



NEWS RELEASE

J.Jill Announces Proposed Public Offering of Common Stock

6/12/2024

QUINCY, Mass.--(BUSINESS WIRE)-- J.Jill, Inc. (NYSE: JILL) ("J.Jill"), a premier omnichannel retailer and nationally recognized women's apparel brand, today announced a proposed offering of 2,000,000 shares of its common stock. J.Jill intends to offer 1,000,000 shares and an affiliate of TowerBrook Capital Partners L.P., J.Jill's largest stockholder (the "selling stockholder"), intends to offer 1,000,000 shares. The selling stockholder also expects to grant the underwriters a 30-day option to purchase up to an additional 300,000 shares of J.Jill's common stock.

J.Jill intends to use the net proceeds from its sale of shares for repayment of its debt and general corporate purposes. J.Jill will not receive any proceeds from the sale of shares by the selling stockholder.

Jefferies, William Blair and TD Cowen are acting as joint book-running managers for the offering. BTIG is acting as a bookrunner for the offering. Telsey Advisory Group is acting as a co-manager for the offering.

The securities described above are being offered pursuant to an effective shelf registration statement that was declared effective by the U.S. Securities and Exchange Commission (the "SEC") on September 25, 2023. This offering will be made only by means of a prospectus supplement and the accompanying prospectus that forms a part of the effective shelf registration statement.

A preliminary prospectus supplement related to the offering (including the accompanying prospectus) will be filed with the SEC and will be available on the SEC's website located at www.sec.gov. Copies of the preliminary prospectus supplement and the accompanying prospectus may also be obtained, when available, by contacting:

Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, New York, New York 10022, via telephone: (877) 821-7388 or via email: Prospectus_Department@Jefferies.com; William Blair & Company, L.L.C., Attention: Prospectus Department, 150 North Riverside Plaza, Chicago, Illinois 60606, by telephone at (800) 621-0687 or by email at prospectus@williamblair.com; or TD Securities (USA) LLC, 1 Vanderbilt Avenue, New York, New York 10017, by telephone at (855) 495-9846, or by email at TD.ECM_Prospectus@tdsecurities.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About J.Jill, Inc.

J.Jill is a national lifestyle brand that provides apparel, footwear and accessories designed to help its customers move through a full life with ease. The brand represents an easy, thoughtful and inspired style that celebrates the totality of all women and designs its products with its core brand ethos in mind: keep it simple and make it matter. J.Jill offers a high touch customer experience through over 200 stores nationwide and a robust ecommerce platform. J.Jill is headquartered outside Boston.

Forward-Looking Statements

Certain statements contained in this press release, including those relating to the timing, size and other terms of the offering, the use of proceeds from the offering and other statements relating to the offering, are forward-looking statements that involve a number of risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. These risks and uncertainties include, but are not limited to, risks and uncertainties associated with the consummation of the proposed offering, market conditions, general economic conditions and other risks identified from time to time in J.Jill's filings with the SEC, including the factors set forth under "Risk Factors" in J.Jill's Annual Report on Form 10-K for the fiscal year ended February 3, 2024, as well as the preliminary prospectus supplement and accompanying prospectus related to the proposed offering to be filed with the SEC. You are encouraged to read J.Jill's filings with the SEC, available at www.sec.gov, for a discussion of these and other risks and uncertainties. J.Jill cautions investors, potential investors and others not to place considerable reliance on the forward-looking statements in this press release. Any such forward-looking statement speaks only as of the date on which it is made. J.Jill undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

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