of Stockholders, please vote online or, if you have requested to receive paper materials, by mail or by telephone as promptly as possible in order to ensure your representation at the Annual Meeting of Stockholders. Voting instructions are provided in the Notice of Internet Availability of Proxy Materials, or, if you have requested to receive paper materials, the instructions are printed on your proxy card and included in the accompanying Proxy Statement. Even if you have voted by proxy, you may still vote your shares if you attend the Annual Meeting of Stockholders. Please note, however, that if your shares are held of record by a broker, bank, or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

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STITCH FIX, INC.

PROXY STATEMENT
FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS
DECEMBER 15, 2026

VOTING AND ANNUAL MEETING INFORMATION

About this Notice and Our Proxy Materials

Pursuant to rules adopted by the U.S. Securities and Exchange Commission (the "SEC"), Stitch Fix, Inc. (the "Company" or "Stitch Fix" or "we" or "us") has elected to provide access to our proxy materials, including this Proxy Statement, over the internet. Accordingly, we have sent you a Notice of Internet Availability of Proxy Materials (the "Notice") because the Company's Board of Directors (the "Board") is soliciting your proxy to vote at the 2026 Annual Meeting of Stockholders (the "2026 Annual Meeting"), including at any adjournments or postponements of the meeting.

This Proxy Statement contains information to be voted on at the 2026 Annual Meeting and certain other information required by the SEC.

We will begin mailing this Notice on or about November 3, 2026, to all stockholders of record entitled to vote at the 2026 Annual Meeting. On or about that date, all stockholders will be able to access our proxy materials at www.proxyvote.com or request printed copies by following the instructions found in the Notice.

Attending the 2026 Annual Meeting

The meeting will be held on Tuesday, December 15, 2026, at 9:30 a.m. Pacific Time online via live audio webcast at www.virtualshareholdermeeting.com/SFIX2026.

The 2026 Annual Meeting can be accessed by visiting www.virtualshareholdermeeting.com/SFIX2026 and following the instructions found in the Notice. Stockholders of record attending the meeting will be able to listen to the meeting live, submit questions, and vote online.

Voting at the 2026 Annual Meeting

Who May Vote

Only stockholders of record at the close of business on October 21, 2026, will be entitled to vote at the 2026 Annual Meeting. On this record date, there were 111,316,701 shares of Class A common stock and 15,139,618 shares of Class B common stock outstanding and entitled to vote. Our Class A common stock has one vote per share and our Class B common stock has ten votes per share.

Stockholder of Record: Shares Registered in Your Name. If, on October 21, 2026, your shares were registered directly in your name with Stitch Fix's transfer agent, Equiniti Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote online at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to vote by proxy online as instructed on the Notice, to vote by proxy over the telephone, or to vote by proxy using a proxy card that you may request or that we may elect to deliver at a later time, to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank. If, on October 21, 2026, your shares were held not in your name, but in an account at a brokerage firm, bank, or other similar organization, then you are the beneficial owner of shares held in "street name" and the Notice is being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the 2026 Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other agent regarding how to vote the shares in your account. You are also invited to attend the 2026 Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares online or submit questions at the meeting unless you request and obtain a valid proxy from your broker, bank, or other agent.

How Many Votes You Have

On each matter to be voted upon, you have one vote for each share of Class A common stock and ten votes for each share of Class B common stock you owned as of October 21, 2026. The Class A common stock and Class B common stock will vote together as a single class on all proposals described in this Proxy Statement.

Proposals to be Voted on at the 2026 Annual Meeting

There are three matters scheduled for a vote:

Proposal 1. Election of our two director nominees.

Proposal 2. Approval, on an advisory basis, of the compensation of the Company's named executive officers.

Proposal 3. Ratification of the selection by the Audit Committee of the Board of Deloitte & Touche LLP as independent registered public accounting firm of the Company for its fiscal year ending July 31, 2027.

The Board knows of no other matters that will be presented for consideration at the 2026 Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

Board Vote Recommendations

The Board recommends that you vote FOR the election of each director nominee, FOR the approval, on an advisory basis, of executive compensation, and FOR the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm.

Voting Procedures

Stockholder of Record. If you are a stockholder of record, you may vote online at the 2026 Annual Meeting, or vote by proxy online, over the telephone, or by mailing the signed proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote online even if you have already voted by proxy. This is only required if you want to change your original vote, since votes will not be double counted.

- To vote online during the meeting, attend the 2026 Annual Meeting and follow the voting instructions provided during the meeting.
- To vote online before the meeting, go to www.proxyvote.com and follow the prompts. Your internet vote must be received by 11:59 p.m. Eastern Time on December 14, 2026, to be counted.
- To vote over the telephone, dial toll-free 1-800-690-6903 and follow the recorded instructions. Your telephone vote must be received by 11:59 p.m. Eastern Time on December 14, 2026, to be counted.
- To vote using the proxy card, simply complete, sign, and date the proxy card that may be delivered and return it promptly in the envelope provided. If you return your signed proxy card to us before the 2026 Annual Meeting, we will vote your shares as you direct.

Beneficial Owner. If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a Notice containing voting instructions from that organization rather than from Stitch Fix. Simply follow the voting instructions from that organization to ensure that your vote is counted. To vote in person at the 2026 Annual Meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from that organization included with these materials or contact them to request a proxy form.

Internet proxy voting may be provided to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. Please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.

If You Do Not Vote or Give Specific Voting Instructions

Stockholder of Record. If you are a stockholder of record and do not vote online, by telephone, or by completing a proxy card in advance of the 2026 Annual Meeting, or online at the 2026 Annual Meeting, your shares will not be voted.

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, "For" the election of each director nominee, "For" the approval of executive compensation, and "For" the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm. If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

Beneficial Owner. If you are a beneficial owner of shares held in street name and you do not instruct your broker, bank, or other agent how to vote your shares, that agent may still be able to vote your shares in its discretion. Brokers, banks, and other securities intermediaries may use their discretion to vote your "uninstructed" shares with respect to matters considered to be "routine," but not with respect to "non-routine" matters. In this regard, Proposals 1 and 2 are considered to be "non-routine," meaning that your broker may not vote your shares on those proposals in the absence of your voting instructions. However, Proposal 3 is considered to be "routine," meaning that if you do not return voting instructions to your broker by its deadline, your broker may vote your shares in its discretion on Proposal 3.

If you are a beneficial owner of shares held in street name, in order to ensure your shares are voted in the way you would prefer, you **must** provide voting instructions to your broker, bank, or other agent by the deadline provided in the materials you receive from your broker, bank, or other agent.

Changing Your Vote

Stockholder of Record. You can revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may change your vote or revoke your proxy by:

- submitting another properly completed proxy card with a later date or granting a subsequent proxy online or by telephone;
- sending a timely written notice that you are revoking your proxy to Stitch Fix's Corporate Secretary at 1 Montgomery Street, Suite 1500, San Francisco, California 94104 (such notice will be considered timely if it is received by the close of business on the business day immediately preceding the date of the 2026 Annual Meeting); or
- attending the 2026 Annual Meeting and voting online.

Simply attending the meeting will not, by itself, revoke your proxy. Your most recent proxy card or telephone or internet proxy is the one that is counted.

Beneficial Owner. If your shares are held by a broker, bank, or other agent, you should follow the instructions provided by that organization.

Votes Needed for Approval

Proposal	Vote Required for Approval	Voting Options	Effect of Abstentions or Withhold Votes, As Applicable	Effect of Broker Non-Votes[(1)]
1. Election of directors	Plurality of the votes of the shares present in person, by remote communication, if applicable, or represented by proxy and entitled to vote generally on the election of directors	For or Withhold	No effect	No effect
2. Advisory vote on executive compensation ("say on pay")	"For" votes from a majority of the voting power of the shares present in person, by remote communication, if applicable, or represented by proxy and entitled to vote on the matter	For, Against, or Abstain	Against	No effect
3. Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for its fiscal year ending July 31, 2027	"For" votes from a majority of the voting power of the shares present in person, by remote communication, if applicable, or represented by proxy and entitled to vote on the matter	For, Against, or Abstain	Against	Not applicable[(2)]

(1) When a beneficial owner of shares held in street name does not give voting instructions to his or her broker, bank, or other agent holding his or her shares as to how to vote on matters deemed to be "non-routine," the broker cannot vote the shares. These unvoted shares are counted as "broker non-votes." Proposals 1 and 2 are considered to be "non-routine," so we expect broker non-votes to exist in connection with those proposals.

(2) This proposal is considered to be "routine." If you hold your shares in street name and do not provide voting instructions to your broker, bank, or other agent that holds your shares, your broker has discretionary authority to vote your shares on this proposal.

Who Will Count the Votes

Votes will be counted by Broadridge Financial Solutions, Inc., our inspector of election for the meeting.

Quorum Requirement

A quorum of stockholders is necessary to hold a valid meeting under our Amended and Restated Bylaws (the "Bylaws") and Delaware law. A quorum will be present if stockholders holding at least a majority of the voting power of the outstanding shares of stock entitled to vote are present at the meeting online or represented by proxy. On the record date, there were 111,316,701 shares of Class A common stock outstanding and 15,139,618 shares of Class B common stock outstanding and entitled to vote. Our Class A common stock has one vote per share and our Class B common stock has ten votes per share. Thus, the holders of shares of stock representing an aggregate of 131,356,441 votes must be present online or represented by proxy at the 2026 Annual Meeting to have a quorum. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, either the chairperson of the meeting or the holders of a majority of the voting power of the shares present at the meeting online or represented by proxy may adjourn the meeting to another date.

Voting Results

Preliminary voting results will be announced at the meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an amendment to our Form 8-K to publish the final results.

Proxy Solicitation Expenses

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks, and other agents for the cost of forwarding proxy materials to beneficial owners.

Proxy Materials

Multiple Notices

If you received more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each of the Notices to ensure that all of your shares are voted.

Requesting Additional Copies of the Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for Notices of Internet Availability of Proxy Materials or other annual meeting materials with respect to two or more stockholders sharing the same address by delivering a single notice or set of proxy materials or other annual meeting materials addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

A number of brokers with account holders who are Stitch Fix stockholders will be householding the Company's proxy materials. A single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from us (if you are a stockholder of record) or your broker (if you are a beneficial owner) that we or they will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate Notice of Internet Availability of Proxy Materials, or if you currently receive multiple copies and would like to request householding of your communications, please notify your broker or Stitch Fix. Direct your written request to Stitch Fix, Inc. Corporate Secretary, 1 Montgomery Street, Suite 1500, San Francisco, California 94104, or contact our Corporate Secretary at (415) 882-7765.

Next Year's Annual Meeting

Stockholder Proposals and Director Nominations

To be considered for inclusion in the proxy materials for next year's annual meeting of stockholders (the "2027 Annual Meeting"), your proposal must be submitted in writing by July 6, 2027, to our Corporate Secretary at 1 Montgomery Street, Suite 1500, San Francisco, California 94104, and must comply with all applicable requirements of Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); provided, however, that if our 2027 Annual Meeting is held before November 15, 2027, or after January 14, 2028, then the deadline is a reasonable amount of time prior to the date we begin to print and mail our proxy statement for the 2027 Annual Meeting.

Pursuant to Section 5(b)(3) of our Bylaws, if you wish to submit a proposal or director nomination at the 2027 Annual Meeting that is not to be included in next year's proxy materials, or provide notice of a solicitation of proxies in support of director nominees other than the Company's nominees pursuant to Rule 14a-19, you must provide written notice no later than the close of business on September 16, 2027, nor earlier than August 17, 2027, to our Corporate Secretary at 1 Montgomery Street, Suite 1500, San Francisco, California 94104; provided, however, that if our 2027 Annual Meeting is held before November 15, 2027, or after January 14, 2028, then the deadline is (a) no earlier than the 120th day prior to the date of the 2027 Annual Meeting and (b) not later than the close of business on the later of (i) the 90th day prior to the 2027 Annual Meeting or (ii) the tenth day following the day on which public announcement of the date of such meeting is first made.

In addition to satisfying the foregoing requirements under our Bylaws, to comply with the "universal proxy rules," stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees at the 2027 Annual Meeting must comply with Rule 14a-19 promulgated under the Exchange Act, and must provide written notice containing the information required by Rule 14a-19(b) to our Corporate Secretary at 1 Montgomery Street, Suite 1500, San Francisco, California 94104.

Pursuant to Section 5(d) of our Bylaws, in the event that the number of directors in the class of directors whose term shall expire at the next annual meeting of stockholders (the "Expiring Class") is increased and we do not make any public announcement of (a) the appointment of a director to such class or (b) the newly created directorship in such class (if no appointment was made) at least ten days before the last day a stockholder may deliver a notice of nomination in accordance with our Bylaws, then a stockholder's notice required by our Bylaws and which complies with the requirements in our Bylaws, other than the timing requirements in Section 5(b)(3), shall also be considered timely, but only with respect to nominees for any new positions in such Expiring Class created by such increase, if it is received by our Corporate Secretary at 1 Montgomery Street, Suite 1500, San Francisco, California 94104, not later than the close of business on the tenth day following the day on which such public announcement is first made by us.

You are also advised to review our Bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

A copy of our Bylaws is available in the Governance section of our website at investors.stitchfix.com. You may also contact our Corporate Secretary at the address set forth above for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

PROPOSAL 1
ELECTION OF DIRECTORS

Classified Board

Stitch Fix's Board is divided into three classes. Each class consists, as nearly as possible, of one third of the total number of directors, and each class has a three-year term. Vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified.

The Board presently has eight members. There are three directors in the class whose term of office expires at the 2026 Annual Meeting: Mr. Baer, Mr. Gurley and Ms. Tan. Mr. Gurley, who is not standing for re-election, will continue to serve as a director until his term expires at the 2026 Annual Meeting. In connection with and effective upon his retirement from the Board, our Board reduced the size of the Board to seven members.

Each of our nominees listed below is currently a director of the Company. Mr. Baer and Ms. Tan were recommended for nomination to the Company's Board by the Company's Nominating and Corporate Governance Committee. If elected at the 2026 Annual Meeting, each of Mr. Baer and Ms. Tan would serve until the 2029 annual meeting of stockholders and until their respective successor has been duly elected and qualified, or, if sooner, until their death, resignation, or removal.

The following table sets forth information with respect to each of our two nominees for election at the 2026 Annual Meeting and each of our directors whose terms will continue after the 2026 Annual Meeting, as of November 3, 2026:

Name	Age	Director Since	Principal Occupation / Position Held with the Company
Class III Directors – Nominees at the 2026 Annual Meeting			
Matt Baer	44	June 2023	Chief Executive Officer, Stitch Fix, Inc.
Fiona Tan	55	October 2024	Chief Technology Officer, Wayfair Inc.
Class I Directors – Continuing in Office Until the 2027 Annual Meeting			
Katrina Lake	43	February 2011	Founder and Executive Chairperson, Stitch Fix, Inc.
Sharon McCollam	64	November 2016	Senior Advisor, Former President and Chief Financial Officer, Albertsons Companies, Inc.
Elizabeth Williams	50	January 2019	Chief Executive Officer, El Pollo Loco Holdings, Inc.
Class II Directors – Continuing in Office Until the 2028 Annual Meeting			
Kofi Amoo-Gottfried	47	December 2022	Former Chief Marketing Officer, DoorDash, Inc.
Timothy Baxter	57	October 2024	Former Chief Executive Officer, Express, Inc.

Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the nominees named in this Proxy Statement. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by the Board. Each person nominated for election has agreed to be named in this Proxy Statement and to serve if elected. The Company's management has no reason to believe that any nominee will be unable to serve.

Below are brief biographies of each nominee and each of our other directors whose terms will continue after the 2026 Annual Meeting.

Our Nominees for Election to a Three-Year Term Expiring at our 2029 Annual Meeting

Matt Baer. Mr. Baer has served as our Chief Executive Officer and as a director on our Board since June 2023. Prior to Stitch Fix, he was Chief Customer & Digital Officer at Macy's, Inc. from November 2021 to June 2023, where he was responsible for the growth and strategic long-term vision of Macy's and Bloomingdale's digital businesses, as well as Macy's strategy and programs to create deeper, more enduring relationships with customers. He served as Macy's Chief Digital Officer from March 2020 to November 2021. Prior to joining Macy's, Mr. Baer served as Vice President of eCommerce at Walmart.com, where he helped lead the transformation and scaling of Walmart's digital business, from January 2016 to March 2020. Before joining Walmart, he founded a digital marketplace, held executive positions at two retail startups, and practiced complex commercial litigation. Mr. Baer holds a bachelor's degree in business administration from the Stephen M. Ross School of Business at the University of Michigan and a JD from the Benjamin N. Cardozo School of Law at Yeshiva University. We believe that Mr. Baer is qualified to serve as a member of our Board based on his prior experience and the perspective he brings as our Chief Executive Officer.

Other Public Company Boards: Mr. Baer has served as a director of La-Z-Boy Incorporated since January 2025.

Fiona Tan. Ms. Tan joined our Board in October 2024. Ms. Tan has served as Chief Technology Officer of Wayfair Inc., a leading home retailer, since March 2022. From September 2020 to March 2022, Ms. Tan was Wayfair Inc.'s Global Head of Customer and Supplier Technology. From January 2020 to September 2020, Ms. Tan served as the Senior Vice President of Technology, US at

Walmart Inc., an omnichannel retailer. She served as Senior Vice President Engineering - Customer Technology at WalmartLabs from April 2014 to September 2020. We believe Ms. Tan is qualified to serve as a member of our Board based on her experience as a technology leader at retail companies, as well as her public company board experience.

Other Public Company Boards: Ms. Tan served as a director of AZEK Company from March 2024 to July 2025 and served as a director of WM Technology from June 2021 until September 2024.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH NOMINEE NAMED ABOVE.

Directors Continuing in Office Until the 2027 Annual Meeting

Katrina Lake. Ms. Lake is our founder and served as our Chief Executive Officer from our inception until July 2021, and as our Interim CEO from January 2023 to June 2023. She has been a member of our Board since our inception in 2011, and currently serves as Executive Chairperson. Ms. Lake holds a B.A. in Economics from Stanford University and an M.B.A. from Harvard University. We believe that Ms. Lake is qualified to serve as a member of our Board based on the perspective and experience she brings as our Founder and former Chief Executive Officer.

Other Public Company Boards: Ms. Lake has served as a director of Recruit Holdings, a human resources technology company, since June 2023. Ms. Lake previously served as a director of GrubHub, Inc., an online and mobile food delivery service, until June 2021.

Private Company / Non-Profit Boards: Ms. Lake serves as a director of Glossier Inc., a company that manufactures and sells beauty products, and the U.S.-Japan Council, a non-profit organization that develops and connects global leaders.

Sharon McCollam. Ms. McCollam has served on our Board since November 2016. From September 2021 to September 2026, Ms. McCollam served as President and Chief Financial Officer of Albertsons Companies, Inc., a company that operates food and drug stores, where she continues to serve as Senior Advisor. From December 2012 to June 2016, Ms. McCollam served as Executive Vice President, Chief Administrative, and Chief Financial Officer of Best Buy Co., Inc., a provider of technology products, services, and solutions, and continued to serve as a senior advisor through January 2017. From 2006 to 2012, she served as Executive Vice President, Chief Operating and Chief Financial Officer at Williams-Sonoma Inc., a specialty retailer of high-quality products for the home, and as Chief Financial Officer from 2000 to 2006. Prior to Williams-Sonoma, Ms. McCollam served as Chief Financial Officer of Dole Fresh Vegetables, Inc., a division of Dole Food Company, Inc., a producer and marketer of fresh fruit and vegetables. Ms. McCollam holds a B.S. in Accounting from the University of Central Oklahoma and is a Certified Public Accountant. We believe that Ms. McCollam is qualified to serve as a member of our Board because of her experience in retail and as a member of the boards of directors of public and private companies.

Other Public Company Boards: Ms. McCollam has served as a director of Signet Jewelers, Limited, a diamond jewelry retailer, since March 2018. She previously served on the boards of directors of Advance Auto Parts, Chewy, Inc., Whole Foods Market, Inc., OfficeMax Incorporated, Del Monte Foods Company, and Williams-Sonoma, Inc.

Private Company / Non-Profit Boards: Ms. McCollam serves as a director of GetYourGuide AG. She also serves on the non-profit board of ALSAC/St. Jude Children's Research Hospital.

Elizabeth Williams. Ms. Williams has served on our Board since January 2019. Ms. Williams has served as the Chief Executive Officer of El Pollo Loco Holdings, Inc. since March 2024. From August 2023 to February 2024, Ms. Williams was the Chief Executive Officer of Outfox Hospitality, the parent company of Foxtrot, a company that operated high-end convenience stores. She served as Outfox Hospitality's President and Chief Financial Officer from June 2022 to April 2023. Outfox Hospitality filed a petition for bankruptcy in May 2024. She previously served as the Chief Executive Officer of Drybar Holdings, LLC from June 2020 to 2021. From January 2018 to January 2020, she was President of Taco Bell International, part of Yum! Brands Inc., a leading operator of quick service restaurants. Prior to this role, Ms. Williams served as Chief Financial Officer of Taco Bell Corp. from October 2013 to January 2018 and Vice President, Financial Planning & Analysis from 2011 to 2013. Before joining Yum!, Ms. Williams was a Principal at the Boston Consulting Group. Ms. Williams holds a B.A. in Business Administration from University of Texas in Austin and an M.B.A. from the Kellogg School of Management at Northwestern University. We believe Ms. Williams is qualified to serve as a member of our Board due to her operational expertise and her experiences leading global businesses and as a chief executive officer of a publicly-listed company.

Other Public Company Boards: Ms. Williams served as a director of Viant Technology Inc., an advertising software company, from February 2021 until June 2024, and has served on the board of El Pollo Loco Holdings, Inc. since March 2024.

Directors Continuing in Office Until the 2028 Annual Meeting

Kofi Amoo-Gottfried. Mr. Amoo-Gottfried has served on our Board since December 2022. Mr. Amoo-Gottfried most recently served as the Chief Marketing Officer of DoorDash, Inc., an online food ordering and delivery platform, from January 2022 to May 2026. From May 2019 to December 2021, he served as Vice President, Marketing at DoorDash. Previously, he had various marketing roles at Facebook (now Meta), a multinational technology conglomerate, from January 2017 to January 2019. Mr. Amoo-Gottfried holds a B.A. in economics from Macalester College. We believe Mr. Amoo-Gottfried is qualified to serve on our Board due to his extensive experience as a marketing executive, particularly at technology companies.

Other Public Company Boards: Mr. Amoo-Gottfried has served as a director of Vital Farms, Inc., a company that offers a range of ethically produced foods, since January 2021, and as a director of Hims & Hers Health, Inc., a modern health and wellness company, since June 2026.

Private Company / Non-Profit Boards: Mr. Amoo-Gottfried has served on the Board of Trustees of Macalester College since 2021.

Timothy Baxter. Mr. Baxter joined our Board in October 2024. Mr. Baxter served as the Chief Executive Officer of Express, Inc., a fashion apparel retailer, from June 2019 to September 2023, where he also served on the Board of Directors. Prior to that role, Mr. Baxter was Chief Executive Officer of Delta Galil Premium Brands, a group of specialty retail apparel brands including 7 For All Mankind and Splendid, and a division of Delta Galil Industries, Ltd. from May 2018 to May 2019. Previously, Mr. Baxter spent more than 25 years at Macy's, Inc. and the former May Department Stores in various leadership roles, most recently serving as Chief Merchandising Officer of Macy's, Inc., a leading department store. We believe Mr. Baxter is qualified to serve as a member of our Board due to his experience as an apparel retail merchandising executive and his experience as a chief executive officer of a publicly-listed apparel retailer.

Other Public Company Boards: Mr. Baxter served on the Board of Express, Inc. from June 2019 until September 2023.

INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Independence of the Board

As required under the Nasdaq Stock Market ("Nasdaq") listing standards, a majority of the members of a listed company's board of directors must qualify as "independent," as affirmatively determined by the board of directors. The Board consults with the Company's counsel to ensure that the Board's determinations are consistent with relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent Nasdaq listing standards, as in effect from time to time.

Our Board has undertaken a review of the independence of each director. Based on information provided by each director concerning her or his background, employment, and affiliations, our Board has determined that Mr. Amoo-Gottfried, Mr. Gurley, Ms. McCollam, Ms. Williams, Ms. Tan, and Mr. Baxter do not have relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the listing requirements and rules of Nasdaq. Following Mr. Gurley's retirement at the 2026 Annual Meeting, five of the Board's seven members will be independent.

In making this determination, the Board found that none of these directors or nominees for director had a material or other disqualifying relationship with the Company.

Mr. Baer is not independent due to his position as the Chief Executive Officer of Stitch Fix and Ms. Lake is not independent because she is currently employed by the Company.

Board Leadership Structure

Our Board is currently chaired by the Founder and former Chief Executive Officer of the Company, Ms. Lake. The Board has also appointed Ms. McCollam as lead independent director. We believe that having an Executive Chair helps to ensure that the Board and management act with a common purpose and that an Executive Chair is well positioned to act as a bridge between management and the Board. We also believe that it is advantageous to have a Board Chair who has an extensive history with and knowledge of the Company, as is the case with Ms. Lake, while the separation of the positions of Chief Executive Officer and Chair allows the Chief Executive Officer to focus on the management of the Company and the Chair to ensure that the Board is focused on its oversight responsibilities.

The Board appointed Ms. McCollam as the lead independent director to help reinforce the independence of the Board as a whole. The position of lead independent director has been structured to serve as an effective balance to the Executive Chair role. The lead independent director's responsibilities include, among other things: consulting with management on the agendas for regular Board meetings; presiding over Board meetings in the absence of the Chair; presiding over and establishing the agendas for meetings of the independent directors; presiding over any portions of Board meetings at which the evaluation or compensation of the Chief Executive Officer is presented or discussed; and coordinating Board committee updates to the full Board. As a result, we believe that the lead independent director can help ensure the effective, independent functioning of the Board in its oversight responsibilities. In addition, we believe that the lead independent director is well positioned to build a consensus among independent directors and to serve as a conduit between the other independent directors, on the one hand, and the Executive Chair or Chief Executive Officer, on the other hand. In light of the Executive Chairperson's extensive history with and knowledge of the Company, and because the Board's lead independent director is empowered to play a significant role in the Board's leadership and in reinforcing the independence of the Board, we believe that this is the most effective board leadership structure for the Company.

Role of the Board in Risk Oversight

One of the Board's key functions is informed oversight of the Company's risk management process. The Board does not have a standing risk management committee, but administers this oversight function directly through the Board as a whole, as well as through various standing Board committees that address risks inherent in their respective areas of oversight. In particular, our Board is responsible for monitoring and assessing strategic risk exposure, including a determination of the nature and level of risk appropriate for the Company. Our Audit Committee has the responsibility to oversee the Company's enterprise risk management program, including cybersecurity risks; to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures; and to monitor compliance with legal and regulatory requirements. Our Nominating and Corporate Governance Committee oversees and reviews with management the Company's major governance risk exposures and the steps management has taken to monitor or mitigate such exposures, as well as our governance structure and Board succession risks. Our Compensation Committee reviews our compensation practices and policies as they relate to risk management and risk-taking incentives to determine whether such compensation policies and practices are reasonably likely to have a material adverse effect on the Company. It also monitors and oversees efforts to mitigate management succession risks. The entire Board meets with senior management periodically, and the applicable Board committees meet periodically with the employees responsible for risk management in the committees' respective areas of oversight. Both the Board as a whole and the various standing committees receive periodic reports from employees responsible for risk management, as well as incidental reports as matters may arise. It is the responsibility of the committee chairs to report findings regarding material risk exposures to the Board as quickly as possible.

Meetings of the Board

The Board met five times during the last fiscal year. Each Board member attended at least 75% of the aggregate number of meetings of the Board and of the committees on which he or she served held during the portion of the last fiscal year for which he or she was a director or committee member.

We ask our directors to attend each annual meeting of stockholders. Five of the eight directors serving at that time attended our 2025 annual meeting of stockholders.

Information Regarding Committees of the Board

The Board has three standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The following table provides membership and meeting information as of November 3, 2026, for each of the Board committees:

Name	Audit	Compensation	Nominating and Corporate Governance
Katrina Lake			
Matt Baer			
Kofi Amoo-Gottfried†		X	X*
Timothy Baxter		X*	
J. William Gurley†			
Sharon McCollam	X*		X
Fiona Tan	X		
Elizabeth Williams‡	X		
Total meetings in fiscal year 2026	**6**	**5**	**2**

* Committee chairperson

† Mr. Gurley served on and chaired the Nominating and Corporate Governance Committee for all of fiscal year 2026, resigning effective October 21, 2026. Mr. Amoo-Gottfried has served on and chaired the Nominating and Corporate Governance Committee since October 21, 2026.

‡ Ms. Williams served on and chaired the Compensation Committee for part of fiscal year 2026, resigning effective September 13, 2025.

Each of the committees has authority to engage legal counsel or other experts or consultants as it deems appropriate to carry out its responsibilities. The Board has determined that each member of each committee meets the applicable Nasdaq rules and regulations regarding "independence" and each member is free of any relationship that would impair his or her individual exercise of independent judgment with regard to the Company. The Board has adopted written charters for each of the committees, which are available in the Governance section of the Company's website at investors.stitchfix.com.

Audit Committee

The Audit Committee of the Board was established by the Board in accordance with Section 3(a)(58)(A) of the Exchange Act to oversee the Company's corporate accounting and financial reporting processes and audits of its financial statements. Our Board has determined that Ms. McCollam and Ms. Williams are "audit committee financial experts" within the meaning of SEC regulations. Each member of our Audit Committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, our Board has examined each Audit Committee member's scope of experience and the nature of their employment in the corporate finance sector.

The primary functions of this committee include:

- helping our Board oversee our corporate accounting and financial reporting processes;
- managing the selection, engagement, qualifications, independence, and performance of a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- discussing the scope and results of the audit with the independent registered public accounting firm and reviewing, with management and the independent accountants, our interim and year-end operating results;

- reviewing major risk exposures with respect to financial, accounting, operational, and tax, privacy and information technology risks;
- reviewing our cybersecurity policies and programs;
- developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing related-party transactions;
- reviewing the effectiveness of the Company's internal controls over financial reporting, any material issues with such controls, and any steps taken to address such issues; and
- approving or, as permitted, pre-approving, audit and permissible non-audit services to be performed by the independent registered public accounting firm.

The Board reviews the Nasdaq listing standards definition of independence for audit committee members on an annual basis and has determined that all members of the Company's Audit Committee are independent (as independence is currently defined in Rule 5605(c)(2)(A)(i) and (ii) of the Nasdaq listing standards).

Report of the Audit Committee of the Board

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended August 1, 2026, with management of the Company. The Audit Committee has discussed with Deloitte & Touche LLP, the Company's independent registered public accounting firm, the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB"), including Auditing Standard No. 1301, *Communications with Audit Committees,* as adopted by the PCAOB, and the SEC. The Audit Committee has also received the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the PCAOB regarding Deloitte & Touche LLP's communications with the audit committee concerning independence and has discussed with Deloitte & Touche LLP the firm's independence. Based on the foregoing, the Audit Committee has recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended August 1, 2026.

THE AUDIT COMMITTEE

Ms. Sharon McCollam (Chair)
Ms. Fiona Tan
Ms. Elizabeth Williams

Compensation Committee

The primary purpose of our Compensation Committee is to discharge the responsibilities of the Board in overseeing our compensation policies, plans, and programs, and to review and determine the compensation to be paid to executive officers, directors, and other senior management, as appropriate. Specific responsibilities include:

- reviewing and approving the compensation of the Chief Executive Officer, other executive officers, and senior management;
- reviewing and making recommendations to the Board regarding the compensation paid to directors;
- reviewing and recommending to the Board succession plans for our executive officers;
- reviewing, adopting, amending, and terminating incentive compensation and equity plans, severance agreements, profit-sharing plans, bonus plans, change-of-control protections, and any other compensatory arrangements for executive officers and other senior management; and
- reviewing and establishing general policies relating to compensation and benefits of employees.

Each year, the Compensation Committee reviews with management the Company's Compensation Discussion and Analysis and considers whether to recommend that it be included in proxy statements and other filings.

All members of the Company's Compensation Committee are independent (as independence is currently defined in Rule 5605(d)(2) of the Nasdaq listing standards).

Compensation Committee Processes and Procedures

The agenda for each Compensation Committee meeting is usually developed in consultation with the Chair of the Compensation Committee. The Chief Executive Officer may not be present during the voting, deliberations, or determinations of the Compensation Committee regarding his compensation, but may be present (but not vote) during the voting and deliberations regarding the compensation of the other executive officers and senior management. The charter of the Compensation Committee grants the Compensation Committee full access to all books, records, facilities, and personnel of the Company. In addition, under its charter, the

Compensation Committee has the authority to obtain, at the expense of the Company, advice and assistance from compensation consultants and internal and external legal, accounting, or other advisors and other external resources that the Compensation Committee considers necessary or appropriate in the performance of its duties. The Compensation Committee has direct responsibility for the oversight of the work of any consultants or advisors engaged for the purpose of advising the Committee. In particular, the Compensation Committee has the sole authority to retain, in its sole discretion, compensation consultants to assist in its evaluation of executive and director compensation, including the authority to approve the consultant's reasonable fees and other retention terms. Under its charter, the Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel, or other advisor to the Compensation Committee only after taking into consideration the various factors prescribed by the SEC and Nasdaq that bear upon the advisor's independence; however, there is no requirement that any advisor be independent.

The specific determinations of the Compensation Committee with respect to executive compensation for the fiscal year ended August 1, 2026, are described in greater detail in the Compensation Discussion and Analysis section of this Proxy Statement.

Compensation Committee Interlocks and Insider Participation

As noted above, the Compensation Committee consists of Mr. Amoo-Gottfried and Mr. Baxter, while Ms. Williams served on the committee until September 13, 2025. None of the members of the Compensation Committee are currently, or have been at any time, one of our officers or employees. None of our executive officers currently serve, or have served during the last year, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our Board or Compensation Committee.

Nominating and Corporate Governance Committee

The primary purpose of our Nominating and Corporate Governance Committee is to oversee aspects of the Company's corporate governance functions. Specific responsibilities of the Nominating and Corporate Governance Committee include:

- identifying and evaluating candidates to serve as directors of the Company (consistent with criteria approved by the Board);
- reviewing and evaluating incumbent directors;
- overseeing periodic evaluations of the Board's performance, including committees of the Board;
- considering and making recommendations to the Board regarding the Board's leadership structure;
- making recommendations to the Board on continuing education of directors; and
- developing and making recommendations to the Board regarding our corporate governance guidelines, code of conduct, insider trading policy, and other related policies.

The Nominating and Corporate Governance Committee believes that candidates for our Board should have certain minimum qualifications, including the ability to read and understand basic financial statements and having the highest personal integrity and ethics. The Nominating and Corporate Governance Committee also considers such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment, and having the commitment to rigorously represent the long-term interests of the Company's stockholders. However, the Nominating and Corporate Governance Committee retains the right to modify these qualifications from time to time. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company, and the long-term interests of stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee typically considers diversity, age, skills, and such other factors as it deems appropriate, given the current needs of the Board and the Company, to maintain a balance of knowledge, experience, and capability.

In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews these directors' overall service to the Company during their terms, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair the directors' independence. The Nominating and Corporate Governance Committee also takes into account the results of Board and committee evaluations, which are conducted annually.

In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee is independent for Nasdaq purposes, which determination is based upon applicable Nasdaq listing standards, applicable SEC rules and regulations, and the advice of counsel, if necessary. To identify candidates for Board membership, the Nominating and Corporate Governance Committee uses its network of contacts to compile a list of potential candidates, but may also engage a professional search firm, if it deems appropriate. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. The Nominating and Corporate Governance Committee meets to discuss and consider the candidates' qualifications and then selects a nominee for recommendation to the Board.

At this time, the Nominating and Corporate Governance Committee does not have a policy with regard to the consideration of director candidates recommended by stockholders. The Nominating and Corporate Governance Committee believes that it is in the best position to identify, review, evaluate, and select qualified candidates for Board membership, based on the comprehensive criteria for Board membership approved by the Board.

All members of the Nominating and Corporate Governance Committee are independent (as independence is currently defined in Rule 5605(a)(2) of the Nasdaq listing standards).

Stockholder Communications with the Board

The Board has adopted a formal process by which stockholders may communicate with the Board or any of its directors. Stockholders who wish to communicate with the Board may do so by sending written communications addressed to the Corporate Secretary of the Company at 1 Montgomery Street, Suite 1500, San Francisco, CA 94104. These communications will be reviewed by the Corporate Secretary to determine whether it is appropriate for presentation to the Board or such director. The purpose of this screening is to allow the Board to avoid having to consider irrelevant or inappropriate communications (such as advertisements, solicitations, and product inquiries). The screening procedures have been approved by a majority of the independent directors.

Code of Conduct

The Company has adopted the Stitch Fix Code of Conduct (the "Code of Conduct"), which applies to all executive officers, directors, and employees. The Code of Conduct is available on the Company's website at investors.stitchfix.com. If the Company makes any substantive amendments to the Code of Conduct or grants any waiver from a provision of the Code of Conduct to any executive officer or director, the Company will promptly disclose the nature of the amendment or waiver on its website. The Nominating and Corporate Governance Committee is responsible for periodically reviewing the Code of Conduct and recommending any changes to our Board for consideration.

PROPOSAL 2
ADVISORY VOTE ON EXECUTIVE COMPENSATION

In accordance with Section 14A of the Exchange Act, we are providing our stockholders with the opportunity to approve, on an advisory basis, the compensation of our named executive officers, as described in this Proxy Statement.

This proposal, commonly referred to as the "say-on-pay" vote, gives our stockholders the opportunity to express their views on the compensation of our named executive officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and our executive compensation philosophy, policies, and practices, as discussed in this Proxy Statement. Accordingly, we ask our stockholders to approve the compensation of our named executive officers, as described in the Compensation Discussion and Analysis section of this Proxy Statement, by casting a non-binding advisory vote "FOR" the following resolution:

> "RESOLVED, that the stockholders of Stitch Fix, Inc. approve, on an advisory basis, the compensation paid to the named executive officers, as disclosed in the Company's Proxy Statement for the 2026 Annual Meeting pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion."

Because this is an advisory vote, the result will not be binding on the Board or the Compensation Committee. However, the vote will provide us with important stockholder feedback about our executive compensation philosophy, policies, and practices. The Board and the Compensation Committee value the opinions of our stockholders and expect to take into account the outcome of the vote when considering future executive compensation decisions and when evaluating our executive compensation program.

We provide our stockholders the opportunity to vote on the compensation of our named executive officers every year. We expect that we will conduct our next say-on-pay vote at the 2027 annual meeting of stockholders.

THE BOARD OF DIRECTORS RECOMMENDS
A VOTE FOR PROPOSAL 2.

PROPOSAL 3
RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has selected Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2027, and has further directed that management submit the selection of its independent registered public accounting firm for ratification by the stockholders at the 2026 Annual Meeting. Deloitte & Touche LLP has served as the Company's auditor since 2014. Representatives of Deloitte & Touche LLP are expected to be present at the 2026 Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither the Company's Bylaws nor other governing documents or law require stockholder ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm. However, the Audit Committee is submitting the selection of Deloitte & Touche LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether to retain that firm for the fiscal year ending July 31, 2027. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders.

Principal Accountant Fees and Services

The following table represents aggregate fees billed to the Company for the fiscal years ended August 1, 2026, and August 2, 2025, by Deloitte & Touche LLP, the Company's principal accountant:

	Fiscal Year	
	2026	**2025**
Audit Fees[1]	$ 2,675,000	$ 2,595,000
Audit-Related Fees[2]	20,000	18,000
Tax Fees	—	—
All Other Fees[3]	—	3,790
Total Fees	$ 2,695,000	**$ 2,616,790**

(1) Audit fees consist of fees for professional services rendered in connection with the annual audit of our consolidated financial statements, the review of our quarterly condensed consolidated financial statements, and consultations on accounting matters directly related to the audit.

(2) Audit-related fees consist of fees for professional services rendered in connection with the submission of a Registration Statement on Form S-8 related to our 2017 Incentive Plan in fiscal years 2025 and 2026.

(3) All other fees consist of fees for all other services not included in the categories set forth above. In fiscal year 2025, fees were for a subscription-based tool.

All services described above were pre-approved by the Audit Committee. In connection with the audit of our fiscal year 2026 financial statements, the Company entered into an engagement agreement with Deloitte & Touche LLP that sets forth the terms by which Deloitte & Touche LLP will perform audit services for the Company. During the fiscal year ended August 1, 2026, none of the total hours expended on the Company's financial audit by Deloitte & Touche LLP were provided by persons other than Deloitte & Touche LLP's full-time permanent employees.

Pre-Approval Policies and Procedures

The Audit Committee follows certain procedures for the pre-approval of audit and non-audit services rendered by the Company's independent registered public accounting firm, Deloitte & Touche LLP. The Committee generally pre-approves specified services in the defined categories of audit services, audit-related services, and tax services. Pre-approval may also be given as part of the Audit Committee's approval of the scope of the engagement of the independent auditor or on an individual, explicit, case-by-case basis before the independent auditor is engaged to provide each service. The pre-approval of services may be delegated to one or more of the Audit Committee's members, but the decision must be reported to the full Audit Committee at its next scheduled meeting.

The Audit Committee has determined that the rendering of services other than audit services by Deloitte & Touche LLP is compatible with maintaining the principal accountant's independence.

THE BOARD OF DIRECTORS RECOMMENDS
A VOTE FOR PROPOSAL 3.

EXECUTIVE OFFICERS

The following table sets forth information for our executive officers as of November 3, 2026. Our executive officers are appointed by, and serve at the discretion of, the Board and each holds office until his successor is duly elected and qualified or until his earlier resignation or removal. There are no family relationships among any of our directors or executive officers.

Name	Age	Position
Matt Baer	44	Chief Executive Officer
David Aufderhaar	57	Chief Financial Officer
Casey O'Connor	46	Chief Legal Officer and Corporate Secretary
Sree Sreedhararaj	43	Chief Product & Technology Officer

Biographical information for Mr. Aufderhaar, Mr. O'Connor, and Mr. Sreedhararaj is included below. Biographical information for Mr. Baer is included above with the director biographies in the section titled "Our Nominees for Election to a Three-Year Term Expiring at our 2029 Annual Meeting."

David Aufderhaar. Mr. Aufderhaar has served as our Chief Financial Officer since April 2023 and is responsible for all aspects of financial operations as well as driving the overall financial performance of the Company. He joined Stitch Fix in May 2019 as the VP, Finance. Prior to his tenure at Stitch Fix, Mr. Aufderhaar spent four years at Twitter where he was VP, Finance with a remit across corporate finance, financial planning & analysis, and deal analytics. Mr. Aufderhaar has also held finance leadership roles at Visa, Y&R Inc., and Proudfoot Consulting. Mr. Aufderhaar holds a B.S. in Finance from the University of Florida.

Casey O'Connor. Mr. O'Connor has served as our Chief Legal Officer since November 2022, leading Stitch Fix's Legal and Indirect Procurement teams. Mr. O'Connor has also served as our Interim Chief People Officer since August 2026. Mr. O'Connor joined Stitch Fix as its first in-house lawyer in 2016. Prior to his role as Chief Legal Officer, Mr. O'Connor was the Company's Deputy General Counsel. Before Stitch Fix, Mr. O'Connor was in-house counsel at Yelp Inc., an online platform for local business reviews and information. Prior to that, he was an attorney at the law firm Latham & Watkins LLP. Mr. O'Connor holds a B.S. in Political Science from Santa Clara University and a JD from Stanford Law School.

Sree Sreedhararaj. Mr. Sreedhararaj has served as our Chief Product and Technology Officer since June 2026. Mr. Sreedhararaj previously served as the Chief Technology Officer at IPSY Inc., the beauty membership platform, from October 2023 to May 2026. Prior to IPSY Inc., he served as Chief Technology Officer at Sephora from September 2019 to September 2023, and Senior Director of Enterprise Architecture and Applications from August 2017 to August 2019. Earlier in his career, Mr. Sreedhararaj held engineering leadership roles at Walmart and served as a consultant at Infosys, where he worked with retailers including Best Buy, Target, Nordstrom and Gap. Mr. Sreedhararaj holds a Bachelor of Technology degree in Computer Science from the Mahatma Gandhi University, Kerala.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the ownership of the Company's Class A and Class B common stock as of October 21, 2026, unless otherwise noted, by: (i) each director and nominee for director; (ii) each of the Company's named executive officers; (iii) all current executive officers and directors of the Company as a group; and (iv) all those known by the Company to be beneficial owners of more than 5% of its Class A common stock or Class B common stock. Unless otherwise indicated, the address for each beneficial owner listed in the table below is c/o Stitch Fix, Inc., 1 Montgomery Street, Suite 1500, San Francisco, California 94104.

	Class A Common Stock		Class B Common Stock		% of Total Voting Power [2]
Name of Beneficial Owner [1]	**Shares**	**%**	**Shares**	**%**	
5% Stockholders:					
Steve Anderson and affiliated entities [3]	—	—	3,984,134	26.32	15.17
Entities affiliated with Benchmark Capital Partners [4]	1,000,000	*	3,587,821	23.7	14.04
BlackRock, Inc. [5]	8,190,348	7.36	—	—	3.12
Disciplined Growth Investors, Inc. [6]	18,910,052	16.99	—	—	7.20
Renaissance Technologies, LLC [7]	6,003,658	5.39	—	—	2.29
Named Executive Officers and Directors:					
Katrina Lake [8]	243,248	*	7,740,250	49.35	28.93
J. William Gurley (includes Benchmark) [9]	3,301,044	2.96	3,587,821	23.70	14.91
Sharon McCollam [10]	281,907	*	49,200	*	*
Elizabeth Williams [11]	302,865	*	—	—	*
Kofi Amoo-Gottfried [12]	262,961	*	—	—	*
Timothy Baxter [13]	88,678	*	—	—	*
Fiona Tan [14]	88,678	*	—	—	*
Matt Baer [15]	3,959,571	3.47	—	—	1.49
David Aufderhaar [16]	2,167,777	1.92	—	—	*
Casey O'Connor [17]	1,113,911	*	—	—	*
Sree Sreedhararaj [18]	95,663	*	—	—	*
Anthony Bacos [19]	899,297	*	—	—	*
All directors and executive officers as a group (11 persons) [20]	**11,906,303**	**10.13 %**	**11,377,271**	**72.32 %**	**45.72 %**

* Less than one percent.

(1) This table is based upon information supplied by officers, directors, and principal stockholders, as well as Schedules 13D and 13G and Forms 13F filed with the SEC. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, the Company believes that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 111,316,701 shares of Class A common stock and 15,139,618 shares of Class B common stock outstanding on October 21, 2026, adjusted as required by rules promulgated by the SEC.

(2) Percentage of total voting power represents voting power with respect to all shares of our Class A and Class B common stock, as a single class. The holders of our Class A common stock are entitled to one vote per share, and holders of our Class B common stock are entitled to ten votes per share.

(3) Consists of (i) 3,706,223 shares of Class B common stock held by Steve Anderson and (ii) 277,911 shares of Class B common stock held by Baseline Cable Car, LLC. Mr. Anderson, the sole managing member of Baseline Cable Car, LLC, has the sole power to vote these shares. The address for the Baseline entities is 680 S. Cache Street, Suite 100-10820, Jackson, WY 83002.

(4) Consists of (i) 2,734,414 shares of Class B common stock held by Benchmark Capital Partners VII, L.P. ("Benchmark VII"), (ii) 853,407 shares of Class B common stock held by Benchmark Capital Partners VI, L.P. ("Benchmark VI"), and (iii) 1,000,000 shares of Class A common stock held by Benchmark Capital Partners IX, L.P. ("Benchmark IX"). Benchmark Capital Management Co. VII, L.L.C., the general partner of Benchmark VII, may be deemed to have sole power to vote the shares held by Benchmark VII, and Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Mitchell H. Lasky, and Eric Vishria, the managing members of Benchmark Capital Management Co. VII, L.L.C., may be deemed to have shared power to vote these shares. Benchmark Capital Management Co. VI, L.L.C., the general partner of Benchmark VI, may be deemed to have sole power to vote the shares held by Benchmark VI, and Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, and Mitchell H. Lasky, the managing members of Benchmark Capital Management Co. VI, L.L.C., may be deemed to have shared power to vote these shares. Benchmark Capital Management Co. IX, L.L.C., the general partner of Benchmark IX, may be deemed to have sole power to vote the shares held by Benchmark IX, and Peter H. Fenton, J. William Gurley, An-Yen Hu, Chetan Puttagunta, Sarah E. Tavel and Eric Vishria, the managing members of Benchmark Capital Management Co. IX, L.L.C., may be deemed to have shared power to vote these shares. The address for the Benchmark entities is 2965 Woodside Road, Woodside, CA 94062.

(5) Consists of 8,190,348 shares of Class A common stock held by BlackRock, Inc. ("BlackRock") according to its Schedule 13G/A filed on April 24, 2025, which reported that it had shared dispositive power over 0 shares, sole dispositive power over 8,190,348 shares, shared voting power over 0 shares, and sole voting power over 8,063,319 shares. The address for BlackRock is 50 Hudson Yards, New York, NY 10001.

(6) Consists of 18,910,052 shares of Class A common stock held by Disciplined Growth Investors, Inc. ("Disciplined Growth") according to its Schedule 13G/A filed on August 16, 2026, which reported that it had shared dispositive power over 0 shares, sole dispositive power over 18,910,052 shares, shared voting power over 0 shares, and sole voting power over 18,088,366 shares. Disciplined Growth's address is 150 South Fifth Street, Suite 2550, Minneapolis, MN 55402.

(7) Consists of 6,003,658 shares of Class A common stock held by Renaissance Technologies LLC ("RTC") and Renaissance Technologies Holdings Corporation ("RTHC") according to the Schedule 13G filed on August 13, 2026, which reported that RTC and RTHC had shared dispositive power over 0 shares, sole dispositive power over 6,003,658 shares, shared voting power over 0 shares, and sole voting power over 6,003,658 shares. RTC and RTHC's address is 800 Third Avenue New York, New York 10022.

(8) Consists of (i) 7,196,553 shares of Class B common stock held by the Katrina M. Lake Revocable Trust dated May 23, 2016, of which Ms. Lake is the trustee, (ii) 243,248 shares of Class A common stock issuable under outstanding options vested and exercisable within 60 days of October 21, 2026, and (iii) 543,697 shares of Class B common stock issuable under outstanding options vested and exercisable within 60 days of October 21, 2026.

(9) Consists of (i) 2,734,414 shares of Class B common stock held by Benchmark VII, (ii) 853,407 shares of Class B common stock held by Benchmark VI, (iii) 1,000,000 shares of Class A common stock held by Benchmark IX, (iv) 2,191,628 shares of Class A common stock held by Mr. Gurley, (v) 69,371 shares of Class A common stock held by limited partnerships controlled by Mr. Gurley; and (vi) 40,045 shares of Class A common stock issuable to Mr. Gurley upon the vesting of RSUs within 60 days of October 21, 2026. Benchmark Capital Management Co. VII, L.L.C., the general partner of Benchmark VII, may be deemed to have sole power to vote the shares held by Benchmark VII, and Mr. Gurley, a managing member of Benchmark Capital Management Co. VII, L.L.C., may be deemed to have shared power to vote these shares. Benchmark Capital Management Co. VI, L.L.C., the general partner of Benchmark VI, may be deemed to have sole power to vote the shares held by Benchmark VI, and Mr. Gurley, a managing member of Benchmark Capital Management Co. VI, L.L.C., may be deemed to have shared power to vote these shares. Benchmark Capital Management Co. IX, L.L.C., the general partner of Benchmark IX, may be deemed to have sole power to vote the shares held by Benchmark IX, and Mr. Gurley, a managing member of Benchmark Capital Management Co. IX, L.L.C., may be deemed to have shared power to vote these shares.

(10) Consists of (i) 108,509 shares of Class A common stock held directly, (ii) 133,353 shares of Class A common stock issuable under outstanding options vested and exercisable within 60 days of October 21, 2026, (iii) 49,200 shares of Class B common stock issuable under outstanding options exercisable within 60 days of October 21, 2026, and (iv) 40,045 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026.

(11) Consists of (i) 115,374 shares of Class A common stock held directly, (ii) 147,446 shares of Class A common stock issuable under outstanding options vested and exercisable within 60 days of October 21, 2026 and (iii) 40,045 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026.

(12) Consists of (i) 102,216 shares of Class A common stock held directly, (ii) 120,700 shares of Class A common stock issuable under outstanding options vested and exercisable within 60 days of October 21, 2026 and (iii) 40,045 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026.

(13) Consists of (i) 48,633 shares of Class A common stock held directly, and (ii) 40,045 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026.

(14) Consists of (i) 48,633 shares of Class A common stock held directly, and (ii) 40,045 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026.

(15) Consists of (i) 1,221,444 shares of Class A common stock held directly, (ii) 2,200,000 shares of Class A common stock issuable under outstanding options vested and exercisable within 60 days of October 21, 2026, and (iii) 538,127 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026.

(16) Consists of (i) 594,958 shares of Class A common stock held directly, (ii) 1,258,333 shares of Class A common stock issuable under outstanding options vested and exercisable within 60 days of October 21, 2026, and (iii) 314,486 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026.

(17) Consists of (i) 171,137 shares of Class A common stock held directly, (ii) 774,778 shares of Class A common stock issuable under outstanding options vested and exercisable within 60 days of October 21, 2026, and (iii) 167,996 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026.

(18) Consists of 95,663 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026.

(19) Mr. Bacos ceased serving as an executive officer of the Company on August 3, 2026.

(20) Consists of (i) 5,671,903 shares of Class A common stock held, directly or indirectly, by our current directors and executive officers, (ii) 4,877,858 shares of Class A common stock issuable under outstanding stock options vested and exercisable within 60 days of October 21, 2026, (iii) 1,356,542 shares of Class A common stock issuable upon the vesting of RSUs within 60 days of October 21, 2026, (iv) 10,784,374 shares of Class B common stock held by our current directors and executive officers, and (v) 592,897 shares of Class B common stock issuable under outstanding stock options vested and exercisable within 60 days of October 21, 2026.

DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires the Company's directors, officers, and beneficial owners of more than 10% of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors, and greater than 10% stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, we believe that all such SEC filing requirements were met in a timely manner during the fiscal year ended August 1, 2026, except that, due to administrative delay, Form 4s for Mr. Baer, Mr. Aufderhaar, Mr. O'Connor, and Mr. Bacos dated each of September 22, 2025 and October 17, 2025, were filed late.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

During fiscal year 2026, our named executive officers were:

- Matt Baer, our Chief Executive Officer ("CEO");
- David Aufderhaar, our Chief Financial Officer ("CFO");
- Casey O'Connor, our Chief Legal Officer ("CLO") and Corporate Secretary;
- Sree Sreedhararaj, our Chief Product & Technology Officer ("CTO"), who joined the Company on June 10, 2026; and
- Anthony Bacos, our former Chief Product & Technology Officer ("Former CTO").

This Compensation Discussion and Analysis describes the material elements of our executive compensation program during fiscal year 2026. It also provides an overview of our executive compensation philosophy and objectives. Finally, it analyzes how and why the Compensation Committee of our Board (the "Compensation Committee") arrived at the specific compensation decisions for our named executive officers for fiscal year 2026, including the key factors that it considered in determining their compensation.

All of our executive officers are named executive officers; we use those terms interchangeably below.

Executive Summary

Stitch Fix is the leading online personal styling service that helps people discover the styles they will love that fit perfectly so they always look – and feel – their best. Few things are more personal than getting dressed, but finding clothing that fits and looks great can be a challenge. Stitch Fix solves that problem. By pairing expert stylists with best-in-class AI and recommendation algorithms, the Company leverages its assortment of exclusive and national brands to meet each client's individual tastes and needs, making it convenient for clients to express their personal style without having to spend hours in stores or sifting through endless choices online.

Since Stitch Fix's inception, we've combined expert Stylists with advanced data science to deliver tailored style recommendations. Our data science capabilities consist of our rich data set, best-in-class artificial intelligence and our proprietary algorithms, which fuel our business by enhancing the client experience and driving business model efficiencies. The vast majority of our client data is provided directly and explicitly by the client, rather than inferred, scraped, or obtained from other sources. We also gather extensive merchandise data, such as inseam, pocket shape, silhouette, and fit. This large and growing data set provides the foundation for proprietary algorithms that we use throughout our business, including those that make recommendations to our Stylists, predict purchase behavior, forecast demand, optimize inventory, and enable us to design new apparel. We believe our data science capabilities give us a significant competitive advantage, and as our data set grows, our algorithms become more powerful.

Executive Compensation Policies and Practices

We endeavor to maintain sound governance standards consistent with our executive compensation policies and practices. The Compensation Committee evaluates our executive compensation program on a regular basis to ensure that it is consistent with our short- and long-term goals given the dynamic nature of our business and the market in which we compete for executive talent. The following summarizes our executive compensation and related policies and practices:

WHAT WE DO	WHAT WE DON'T DO
Retain an Independent Compensation Advisor. The Compensation Committee engaged its own compensation consultant to provide information, analysis, and other advice, independent of management. This consultant performed no other services for us in fiscal year 2026.	**No Executive Retirement Plans.** We do not offer pension or retirement plans or arrangements to our named executive officers that are different from or in addition to those offered to our other employees.
Performance-Based Compensation. We maintain a rigorous performance-based annual bonus program and incorporate performance stock units as part of our long-term equity mix.	**No Material or Excessive Perquisites.** We do not provide material or excessive perquisites or other personal benefits to our named executive officers that are not also available to other employees.
Annual Executive Compensation Review. The Compensation Committee conducts an annual review of our compensation strategy, including our compensation peer group and our compensation-related risk profile.	**No Special Health or Welfare Benefits.** Our named executive officers participate in broad-based, Company-sponsored health and welfare benefits programs on the same basis as our other full-time, salaried employees.
Compensation at Risk. Our executive compensation program is designed so that a significant portion of compensation is at risk, based on our performance on key metrics and structured to align the interests of our named executive officers and stockholders, as reflected in performance-based annual short-term cash bonuses and long-term equity awards.	**No Hedging or Pledging of our Equity Securities.** We do not permit directors or our employees, including our executive officers, to hedge or pledge our equity securities.
Stock Ownership Policy. We maintain a stock ownership policy that requires our directors and executive officers to maintain a minimum ownership level of our common stock.	**No Post-Employment Tax Reimbursement.** We do not provide any tax reimbursement payments or gross-ups on any executive officer severance, change-in-control payments, benefits, or otherwise.
Long-Term Vesting of Performance-Based Equity Awards. Performance-based equity awards granted to our executive officers vest over a three-year period.	**No Single-Trigger Cash Severance on the Occurrence of a Change-in-Control**. Severance benefits and payments in connection with a change-in-control require both a change-in-control of the Company and a subsequent qualifying termination of employment event ("double-trigger arrangement").
Succession Planning. We review the risks associated with our key executive officer positions to ensure adequate succession plans are in place.	**No Dividends or Dividend Equivalents Payable on Unvested Equity Awards.** We do not pay dividends or dividend equivalents on unvested equity awards.

Stock Ownership Policy

We believe that stock ownership by our executive officers and the non-employee members of our Board is important to link the risks and rewards inherent in stock ownership of these individuals and our stockholders. Our Board has adopted formal stock ownership guidelines that require our executive officers and the non-employee members of our Board to own a minimum number of shares of our Class A or Class B common stock. These mandatory ownership levels are intended to create a clear standard that ties a portion of these individuals' economic interests to the performance of our stock price. Compliance is evaluated on an annual basis on the last day of the fiscal year.

The required level is the lesser of (i) a multiple of base salary (or annual cash retainer, for non-employee directors) and (ii) a fixed number of shares, as shown below. Shares owned outright and unvested time-based RSUs count towards the satisfaction of the guidelines. In October 2025, we updated the required ownership levels as follows:

Individual Subject to Ownership Guidelines	Minimum Required Level of Stock Ownership
Chief Executive Officer	Lesser of five times base salary or 850,000 shares
Other Executive Officers	Lesser of two times base salary or 220,000 shares
Non-Employee Members of our Board	Lesser of four times annual cash retainer or 80,000 shares

The applicable guideline must be achieved by each covered individual within five years after the later of the date of adoption of the guidelines or the date the individual became a covered individual. To date, each individual is either in compliance with the guidelines or is within the five year compliance period.

Hedging and Pledging Activities

Under our Insider Trading Policy, our employees, including our executive officers, and the members of our Board are prohibited from hedging or pledging our equity securities, engaging in short selling of our securities, trading in derivative securities of the Company, holding our securities in a margin account, or otherwise pledging them as collateral for a loan.

Clawback Policy

We have adopted a clawback policy in accordance with SEC and Nasdaq listing requirements that states that, in the event the Company is required to prepare an accounting restatement, the Company will recover incentive-based compensation received by any current or former executive officer that was based upon the attainment of a financial reporting measure that was erroneously awarded during the three-year period preceding the date the restatement was required.

Insider Trading Policy

The Company has adopted an Insider Trading Policy governing the purchase, sale, and/or other disposition of its securities by its directors, officers and employees. We believe these policies and procedures are reasonably designed to promote compliance with insider trading laws, rules, regulations and exchange listing standards applicable to the Company. The policy prohibits our directors, officers, employees, and certain other covered persons from trading in Company securities and related derivative securities while aware of material non-public information about the Company or its securities. Additionally, all employees and directors are prohibited from trading securities during various periods throughout the year in connection with the public release of our quarterly results, and certain individuals must receive pre-clearance from our Legal Department prior to engaging in any transaction in the Company's securities. More information regarding our Insider Trading Policy can be found in Exhibit 19.1 to our Annual Report on Form 10-K for the fiscal year ended August 1, 2026. In addition, it is the Company's intent to comply with applicable laws and regulations relating to insider trading.

Equity Award Grant Policies and Practices

It is not the Compensation Committee's practice to time or otherwise coordinate the granting of any stock options to our non-employee directors or named executive officers with any release of material nonpublic information. It is the practice of our Compensation Committee to review the Company's results and our named executive officers' performance following the end of a fiscal year, as well as the outstanding equity awards held by our named executive officers, and, based on those reviews, to grant equity awards to our named executive officers. Additionally, our Compensation Committee approves the granting of equity awards in connection with the commencement of employment of our named executive officers, and from time to time as determined appropriate by our Compensation Committee. The Company does not otherwise maintain any written policies on the timing of awards of stock options, stock appreciation rights, or similar instruments with option-like features.

Stockholder Advisory Approval of Named Executive Officer Compensation

At our 2024 annual meeting of stockholders, we conducted a non-binding stockholder advisory vote on the frequency with which we should hold future non-binding stockholder advisory votes on the compensation of our named executive officers (a "say-on-pay vote"). Our stockholders overwhelmingly agreed with our Board's recommendation that we should hold these say-on-pay votes on an annual basis.

At our 2025 annual meeting of stockholders, we conducted a say-on-pay vote. Over 87% of the votes cast agreed with our Board's recommendation to approve, on an advisory basis, the compensation paid to our named executive officers. For our 2026 annual meeting of stockholders, our Board is recommending that our stockholders approve the compensation of our named executive officers as disclosed in this Proxy Statement. For additional information about this say-on-pay proposal, see Proposal 2 in this Proxy Statement.

Our Board and the Compensation Committee value the opinions of our stockholders, and will continue to consider the result of the say-on-pay vote, as well as feedback received throughout the fiscal year, when making compensation decisions for our named executive officers.

Executive Compensation Philosophy

Our executive compensation program is guided by our overarching philosophy of paying for demonstrable performance. Consistent with this philosophy, we have designed our executive compensation program to achieve the following primary objectives:

- provide compensation and benefit levels that will attract, retain, and reward a highly talented team of executive officers while managing costs responsibly;
- provide incentives that motivate and reward achievement of our key financial and operational results and strategic objectives that enhance stockholder value over the long term;

- establish a direct link between our financial and operational results and strategic objectives and the compensation of our executive officers; and
- align the interests and objectives of our executive officers with those of our stockholders.

Program Design

We use three principal elements to structure the compensation opportunities of our executive officers: base salary; the opportunity to earn an annual cash bonus based on the achievement of financial and strategic performance objectives; and long-term incentive compensation opportunities in the form of performance stock units (PSUs) and restricted stock units (RSUs). While the pay mix may vary from year to year, the ultimate goal is to achieve our compensation objectives as described above.

We also provide our named executive officers with the same benefits available to all of our similarly-situated employees, including retirement benefits under our Section 401(k) savings plan (the "401(k) Plan") and participation in our employee health and welfare benefit programs with no special executive benefits.

The design of our executive compensation program is influenced by a variety of factors, with the primary goals of aligning the interests of our executive officers and stockholders and linking pay with performance. We do not have any formal policies for allocating compensation among base salary, annual cash bonuses, and equity awards; short- and long-term compensation; or cash and non-cash compensation. Instead, the members of the Compensation Committee, in consultation with executive compensation consultants, exercise their judgment to establish a total compensation package for each executive officer that is a mix of fixed and variable compensation, and cash and non-cash compensation, which the Compensation Committee believes is appropriate to achieve the goals of our executive compensation program and our corporate objectives. Historically, the Compensation Committee has structured a significant portion of our executive officers' target total direct compensation so that it is comprised of long-term incentive compensation in the form of equity awards to align our executive officers' incentives with the interests of our stockholders and our long-term corporate goals.

Governance of Executive Compensation Program

Role of the Compensation Committee

The Compensation Committee discharges the responsibilities of our Board relating to the compensation of our named executive officers and the non-employee members of our Board. The Compensation Committee has overall responsibility for reviewing our compensation philosophy and strategy, overseeing our compensation and benefits policies generally, and overseeing and evaluating the compensation plans, policies, and practices applicable to our CEO as well as our other executive officers. The Compensation Committee operates pursuant to a written charter, which is available in the Governance section of our corporate website at investors.stitchfix.com.

Annual Compensation Review

At the beginning of each fiscal year, the Compensation Committee reviews our executive compensation program to assess whether the various elements of our program, as well as its compensation actions and decisions:

- are properly coordinated;
- are aligned with our vision, mission, values, corporate goals, and business strategy;
- provide appropriate short- and long-term incentives for our executive officers;
- drive behaviors that balance Company, employee, and stockholder interests;
- are competitive with the compensation of executives in comparable positions at the companies with which we compete for executive talent; and
- provide retentive value to our executive officers, while managing costs and our share pool responsibly.

Following this assessment, the Compensation Committee makes any necessary or appropriate modifications to our existing plans and arrangements or adopts new plans or arrangements.

Compensation-Setting Process

In connection with its annual review of our executive compensation program, the Compensation Committee evaluates and establishes the target total direct compensation opportunity for each of our named executive officers. The Compensation Committee does not use a single method or measure in setting or approving the target total direct compensation opportunities or each individual compensation element for our executive officers and does not benchmark any of these elements or target total direct compensation.

The following factors, which the Compensation Committee considers when selecting and setting the amount of each compensation element for our named executive officers, provide a framework for its compensation decision-making:

- our executive compensation program objectives;

- our performance against the financial and operational goals and objectives established by the Compensation Committee and our Board;
- each individual executive officer's qualifications, knowledge, skills, experience, and tenure relative to other similarly situated executives at the companies in our compensation peer group or selected broad-based compensation surveys;
- the scope of each executive officer's role and responsibilities compared to other similarly situated executives at the companies in our compensation peer group or selected broad-based compensation surveys;
- the prior performance of each individual executive officer, based on a subjective assessment of his or her contributions to our overall performance, ability to lead his or her business unit or function, and work as part of a team;
- the potential of each individual executive officer to contribute to our long-term financial, operational, and strategic objectives;
- our CEO's compensation relative to that of our other executive officers and compensation parity among our executive officers;
- our financial performance;
- the compensation practices of our compensation peer group and the positioning of each executive officer's compensation based on an analysis of competitive market data; and
- the recommendations of our CEO with regard to the compensation of our other executive officers, as described below.

No single factor is determinative in setting compensation levels, nor is the impact of any individual factor on the determination of compensation levels quantifiable. The Compensation Committee does not weight these factors in any predetermined manner, nor does it apply any formulas in making its compensation decisions. In making these decisions, the members of the Compensation Committee consider all of this information in light of their individual experience, knowledge of the Company, the competitive market, and each executive officer, and business judgment.

Role of Chief Executive Officer

In discharging its responsibilities, the Compensation Committee works with members of our management team, including our CEO. Our management team assists the Compensation Committee by providing information on corporate and individual performance, market compensation data, and management's perspective on compensation matters. The Compensation Committee solicits and reviews our CEO's recommendations and proposals with respect to adjustments to annual cash compensation, long-term incentive compensation opportunities, program structures, and other compensation-related matters for our executive officers (other than with respect to his own compensation).

The Compensation Committee reviews and discusses these recommendations and proposals with our CEO and considers them as one factor in determining the compensation for our executive officers other than our CEO. No executive officer is present during the discussion of or decision regarding their own compensation.

Role of Compensation Consultant

Pursuant to its charter, the Compensation Committee has the authority to retain the services of one or more executive compensation advisors, as it determines in its sole discretion, including compensation consultants and legal, accounting, and other advisors, to assist in the design of our compensation plans and arrangements and related policies and practices. The Compensation Committee makes all determinations regarding the engagement, fees, and services of these external advisors, and any such external advisor reports directly to the Compensation Committee.

The Compensation Committee uses an external compensation consultant to assist it by providing information, analysis, and other advice relating to our executive compensation program and the decisions resulting from its annual executive compensation review. The scope of the compensation consultant's engagement included research, analysis, and support relating to:

- the levels of overall compensation and each element of compensation for our executive officers;
- the levels of overall compensation and each element of compensation for the non-employee members of our Board;
- reviewing and providing input on the Compensation Discussion and Analysis section of our Proxy Statement;
- the review and updating of our compensation peer group;
- compensation "best practices" and market trends for our executive officers and the non-employee members of our Board;
- equity utilization and funding;
- a risk assessment of our executive compensation programs; and
- other ad hoc matters throughout the year.

The Compensation Committee retained Meridian Compensation Partners, LLC ("Meridian") as its independent consultant to provide advice and recommendations on fiscal year 2026 executive compensation matters.

The terms of Meridian's engagement include reporting directly to the Compensation Committee and its chair. Meridian also coordinates with our management for data collection and job matching for our executive officers. In fiscal year 2026, Meridian did not provide any other services to us. The Compensation Committee evaluated Meridian's independence pursuant to the Nasdaq listing standards and the relevant SEC rules and has determined that no conflict of interest exists with respect to Meridian.

Competitive Positioning

For purposes of comparing our executive compensation against the competitive market, the Compensation Committee reviews and considers the compensation levels and practices of a group of peer companies. This compensation peer group is made up of online retail and e-commerce companies that are similar to us in terms of revenue and market capitalization. The Compensation Committee reviews our compensation peer group annually and adjusts the composition of the peer group if warranted, taking into account changes in both our business and that of the companies in the peer group.

In developing the compensation peer group in July 2025 to serve as a reference point for our fiscal year 2026 executive compensation decisions, the following criteria were used by Meridian to identify comparable companies:

- publicly traded companies headquartered in the United States;
- similar industry and competitive market for talent;
- similar revenue size – within a range of approximately 0.33 to 3.0 times our last four quarters' revenue; and
- similar market capitalization – considered as a secondary reference given its volatility as a size measure.

In evaluating the existing compensation peer group based on the criteria described above, the Compensation Committee removed Chegg, Bumble, and Shutterstock due to differences in industry and business model. The Compensation Committee added Etsy, Inc. and e.l.f. Beauty, Inc. to the compensation peer group to better reflect the Company's online retail and e-commerce business and fall within the revenue range described above.

Following a review that included input from Meridian, the Compensation Committee approved the following compensation peer group to be used during fiscal year 2026 as a reference for understanding the competitive market for executive positions in our industry and sector:

a.k.a Brand Holdings (AKA)	G-III Apparel Group (GIII)	The Honest Company (HNST)
BARK (BARK)	GoPro (GPRO)	The RealReal (REAL)
e.l.f. Beauty, Inc.	Groupon (GRPN)	ThredUp (TDUP)
Etsy, Inc.	Guess? (GES)	Torrid Holdings (CURV)
Designer Brands (DBI)	Lands' End (LE)	Warby Parker (WRBY)
Funko (FNKO)	Peloton Interactive (PTON)	
Genesco (GCO)	Revolve Group (RVLV)	

Competitive comparison data was collected from publicly available information contained in the SEC filings of the compensation peer group companies, as well as data from customized subsets of the Radford Compensation Survey as a reference, to evaluate the competitive market when determining the total direct compensation packages for our executive officers, including base salary, annual cash bonus opportunities, and long-term incentive compensation opportunities.

The competitive market data described above are not used by the Compensation Committee in isolation, but serve as one point of reference in its deliberations on executive compensation. The Compensation Committee uses the competitive market data as a guide when making decisions about target total direct compensation opportunities, as well as individual elements of compensation. Market competitiveness is important, but it is not the only factor the Compensation Committee considers when establishing compensation opportunities of our executive officers.

Individual Compensation Elements

Our executive compensation program consists of three principal elements: base salary, an annual cash bonus opportunity, and long-term incentive compensation in the form of equity awards. Our executive officers also participate in several Company-wide health and welfare benefit plans, which are consistent with the arrangements offered to our other employees. Finally, our executive officers are eligible to receive certain post-employment compensation arrangements.

We use these compensation elements to make up our executive compensation program because:

- they are consistent with other programs in our competitive market and allow us to effectively compete for highly qualified talent;

- each element supports achievement of one or more of our compensation objectives; and
- collectively, we believe these elements are effective means for motivating our executive officers.

We view these primary compensation elements as related, but distinct, components of our total compensation program. We do not believe that total compensation should be derived from a single element, but should be balanced in support of our overall compensation philosophy. Each of these compensation elements is discussed in detail below, including a description of the particular element and how it fits into our overall executive compensation program, and a discussion of the amounts paid to our named executive officers in fiscal year 2026 under each of these elements.

Base Salary

Base salary represents the fixed portion of the compensation of our named executive officers and is an important element of compensation intended to attract and retain highly talented individuals.

The Compensation Committee reviews and determines adjustments to the base salaries for each of our named executive officers as part of its annual executive compensation review. In addition, the base salaries of our named executive officers may be adjusted by the Compensation Committee in the event of a promotion or significant change in responsibilities.

The Compensation Committee generally determines base salaries after considering the factors described in "Governance of Executive Compensation Program – Compensation-Setting Process" above. Although our general philosophy is to set base salaries within a competitive range of the market median, actual positioning is based on the Compensation Committee's assessment of the factors described above. For fiscal year 2026, the Compensation Committee increased Mr. Baer's base salary to recognize his continued leadership in advancing the Company's strategic priorities through its ongoing transformation, support long-term retention, and better align his salary with competitive market practice.

The base salaries of our named executive officers as of the end of fiscal years 2025 and 2026 were as follows:

Named Executive Officer	Fiscal Year 2025 Base Salary ($)	Fiscal Year 2026 Base Salary ($)	Percentage Adjustment
Matt Baer	850,000	1,000,000	17.65%
David Aufderhaar	600,000	600,000	0%
Casey O'Connor	500,000	500,000	0%
Sree Sreedhararaj*	—	525,000	n/a*
Anthony Bacos	600,000	600,000	0%

* Mr. Sreedhararaj joined the Company on June 10, 2026.

The actual salaries paid to our named executive officers in fiscal year 2026 are set forth in the "Fiscal Year 2026 Summary Compensation Table" below.

Annual Cash Bonuses for Executives

We established an annual cash bonus program for our executive officers in fiscal year 2026, which was intended to provide incentive to participants to achieve annual financial and strategic performance objectives set by the Compensation Committee and our Board, with no individual performance component.

Target Annual Cash Bonus Opportunities

The Compensation Committee reviews the target annual cash bonus opportunity for the fiscal year (expressed as a percentage of annual base salary, prorated for any salary adjustments during the year) of each executive officer as part of its annual executive compensation review and makes adjustments after considering the factors described in "Governance of Executive Compensation Program – Compensation-Setting Process" above. Generally, the Compensation Committee seeks to set target annual cash bonus opportunities so that target total cash compensation (the sum of annual base salary and annual cash bonus) is within a competitive range taking into consideration our compensation peer group, but does not target a specific percentile of our compensation peer group. For fiscal year 2026, the target annual cash bonus opportunity for each of our named executive officers other than Mr. Baer and Mr. Sreedhararaj was 60% of annual base salary. The target annual cash bonus opportunity for Mr. Baer was 125% of his base salary in fiscal year 2026. Mr. Sreedhararaj was not eligible for an annual bonus for fiscal year 2026 due to having commenced service in June 2026.

Corporate Performance Objectives

In October 2025, the Compensation Committee established target levels for the annual cash bonus program for fiscal year 2026 based on two financial performance metrics, net revenue and adjusted earnings before interest, taxes, depreciation, and amortization ("Adjusted EBITDA"), and one strategic performance metric, active clients. Refer to Appendix A to this Proxy Statement for additional detail on how we define Adjusted EBITDA. We define an active client as a client who checked out a Fix or was shipped an item using Freestyle in the preceding 52 weeks, measured as of the last day of that period ("Active Client"). The Compensation

Committee chose Adjusted EBITDA and net revenue because it believes these metrics balance the top and bottom lines of our business. The Compensation Committee selected Active Clients because management believes Active Clients is a key indicator of our growth and the overall health of our business.

The Compensation Committee weighted each of net revenue, Adjusted EBITDA, and Active Clients at 33⅓% of each of our executive officers' and other members of management's target annual cash bonus opportunity.

The Compensation Committee approved potential payout levels of 50% (threshold), 100% (target), 150% (stretch) and 200% (maximum) as a retention and motivation mechanism for our executive officers and other members of management.

In September 2026, the Compensation Committee reviewed our actual performance to determine achievement of the corporate performance metrics under the annual cash bonus program. Based on the Company's performance against the metrics, the Compensation Committee determined that the total bonus multiplier was equal to 136.1% of each executive officer and other members of management's target annual bonus opportunity.

The following table shows the required levels of achievement for the performance metrics to reach threshold, target, stretch and maximum payout levels, as well as the actual results as determined by the Compensation Committee:

Financial Performance Metric	Weighting (% of total annual cash bonus opportunity)	Threshold [1]	Target [1]	Stretch [1]	Maximum [1]	Actual [1]	Payout Percentage
Net Revenue	33⅓%	$1,267	$1,304	$1,354	$1,404	$1,348.1	144.1%
Adjusted EBITDA [2]	33⅓%	$32	$42	$52	$64	$53.4	155.8%
Active Clients	33⅓%	2,225	2,267	2,330	2,375	2,277.4	108.3%
Total Earned							**136.1%**

(1) In millions, except for Active Clients, which is in thousands.

(2) Refer to Appendix A to this Proxy Statement for a reconciliation of net loss, the most comparable GAAP financial measure, to Adjusted EBITDA for actual fiscal year 2026 amounts.

The actual annual cash bonus amounts paid to our named executive officers in fiscal year 2026 are set forth in the "Fiscal Year 2026 Summary Compensation Table" below.

Long-Term Incentive Compensation

We view long-term incentive compensation in the form of equity awards as a critical element of our executive compensation program. The realized value of these equity awards bears a direct relationship to our stock price and, therefore, these awards are an incentive for our named executive officers to create sustainable, long-term value for our stockholders. Equity awards also help us retain our executive officers in a highly competitive market.

Long-term incentive compensation opportunities in the form of equity awards are granted by the Compensation Committee. The amount and forms of such equity awards are determined by the Compensation Committee after considering the factors described in "Governance of Executive Compensation Program – Compensation-Setting Process" above. The amounts of the equity awards are also intended to provide competitively sized awards and target total direct compensation opportunities within a competitive range relative to our compensation peer group and customized subsets of the Radford Compensation Survey for similar roles and positions for each of our executive officers, taking into consideration the factors described above.

Performance Stock Units

Following the introduction of PSUs in 2025 to strengthen the alignment between executive compensation and long-term shareholder interests, the Committee maintained the program in 2026, with adjustments to the weighting of the underlying performance metrics to better reflect the Company's strategic priorities. The Compensation Committee believes that PSUs create alignment between the interests of our named executive officers and the interests of our stockholders. PSUs also provide incentives that motivate the achievement of our key financial, client, and operational results and strategic objectives. In establishing the PSU program in 2025, the Committee considered the challenges of setting meaningful multiyear performance goals for a new program in a dynamic and uncertain operating environment.

The Compensation Committee grants PSUs based on two financial performance metrics, net revenue and Adjusted EBITDA, and one strategic performance metric, Active Clients. For fiscal year 2026, the Compensation Committee adjusted the weighting of the PSU performance metrics from 40% net revenue, 40% Adjusted EBITDA, and 20% Active Clients in 2025 to equal weighting (33⅓% each) across the three metrics. The Committee believes this reweighting provides the right balance of measurement and incentives.

The Compensation Committee approved potential payout levels of 50% (threshold), 100% (target), 125% (stretch) and 150% (maximum) as a retention and motivation mechanism for our named executive officers and other members of management.

The Committee determined to use the same metrics across the annual cash bonus and PSU programs because the metrics focus executives on key value drivers, align with prevalent metrics used across the peer group and support execution of the Company's strategic plan while providing simplicity and transparency. The PSUs further align executives with long-term shareholder interests through vesting over a three-year schedule, with a lower maximum payout opportunity (150% of target versus 200% for annual bonuses) to recognize the overlap in performance metrics. The Committee will continue to evaluate the use of consistent metrics across both programs as part of its ongoing review of executive compensation design.

In September 2026, the Compensation Committee reviewed our actual performance in fiscal 2026 to determine achievement of the corporate performance metrics under the annual PSU program. Based on the Company's performance against the metrics, the Compensation Committee determined that the total achievement was equal to 118% of each named executive officer and other members of management's target annual PSU opportunity. The PSUs will vest over a three-year schedule, subject to continuous service requirements.

The following table shows the required levels of achievement for the performance metrics to reach threshold, target, stretch and maximum payout levels, as well as the actual results as determined by the Compensation Committee:

Financial Performance Metric	Weighting (% of total PSU opportunity)	Threshold [1]	Target [1]	Stretch [1]	Maximum [1]	Actual [1]	Payout Percentage
Net Revenue	33⅓%	$1,267	$1,304	$1,354	$1,404	$1,348.1	122%
Adjusted EBITDA [2]	33⅓%	$32	$42	$52	$64	$53.4	128%
Active Clients	33⅓%	2,225	2,267	2,330	2,375	2,277.4	104%
Total Earned							**118.0%**

(1) In millions, except for Active Clients, which is in thousands.

(2) Refer to Appendix A to this Proxy Statement for a reconciliation of net loss, the most comparable GAAP financial measure, to Adjusted EBITDA for actual fiscal year 2026 amounts.

Equity Awards for Our Named Executive Officers

In October 2025, as part of the annual grant process, the Compensation Committee reviewed competitive compensation market data, considered executive compensation using the process described above, and determined to grant the executive officers annual equity awards. The awards were provided 50% in the form of RSUs and 50% in the form of PSUs.

Mr. Baer received an award with an aggregate grant value of $6,500,000. Mr. Aufderhaar received an award with an aggregate grant value of $3,000,000. Mr. Bacos received an award with an aggregate grant value of $2,500,000. Mr. O'Connor received an award with an aggregate grant value of $1,440,000. The RSUs vest 25% in four equal installments over the quarterly vesting dates subsequent to the grant date. The PSUs are based on the performance metrics and have the vesting conditions described above in "Performance Stock Units." Assuming minimum performance thresholds are met, the target threshold amounts are 50% of the target value.

In July 2026, as part of his new hire package, Mr. Sreedhararaj received an award of RSUs with a grant value of $1,500,000. Per the Sreedhararaj Employment Offer Letter (as defined below), in October 2026 Mr. Sreedhararaj also received a grant of PSUs with a grant value of $1,500,000, subject to the same vesting schedule and performance metrics as described above in "Performance Stock Units." For additional details of Mr. Sreedhararaj's new hire package, see "Employment Arrangements — Appointment of Chief Product & Technology Officer" below.

Health and Welfare Benefits

Our named executive officers are eligible to receive the same employee benefits that are generally available to all our full-time employees, subject to the satisfaction of certain eligibility requirements. These health and welfare benefits include medical, pharmacy, dental, vision, accidental death and dismemberment insurance, short- and long-term disability insurance and an employee assistance program (EAP).

In addition, we maintain a 401(k) Plan that provides eligible employees with an opportunity to save for retirement on a tax-advantaged basis. Eligible employees are able to defer eligible compensation up to certain limits as set forth in the Internal Revenue Code of 1986, as amended (the "Code"), which are updated annually. Employee contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participant's directions. All participant interests in their

contributions are fully vested when contributed. We have the ability to make matching and discretionary contributions to the 401(k) Plan and made matching contributions in fiscal year 2026. The 401(k) Plan is intended to be qualified under Section 401(a) of the Code, with the related trust intended to be tax exempt under Section 501(a) of the Code. As a tax-qualified retirement plan, contributions to the 401(k) Plan are deductible by us when made, and contributions and earnings on those amounts are not generally taxable to the employees until withdrawn or distributed from the 401(k) Plan.

In structuring these benefit programs, we seek to provide an aggregate level of benefits that are comparable to those provided by similarly situated companies.

Perquisites and Other Personal Benefits

We do not view perquisites or other personal benefits as a significant component of our executive compensation program. Accordingly, we do not provide material or excessive perquisites or other personal benefits to our named executive officers except as generally made available to all our employees.

Employment Arrangements

While we do not have employment agreements with any of our executive officers, the initial terms and conditions of employment for our named executive officers are set forth in written employment offer letters. In June 2023, we entered into an employment offer letter with Mr. Baer setting forth the terms and conditions of his employment as our CEO and we entered into a modified employment offer letter with Mr. Baer on June 14, 2024, to adjust his work location. In November 2022, we entered into an employment offer letter with Mr. O'Connor setting forth the terms and conditions of his employment as CLO. In March 2023, we entered into an employment offer letter with Mr. Aufderhaar setting forth the terms and conditions of his employment as CFO. In October 2023, we entered into an employment offer letter with Mr. Bacos setting forth the terms and conditions of his employment as CTO. For a summary of the material terms and conditions of employment offer letters, see "Employment Agreements" below.

Each of these employment offer letters provides for "at will" employment and sets forth the named executive officer's initial base salary and target annual bonus opportunity. In addition to the employment offer letters, our Compensation Committee adopted the Stitch Fix, Inc. Severance Plan ("Severance Plan") in January 2026, which supersedes the severance and change in control provisions in each of the employment offer letters, applies to each of our executive officers and contains provisions for certain payments and benefits in the event of certain qualifying terminations of employment, including a termination of employment following a change in control of the Company, as described in more detail in "Post-Employment Compensation Arrangements under Our Severance Plan" and "Potential Payments upon Termination or Change in Control" below. The Severance Plan was approved on our behalf by the Compensation Committee.

Appointment of Chief Product & Technology Officer

In connection with his appointment as our CTO effective June 10, 2026, we entered into an employment offer letter dated May 1, 2026 (the "Sreedhararaj Employment Offer Letter") with Mr. Sreedhararaj. Pursuant to the Sreedhararaj Employment Offer Letter, our initial compensation arrangements with Mr. Sreedhararaj were as follows:

- an initial annual base salary of $525,000;
- a target annual cash bonus opportunity equal to 60% of his annual base salary;
- an RSU award with a grant date fair value of $1,500,000, which shall vest as follows: 25% of the shares subject to the award shall vest on the Company's first quarterly vesting date that is six months following Mr. Sreedhararaj's employment start date; 25% in equal installments over the next two quarterly vesting dates; 33 1/3% in equal installments over the next four quarterly vesting dates; and 16 2/3% of the shares in equal installments over the next four quarterly vesting dates; and
- a PSU award with a grant date fair value of $1,500,000, that may be earned based on performance conditions relating to Active Clients, net revenue and Adjusted EBITDA, and which shall vest on a quarterly basis following the end of the performance period and over a three-year period, subject to Mr. Sreedhararaj's continued service with the Company.

The equity awards granted to Mr. Sreedhararaj were granted under the Stitch Fix, Inc. Amended and Restated 2019 Inducement Plan (the "2019 Plan"), which was adopted by our Board under an exception to the Nasdaq Listing Rules' stockholder approval requirement for the issuance of securities with regard to grants to employees of the Company or its subsidiaries as an inducement material to such individuals entering into employment with the Company or its subsidiaries.

The Sreedhararaj Employment Offer Letter also provides that Mr. Sreedhararaj is eligible to participate in the Severance Plan, as described in more detail in "Post-Employment Compensation Arrangements under our Severance Plan" below.

The Sreedhararaj Employment Offer Letter was negotiated on our behalf by Mr. Baer and was approved by the Compensation Committee. In establishing his initial compensation arrangements, we took into consideration Mr. Sreedhararaj's skills and experience and the competitive market for chief technology officer positions at other comparable companies based on a review of compensation survey data. For a summary of the material terms and conditions of the Sreedhararaj Employment Offer Letter, see "Employment Agreements" below.

Post-Employment Compensation Arrangements under Our Severance Plan

We believe that having in place reasonable and competitive post-employment compensation arrangements is essential to attracting and retaining highly qualified executive officers. These arrangements are designed to provide reasonable compensation to executive officers who leave our employ under certain circumstances to facilitate their transition to new employment. Further, in some instances we seek to mitigate any potential employer liability and avoid future disputes or litigation by requiring a departing executive officer to sign a separation and release agreement acceptable to us as a condition to receiving post-employment compensation payments or benefits.

Each of our named executive officers who is currently at the Company is eligible to receive certain payments and benefits in the event of certain qualifying terminations of employment pursuant to the Severance Plan, which the Compensation Committee adopted effective January 27, 2026. In March 2026, each of our then-serving named executive officers entered into a participation agreement under the Severance Plan, which supersedes the severance and change in control provisions of each of their employment offer letters. Mr. Sreedhararaj entered into a participation agreement under the Severance Plan in October 2026. Under the Severance Plan, Mr. Baer participates at the "CEO" level and each of our other participating named executive officers participates as a "Tier 1 Covered Employee."

The Compensation Committee does not consider the specific amounts payable under the Severance Plan when establishing annual compensation. We do believe, however, that the arrangements described under the Severance Plan are necessary to offer compensation packages that are competitive.

We believe that the Severance Plan is designed to align the interests of our named executive officers and our stockholders when considering our long-term future. The primary purpose of the Severance Plan is to keep our most senior executive officers focused on pursuing corporate transaction activity that is in the best interests of our stockholders regardless of whether those transactions may result in their own job loss. Reasonable post-acquisition payments and benefits should serve the interests of both the named executive officer and our stockholders.

All payments, benefits, and acceleration of vesting of outstanding equity awards in the event of a change in control of the Company are payable only if there is a subsequent loss of employment by a named executive officer or the refusal of an acquirer to assume or substitute a comparable award for an outstanding equity award (a "double-trigger" arrangement). In the case of the acceleration of vesting of outstanding equity awards, we use this double-trigger arrangement to protect against the loss of retention value following a change in control of the Company and to avoid windfalls, both of which could occur if vesting of either equity or cash-based awards accelerated automatically as a result of the transaction.

We have not had excise tax reimbursement or gross-up provisions relating to a change in control of the Company in our employment letters or the Severance Plan and have no such reimbursement or gross-up obligations in place with respect to any of our named executive officers. Instead, the Severance Plan provides that if any payment or benefit would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, the payments will be reduced to the extent that doing so would leave the named executive officer with a greater after-tax amount.

For detailed descriptions of the post-employment compensation arrangements under the Severance Plan, as well as an estimate of the potential payments and benefits payable under the Severance Plan, see "Potential Payments upon Termination or Change in Control" below.

Tax and Accounting Considerations

Deductibility of Executive Compensation

In approving the amount and form of compensation for our named executive officers, the Compensation Committee considers all elements of our cost of providing such compensation, including the potential impact of Section 162(m) of the Code ("Section 162(m)"). Under Section 162(m), compensation paid to each of the Company's "covered employees" that exceeds $1 million per taxable year is generally non-deductible. Although the Compensation Committee will continue to consider tax implications as one factor in determining executive compensation, the Compensation Committee also looks at other factors in making its decisions and retains the flexibility to provide compensation for our named executive officers in a manner consistent with the goals of our executive compensation program and the best interests of the Company and our stockholders, which may include providing for compensation that is not deductible by the Company due to the deduction limit under Section 162(m).

Accounting for Stock-Based Compensation

We follow the Financial Accounting Standards Board's Accounting Standards Codification Topic 718 ("ASC Topic 718") for our stock-based compensation awards. ASC Topic 718 requires us to measure the compensation expense for all stock-based payment awards made to our employees and non-employee members of our Board, including options to purchase shares of our Class A and Class B common stock and RSU and PSU awards that may be settled for shares of our Class A common stock, generally based on the grant date "fair value" of these awards. This calculation is performed for accounting purposes and reported in the executive compensation tables required by the federal securities laws, even though the recipient of the awards may never realize any value from their awards.

Report of the Compensation Committee of the Board

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this Proxy Statement. Based on this review and discussion, the Compensation Committee has recommended to our Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated into the Company's Annual Report on Form 10-K for the fiscal year ended August 1, 2026.

THE COMPENSATION COMMITTEE

Mr. Timothy Baxter (Chair)
Mr. Kofi Amoo-Gottfried

Compensation-Related Risk

The Compensation Committee has reviewed our compensation policies and practices, in consultation with its external compensation consultant, to assess whether they encourage our employees to take inappropriate risks. After reviewing and assessing our compensation philosophy, policies, and practices, including the mix of fixed and variable, short- and long-term compensation, and overall pay, incentive plan structures, and the checks and balances built into, and oversight of, each policy and practice, the Compensation Committee has determined that any risks arising from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on the Company as a whole.

The Compensation Committee believes that the mix and design of the elements of executive compensation do not encourage management to assume excessive risks; the mix of fixed and variable compensation prevents undue focus on short-term results and helps align the interests of our executive officers with the interests of our stockholders. In addition, under our Insider Trading Policy, our executive officers are prohibited from hedging and pledging our equity securities, which protects against short-term decision making.

COMPENSATION TABLES

Fiscal Year 2026 Summary Compensation Table

The following table shows for the fiscal years ended August 1, 2026, August 2, 2025, and August 3, 2024, the compensation awarded or paid to, or earned by, our named executive officers.

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($) [1]	Option Awards ($) [2]	Non-Equity Incentive Plan Compensation ($) [3]	All Other Compensation ($) [4]	Total ($)
Matt Baer	2026	965,385[5]	—	5,879,502	—	1,701,250	14,400	8,560,536
Chief Executive Officer	2025	850,000	—	7,821,663	—	1,443,369	14,000	10,129,032
	2024	850,900	—	—	—	537,880	76,148	1,464,928
David Aufderhaar	2026	600,000	—	2,973,814	—	489,960	13,846	4,077,620
Chief Financial Officer	2025	585,769	—	2,865,277	—	498,928	—	3,949,974
	2024	550,480	—	—	—	174,020	—	724,500
Casey O'Connor	2026	500,000	—	1,427,433	—	408,300	13,692	2,349,425
Chief Legal Officer	2025	500,000	—	1,650,393	—	424,520	13,800	2,588,713
	2024	500,480	—	766,080	959,155	158,200	11,538	2,395,453
Sree Sreedhararaj[6]	2026	76,730	10,000[6]	1,469,388	—	—	—	1,556,118
Chief Product & Technology Officer								
Anthony Bacos[7]	2026	600,000	—	2,478,168	—	489,960	13,115	3,581,243
Former Chief Product & Technology Officer	2025	600,000	—	2,865,277	—	509,424	12,923	3,987,624
	2024	427,243	—	2,337,430	2,811,632	139,182	—	5,715,487

(1) The amounts reported in this column represent the aggregate grant date fair value of RSUs and PSUs computed in accordance with ASC Topic 718. The assumptions used in calculating such amounts are set forth in the notes to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended August 1, 2026, filed with the SEC on September 24, 2026 (our "2026 Annual Report"). In order to mitigate the impact of any short-term stock price volatility on the number of stock units granted, the number of stock units in an RSU or PSU award is based on the aggregate dollar value of the award divided by the average closing market price of our Class A common stock on Nasdaq for the 30 trading days immediately prior to the date of grant. As a result, the fair value of the awards at grant date in this column, computed in accordance with ASC Topic 718, may be lower or higher than the equity compensation value approved by the Compensation Committee. The amounts reported in this column for PSUs granted in fiscal year 2026 reflect the grant date fair value based upon the probable outcome of the performance conditions as of the grant date. If the PSUs were valued based on the maximum outcome of the performance conditions, the total grant date fair value of fiscal year 2026 stock awards reported in this column would reflect as follows: Mr. Baer – $6,815,475, Mr. Aufderhaar – $3,447,205, Mr. O'Connor – $1,654,655 and Mr. Bacos – $2,872,669. Mr. Sreedhararaj did not receive a PSU in fiscal 2026.

(2) The amounts reported in this column represent the aggregate grant date fair value of options to purchase shares of our Class A common stock computed in accordance with ASC Topic 718. The assumptions used in calculating such amounts are set forth in the notes to our audited consolidated financial statements included in our 2026 Annual Report. This amount does not reflect the actual economic value that may be realized by our named executive officers from such awards.

(3) For fiscal year 2026, the amounts in this column represent bonuses paid in cash under our fiscal year 2026 executive bonus program. For fiscal year 2025, the amounts in this column represent bonuses paid in cash under our fiscal year 2025 executive bonus program. For fiscal year 2024, the amounts in this column represent bonuses paid in cash under our fiscal year 2024 executive bonus program.

(4) For fiscal year 2026, the amounts reported as "All Other Compensation" consist of the following components:

Name	Company 401(k) Contributions ($) [a]
Matt Baer	14,400
David Aufderhaar	13,846
Casey O'Connor	13,692
Sree Sreedhararaj	—
Anthony Bacos	13,115

(a) The amounts in this column represent a 401(k) Company matching contribution to the Company's 401(k) Plan available to all employees.

(5) In October 2025, Mr. Baer's base salary increased from $850,000 to $1,000,000.

(6) Mr. Sreedhararaj joined the Company as CTO on June 10, 2026 and received a one-time signing bonus of $10,000. Mr. Sreedhararaj's fiscal year 2026 base salary is $525,000.

(7) Mr. Bacos retired from the Company, effective August 3, 2026.

Fiscal Year 2026 Grants of Plan-Based Awards

The following table shows for fiscal year 2026 certain information regarding grants of plan-based awards to our named executive officers:

Grants of Plan-Based Awards in Fiscal Year 2026

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards [1]			Estimated Future Payouts Under Equity Incentive Plan Awards [2]			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock Awards
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	($) [3]
Matt Baer		625,000	1,250,000	2,500,000					
	10/24/2025							595,238[4]	2,726,190
	10/24/2025[5]				297,619	595,238	892,857		3,153,312
David Aufderhaar		180,000	360,000	720,000					
	10/21/2025							310,559[4]	1,378,882
	10/21/2025[5]				155,280	310,559	465,839		1,594,932
Casey O'Connor		150,000	300,000	600,000					
	10/21/2025							149,068[4]	661,862
	10/21/2025[5]				74,534	149,068	223,602		765,571
Sree Sreedharaj									
	07/21/2026[6]							382,653[6]	1,469,388
Anthony Bacos		180,000	360,000	720,000					
	10/21/2025							258,799[4]	1,149,068
	10/21/2025[5]				129,400	258,799	388,199		1,329,101

(1) The amounts reported represent the threshold, target, and maximum payouts for each named executive officer under our fiscal year 2026 annual executive bonus program. The amounts shown as "target" represent the target payment level of 125% of our CEO's base salary and 60% of other named executive officers' base salaries. Mr. Sreedharaj was not eligible for our fiscal year 2026 annual executive bonus program.

(2) Represents the PSUs that could be earned at the threshold, target and maximum levels of achievement as described in "Compensation Discussion and Analysis."

(3) The amounts reported in this column represent the aggregate grant date fair value of RSU and PSU awards granted during fiscal year 2026 computed in accordance with ASC Topic 718. The assumptions used in calculating such amounts are set forth in the notes to our audited consolidated financial statements included in our 2026 Annual Report. In order to mitigate the impact of any short-term stock price volatility on the number of stock units granted, the number of stock units in an RSU or PSU award, as applicable, is based on the aggregate dollar value of the award divided by the average closing market price of our Class A common stock on Nasdaq for the 30 trading days immediately prior to the date of grant. As a result, the fair value of the awards at grant date in this column, computed in accordance with ASC Topic 718, may be lower or higher than the equity compensation value approved by the Compensation Committee. With respect to PSUs, this amount assumes the probable outcome of the performance conditions described in "Compensation Discussion and Analysis."

(4) 8.33% of the award vested on December 15, 2025, with the remainder vesting in equal installments of 8.33% over the next 11 quarterly vest dates, subject to continued service on each vesting date.

(5) Represents PSUs that may be earned based on performance conditions relating to net revenue, Adjusted EBITDA, and Active Clients. 41.67% of the PSUs earned upon achievement of the performance conditions will vest on December 16, 2026, with the remainder vesting in equal installments of 8.33% over the next seven quarterly vest dates, subject to continued service on each vesting date.

(6) 25% of the RSU award will vest on December 16, 2026, with the remainder vesting as follows, subject to continued service on each vesting date: 25% in equal installments over the next two quarterly vest dates; 33 1/3% in equal installments over the next four quarterly vest dates; and 16 2/3% in equal installments over the next four quarterly vest dates.

Employment Agreements

The terms and conditions of employment for each of our named executive officers who is currently at the Company are set forth in written employment offer letters. The employment offer letters generally provide for "at-will" employment and set forth the executive officer's initial base salary and target annual cash bonus opportunity. The severance and change in control provisions of the employment offer letters were superseded when each named executive officer entered into a participation agreement under the Severance Plan in March 2026 (other than with respect to Mr. Sreedharaj, who entered into a participation agreement under our Severance Plan in October 2026 in connection with the commencement of his employment). Our Severance Plan provides for

certain payments and benefits in the event of a termination of employment, including a termination of employment in connection with a change in control of the Company. For more information on these post-employment compensation arrangements under our Severance Plan, see "Post-Employment Compensation Arrangements under Our Severance Plan" above. Each named executive officer is subject to customary confidentiality requirements and similar covenants. In addition, each of our named executive officers has executed our standard proprietary information and inventions agreement.

Mr. Baer

We entered into an initial employment offer letter with Mr. Baer, dated June 9, 2023, which set forth the initial terms and conditions of his employment as our CEO. Pursuant to this employment offer letter, Mr. Baer's base salary was set at $850,000 per year, subject to adjustment as determined in the discretion of the Compensation Committee. Mr. Baer also received a one-time signing bonus of $400,000 upon the start date of his employment. We also entered into a modified employment offer letter with Mr. Baer on June 14, 2024, to adjust his work location. Mr. Baer's employment is "at will" and may be terminated at any time, with or without cause. In October 2025, Mr. Baer's base salary was increased to $1,000,000 per year.

Mr. Aufderhaar

We entered into an employment offer letter with Mr. Aufderhaar dated April 1, 2023, which set forth the initial terms and conditions of his employment as our CFO. Pursuant to this employment offer letter, Mr. Aufderhaar's base salary was set at $550,000 per year, subject to adjustment as determined in the discretion of the Compensation Committee. Mr. Aufderhaar's employment is "at will" and may be terminated at any time, with or without cause.

Mr. O'Connor

We entered into an employment offer letter with Mr. O'Connor dated November 29, 2022, which set forth the initial terms and conditions of his employment as our CLO. Pursuant to this employment offer letter, Mr. O'Connor's base salary was set at $500,000 per year, subject to adjustment as determined in the discretion of the Compensation Committee. Mr. O'Connor's employment is "at will" and may be terminated at any time, with or without cause.

Mr. Sreedhararaj

We entered into an employment offer letter with Mr. Sreedhararaj dated May 1, 2026, which set forth the initial terms and conditions of his employment as our CTO, effective June 10, 2026. Pursuant to this employment offer letter, Mr. Sreedhararaj's base salary was set at $525,000 per year, subject to adjustment as determined in the discretion of the Compensation Committee. Mr. Sreedhararaj's employment is "at will" and may be terminated at any time, with or without cause.

Outstanding Equity Awards at Fiscal 2026 Year-End Table

The following table shows for fiscal year 2026 certain information with respect to the outstanding equity awards held by our named executive officers as of August 1, 2026.

The vesting schedule applicable to each outstanding equity award is described in the footnotes to the table. For information with respect to the vesting acceleration provisions applicable to the equity awards held by our named executive officers, see "Potential Payments upon Termination or Change in Control" below.

Outstanding Equity Awards at Fiscal 2026 Year-End

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($) [1]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested ($) [1]
Matt Baer	2,016,665	183,335 [2]	3.70	06/25/2033	—	—	—	—
	—	—	—	—	91,668 [2]	368,505	—	—
	—	—	—	—	273,439 [3]	1,099,225	—	—
	—	—	—	—	446,430[3]	1,794,649	—	—
	—	—	—	—	307,414[4]	1,235,804	—	—
	—	—	—	—	—	—	479,616[5]	1,928,056
	—	—	—	—	892,857[6]	3,589,285	—	—
David Aufderhaar	800,000	—	5.02	04/02/2033	—	—	—	—
	375,000	125,000[7]	5.02	04/02/2033	—	—	—	—
	—	—	—	—	62,500[7]	251,250	—	—
	—	—	—	—	195,314[3]	785,162	—	—
	—	—	—	—	232,920[3]	936,338	—	—
	—	—	—	—	219,582[4]	882,720	—	—
	—	—	—	—	465,839[6]	1,872,671	—	—
Casey O'Connor	4,869	—	22.56	06/02/2029	—	—	—	—
	5,256	—	18.34	09/26/2029	—	—	—	—
	380,653	—	3.80	12/14/2032	—	—	—	—
	319,999[8]	64,001	3.99	12/07/2033	—	—	—	—
	—	—	—	—	32,001[9]	128,644	—	—
	—	—	—	—	112,501[3]	452,254	—	—
	—	—	—	—	111,802[3]	449,444	—	—
	—	—	—	—	126,480[4]	508,450	—	—
	—	—	—	—	223,602[6]	898,880	—	—
Sree Sreedhararaj	—	—	—	—	382,653[10]	1,538,265	—	—
Anthony Bacos	441,115[11]	—	3.99	12/07/2033	—	—	—	—
	311,126[11]	—	2.48	04/01/2034	—	—	—	—
	—	—	—	—	30,709[12]	123,450	—	—
	—	—	—	—	30,709[12]	123,450	—	—
	—	—	—	—	195,314[3]	785,162	—	—
	—	—	—	—	194,100[3]	780,282	—	—
					162,774[4]	654,351	—	—
					388,199[6]	1,560,558	—	—

(1) Amounts represent the market value of unvested shares subject to each RSU or PSU award, as applicable, based on a closing price of our Class A common stock on July 31, 2026, the last trading day of the last completed fiscal year, of $4.02 per share.

(2) 16.67% of RSUs vested on March 13, 2024, with the remainder vesting in equal installments of 8.33% over the subsequent 10 quarterly vest dates, subject to continued service on each vesting date.

(3) 8.33% of the RSUs vested on March 12, 2025, with the remainder vesting in equal installments of 8.33% over the subsequent 11 quarterly vesting dates, subject to continued service on each vesting date.

(4) Represents RSUs at actual performance under the PSU award which was granted in October 2024, and for which the performance period has ended and performance metrics were certified by the Compensation Committee. 41.67% of the shares vested on December 17, 2025, with the remainder vesting in equal installments of 8.33% over the subsequent seven quarterly vesting dates, subject to continued service on each vesting date.

(5) Represents the target payout under the PSU award. The PSUs are eligible to vest in four equal tranches, each upon achievement of stock price targets of $5.00, $6.50, $8.00, and $10.00 during a four-year period following July 7, 2025. Performance conditions are achieved when the Company's closing stock price is at or above specified stock price targets for 30 consecutive trading days. Once a performance condition is achieved, 33.33% of the corresponding tranche vests on the achievement date, 33.33% on the first anniversary of achievement, and 33.33% on the second anniversary of achievement. Notwithstanding the foregoing, all shares subject to achieved tranches that have not yet vested will automatically vest on the fourth anniversary of the grant date, and any tranches for which the performance condition has not been achieved by such date will be forfeited. Vesting is subject to continued service through each vesting date.

(6) Represents RSUs at actual performance under the PSU award which was granted in October 2025, and for which the performance period has ended and performance metrics were certified by the Compensation Committee. 41.67% of the shares are scheduled to vest on December 16, 2026, with the remainder vesting in equal installments of 8.33% over the subsequent seven quarterly vesting dates, subject to continued service on each vesting date.

(7) 8.33% of the RSUs vested on June 12, 2024, with the remainder vesting in equal installments of 8.33% over the subsequent 11 quarterly vesting dates, subject to continued service on each vesting date.

(8) 8.33% of the shares subject to the options vested on March 13, 2024, with the remainder vesting in equal installments of 8.33% over the subsequent 11 quarterly vesting dates, subject to continued service on each vesting date.

(9) 8.33% of the RSUs vested on March 13, 2024, with the remainder vesting in equal installments of 8.33% over the subsequent 11 quarterly vesting dates, subject to continued service on each vesting date.

(10) 25% of the RSUs will vest on December 16, 2026, 12.5% vest in each of the next two quarters following, 8.33% vest in each of the next four quarters following, and 4.17% vest in each of the next four quarters following, subject to continued service on each vesting date.

(11) 61,417 shares subject to the options were forfeited upon Mr. Bacos' departure from the Company on August 3, 2026.

(12) 25% of the RSUs vested on June 12, 2024, 12.5% vest in each of the next two quarters following, 8.33% vest in each of the next four quarters following, and 4.17% vest in each of the next four quarters following, subject to continued service on each vesting date.

Fiscal Year 2026 Option Exercises and Stock Vested

The following table shows for fiscal year 2026 certain information regarding options to purchase shares of our Class A and Class B common stock that were exercised, and full value awards that vested during fiscal year 2026, which may be settled for shares of our Class A and Class B common stock, with respect to each named executive officer:

Fiscal Year 2026 Option Exercises and Stock Vested Table

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($) [1]	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($) [2]
Matt Baer	—	—	1,338,870	6,176,378
David Aufderhaar	—	—	674,324	3,054,203
Casey O'Connor	88,099	142,645.81	382,681	1,756,565
Sree Sreedhararaj	—	—	—	—
Anthony Bacos	510,011	659,270.62	682,913	2,259,448

(1) The value realized on exercise is based on the closing price of our Class A common stock on the date of exercise minus the exercise price.

(2) The value realized on vesting was calculated by multiplying the number of vesting shares of Class A common stock by the closing market price of our Class A common stock on each vesting date.

Fiscal Year 2026 Pension Benefits

Our named executive officers did not participate in, or otherwise receive any benefits under, any defined benefit pension or retirement plan sponsored by us during fiscal year 2026.

Fiscal Year 2026 Non-Qualified Deferred Compensation

Our named executive officers did not participate in, or earn any benefits under, a non-qualified deferred compensation plan sponsored by us during fiscal year 2026.

Potential Payments upon Termination or Change in Control

In January 2026, the Compensation Committee, with the assistance of its independent compensation consultant, adopted the Severance Plan to replace the individually negotiated severance provisions in our executive officers' offer letters with a single, uniform framework. The Compensation Committee believed that a plan-based approach would align our severance protections with market practice among our peer group, provide consistent treatment across our executive team, and support the retention and focus of our executive officers, including in the context of a potential change in control.

Each of our named executive officers who is currently at the Company is eligible for severance payments and benefits pursuant to the Severance Plan, as described in "Post-Employment Compensation Arrangements under Our Severance Plan" above. Mr. Bacos did not receive any compensation or other benefits under the Severance Plan in connection with his termination of employment in August 2026.

Involuntary Terminations under our Severance Plan

If we terminate a participant's employment without Cause or the participant resigns for Good Reason (an "Involuntary Termination") outside the period beginning one month before and ending 12 months after Corporate Transaction (as defined in our 2017 Incentive Plan (the "2017 Plan")) (the "Change in Control Period"), the participant is eligible to receive (i) a lump sum

cash payment equal to 200% of his annual base salary (for Mr. Baer) or 100% of their annual base salary (for our other participating named executive officers) and (ii) Company-paid COBRA premiums for up to 18 months (for Mr. Baer) or 12 months (for our other participating named executive officers). In addition, Mr. Baer is eligible for accelerated vesting of the portion of his time-based equity awards and performance-based awards for which the applicable performance has been measured and certified that would have vested during the six months following termination. His performance-based awards for which performance has not been satisfied shall accelerate as set forth in the applicable award agreement, provided that, unless otherwise set forth in an applicable award agreement, shall remain outstanding for six months and vest to the extent performance is satisfied during that period. Our other participating named executive officers forfeit their unvested equity awards upon an Involuntary Termination outside the Change in Control Period.

If the Involuntary Termination occurs during the Change in Control Period, the participant is instead eligible to receive (i) a lump sum cash payment equal to 200% of the sum of his annual base salary and target annual bonus (for Mr. Baer) or 100% of the sum of their annual base salary and target annual bonus (for our other participating named executive officers), (ii) Company-paid COBRA premiums for up to 18 months (for Mr. Baer) or 12 months (for our other participating named executive officers), and (iii) full vesting of each of their outstanding time-based equity awards and performance-based awards for which the applicable performance has been measured and certified. Performance-based awards for which the performance period has not been completed vest as provided in the applicable award agreement or, if the award agreement does not address a change in control, based on the greater of target or actual performance determinable as of immediately before the change in control. The receipt of payments and benefits is contingent on the named executive officer's execution of a release of claims in favor of the Company and each of their continued compliance with confidentiality, proprietary information and inventions, and other restrictive covenant obligations.

"Cause" and "Good Reason" Definitions

For purposes of the Severance Plan, "Cause" for a named executive officer's termination of employment means her or his: (a) conviction (including a guilty plea or plea of nolo contendere) of any felony; (b) commission or attempted commission of or participation in a fraud or act of dishonesty or misrepresentation against us; (c) willful and continued failure to follow the lawful directions of our Board or officers to whom she or he reports, and failure to cure such failure within a reasonable time after receiving written notice from us of the claimed failure; (d) deliberate harm or injury, or attempt to deliberately harm or injure, us; (e) willful misconduct that materially discredits or harms us or our reputation; (f) material violation or breach of any written and fully executed contract or agreement between the named executive officer and us, including without limitation, material breach of her or his Confidentiality Agreement, or of any of our policies, or of any statutory duty owed to us by the named executive officer; (g) gross negligence or willful misconduct; (h) failure to cooperate with any investigation as requested by our Board or officers to whom the named executive officer reports; or (i) unauthorized use of confidential information that causes material harm to us.

For purposes of the Severance Plan, a named executive officer will have "Good Reason" for resigning if any of the following actions are taken by us without her or his prior written consent: (a) a material reduction in her or his base salary or target annual bonus (unless pursuant to a salary reduction program applicable generally to our similarly situated employees); (b) a material reduction in her or his duties (including responsibilities and/or authorities), or in the case of Mr. Baer, any change in job position, title or reporting line; provided, however, that a change in job position (including a change in position, title or reporting line) resulting from a change in control transaction shall not be deemed a "material reduction" in and of itself unless her or his new duties are materially reduced from the prior duties; (c) relocation of her or his principal place of employment to a place that increases her or his one-way commute by more than 35 miles as compared to her or his then-current principal place of employment immediately prior to such relocation or a change in Company policy adversely impacting her or his ability to work remotely to the extent such remote work arrangement was set forth in a written agreement between the Company and the executive officer; or (d) the Company's material breach of any material obligation to the executive officer under any material agreement between the Company and the executive officer.

The following table presents the estimated payments and benefits that would be received by each of our named executive officers that are currently employed at the Company under the arrangements described above, assuming that a termination of employment and, where applicable, a change in control of the Company had occurred on July 31, 2026, the last trading day of fiscal year 2026, and that the price of our Class A common stock was $4.02 per share, which represents the closing market price of our Class A common stock on July 31, 2026. This table is intended only for illustrative purposes; the rights and benefits due to any named executive officer upon an actual termination of employment or change in control of the Company can only be determined at the time of such event, based on circumstances then existing and arrangements then in effect.

Named Executive Officer	Involuntary Termination of Employment Not Involving a Change in Control of the Company ($) [1, 3, 5, 7, 8, 9]	Involuntary Termination of Employment Involving a Change in Control of the Company ($) [2, 3, 4, 5, 6]
Matt Baer		
Severance Payment	2,000,000	4,500,000
Health Care Coverage	177	177
Equity Acceleration - Options	58,667	58,667
Equity Acceleration – PSUs	2,165,679	5,741,195
Equity Acceleration – RSUs	1,133,716	3,262,379
Total	**5,358,239**	**13,562,418**
David Aufderhaar		
Severance Payment	600,000	960,000
Health Care Coverage	33,758	33,758
Equity Acceleration – Options	—	—
Equity Acceleration – PSUs	—	2,179,865
Equity Acceleration – RSUs	—	1,972,751
Total	**633,758**	**5,146,374**
Casey O'Connor		
Severance Payment	500,000	800,000
Health Care Coverage	10,874	10,874
Equity Acceleration – Options	—	257,284
Equity Acceleration – PSUs	—	1,114,147
Equity Acceleration – RSUs	—	1,030,342
Total	**510,874**	**3,212,647**
Sree Sreedhararaj		
Severance Payment	525,000	840,000
Health Care Coverage	33,758	33,758
Equity Acceleration – Options	—	—
Equity Acceleration – PSUs	—	—
Equity Acceleration – RSUs	—	1,538,265
Total	**558,758**	**2,412,023**

(1) The amounts reported for "Severance Payment" represent the annual base salary of each named executive officer as of the last day of the last completed fiscal year multiplied by the number of months for which such payment would be provided.

(2) The amounts reported for "Severance Payment" represent the annual base salary and target annual bonus of each named executive officer as of the last day of the last completed fiscal year multiplied by the number of months for which such payment would be provided.

(3) The amounts reported for "Health Care Coverage" represent the Company's monthly cost of medical, dental, and vision insurance coverage multiplied by the number of months of coverage that would be provided to each named executive officer.

(4) The amounts reported for "Equity Acceleration – Options" represents the number of shares of our Class A and/or Class B common stock subject to unvested options to purchase shares of our Class A or Class B common stock outstanding as of the last day of the last completed fiscal year multiplied by $4.02 per share, which represents the closing market price of our Class A common stock on July 31, 2026, the last trading day of fiscal year 2026, less the exercise price.

(5) The amounts reported for "Equity Acceleration – PSUs" represents the number of unvested PSUs as of the last day of the last completed fiscal year multiplied by $4.02 per share, which represents the closing market price of our Class A common stock on July 31, 2026, the last trading day of fiscal year 2026. For PSUs whose performance had not been certified at fiscal year end, assumes vesting of the number earned based on actual performance for the performance period determined in October 2026.

(6) The amounts reported for "Equity Acceleration – RSUs" represents the number of unvested RSUs as of the last day of the last completed fiscal year multiplied by $4.02 per share, which represents the closing market price of our Class A common stock on July 31, 2026, the last trading day of fiscal year 2026.

(7) The amounts reported for "Equity Acceleration – Options" represents the number of shares of our Class A and/or Class B common stock subject to unvested options to purchase shares of our Class A or Class B common stock outstanding as of the last day of the last completed fiscal year that would vest as to an additional six months, in accordance with the Severance Plan, multiplied by $4.02 per share, which represents the closing market price of our Class A common stock on July 31, 2026, the last trading day of fiscal year 2026, less the exercise price.

(8) The amounts reported for "Equity Acceleration – PSUs" represents the number of unvested PSUs as of the last day of the last completed fiscal year that would vest as to an additional six months, in accordance with the Severance Plan, multiplied by $4.02 per share, which represents the closing market price of our Class A common stock on July 31, 2026, the last trading day of fiscal year 2026. For PSUs whose performance had not been certified at fiscal year end, assumes vesting of the number earned based on actual performance for the performance period determined in October 2026.

(9) The amounts reported for "Equity Acceleration – RSUs" represents the number of unvested RSUs as of the last day of the last completed fiscal year that would vest as to an additional six months, in accordance with the Severance Plan, multiplied by $4.02 per share, which represents the closing market price of our Class A common stock on July 31, 2026, the last trading day of fiscal year 2026.

In addition to the payments and benefits described and quantified above, the 2011 Equity Incentive Plan (the "2011 Plan"), the 2017 Plan, and the 2019 Plan provide for an extended period of time during which an optionholder may exercise options following the optionholder's termination of service (the "post-termination exercise period"). Generally, under the 2011 Plan, the 2017 Plan, and the 2019 Plan, if an optionholder's service relationship with us ends, the optionholder may exercise any vested options for up to three months after the date that the service relationship ends. However, if the optionholder's service relationship with us ceases due to disability or death, the optionholder, or his or her beneficiary, may exercise any vested options for up to 12 months in the event of disability, or 18 months in the event of death, after the date the service relationship ends. Accordingly, each of our named executive officers would be entitled to an extended post-termination exercise period in the event of a termination of employment due to death or disability.

CEO Pay Ratio

Under SEC rules, we are required to calculate and disclose the annual total compensation of our Chief Executive Officer, the median of the annual total compensation of all our employees (other than our Chief Executive Officer), and the ratio of the annual total compensation of our median employee as compared to the annual total compensation of our Chief Executive Officer.

To identify our new median employee for fiscal year 2026, we used the following methodology:

- To determine our total population of employees, we included all full-time and part-time employees as of August 1, 2026, excluding our CEO.
- To identify our median employee from our employee population (other than our CEO), we calculated the aggregate amount of cash compensation received and stock-based compensation granted (as computed in accordance with ASC Topic 718) in fiscal year 2026, excluding non-regular payments.
- We annualized the base compensation of employees who were employed by us for less than the entire fiscal year.

Using this approach, we identified our median employee. Our median employee in fiscal year 2026 was a Senior Stylist. Our Warehouse and Stylist employees compose the majority of our employee population, many of whom are part-time employees. Although we identified a new median employee for 2026, our calculation methodology was the same methodology used in prior years.

For fiscal year 2026, the annual total compensation for our median employee was $29,581 as computed under the Summary Compensation table rules and the total compensation of Mr. Baer, as reported in the Fiscal Year 2026 Summary Compensation Table included in this Proxy Statement, was $8,561,436. Based on this information, the ratio of our Chief Executive Officer's annual total compensation to the annual total compensation of the median employee was 289:1. This ratio is a reasonable estimate calculated in a manner consistent with SEC rules.

Because SEC rules for identifying the median employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, apply certain exclusions, and make reasonable estimates and assumptions that reflect their employee population and compensation practices, the pay ratio reported by other companies may not be comparable to our pay ratio, as other companies have different employee populations and compensation practices and may have used different methodologies, exclusions, estimates, and assumptions in calculating their pay ratios. As explained by the SEC when it adopted these rules, the rule was not designed to facilitate comparisons of pay ratios among different companies, even companies within the same industry, but rather to allow stockholders to better understand and assess each particular company's compensation practices and pay ratio disclosures.

Pay versus Performance

The table below shows compensation actually paid, as defined by the SEC in Item 402(v) of Regulation S-K ("Item 402(v)"), for our executives, and our financial performance for the fiscal years ended August 1, 2026, August 2, 2025, August 3, 2024, July 29, 2023, and July 30, 2022. For purposes of this discussion, our CEO is also referred to as our principal executive officer or "PEO" and our other named executive officers are referred to as our "Non-PEO NEOs":

	Summary Compensation Table ("SCT") Totals For:			Compensation Actually Paid ("CAP") To:					Value of Initial Fixed $100 Investment Based On:			
Year	PEO 1 ($) [1][2]	PEO 2 ($) [1][2]	PEO 3 ($) [1][2]	PEO 1 ($) [1][3]	PEO 2 ($) [1][3]	PEO 3 ($) [1][3]	Average SCT Total for Non-PEO NEOs ($) [1][2]	Average CAP to Non-PEO NEOs ($) [1][3]	Total Shareholder Return ($) [4]	Peer Group Total Shareholder Return ($) [5]	Net Loss (in thousands) ($) [6]	Adjusted EBITDA (in thousands) ($) [7]
2026	N/A	N/A	8,560,536	N/A	N/A	7,217,099	2,891,101	2,615,004	7.46	102.52	(12,606)	53,387
2025	N/A	N/A	10,129,032	N/A	N/A	11,249,951	3,508,770	4,846,565	8.33	88.10	(28,739)	49,139
2024	N/A	N/A	1,464,928	N/A	N/A	(3,215,275)	2,945,147	2,266,228	7.59	82.36	(128,840)	29,281
2023	476,112	652,000	9,838,545	336,828	(2,670,068)	14,172,325	3,148,095	1,407,739	9.11	73.42	(171,973)	16,814
2022	N/A	3,134,920	N/A	N/A	(26,070,368)	N/A	5,631,793	(370,343)	11.07	68.03	(207,121)	(19,455)

(1) NEOs included in these tables reflect the following individuals:

Year	PEO	Non-PEO NEOs
2026	PEO 3: Matt Baer	David Aufderhaar, Casey O'Connor, Sree Sreedhararaj, Anthony Bacos
2025	PEO 3: Matt Baer	David Aufderhaar, Casey O'Connor, Anthony Bacos
2024	PEO 3: Matt Baer	David Aufderhaar, Casey O'Connor, Anthony Bacos
2023	PEO 1: Katrina Lake PEO 2: Elizabeth Spaulding PEO 3: Matt Baer	Dan Jedda, Scott Darling, Sachin Dhawan, David Aufderhaar, Casey O'Connor
2022	PEO 2: Elizabeth Spaulding	Dan Jedda, Scott Darling, Sachin Dhawan

(2) Amounts reflect total compensation as reported in our SCT for our NEOs for each applicable fiscal year.

(3) CAP has been calculated based on the requirements and methodology set forth in the applicable SEC rules (Item 402(v) of Regulation S-K). The CAP calculation includes the end-of-year value of awards granted within the fiscal year, the change in fair value from prior year end of vested awards and the change in the fair value of unvested awards granted in prior years, regardless of if, when, or at which intrinsic value they will actually vest. To calculate CAP for fiscal year 2026, the following amounts were deducted from and added to the total compensation number shown in the SCT:

Reconciliation of SCT Total to CAP	Fiscal Year 2026 (For PEO 3)	Fiscal Year 2026 (Average For Non-PEO NEOs)
Summary Compensation Table Total	**8,560,536**	**2,891,101**
Less: Amounts Reported in SCT for Stock and Option Awards Based on Grant Date Fair Value	(5,879,502)	(2,087,201)
Plus: Fair Value at Fiscal Year End of Outstanding and Unvested Equity Awards Granted in the Fiscal Year	4,618,220	1,778,064
Plus/Less: Change in Fair Value of Outstanding and Unvested Equity Awards Granted in Prior Fiscal Years	(831,792)	(199,112)
Plus: Fair Value at Vesting of Equity Awards Granted and Vested in the Fiscal Year	606,143	182,896
Plus/ Less: Change in Fair Value as of the Vesting Date of Equity Awards Granted in Prior Fiscal Years that Vested in the Fiscal Year	143,493	49,255
Compensation Actually Paid	**7,217,099**	**2,615,004**

For purposes of the above adjustments, the fair values of equity awards on the applicable date were determined in accordance with ASC Topic 718, using valuation methodologies that are generally consistent with those used to determine the grant date fair value for accounting purposes. The assumptions used in calculating such amounts are set forth in the notes to our audited consolidated financial statements included in our 2026 Annual Report.

The table below contains ranges of assumptions used in the valuation of outstanding equity awards for the relevant fiscal year(s). For more information, please see the notes to our financial statements in our 2026 Annual Report and the footnotes to the Summary Compensation Table of this proxy statement.

	Fiscal Year 2026
Restricted Stock Units	
Stock Price	$3.15 - $5.94
Stock Options	
Expected Term (years)	0.7 - 3.7
Strike Price	$2.48 - $5.02
Volatility	70.8% - 88.5%
Dividend Yield	0.0% - 0.0%
Risk-Free Interest Rate	3.4% - 4.2%

(4) Total Shareholder Return ("TSR") represents the cumulative total return to stockholders on a fixed investment of $100 in our Class A common stock for the period beginning on the last trading day of fiscal year ended July 30, 2022 through the end of each applicable fiscal year (August 1, 2026), assuming reinvestment of dividends. The Company has not paid dividends historically.

(5) Peer Group TSR represents the cumulative total return on a fixed investment of $100 in the Standard and Poor's Retail Select Industry Index for the period beginning on the last trading day of fiscal year ended July 30, 2022 through the end of each applicable fiscal year (August 1, 2026), assuming reinvestment of dividends.

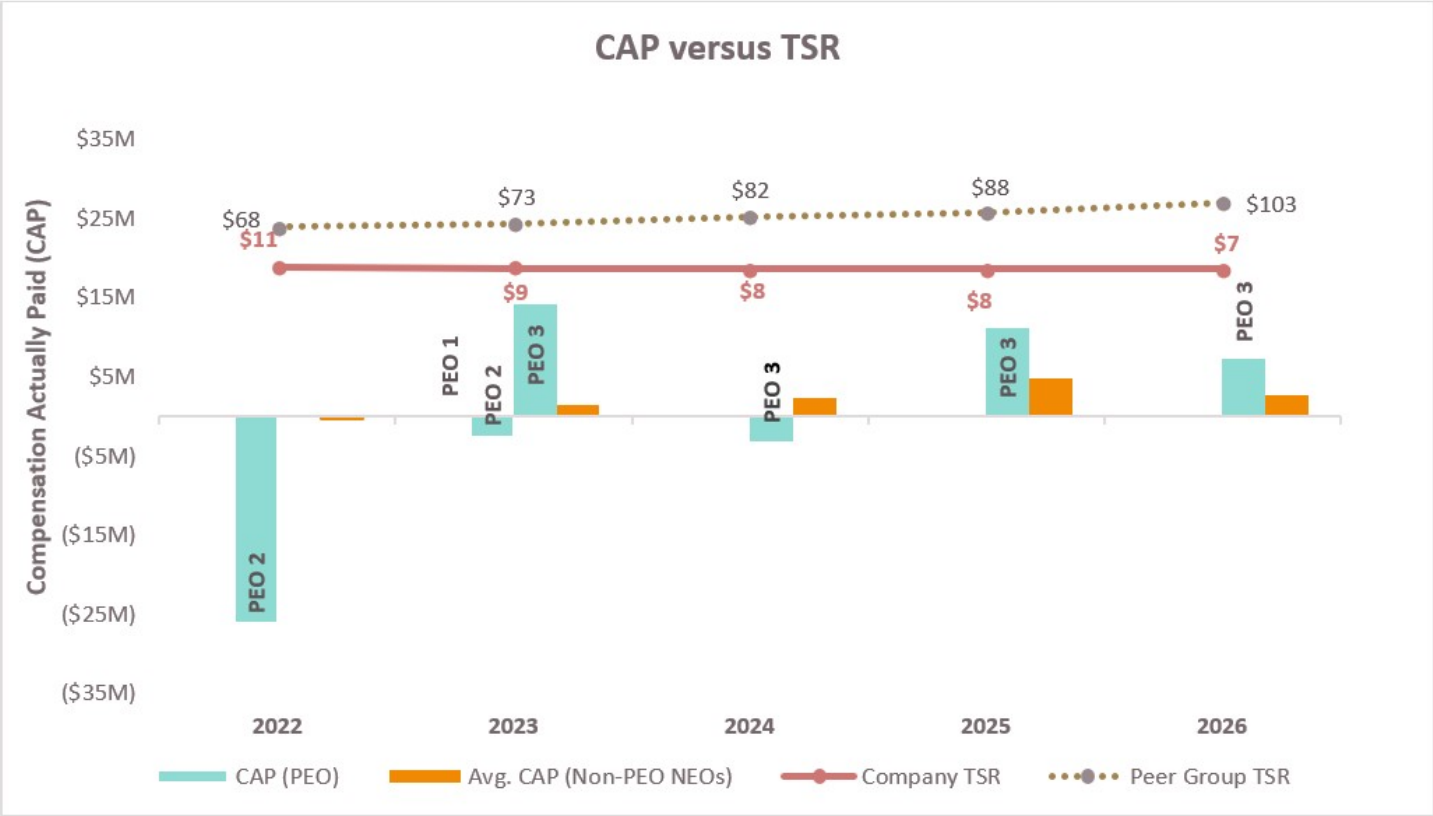
(6) The dollar amounts reported represent the net loss reflected in the Company's audited consolidated financial statements for each applicable year.

(7) The dollar amounts reported represent our Adjusted EBITDA reflected in the Company's audited consolidated financial statements for each applicable fiscal year. Refer to Appendix A to this Proxy Statement for more detail on how we define Adjusted EBITDA and for a reconciliation of net loss, the most comparable GAAP financial measure, to Adjusted EBITDA for each of the fiscal years presented.

All of the information provided above under the "Pay versus Performance" heading will not be deemed to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except to the extent the Company specifically incorporates such information by reference.

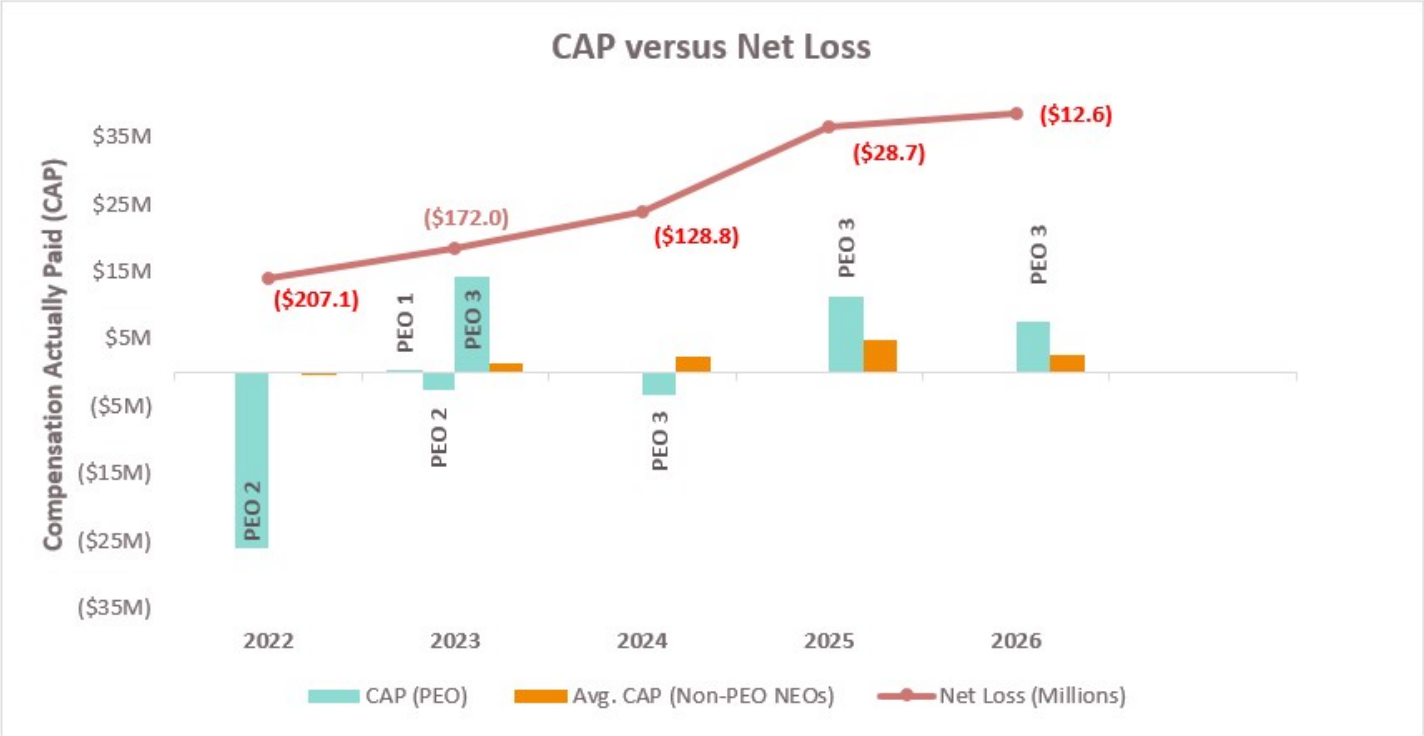
Relationship Between CAP and Cumulative TSR of Stitch Fix and our Peer Group

The following chart illustrates the relationship between CAP for our PEO and the average CAP for our Non-PEO NEOs against our TSR, as well as the relationship between our TSR and the TSR of our peer group:



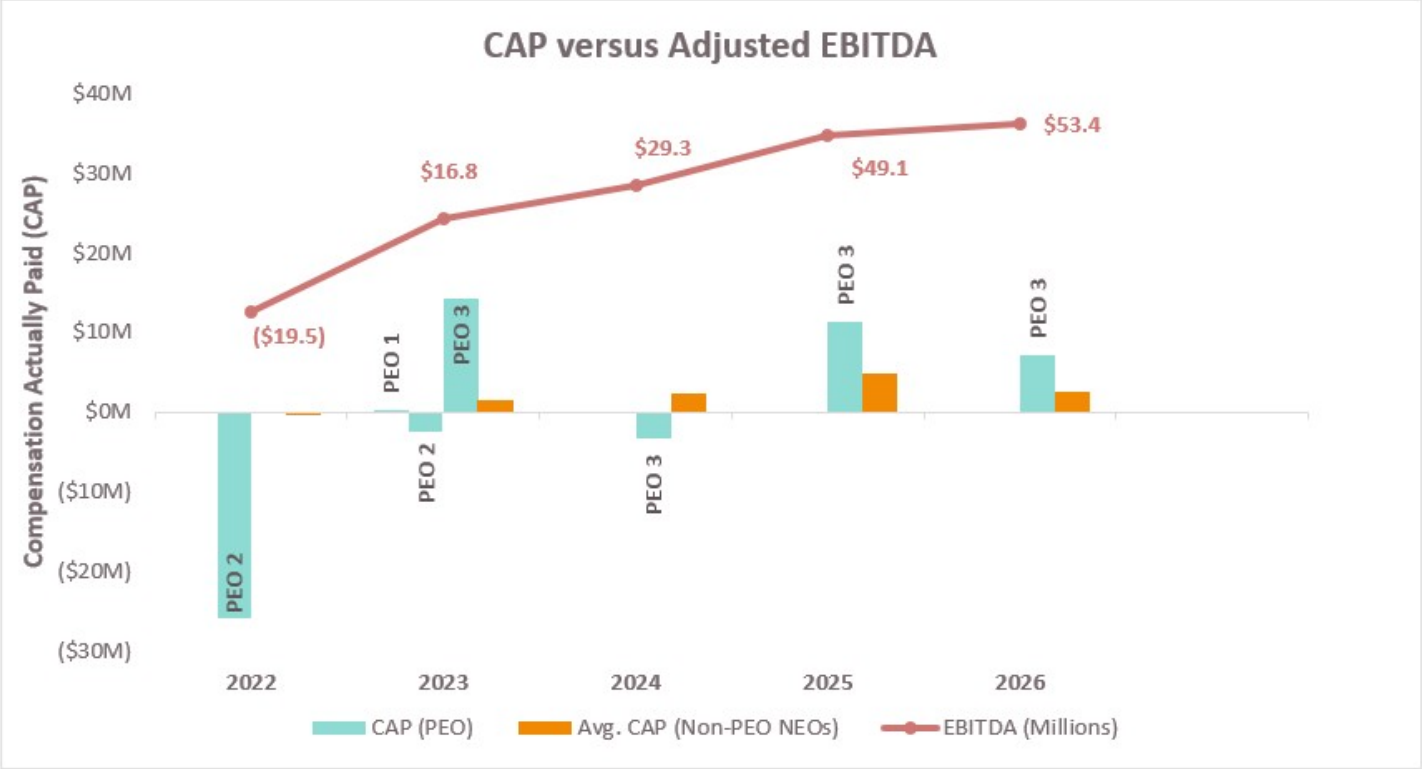
Relationship Between CAP and Net Income (Loss)

The following chart illustrates the CAP for our PEOs and the average CAP for our Non-PEO NEOs against our net income (loss):



Relationship Between CAP and Adjusted EBITDA

The following chart illustrates the CAP for our PEOs and the average CAP for our Non-PEO NEOs against our Adjusted EBITDA. Refer to Appendix A to this proxy statement for a reconciliation of net loss, the most comparable GAAP financial measure, to Adjusted EBITDA for each of the fiscal years presented.



Most Important Performance Measures

The following is an unranked list of the financial performance measures we consider most important in linking company performance and compensation actually paid to our named executive officers for the most recently completed fiscal year:

- TSR
- Net Income (Loss)
- Adjusted EBITDA
- Net Revenue

Equity Compensation Plan Information

The following table provides information as of August 1, 2026, with respect to the shares of our Class A or Class B common stock that may be issued under our equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#) (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights ($) [1] (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#) (c)
Equity compensation plans approved by security holders [2]	5,506,169	6.34	4,384,897
Equity compensation plans not approved by security holders [3]	3,189,150	4.22	2,001,622
Total	8,695,319	5.56	6,386,519

(1) The weighted-average exercise price excludes RSU awards, which have no exercise price.

(2) Includes securities under the 2011 Plan and the 2017 Plan.

(3) Includes securities under the 2019 Plan.

The 2017 Plan provides that the number of shares reserved for issuance may be increased by our Board as of the first day of each fiscal year, starting in 2018 and ending in 2027, by a number of shares of Class A common stock that does not exceed 5% of the total number of shares of all classes of common stock outstanding on the last day of the preceding fiscal year. Effective as of August 2, 2026, the Board approved an increase to the shares reserved for issuance by 6,617,750 shares of Class A common stock (approximately 5% of the total number of shares of all classes of common stock outstanding on August 1, 2026) pursuant to this provision. This increase is not reflected in the table above.

DIRECTOR COMPENSATION

The Compensation Committee regularly reviews and assesses the compensation levels of our non-employee directors, with the assistance of its external compensation consultant. Our Board has adopted a director compensation policy for our non-employee directors, who we refer to below as our "Independent Directors." Pursuant to this policy, which was last amended by our Board in October 2024, our Independent Directors receive the compensation described below.

Cash Compensation

- A $100,000 annual cash retainer for service as a Board member;
- $20,000 per year for service as chair of the Audit Committee and $10,000 per year for service as a member of the Audit Committee;
- $15,000 per year for service as chair of the Compensation Committee and $7,500 per year for service as a member of the Compensation Committee;
- $10,000 per year for service as chair of the Nominating and Corporate Governance Committee and $5,000 per year for service as a member of the Nominating and Corporate Governance Committee; and
- $10,000 per year for service as Lead Independent Director.

The annual cash compensation amounts are payable in equal quarterly installments following the end of each quarter in which the service occurred, pro-rated for any partial quarters. All annual cash fees are vested upon payment.

Equity Compensation

- An RSU grant with an aggregate value of $175,000.

Equity grants are made as of the date of each annual meeting of our stockholders. Each such RSU grant will be made under our 2017 Plan and will vest on the earlier of the first anniversary of its date of grant and the date of the next annual meeting of stockholders, subject to the non-employee director's continuous service through the applicable vesting date.

In addition, any person who is elected or appointed as an Independent Director for the first time will, upon the date of her or his initial election or appointment, receive an RSU grant with an aggregate value of $175,000, each multiplied by a fraction, the numerator of which is the number of days between the date of appointment and the date of the next then-scheduled annual meeting of stockholders (or, if the date of such annual meeting has not yet been scheduled, the first anniversary of the immediately preceding annual meeting), and the denominator of which is 365.

Any outstanding options and RSUs with respect to shares of our Class A or Class B common stock held by each Independent Director who remains in continuous service with us until immediately prior to a change in control of the Company (as defined in our 2017 Plan) will become fully vested immediately prior to the closing of such change in control event in which their service is terminated.

Reimbursement of Expenses

We also reimburse each eligible non-employee director for ordinary, necessary, and reasonable out-of-pocket travel expenses to cover in-person attendance at and participation in meetings of our Board and any committee of the Board.

Fiscal Year 2026 Director Compensation Table

The following table shows for the fiscal year ended August 1, 2026, certain information with respect to the compensation of our non-employee directors. Pursuant to our Independent Director Compensation Policy, Mr. Baer, our CEO, and Ms. Lake, our Executive Chair, do not receive any compensation for their service as members of our Board.

Fiscal Year 2026 Director Compensation Table

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) [1] [2]	Total ($)
Kofi Amoo-Gottfried	107,500	225,053	332,553
Timothy Baxter	115,000	225,053	340,053
J. William Gurley	110,000	225,053	335,053
Sharon McCollam	135,000	225,053	360,053
Fiona Tan	110,000	225,053	335,053
Elizabeth Williams	110,000	225,053	335,053
Katrina Lake[3]	—	—	—

(1) The amounts reported in this column represent the aggregate grant date fair value of RSUs computed in accordance with ASC Topic 718. The assumptions used in calculating such amounts are set forth in the notes to our audited consolidated financial statements included in our 2026 Annual Report. In order to mitigate the impact of any short-term stock price volatility on the number of stock units granted, the number of stock units in an RSU award is based on the aggregate dollar value of the award divided by the average closing market price of our Class A common stock on Nasdaq for the 30 trading days immediately prior to the date of grant. As a result, the fair value of the awards at grant date in this column, computed in accordance with ASC Topic 718, may be lower or higher than the equity compensation value approved by the Board.

(2) The aggregate number of RSUs and stock options held by each non-employee director, as of August 1, 2026, was as follows:

Name	RSUs (#)	Stock Options (#)
Kofi Amoo-Gottfried	40,045	120,700
Timothy Baxter	40,045	—
J. William Gurley	40,045	—
Sharon McCollam	40,045	182,553
Fiona Tan	40,045	—
Elizabeth Williams	40,045	147,446

(3) During fiscal year 2026, Ms. Lake received a total of $80,000 in cash compensation as an employee of the Company.

TRANSACTIONS WITH RELATED PERSONS AND INDEMNIFICATION

Certain Related-Person Transactions

The following is a summary of transactions since August 2, 2025, to which we have been a participant in which the amount involved exceeded or will exceed $120,000, and in which any of our directors, executive officers, or holders of more than 5% of our capital stock, or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest, other than compensation arrangements which are described in the section titled "Executive Compensation."

Employment of an Immediate Family Member

Chelsea Lake, the sister of Katrina Lake, our Founder, former Chief Executive Officer, and Executive Chairperson of our Board, was an employee of the Company from June 2015 until January 2026. During fiscal year 2026, Chelsea Lake was part of our Women's merchandising team, serving principally as a Buying Director, and had total cash compensation of $215,214 in fiscal year 2026, including $6,234 in Company match pursuant to the 401(k) Plan available to all employees. Chelsea Lake's cash compensation was determined based on external market compensation data for similar positions and internal pay equity when compared to the compensation paid to employees with similar experience serving in similar positions who were not related to our Founder and Executive Chairperson of our Board. In October 2025, Chelsea Lake received an RSU grant covering 14,803 shares of Class A common stock, with an aggregate fair value of $71,500, 25% of which vested on December 17, 2025 and the remainder of which were scheduled to vest in equal quarterly installments over the next three quarterly vest dates. 11,103 shares pursuant to her RSU grant in fiscal year 2026 were forfeited upon her departure from the Company. During her employment with the Company, Chelsea Lake received equity awards on the same general terms and conditions as applicable to employees in similar positions who are not related to our Founder and Executive Chairperson of our Board.

Indemnification

Our amended and restated certificate of incorporation ("Certificate of Incorporation") contains provisions that limit the liability of our current and former directors for monetary damages to the fullest extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for any breach of fiduciary duties as directors, except liability for:

- any breach of the director's duty of loyalty to the corporation or its stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions; or
- any transaction from which the director derived an improper personal benefit.

Such limitation of liability does not apply to liabilities arising under federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission.

Our Certificate of Incorporation authorizes us to indemnify our directors, officers, employees, and other agents to the fullest extent permitted by Delaware law. Our Bylaws provide that we are required to indemnify our directors and officers to the fullest extent permitted by Delaware law and may indemnify our other employees and agents. Our Bylaws also provide that, on satisfaction of certain conditions, we will advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding, and permit us to secure insurance on behalf of any officer, director, employee, or other agent for any liability arising out of his or her actions in that capacity regardless of whether we would otherwise be permitted to indemnify him or her under the provisions of Delaware law. We have entered and expect to continue to enter into agreements to indemnify our directors, executive officers, and other employees as determined by the Board. With certain exceptions, these agreements provide for indemnification for related expenses including attorneys' fees, judgments, fines, and settlement amounts incurred by any of these individuals in any action or proceeding. We believe that these Certificate of Incorporation and Bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers. We also maintain customary directors' and officers' liability insurance.

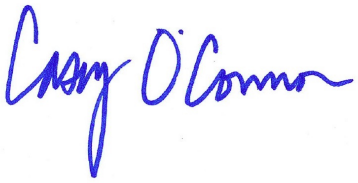
Related-Person Transactions Policy and Procedures

Our Related-Person Transactions Policy states that our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of any class of our common stock, and any members of the immediate family of any of the foregoing persons are not permitted to enter into a related person transaction with us without the approval or ratification of our Audit Committee or other independent body of our Board. Any request for us to enter into a transaction with an executive officer, director, nominee for election as a director, beneficial owner of more than 5% of any class of our common stock, or any member of the immediate family of any of the foregoing persons, in which the amount involved exceeds $120,000 and such person would have a direct or indirect interest, must be presented to our Audit Committee or other independent body of our Board for review, consideration, and approval. In approving or rejecting any such proposal, our Audit Committee or other independent body of our Board is to consider the relevant facts of the transaction, including the risks, costs, and benefits to us and whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances. All of the transactions described above were presented, considered, and approved or ratified by our Audit Committee or other independent body of our Board.

OTHER MATTERS

The Board knows of no other matters that will be presented for consideration at the 2026 Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors



Casey O'Connor
Chief Legal Officer and Corporate Secretary

San Francisco, California
November 3, 2026

A copy of the Company's Annual Report to the Securities and Exchange Commission on Form 10-K for the fiscal year ended August 1, 2026, is available without charge upon written request to: Corporate Secretary, Stitch Fix, Inc., 1 Montgomery Street, Suite 1500, San Francisco, California 94104.

APPENDIX A
NON-GAAP FINANCIAL MEASURES

We report our financial results in accordance with generally accepted accounting principles in the United States ("GAAP"). However, management believes that certain non-GAAP financial measures provide users of our financial information with additional useful information in evaluating our performance. We believe that Adjusted EBITDA is frequently used by investors and securities analysts in their evaluations of companies, and that this supplemental measure facilitates comparisons between continuing operations of companies. This non-GAAP financial measure may be different than similarly titled measures used by other companies.

Our non-GAAP financial measures should not be considered in isolation from, or as substitutes for, financial information prepared in accordance with GAAP. There are several limitations related to the use of Adjusted EBITDA as compared to the net income (loss) from continuing operations, the most directly comparable GAAP financial measure. Some of these limitations include:

- Adjusted EBITDA excludes interest income and other (income) expense, net as these items are not components of our core business;
- Adjusted EBITDA does not reflect provision (benefit) for income taxes, which may increase or decrease cash available;
- Adjusted EBITDA excludes the recurring, non-cash expenses of depreciation and amortization of property and equipment and, although these are non-cash expenses, the assets being depreciated and amortized may have to be replaced in the future;
- Adjusted EBITDA excludes the non-cash expense of stock-based compensation, which has been, and will continue to be for the foreseeable future, an important part of how we attract and retain our employees and a significant recurring expense in our business;
- Adjusted EBITDA excludes costs incurred related to discrete restructuring plans and other one-time costs attributable to continuing operations that are fundamentally different in strategic nature and frequency from ongoing initiatives. We believe exclusion of these items facilitates a more consistent comparison of operating performance over time, however these costs do include cash outflows; and
- Adjusted EBITDA excludes non-ordinary course legal fees for specific proceedings that we have determined arise outside of the ordinary course of business and are nonrecurring, infrequent, or unusual.

Adjusted EBITDA

We define Adjusted EBITDA as net loss from continuing operations excluding interest income, other income (expense), net, provision (benefit) for income taxes, depreciation and amortization, stock-based compensation expense, restructuring and other one-time costs, and non-ordinary course legal fees related to our continuing operations.

The following table presents a reconciliation of net loss from continuing operations, the most comparable GAAP financial measure, to Adjusted EBITDA for each of the periods presented:

	For the Fiscal Year Ended				
(in thousands)	**August 1, 2026**	**August 2, 2025**	**August 3, 2024**	**July 29, 2023[5]**	**July 30, 2022[5]**
Net loss from continuing operations	$ (12,606)	$ (28,844)	$ (118,885)	(171,973)	(207,121)
Add (deduct):					
Interest income	(8,661)	(10,709)	(11,250)	(6,220)	(930)
Other (income) expense, net	(767)	(173)	(1,631)	(1,094)	2,355
Provision (benefit) for income taxes	338	821	(1,661)	1,490	(2,349)
Depreciation and amortization[1]	23,501	27,860	35,489	39,541	35,011
Stock-based compensation expense[2]	46,401	56,727	76,756	104,492	127,373
Restructuring and other one-time costs[3]	958	3,228	50,463	50,578	26,206
Non-ordinary course legal fees[4]	4,223	229	—	—	—
Adjusted EBITDA	$ 53,387	$ 49,139	$ 29,281	$ 16,814	$ (19,455)

[1] For fiscal 2024 and fiscal 2023, depreciation and amortization excluded $12.1 million and $2.8 million, respectively, that was reflected in "Restructuring and other one-time costs".

[2] For fiscal 2022, stock-based compensation expense excluded $1.1 million that was reflected in "Restructuring and other one-time costs."

[3] For fiscal 2026, other one-time costs were $1.0 million for net costs related to an early sublease termination by a sublessor. For fiscal 2025, restructuring charges were $1.2 million, primarily in severance and employee-related benefits and other restructuring costs, and other one-time costs were $2.0 million in one-time bonuses for certain continuing employees. For fiscal 2024, restructuring charges were $43.8 million and other one-time costs were $6.7 million in one-time professional services fees. For fiscal 2023, restructuring charges were $44.7 million and other one-time costs were $5.8 million in retention bonuses for continuing employees. For fiscal 2022, restructuring charges were $17.7 million and other one-time costs were $8.5 million in retention bonuses for continuing employees.

[4] Non-ordinary course legal fees include costs related to a specific class action lawsuit.
[5] Fiscal 2023 and 2022 results do not reflect our UK business as a discontinued operation.

STITCH FIX, INC.
1 MONTGOMERY STREET, SUITE 1500
SAN FRANCISCO, CA 94104



SCAN TO VIEW MATERIALS & VOTE

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. Vote by 11:59 P.M. Eastern Time on December 14, 2026. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/SFIX2026**
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. Vote by 11:59 P.M. Eastern Time on December 14, 2026. 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:

T03331-P57167 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

STITCH FIX, INC.

The Board of Directors recommends you vote FOR the following nominees:

1. Election of Directors

Nominees:	**For**	**Withhold**
1a. Matt Baer	☐	☐
1b. Fiona Tan	☐	☐

The Board of Directors recommends you vote FOR proposals 2 and 3:	**For**	**Against**	**Abstain**
2. Advisory vote to approve executive compensation.	☐	☐	☐
3. Ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending July 31, 2027.	☐	☐	☐

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 Notice and Proxy Statement and Annual Report are available at www.proxyvote.com

T03332-P57167

STITCH FIX, INC.
Annual Meeting of Stockholders
December 15, 2026 9:30 AM Pacific Time
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Matt Baer and Casey O'Connor, or each of them individually, as proxies, each with the power to appoint his/her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class A and Class B common stock of STITCH FIX, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:30 AM Pacific Time on December 15, 2026, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made but this card is signed, this proxy will be voted in accordance with the Board of Directors' recommendations. If any other matter is properly presented at the annual meeting of stockholders, or any adjournment or postponement thereof, this proxy will be voted in the named proxies' discretion on such matters.

Continued and to be signed on reverse side