



May 8, 2017

To the Stockholders of At Home Group Inc.:

You are cordially invited to attend the 2017 Annual Meeting of Stockholders (the “Annual Meeting”) of At Home Group Inc., on Thursday, June 8, 2017, at 3:30 p.m. (Central Time) at the Four Seasons Resort and Club, 4150 N. MacArthur Blvd., Irving, Texas 75038.

At the Annual Meeting, you will be asked to (i) elect three Class I directors to our board of directors, (ii) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 27, 2018, and (iii) transact any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof. In addition, management will report on the progress of our business and respond to comments and questions of general interest to our stockholders.

It is important that your shares be represented and voted whether or not you plan to attend the Annual Meeting in person. You may vote on the Internet, by telephone or by completing and mailing a proxy card. Voting over the Internet, by telephone or by written proxy will ensure your shares are represented at the Annual Meeting. If you attend the meeting, you may revoke your proxy, if you wish, and vote in person.

We thank you for your continued support and interest in At Home Group Inc.

Sincerely,

Lewis L. Bird III
*Chairman of the Board, Chief Executive Officer and
President*

AT HOME GROUP INC.

1600 East Plano Parkway
Plano, Texas 75074
investor.athome.com

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 8, 2017

NOTICE IS HEREBY GIVEN that the 2017 Annual Meeting of Stockholders (the "Annual Meeting") of At Home Group Inc., will be held on Thursday, June 8, 2017, at 3:30 p.m. (Central Time) at the Four Seasons Resort and Club, 4150 N. MacArthur Blvd., Irving, Texas 75038, for the following purposes:

- Proposal 1: To elect three Class I directors to our board of directors to hold office until the 2020 annual meeting of stockholders or until their successors are duly elected and qualified;
- Proposal 2: To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 27, 2018; and
- To transact any other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Stockholders of record at the close of business on April 18, 2017 are entitled to receive notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

This Notice and the enclosed Proxy Statement and Proxy Card are first being made available to stockholders on or about May 8, 2017.

By Order of the Board of Directors,



Mary Jane Broussard
General Counsel and Corporate Secretary

Plano, Texas
May 8, 2017

IMPORTANT INFORMATION REGARDING THE AVAILABILITY OF PROXY MATERIALS

The Notice of Meeting, Proxy Statement, Proxy Card and our Annual Report, which includes our annual report on Form 10-K for the fiscal year ended January 28, 2017, are available at www.proxyvote.com.

YOUR VOTE IS VERY IMPORTANT. PLEASE CAREFULLY READ THE ATTACHED PROXY STATEMENT. EVEN IF YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE PROMPTLY COMPLETE, EXECUTE, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE. NO POSTAGE IS NECESSARY IF MAILED IN THE UNITED STATES. YOU MAY ALSO VOTE ELECTRONICALLY VIA THE INTERNET OR BY TELEPHONE BY FOLLOWING THE INSTRUCTIONS ON THE PROXY CARD. IF YOU VOTE BY INTERNET OR TELEPHONE, THEN YOU NEED NOT RETURN A WRITTEN PROXY CARD BY MAIL. STOCKHOLDERS WHO ATTEND THE ANNUAL MEETING MAY REVOKE THEIR PROXIES AND VOTE IN PERSON IF THEY SO DESIRE.

**AT HOME GROUP INC.
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AT HOME GROUP INC.

**1600 East Plano Parkway
Plano, Texas 75074**

PROXY STATEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 8, 2017

GENERAL

We are furnishing this Proxy Statement to you as part of a solicitation by the Board of Directors (the “Board”) of At Home Group Inc., a Delaware corporation, of proxies to be voted at our 2017 Annual Meeting of Stockholders and at any reconvened meeting after an adjournment or postponement of the meeting (the “Annual Meeting”). We will hold the Annual Meeting at the Four Seasons Resort and Club, 4150 N. MacArthur Blvd., Irving, Texas 75038 on Thursday, June 8, 2017 at 3:30 p.m. (Central Time). Unless the context otherwise requires, all references in this Proxy Statement to “At Home”, “Company”, “we”, “us”, and “our” refer to At Home Group Inc. and its subsidiaries.

Our mailing address and principal executive office is 1600 East Plano Parkway, Plano, Texas 75074. Our website is located at investor.athome.com. The information contained on, or that can be accessed through, our website is not a part of this Proxy Statement.

As permitted by the rules of the Securities and Exchange Commission (“SEC”), we have elected to send you this full set of proxy materials, including a proxy card, and additionally to notify you of the availability of these proxy materials on the Internet. The Notice of Meeting, Proxy Statement, Proxy Card and our Annual Report, which includes our annual report on Form 10-K for the fiscal year ended January 28, 2017 (the “Annual Report”), are available at www.proxyvote.com.

MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING

At the Annual Meeting, you will consider and vote upon:

- Proposal 1: The election of the three Class I director nominees identified in this Proxy Statement;
- Proposal 2: The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 27, 2018; and
- The transaction of any other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Why am I receiving these materials?

You are receiving these materials because at the close of business on April 18, 2017 (the “Record Date”), you owned shares of the Company’s common stock. All stockholders of record on the Record Date are entitled to attend and vote at the Annual Meeting.

Each share of our common stock, \$0.01 par value per share, is entitled to vote at the Annual Meeting. As of the Record Date, we had 60,366,768 shares of common stock outstanding. With respect to all of the matters submitted for vote at the Annual Meeting, each share of common stock is entitled to one vote.

What information is contained in this Proxy Statement?

This Proxy Statement includes information about the nominees for Class I directors and other matters to be voted on at the Annual Meeting. It also explains the voting process and requirements; describes the compensation of our principal executive officer and our two other most highly compensated executive officers (collectively referred to as our “named executive officers”); describes the compensation of our directors; and provides certain other information that SEC rules require.

What shares are included on my proxy card?

You will receive one proxy card for all the shares of the Company’s common stock that you hold as a stockholder of record (in certificate form or in book-entry form).

If you hold your shares in street name, you will receive voting instructions for each account you have with a broker, bank or other nominee.

What matters am I voting on, how may I vote on each matter and how does the Board recommend that I vote on each matter?

The following table sets forth each of the proposals you are being asked to vote on, how you may vote on each proposal and how the Board recommends that you vote on each proposal:

Proposal	How may I vote?	How does the Board recommend that I vote?
<p>1. The election of the three Class I director nominees identified in this Proxy Statement each for a three-year term or until his or her successor is duly elected and qualified.</p>	<p>You may:</p> <p>(i) vote FOR the election of all Class I director nominees named herein;</p> <p>(ii) withhold authority to vote for all such Class I director nominees; or</p> <p>(iii) vote FOR the election of all such Class I director nominees other than any nominees with respect to whom the vote is specifically withheld by indicating in the space provided on the proxy.</p>	<p>The Board recommends that you vote FOR all three of the Class I director nominees.</p>
<p>2. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 27, 2018.</p>	<p>You may vote FOR or AGAINST the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 27, 2018, or you may indicate that you wish to ABSTAIN from voting on the matter.</p>	<p>The Board recommends that you vote FOR the ratification of Ernst & Young LLP as our independent registered public accounting firm for the our fiscal year ending January 27, 2018.</p>

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with the Company’s transfer agent, American Stock Transfer & Trust Company, LLC, you are considered the “stockholder of record” with respect to those shares. The full set of proxy materials would have been sent directly to you.

If your shares are held with a broker or in an account at a bank, you are considered the “beneficial owner” with respect to those shares. These shares are sometimes referred to as being held “in street name”. The full set of proxy materials would have been forwarded to you by your broker, bank or other holder of record who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares by using the voting instruction card included in the mailing or by following the instructions on the enclosed form of proxy for voting by telephone. You will not be able to vote these shares directly unless you obtain a signed legal proxy from your broker, bank or other nominee giving you the right to vote the shares.

How do I vote if I am a stockholder of record?

As a stockholder of record, you may vote your shares in any one of the following ways:

- Call the toll-free number shown on the proxy card;
- Vote on the Internet on the website shown on the proxy card;
- Mark, sign, date, and return the enclosed proxy card in the postage-paid envelope; or
- Vote in person at the Annual Meeting.

Whether or not you plan to attend the Annual Meeting, we urge you to vote. Returning the proxy card or voting by telephone will not affect your right to attend the Annual Meeting and vote in person.

How do I vote if I am a beneficial owner?

As the beneficial owner, you have the right to direct your broker, bank or other nominee how to vote your shares by following the instructions that your broker, bank or other nominee sent to you. You will receive proxy materials and voting instructions for each account that you have with a broker, bank or other nominee. As a beneficial owner, if you wish to change the directions that you have provided your broker, bank or other nominee, you should follow the instructions that your broker, bank or other nominee sent to you.

As a beneficial owner, you are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you obtain a signed legal proxy from your broker, bank or other nominee giving you the right to vote the shares.

How can I attend the Annual Meeting?

You are entitled to attend the Annual Meeting only if you were a stockholder of record as of the Record Date or you hold a valid proxy for the Annual Meeting as described in the previous question. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. You should be prepared to present photo identification for admittance. If you are not a stockholder of record but hold shares as a beneficial owner, you should provide proof of beneficial ownership as of the Record Date, such as your most recent account statement prior to April 18, 2017, a copy of the voting instruction card provided by your broker, bank or other nominee, or other similar evidence of ownership. You may contact us by telephone at 972-265-6137 to obtain directions to vote in person at the Annual Meeting.

What can I do if I change my mind after I vote?

If you are a stockholder of record, you can revoke your proxy before it is exercised by:

- written notice of revocation to our General Counsel and Corporate Secretary at 1600 East Plano Parkway, Plano, Texas 75074;
- timely delivery of a valid, later-dated proxy or a later-dated vote by telephone; or
- attending the Annual Meeting and voting in person by ballot.

If you are a beneficial owner of shares but not the record holder, you may submit new voting instructions by contacting your broker, bank or other nominee. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described in the answer to the question "*How do I vote if I am a beneficial owner?*" above. All shares that have been properly voted and not revoked will be voted at the Annual Meeting.

What if I return my proxy card or vote by Internet or phone but do not specify how I want to vote?

If you are a stockholder of record and sign and return your proxy card or complete the Internet or telephone voting procedures, but do not specify how you want to vote your shares, we will vote them as follows:

- FOR the election of the Class I director nominees.
- FOR the approval ratifying the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 27, 2018.

What votes need to be present to hold the Annual Meeting?

Under our Second Amended and Restated Bylaws, a quorum will exist at the Annual Meeting if Stockholders holding a majority of the shares entitled to vote at the Annual Meeting are present in person or by proxy. Stockholders of record who return a proxy or vote in person at the meeting will be considered part of the quorum. Abstentions are counted as “present” for determining a quorum. Uninstructed broker votes, also called “broker non-votes”, are also counted as “present” for determining a quorum so long as there is at least one matter that a broker may vote on without specific instructions from a beneficial owner. See “*What is the effect of broker non-votes?*” below.

How are votes counted?

In the election of the Class I directors, your vote may be cast “FOR” all of the nominees or your vote may be “WITHHELD” with respect to one or more of the nominees. If you withhold your vote with respect to any nominee, your shares will not be considered to have been voted for or against the nominee. For all other proposals, your vote may be cast “FOR” or “AGAINST” or you may “ABSTAIN”. If you “ABSTAIN”, it has the same effect as a vote “AGAINST”. If you sign your proxy card with no further instructions and you are a stockholder of record, then your shares will be voted in accordance with the recommendations of our Board. If you sign your proxy card with no further instructions and you are a beneficial owner, then please see the response to the question immediately below for a description of how your shares will be voted.

What is the effect of broker non-votes?

Under the rules of the New York Stock Exchange (“NYSE”), if you are a beneficial owner, your broker, bank or other nominee only has discretion to vote on certain “routine” matters without your voting instructions. The proposal to ratify Ernst & Young LLP as our independent registered public accounting firm is considered a routine matter. However, the election of Class I directors is not considered a routine matter. Accordingly, your broker, bank or other nominee will not be permitted to vote your shares on the election of directors unless you provide proper voting instructions.

What is the voting requirement to approve each of the proposals?

The following table sets forth the voting requirements with respect to each of the proposals:

Proposal	Voting Requirement
1. The election of the three Class I director nominees identified in this Proxy Statement each for a three-year term or until his or her successor is duly elected and qualified.	Each Class I director must be elected by a plurality of the votes cast.
2. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 27, 2018.	To be approved, this proposal must be approved by a majority of the votes cast by the stockholders present in person or by proxy, meaning that the votes cast by the stockholders “FOR” the approval of the proposal must exceed the number of votes cast “AGAINST” the approval of the proposal.

Other matters that may properly come before the Annual Meeting may require more than a majority vote under our Second Amended and Restated Bylaws, our Second Amended and Restated Certificate of Incorporation, the laws of Delaware or other applicable laws.

Who will count the votes?

A representative of Merrill Corporation will act as the inspector of elections and count the votes.

Where can I find the voting results?

We will announce the preliminary voting results at the Annual Meeting. We will also publish voting results in a current report on Form 8-K that we will file with the SEC within four business days of the meeting. If on the date of this filing the inspector of elections for the Annual Meeting has not certified the voting results as final, we will note in the filing that the results are preliminary and publish the final results in a subsequent Form 8-K filing within four business days after the final voting results are known.

Who will pay the costs of soliciting these proxies?

We will bear the entire cost of solicitation of proxies, including preparation, assembly, printing and mailing of this Proxy Statement, the proxy card and any additional information furnished to stockholders. Copies of solicitation materials will be furnished to banks, brokers and other nominees holding shares of voting stock beneficially owned by others to forward to such beneficial owners. We may reimburse persons representing beneficial owners of voting stock for their reasonable costs of forwarding solicitation materials to such beneficial owners. Original solicitation of proxies may be supplemented by electronic means, mail, facsimile, telephone or personal solicitation by our directors, officers or other employees. No additional compensation will be paid to our directors, officers or other employees for such services.

Are you “householding” for stockholders sharing the same address?

The SEC’s rules permit us to deliver a single copy of this Proxy Statement and our Annual Report to an address that two or more stockholders share. This method of delivery is referred to as “householding” and can significantly reduce our printing and mailing costs. It also reduces the volume of mail that you receive. We will deliver only one Proxy Statement and Annual Report to multiple

registered stockholders sharing an address, unless we receive instructions to the contrary from one or more of the stockholders. We will still send each stockholder an individual proxy card.

If you did not receive an individual copy of this Proxy Statement or our Annual Report, we will send copies to you if you contact us at 1600 East Plano Parkway, Plano, Texas 75074, Attention: General Counsel and Corporate Secretary or by telephone at 972-265-6137. If you and other residents at your address have been receiving multiple copies of this Proxy Statement or our Annual Report, and desire to receive only a single copy of these materials, you may contact your broker, bank or other nominee or contact us at the above address or telephone number.

What is the deadline for stockholders to propose actions for consideration at the 2018 annual meeting of stockholders?

Stockholders who wish to nominate persons for election to our Board or propose other matters to be considered at our 2018 annual meeting of stockholders must provide us advance notice of the director nomination or shareholder proposal, as well as the information specified in our Second Amended and Restated Bylaws, no earlier than February 8, 2018 and no later than March 10, 2018. Stockholders are advised to review our Second Amended and Restated Bylaws, which contain the requirements for advance notice of director nominations and shareholder proposals. Notice of director nominations and shareholder proposals must be mailed to our General Counsel and Corporate Secretary at 1600 East Plano Parkway, Plano, Texas 75074. The requirements for advance notice of shareholder proposals under our Second Amended and Restated Bylaws do not apply to proposals properly submitted under Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as those shareholder proposals are governed by Rule 14a-8. We reserve the right to reject, rule out of order or take other appropriate action with respect to any director nomination or shareholder proposal that does not comply with our Amended and Restated Bylaws and other applicable requirements.

January 8, 2018 is the deadline for stockholders to submit proposals to be included in our proxy statement under Rule 14a-8 under the Exchange Act. However, if the date of the 2018 annual meeting of stockholders is changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before we begin to print and send our proxy statement for the 2018 annual meeting of stockholders. Proposals by stockholders must comply with all requirements of applicable rules of the SEC, including Rule 14a-8, and be mailed to our General Counsel and Corporate Secretary at 1600 East Plano Parkway, Plano, Texas 75074. We reserve the right to reject, rule out of order or take other appropriate action with respect to any proposal that does not comply with Rule 14a-8 and other applicable requirements.

Whom should I call if I have any questions?

If you have any questions about the Annual Meeting please contact us by telephone at 972-265-6137. If you have any questions about your ownership of Company voting stock, please contact our transfer agent at:

American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, NY 11219
Telephone: (800) 937-5449
Website Address: <https://www.astfinancial.com/>

BACKGROUND OF THE COMPANY

At Home is the leading home décor superstore based on the number of our locations and our large format stores that we believe dedicate more space per store to home décor than any other player in the industry. We are focused on providing the broadest assortment of products for any room, in any style, for any budget. We utilize our space advantage to out-assort our competition, offering over 50,000 SKUs throughout our stores. Our differentiated merchandising strategy allows us to identify on-trend products and then value engineer those products to provide desirable aesthetics at attractive price points for our customers. Over 70% of our products are unbranded, private label or specifically designed for us. We believe that our broad and comprehensive offering and compelling value proposition combine to create a leading destination for home décor with the opportunity to continue taking market share in a large, fragmented and growing market.

At Home (formerly known as Garden Ridge) was founded in 1979 in Garden Ridge, Texas, a suburb of San Antonio. We quickly gained a loyal following in our Texas home market and expanded thereafter. Throughout our history, we have cultivated a passionate customer base that shops our stores for the unique, wide assortment of products offered at value price points. After our Company was acquired in 2011 by an investment group led by AEA Investors LP (“AEA”), which included affiliates of Starr Investment Holdings, LLC (“Starr Investments” and, together with AEA, the “Sponsors”), we began a series of strategic investments in the business. We believe that the core strengths of our business combined with the significant investments made in the years following our acquisition by our Sponsors position us to grow sales and expand our store base.

As of January 28, 2017, our store base is comprised of 123 stores across 30 states, averaging approximately 115,000 square feet per store. We utilize a flexible and disciplined real estate strategy that allows us to successfully open and operate stores from 80,000 to 165,000 square feet across a wide range of formats and markets.

PROPOSAL 1—ELECTION OF CLASS I DIRECTORS

Our Board has nominated three people for election as Class I directors at the Annual Meeting. Each of the nominees currently is a director of the Company. If our stockholders elect these directors, then the directors will hold office until the annual meeting of stockholders in 2020, or until their successors have been duly elected and qualified, subject to the director’s earlier death or resignation or removal. Each of the Board’s nominees has consented to be named in this Proxy Statement and has agreed to serve if elected. If for some reason any of the Board’s nominees is unable to serve or for good cause will not serve if elected, the persons named as proxies may vote for a substitute nominee recommended by the Board and, unless you indicate otherwise on the proxy card, your shares will be voted in favor of the Board’s remaining nominees.

We believe each of the Board’s nominees meets the qualifications established by the Board for service on our Board and has professional experience in areas that are extremely relevant to our strategy and operations. We also believe that the skills, experience, backgrounds and attributes of the Board’s nominees make them the best candidates to serve on our Board.

The following table sets forth, as of April 18, 2017, the name and age of each nominee for director, indicating all positions and offices with us currently held by such director:

Name	Age	Position
Lewis L. Bird III	52	Chairman of the Board, Chief Executive Officer and President
Elisabeth B. Charles	53	Director
Allen I. Questrom	77	Director

Set forth below are descriptions of the backgrounds and principal occupations of each of our Class I director nominees, as of April 18, 2017:

Lewis L. Bird III has served as our Chairman of the Board since April 2017, Chief Executive Officer since December 2012 and as President since September 2015. Before joining the Company, Mr. Bird held a variety of leadership positions, most recently serving as Managing Director of The Gores Group from March 2011 to November 2012, a global private equity firm that specializes in acquiring and partnering with mature and growing businesses. Prior to this, Mr. Bird served as President of Nike Affiliates for Nike Inc. from 2006 to 2009, Chief Operating Officer of Gap from 2003 to 2006, and Chief Financial Officer of Old Navy from 2001 to 2003. In addition, he was Vice President of Finance & Operations for Gateway, Inc. from 1999 to 2001; Senior Director of Corporate Finance for AlliedSignal, Inc. from 1998 to 1999, and Director of Finance & Business Management at AlliedSignal Engines from 1996 to 1998. He has also held various senior financial and strategic positions for Ford Motor Company, and served as Assistant Vice President & Commercial Loan Officer for BayBanks, Inc. Mr. Bird received his Master of Business Administration from Olin Graduate School of Business at Babson College and his bachelor’s degree from Ithaca College. Mr. Bird was selected to our Board because of the perspective, experience and operational expertise in our business that he has developed as our Chief Executive Officer.

Elisabeth B. Charles has served as a director of the Company since December 2016. Ms. Charles is Senior Vice President and General Manager of Old Navy Outlet, a role she assumed in November 2016. Since joining Old Navy, she also served as Interim Chief Marketing Officer from May to October 2016. Prior to joining Old Navy, Ms. Charles was Senior Vice President/Chief Marketing Officer, Marketing and Customer Engagement of Athleta from March 2015 through May 2016. From February 2009 through August 2014, Ms. Charles was Senior Vice President, Chief Marketing Officer and Executive Committee Member of Petco Animal Supplies, Inc. Prior to that, she served as Executive Vice President of Marketing of Victoria’s Secret Stores from February 2005 through October 2008 and served as its Vice President of Marketing from July 2004 through January 2005. Prior to 2005, Ms. Charles held a variety of marketing positions with Herbalife International of America, Inc.,

Ideaforest.com and Tricon Restaurants International. Ms. Charles is currently a member of the advisory board of Origami Logic, which she joined in 2015. Ms. Charles received her Masters in Business Administration from the Harvard Graduate School of Business Administration and her Bachelor of Arts in International Political Economy from the University of California at Berkeley. Ms. Charles was selected to our board of directors because she brings particular knowledge and experience in operating and leading retail companies.

Allen I. Questrom has served as a member of our Board since March 2012. Mr. Questrom was Chairman and Chief Executive Officer of Neiman Marcus, Inc. from 1988 to 1990. He was Chairman and CEO of Federated Department Stores, Inc. (now Macy's) from February 1990 to May 1997. He served on the board of Barneys New York, Inc. beginning in January 1999 and as President and Chief Executive Officer from May 1999 until September 2000 and as Chairman of the Board from May 1999 until January 2001. From 2000 through December 2004, he was the Chairman and Chief Executive Officer of J.C. Penney Company, Inc. Mr. Questrom is a Trustee of Boston University. He has been a Senior Advisor for Lee Equity Partners since 2006 and is currently a member of the Board of Directors of Glazer's Family of Companies, Tailored Brands, Inc., InterLuxe and on the Board of Advisors of the Robin Report, providing insight into consumer product industries. Until June 2014, Mr. Questrom was a member of the board of directors of Sotheby's; until 2013, a member of the board of directors of Foot Locker, Inc. Mr. Questrom graduated from Boston University with a Bachelor of Science degree in Finance and Marketing. Mr. Questrom was selected to our Board because he brings particular knowledge and experience in operating and leading retail companies.

THE BOARD UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" THE ELECTION OF ALL THREE OF THE BOARD'S CLASS I DIRECTOR NOMINEES LISTED ON THE PROXY CARD.

CORPORATE GOVERNANCE AND BOARD MATTERS

Corporate Governance

We believe that good corporate governance helps to ensure that the Company is managed for the long-term benefits of our stockholders. We regularly review and consider our corporate governance policies and practices, the SEC's corporate governance rules and regulations, and the corporate governance listing standards of the NYSE, the stock exchange on which our common stock is traded.

We have adopted the At Home Group Inc. Corporate Governance Guidelines (the "Corporate Governance Guidelines"), which provide a framework for the governance of the Company as a whole and describe the principles and practices that the Board follows in carrying out its responsibilities. The Corporate Governance Guidelines address, among other things:

- the composition, structure and policies of the Board and its committees;
- director qualification standards;
- expectations and responsibilities of directors;
- management succession planning;
- the evaluation of Board performance;
- principles of Board compensation; and
- communications with stockholders and non-management directors.

The Corporate Governance Guidelines further provide that the Board, acting through the Nominating and Corporate Governance Committee (as described below), conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively. In addition, the Corporate Governance Guidelines provide that each committee conduct a self-evaluation and compare its performance to the requirements of its charter. However, the Company may choose to forego annual evaluations of the Nominating and Corporate Governance Committee and the Compensation Committee pursuant to exemptions provided for "controlled companies" under the rules of the NYSE, as described further below.

The Corporate Governance Guidelines are posted on our website at investor.athome.com. The Corporate Governance Guidelines are reviewed by the Nominating and Corporate Governance Committee from time to time to ensure that they effectively promote the best interests of both the Company and the Company's stockholders and that they comply with all applicable laws, regulations and NYSE requirements.

Code of Business Conduct and Ethics

We have adopted a code of ethics applicable to all of our directors, officers (including our principal executive officer, principal financial officer and principal accounting officer) and employees, known as the Code of Business Conduct and Ethics. The Code of Business Conduct and Ethics is available on our website at investor.athome.com. In the event that we amend or waive certain provisions of the Code of Business Conduct and Ethics applicable to our principal executive officer, principal financial officer or principal accounting officer that require disclosure under applicable SEC rules, we will disclose the same on our website.

Board Composition

In accordance with the terms of our second amended and restated certificate of incorporation and second amended and restated bylaws, our Board is divided into three classes, Class I, Class II and

Class III, with members of each class serving staggered three-year terms. The members of the classes are divided as follows:

- the Class I directors are Mr. Bird, Ms. Charles and Mr. Questrom, and upon election, their terms will next expire at the annual meeting of stockholders to be held in 2020;
- the Class II directors are Ms. Beck, Mr. Francis and Mr. Stone, and their terms will expire at the annual meeting of stockholders to be held in 2018; and
- the Class III directors are Mr. Clark, Mr. Eltrich and Mr. Hoesterey, and their terms will expire at the annual meeting of stockholders to be held in 2019.

Board of Directors and Director Independence

Our Sponsors currently indirectly own a majority of our outstanding common stock. Accordingly, the Board has determined that we are a “controlled company” under the rules of the NYSE and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements of the NYSE. A company of which more than 50% of the voting power is held by an individual, a group or another company is a “controlled company” within the meaning of the NYSE rules and may elect not to comply with certain corporate governance requirements of the NYSE, including:

- the requirement that a majority of our board of directors consist of independent directors;
- the requirement that we have a nominating/corporate governance committee that is composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities;
- the requirement that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities; and
- the requirement for an annual performance evaluation of the nominating/corporate governance committee and compensation committee.

The “controlled company” exception does not modify the independence requirements for the Audit Committee. Our Audit Committee is currently comprised entirely of independent directors.

We rely on all of the exemptions listed above. As a result, we do not have a majority of independent directors and our Nominating and Corporate Governance Committee and Compensation Committee does not consist entirely of independent directors. Our Board and those committees may have more directors who do not meet the NYSE’s independence standards than they would if those standards were to apply. The independence standards are intended to ensure that directors who meet those standards are free of any conflicting interest that could influence their actions as directors. Accordingly, you do not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE.

Our Board has affirmatively determined that Wendy A. Beck, Elisabeth B. Charles, Philip L. Francis, Allen I. Questrom and Larry D. Stone are independent directors under the rules of the NYSE and independent directors as such term is defined in Rule 10A-3(b)(1) under the Exchange Act. Lewis L. Bird III, our Chief Executive Officer, is not independent because of his position as an executive officer. Our remaining directors are not independent because of their affiliations with the Sponsors, which indirectly hold more than 50% of our common stock: Martin C. Eltrich, III (Nominating and Corporate Governance Committee and Compensation Committee) and Brian R. Hoesterey (Compensation Committee) are representatives of AEA and Geoffrey G. Clark (Nominating and Corporate Governance Committee and Compensation Committee) is a representative of Starr Investments.

Board Leadership Structure

We do not have a policy as to whether the role of the Chairman of the Board and Chief Executive Officer should be separate or combined and believe that we should maintain the flexibility to select the Chairman and Chief Executive Officer and reorganize the leadership structure, from time to time, based on criteria that are in our best interests and the best interests of our stockholders at such times. Currently, Lewis L. Bird III is the Chairman of the Board, Chief Executive Officer and President. We believe that Mr. Bird's familiarity with our Company and extensive knowledge of our industry qualify him to serve as the Chairman of our Board.

Our Board does not currently have a designated lead independent director. We are aware of the potential conflicts that may arise when a non-independent director is Chairman of the Board, but believe these potential conflicts are offset by our strong corporate governance practices.

Board Oversight of Risk Management

The Board and Audit Committee oversee management's day-to-day risk management activities and processes. While the full Board is responsible for risk oversight, the Board uses its committees, as appropriate, to monitor and address the risks that are within the scope of a particular committee's expertise or charter. The Audit Committee assists the Board with oversight of our material financial risk exposures and our material financial statement and financial reporting risks. The Compensation Committee assists the Board with oversight of risks associated with our compensation policies and practices. The Nominating and Corporate Governance Committee assists the Board with oversight of risks associated with our governance. In each case, the Board or the applicable committee oversees the steps that management has taken to monitor and control such exposures.

The Chief Executive Officer's membership on and collaboration with the Board allows him to gauge whether management is providing adequate information for the Board to understand the interrelationships of our various business and financial risks. He is available to the Board to address any questions from other directors regarding executive management's ability to identify and mitigate risks and weigh them against potential rewards.

Director Selection Process

The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications of potential director nominees and recommending to the Board those candidates to be nominated for election to the Board, subject to the Sponsors' right to nominate directors to the Board. The Nominating and Corporate Governance Committee considers all factors it deems appropriate, which may include (a) ensuring that the Board, as a whole, is appropriately diverse and the extent to which a candidate would fill a present need on the Board, (b) the Board's size and compositions, (c) our corporate governance policies and any applicable laws, (d) individual director performance, expertise, experience and willingness to serve actively, (e) the number of other public and private company boards on which a director candidate serves, (f) consideration of director nominees properly proposed by third parties with the legal right to nominate directors or by stockholders in accordance with our bylaws and (g) any other appropriate factors. The Board monitors the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure. Stockholders may also nominate directors for election at the Company's annual stockholders meeting by following the provisions set forth in the Company's Second Amended and Restated Bylaws, whose qualifications the Nominating and Corporate Governance Committee will consider. Additionally, for so long as certain affiliates of AEA and Starr Investments hold an aggregate of at least 10% of our outstanding common stock, such Sponsor shall be entitled to nominate at least one individual for election to our Board, and our Board and Nominating and Corporate Governance Committee shall

nominate and recommend to our stockholders that such individual be elected to our Board, and each party to the stockholders' agreement, dated July 22, 2016, between the Company and certain funds affiliated with the Sponsors (the "Stockholders' Agreement"), agrees to vote all of their shares to elect such individual to our Board. See "Certain Relationships and Related Party Transactions—Related Party Transactions—Stockholders Agreement" for a description of the Sponsors' right to nominate directors.

Meetings of the Board and Committees

During the fiscal year ended January 28, 2017 ("fiscal year 2017"), the Board held five meetings. All of the directors who served during the fiscal year ended January 28, 2017 attended at least 75% of the total meetings of the Board and each of the Board committees on which such director served during their respective tenure, with the exception of a 50% attendance rate by Mr. Eltrich for meetings of the Compensation Committee. However, for Compensation Committee meetings where Mr. Eltrich was not in attendance, he was represented by proxy. Directors are expected to make best efforts to attend all Board meetings, all meetings of the committee or committees of the Board of which they are a member and the annual meeting of stockholders. Attendance by telephone or videoconference is deemed attendance at a meeting.

Pursuant to our Corporate Governance Guidelines, our Board currently plans to hold at least four meetings each year, with additional meetings to occur (or action to be taken by unanimous consent, either in writing or by electronic transmission) at the discretion of the Board.

Executive Sessions of Non-Management Directors

Pursuant to our Corporate Governance Guidelines, in order to ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors meet in executive session at most Board meetings with no members of management present. The lead director, if any, or a director designated by such non-management directors, will preside at the executive sessions.

Communications with the Board

Any interested parties wishing to communicate with, or otherwise make his or her concerns known directly to the Board or chairperson of any of the Audit, Compensation and Nominating and Corporate Governance Committees, or to the non-management or independent directors as a group, may do so by addressing such communications or concerns to the General Counsel and Corporate Secretary of the Company, 1600 East Plano Parkway, Plano, Texas 75074. The General Counsel and Corporate Secretary or Chairman will forward such communications to the appropriate party as soon as practicable. Such communications may be done confidentially or anonymously.

Committees of the Board

The Board has an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, as described below. In accordance with the applicable rules of the NYSE, we rely on exceptions that allow us to phase in compliance with the applicable committee independence standards. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee operates under a written charter approved by the Board, copies of which are available on our website at investor.athome.com.

The following table shows the membership of each committee of our Board as of January 28, 2017, and the number of meetings held by each committee during the fiscal year ended January 28, 2017:

Director	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Lewis L. Bird III*			
Martin C. Eltrich, III		Chair	Chair
Wendy A. Beck	Chair		
Elisabeth B. Charles		X	
Geoffrey G. Clark		X	X
Philip L. Francis	X		
Brian R. Hoesterey		X	
Allen I. Questrom			
Larry D. Stone	X	X	X
Number of Fiscal Year 2017 Meetings	5	4	1

* Mr. Bird has served as the Chairman of the Board since April 5, 2017.

Audit Committee

The members of the Audit Committee are Ms. Beck, as Chair, and Messrs. Francis and Stone. Rule 10A-3 of the Exchange Act requires us to have one independent audit committee member upon the listing of our common stock, a majority of independent directors on our Audit Committee within 90 days of the date of our initial public offering and an audit committee composed entirely of independent directors within one year of the date of our initial public offering. Ms. Beck qualifies as our “audit committee financial expert” within the meaning of regulations adopted by the SEC. The Audit Committee recommends the annual appointment and reviews independence of auditors and reviews the scope of audit and non-audit assignments and related fees, the results of the annual audit, accounting principles used in financial reporting, internal auditing procedures, the adequacy of our internal control procedures, related party transactions, and investigations into matters related to audit functions. The Audit Committee is also responsible for overseeing risk management on behalf of our Board.

Compensation Committee

The members of the Compensation Committee are Mr. Eltrich, as Chairman, Messrs. Clark, Hoesterey and Stone and Ms. Charles. The principal responsibilities of the Compensation Committee are to review and approve matters involving executive and director compensation, recommend changes in employee benefit programs, authorize equity and other incentive arrangements, and authorize our Company to enter into employment and other employee related agreements.

Nominating and Corporate Governance Committee

The members of the Nominating and Corporate Governance Committee are Mr. Eltrich, as Chairman, and Messrs. Clark and Stone. The Nominating and Corporate Governance Committee assists our Board in identifying individuals qualified to become board members, makes recommendations for nominees for committees and develops, recommends to the Board and reviews our corporate governance principles.

Compensation Committee Interlocks and Insider Participation

None of our executive officers serves, or in the past year has served, as a member of the board of directors or compensation committee (or other committee performing equivalent functions) of any entity that has one or more executive officers serving on our Board or Compensation Committee. No interlocking relationship exists between any member of our Compensation Committee (or other committee performing equivalent functions) and any executive, member of the board of directors or member of the compensation committee (or other committee performing equivalent functions) of any other company.

No Hedging Policy

The Company's Securities Trading Policy prohibits all directors and executive officers of the Company from effecting short sales, put options, call options or other derivative securities, holding securities in a margin account or otherwise pledging securities as collateral for a loan or hedging or similar monetization transactions with respect to the Company's common stock.

PROPOSAL 2—RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has appointed Ernst & Young LLP (“Ernst & Young”) as our independent registered public accounting firm for the fiscal year ending January 27, 2018. Ernst & Young also served as our independent registered accounting firm for the fiscal year ended January 28, 2017. The services provided to us by Ernst & Young in the fiscal year ended January 28, 2017 are described below under the heading “Independent Registered Public Accounting Firm’s Fees and Services”. Representatives of Ernst & Young will be present at the Annual Meeting to respond to appropriate questions and to make a statement if they so desire.

The Audit Committee is responsible for selecting the Company’s independent registered public accounting firm for the fiscal year ending January 27, 2018. Accordingly, stockholder approval is not required to appoint Ernst & Young as the Company’s independent registered public accounting firm. However, the Board believes that the submission of the Audit Committee’s selection to the stockholders for ratification is a matter of good corporate governance. If the Company’s stockholders do not ratify the selection of Ernst & Young as the Company’s independent registered public accounting firm, the Audit Committee will review its future selection of an independent registered public accounting firm. The Audit Committee may retain another independent registered public accounting firm at any time during the year if it concludes that such change would be in the best interest of the Company’s stockholders.

THE BOARD UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE “FOR” PROPOSAL NO. 2 TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF AT HOME GROUP INC. FOR THE FISCAL YEAR ENDING JANUARY 27, 2018.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S FEES AND SERVICES

The following is a description of the professional services performed and the fees billed by Ernst & Young for the fiscal years ended January 28, 2017 and January 30, 2016.

<u>Type of Fees</u>	<u>Fiscal Year Ended January 28, 2017</u>	<u>Fiscal Year Ended January 30, 2016</u>
Audit Fees(1)	\$1,269,519	\$1,467,901
Audit-Related Fees	—	—
Tax Fees(2)	1,016,983	1,039,521
All Other Fees(3)	2,200	2,200
Total	<u>\$2,288,702</u>	<u>\$2,509,622</u>

- (1) Audit fees consist of fees for professional services rendered for the audit of our financial statements, review of interim financial statements, assistance with registration statements filed with the SEC and services that are normally provided by Ernst & Young in connection with statutory and regulatory filings or engagements. Audit fees also include fees for services provided by Ernst & Young in connection with our initial public offering in August 2016, including the registration statement on Form S-1 and amendments thereto in the fiscal years ended January 28, 2017 and January 30, 2016.
- (2) Tax fees are fees for a variety of permissible services relating to tax compliance, tax planning and tax advisory services.
- (3) All other fees relate to professional services not included in the categories above, including fees related to a subscription to an accounting research tool.

The Audit Committee has considered whether the non-audit services provided by Ernst & Young were compatible with maintaining Ernst & Young's independence and has determined that the nature and substance of the non-audit services did not impair the status of Ernst & Young as the Company's independent registered public accounting firm.

POLICY ON AUDIT COMMITTEE PRE-APPROVAL OF AUDIT AND NON-AUDIT RELATED SERVICES OF INDEPENDENT AUDITORS

The Audit Committee is responsible for the appointment, compensation, retention, oversight and termination of At Home Group Inc.'s independent registered public accounting firm. The Audit Committee has adopted a policy requiring that substantially all audit, audit-related and non-audit services provided by the independent auditor be pre-approved by the Audit Committee. Pre-approval is not necessary for certain minor non-audit services that (i) do not constitute more than 5% of the total amount of revenues paid by the Company to Ernst & Young during the fiscal year the non-audit services were provided; (ii) were not recognized by the Company to be non-audit services at the time of the engagement for such services; and (iii) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee. The Audit Committee may delegate authority to one or more independent members of the Audit Committee to grant pre-approvals of audit and permitted non-audit services, provided that any such pre-approvals are presented to the full Audit Committee at its next scheduled meeting. During the fiscal year ended January 28, 2017, 100% of the non-audit services provided to us by Ernst & Young were pre-approved by the Audit Committee.

The Audit Committee has adopted a policy that prohibits our independent auditors from providing the following services:

- bookkeeping or other services related to the accounting records or financial statements of At Home Group Inc.;
- financial information systems design and implementation;
- appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports;
- actuarial services;
- internal audit outsourcing services;
- management functions or human resources;
- broker or dealer, investment adviser or investment banking services;
- legal services and expert services unrelated to the audit; and
- any other service that the Public Company Accounting Oversight Board prohibits through regulation.

The Audit Committee's pre-approval policy is in the Audit Committee Charter, which is available on our website at investor.athome.com.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD

The Audit Committee is currently comprised of Ms. Beck, as Chair, and Messrs. Francis and Stone. The Audit Committee oversees At Home Group Inc.'s financial reporting process on behalf of the Board. Management has the primary responsibility for the financial statements and the reporting process, including maintaining an effective system of internal controls over financial reporting. The Audit Committee meets separately with management, the internal auditors and the independent registered public accounting firm. The Audit Committee operates under a written charter approved by the Board, a copy of which is available on our website at investor.athome.com. The charter, among other things, provides that the Audit Committee has full authority to appoint, compensate, retain, oversee and terminate when appropriate, the independent registered public accounting firm.

In addition to fulfilling its oversight responsibilities as set forth in its charter and further described above in the section titled "Corporate Governance and Board Matters—Committees of the Board—Audit Committee", the Audit Committee has done the following things:

- reviewed and discussed the audited financial statements in At Home Group Inc.'s annual report on Form 10-K for the fiscal year ended January 28, 2017 with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements;
- reviewed with Ernst & Young LLP ("Ernst & Young"), At Home Group Inc.'s independent registered public accounting firm, who is responsible for expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles, their judgments as to the quality and acceptability of At Home Group Inc.'s accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards;
- received the written disclosures and the letter from Ernst & Young required by applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young's communications with the Audit Committee concerning independence;
- discussed with Ernst & Young its independence from management and At Home Group Inc. and considered whether Ernst & Young could also provide non-audit services without compromising the firm's independence;
- discussed with Ernst & Young the matters required to be discussed by the standards of the Public Company Accounting Oversight Board, including Public Company Accounting Oversight Board Auditing Standard No. 16, *Communications with Audit Committees*, and SEC Rules and Regulations, including Rule 2-07, *Communication with Audit Committees*, of Regulation S-X; and
- discussed with the Company's internal auditors and Ernst & Young the overall scope and plans for their respective audits, and then met with the internal auditors and Ernst & Young, with and without management present, to discuss the results of their examinations, their evaluations of At Home Group Inc.'s internal controls and the overall quality of At Home Group Inc.'s financial reporting.

Based on the foregoing reviews and discussions, the Audit Committee recommended to the Board that the audited financial statements be included in the annual report on Form 10-K for the fiscal year ended January 28, 2017, for filing with the SEC. The Audit Committee also appointed Ernst & Young to serve as the Company's independent registered public accounting firm for the fiscal year ending January 27, 2018.

This report has been furnished by the members of the Audit Committee of the Board:

Audit Committee

Wendy A. Beck, Chair
Philip L. Francis
Larry D. Stone

MANAGEMENT

The following table sets forth, as of April 18, 2017, the name and age of each executive officer and director of the Company, indicating all positions and offices with us currently held by such executive officer or director:

Name	Age	Position
<i>Executive Officers</i>		
Lewis L. Bird III	52	Chairman of the Board, Chief Executive Officer and President
Peter S.G. Corsa	48	Chief Operating Officer
Judd T. Nystrom	43	Chief Financial Officer
Alissa M. Ahlman	45	Chief Merchandising Officer
Mary Jane Broussard	57	General Counsel and Corporate Secretary
Valerie L. Davisson	55	Chief People Officer
Becky K. Haislip	53	Chief Accounting Officer
Norman E. McLeod	54	Chief Development Officer
Ashley Sheetz	42	Chief Marketing Officer
<i>Non-Employee Directors</i>		
Wendy A. Beck	52	Director
Elisabeth B. Charles	53	Director
Geoffrey G. Clark	44	Director
Martin C. Eltrich, III	44	Director
Philip L. Francis	70	Director
Brian R. Hoesterey	49	Director
Allen I. Questrom	77	Director
Larry D. Stone	65	Director

Set forth below are descriptions of the backgrounds of each executive officer and director of the Company, as of April 18, 2017:

Lewis L. Bird III has served as our Chairman of the Board since April 2017, Chief Executive Officer since December 2012 and as President since September 2015. Before joining the Company, Mr. Bird held a variety of leadership positions, most recently serving as Managing Director of The Gores Group from March 2011 to November 2012, a global private equity firm that specializes in acquiring and partnering with mature and growing businesses. Prior to this, Mr. Bird served as President of Nike Affiliates for Nike Inc. from 2006 to 2009, Chief Operating Officer of Gap from 2003 to 2006, and Chief Financial Officer of Old Navy from 2001 to 2003. In addition, he was Vice President of Finance & Operations for Gateway, Inc. from 1999 to 2001; Senior Director of Corporate Finance for AlliedSignal, Inc. from 1998 to 1999, and Director of Finance & Business Management at AlliedSignal Engines from 1996 to 1998. He has also held various senior financial and strategic positions for Ford Motor Company, and served as Assistant Vice President & Commercial Loan Officer for BayBanks, Inc. Mr. Bird received his Master of Business Administration from Olin Graduate School of Business at Babson College and his bachelor's degree from Ithaca College. Mr. Bird was selected to our Board because of the perspective, experience and operational expertise in our business that he has developed as our Chief Executive Officer.

Peter S. G. Corsa has served as our Chief Operating Officer since December 2016. Prior to that, Mr. Corsa has served as our Chief Stores Officer since March 2013. Prior to joining us, Mr. Corsa served as Vice President of KSL Resorts from January 2011 to April 2013, which operates luxury resorts throughout the United States. Before this, he served as Executive Vice President of Retail for Stuart Weitzman from January 2006 to February 2011. In addition, he served as Senior Director of Store Operations for Gap from 2004 to 2006, Senior Director of Loss Prevention for Old Navy from 2002 to 2003, and Director of Store Operations for Old Navy from 1999 to 2002. Mr. Corsa received

his Master of Business Administration from St. Mary's College of California and his Bachelor's degree in Political Science from the University of California, Santa Barbara.

Judd T. Nystrom has served as our Chief Financial Officer since February 2013. Prior to joining us, he held several leadership roles in finance from February 2008 to February 2013, most recently as Senior Vice President, Finance for Advance Auto Parts, where he was responsible for planning and performance management, identifying opportunities to grow the business and improve profitability, corporate procurement and investor relations. Prior to Advance Auto Parts, Mr. Nystrom was with Best Buy from July 2002 to February 2008, where he served in escalating responsibilities, most recently as the Senior Director, Finance for U.S. Retail Channels and Retail Support, which included Best Buy stores, BestBuy.com, Operations and Real Estate. Mr. Nystrom also held various financial positions at Carlson Companies from December 1995 to June 2002, most recently serving as Director of Accounting & Reporting. Mr. Nystrom received his bachelor's degree in Accounting from the University of Minnesota Carlson School of Management, has attended Executive Leadership Programs at the Carlson School of Management and University of Chicago, and is a Certified Public Accountant (inactive), Certified Management Accountant, and Certified in Financial Management.

Alissa M. Ahlman has served as our Chief Merchandising Officer since April 2015. Ms. Ahlman joined the Company in March 2008 as Director of Merchandise Planning; she was promoted to Divisional Merchandising Manager in April 2009; then to Vice President and Divisional Merchandising Manager in April 2010; and then to Vice President and Co-General Merchandising Manager in June 2013 before assuming her current role. Before joining us, Ms. Ahlman was with 99¢ Only Stores from January 2005 to March 2008, most recently serving as Vice President of Planning & Allocation, but held the positions of Divisional Merchandise Manager, Director of Re-orderables, Consumer Insights & Category Management, as well as Director of Financial Planning & Analysis. Prior to this, Ms. Ahlman served as Director of Financial Planning & Analysis for Factory 2-U Stores from June 2000 to December 2004. Ms. Ahlman attended San Diego State University, majoring in Finance.

Mary Jane Broussard has served as our General Counsel since March 2014 and our Corporate Secretary since September 2015. Prior to that role, she served as our Vice President, Corporate Counsel since June 2013. Prior to joining us, Ms. Broussard was a partner with Brown McCarroll, L.L.P. from 1993 to 2013, a regional law firm based in Dallas. Prior to her legal career, Ms. Broussard was a Certified Public Accountant with a national accounting firm from 1982 to 1984. Ms. Broussard received both her Juris Doctorate and Bachelor of Business Administration from the University of Texas at Austin.

Valerie L. Davisson has served as our Chief People Officer since April 2013. Prior to joining the Company, Ms. Davisson served as Executive Vice President of Brinker International from June 2005, adding the title of Chief PeopleWorks Officer in June 2007 and serving in that role until January 2013, where she led human resources and IT for more than 800 company owned restaurants. Prior positions with Brinker included Senior Vice President. Prior to joining Brinker in June 2004, Ms. Davisson held various positions from December 1998 to June 2004 with Yum! Brands, Inc., including Vice President of Human Resources, Vice President of Field Operations for Kentucky Fried Chicken, Senior Director of Global Staffing for Yum! Brands, Inc. and Director of Field Human Resources for Pizza Hut. She received her Bachelor's degree in Government from Southern Illinois University and earned a Master in Human Resource Management from Washington University in St. Louis.

Becky K. Haislip has served as our Chief Accounting Officer since December 2016. Prior to that, she has served as the Company's Vice President, Controller since October 2013. Prior to joining the Company, she was employed by Rent-A-Center, Inc. since 2004, most recently serving as Vice President, Internal Audit. Prior to that role, Ms. Haislip held a variety of financial roles with increasing responsibility at Rent-A-Center, including Corporate Controller, Assistant Controller and Director of Financial Reporting. Before her time with Rent-A-Center, Ms. Haislip was a Senior Auditor with Grant

Thornton. She received her Bachelor's degree in Accounting from the University of Texas at Arlington and is a Certified Public Accountant.

Norman E. McLeod has served as our Chief Development Officer since October 2013. Prior to joining us, Mr. McLeod most recently served as Vice President of Development and Real Estate for FedEx Office, a subsidiary of FedEx Corporation, from March 2004 to October 2013. In this role he was responsible for 1,900 U.S. and international stores, including lease administration, renewals, remodels, relocations and repair/maintenance. Prior to this, Mr. McLeod was with YUM! Brands, Inc. from May 1992 to March 2004, most recently serving as Director of Development. In addition to this role, he also served as National Director of Construction, Franchise Development Director, Market Planning, Director of Special Projects and Equipment, and Development Manager. Prior to these roles, Mr. McLeod served as Director of Construction for Turnkey Construction Company from May 1991 to May 1992, and as a Staff Engineer and Project Manager for Mobil Oil Corporation from August 1986 to May 1991. Mr. McLeod received his Bachelor's degree in Civil Engineering from Texas Tech University.

Ashley F. Sheetz has served as our Chief Marketing Officer since January 2017. Prior to joining us, Ms. Sheetz served as the Chief Marketing Officer and Group Vice President at Sally Beauty Holdings, Inc. from March 2014 to January 2017. Prior to Sally Beauty, Ms. Sheetz held a variety of marketing leadership roles at Gamestop before being appointed Chief Marketing Officer in August 2012. She previously held various roles at leading advertising agencies including DDB from May 2000 to October 2008, TM Advertising from December 1997 to May 2000 and Publicis from February 1996 to December 1997. Ms. Sheetz has a Bachelor's degree in Advertising with a Business Foundations Certificate from the University of Texas at Austin and a Graduate Finance Certificate from SMU Cox School of Business.

Wendy A. Beck has served as a member of our Board since September 2014. She currently serves as Executive Vice President and Chief Financial Officer for Norwegian Cruise Line Holdings, Inc. Prior to this role, Ms. Beck served as Executive Vice President and Chief Financial Officer of Domino's Pizza, Inc. from May 2008 to September 2010. Prior to that, she served as Senior Vice President, Chief Financial Officer and Treasurer of Whataburger Restaurants, LP from May 2004 through April 2008 and served as their Vice President and Chief Accounting Officer from August 2001 through April 2004. Ms. Beck was also employed at Checkers Drive-In Restaurants, Inc. from 1993 through July 2001, serving as Vice President, Chief Financial Officer and Treasurer from 2000 through July 2001. Ms. Beck previously sat on the board of directors and audit committee for Spartan Stores, Inc. She holds a Bachelor of Science degree in Accounting from the University of South Florida and is a Florida Certified Public Accountant. Ms. Beck was selected to our Board because she possesses particular knowledge and experience in accounting, finance, strategic planning and leadership of other major corporations.

Elisabeth B. Charles has served as a director of the Company since December 2016. Ms. Charles is Senior Vice President and General Manager of Old Navy Outlet, a role she assumed in November 2016. Since joining Old Navy, she also served as Interim Chief Marketing Officer from May to October 2016. Prior to joining Old Navy, Ms. Charles was Senior Vice President/Chief Marketing Officer, Marketing and Customer Engagement of Athleta from March 2015 through May 2016. From February 2009 through August 2014, Ms. Charles was Senior Vice President, Chief Marketing Officer and Executive Committee Member of Petco Animal Supplies, Inc. Prior to that, she served as Executive Vice President of Marketing of Victoria Secret Stores from February 2005 through October 2008 and served as its Vice President of Marketing from July 2004 through January 2005. Prior to 2005, Ms. Charles held a variety of marketing positions with Herbalife International of America, Inc., Ideaforest.com and Tricon Restaurants International. Ms. Charles is currently a member of the advisory board of Origami Logic, which she joined in 2015. Ms. Charles received her Masters in Business Administration from the Harvard Graduate School of Business Administration and her Bachelor of

Arts in International Political Economy from the University of California at Berkeley. Ms. Charles was selected to our board of directors because she brings particular knowledge and experience in operating and leading retail companies.

Geoffrey G. Clark has served as a member of our Board since December 2012. Mr. Clark is Senior Managing Director of Starr Investment Holdings and a Director of C.V. Starr & Co., which he joined in 2007. Prior to joining Starr, Mr. Clark was a Partner and Managing Director of Goldman, Sachs & Co. where he joined in 1994, and served as the co-head of the Private Equity Group. Mr. Clark graduated as a Leslie Wong Fellow with a Bachelor of Commerce in Finance from the University of British Columbia, and is a Chartered Financial Analyst. Mr. Clark was selected to our Board because he possesses particular knowledge and experience in corporate finance, strategic planning and investments.

Martin C. Eltrich, III has served as a member of our Board since October 2011 and served as Chairman of our Board from October 2011 to April 2017. Mr. Eltrich is a Partner with AEA, which he joined in June 2001, and leads the consumer/retail investment practice. He currently serves on the board of directors of 1-800 Contacts, 24 Hour Fitness, ThreeSixty Group and Brand Networks LLC. Prior to AEA's exit from the investment, Mr. Eltrich also sat on the boards of Acosta, Inc., Burt's Bees, Inc., Cogent HMG, Henry Company, Intermedia Advertising Group, Shoes for Crews and Tampico Beverages. Before joining AEA, Mr. Eltrich was an investment banker covering the consumer products industry at Greenhill & Co. in New York, joining that firm at its inception in 1996. Prior to Greenhill & Co., Mr. Eltrich was an investment banker in the Consumer Group at Morgan Stanley. Mr. Eltrich received his Bachelor of Science in Economics from the University of Pennsylvania. Mr. Eltrich was selected to our Board because he possesses particular knowledge and experience in corporate finance, strategic planning and investments.

Philip L. Francis has served as a member of our Board since May 2015. He most recently served as Chairman of PetSmart, Inc. from 2009 to 2012 and Chairman and Chief Executive Officer from 2001 to 2009. Mr. Francis currently serves on the boards of Supervalu, Inc. and Pharmaca Integrative Pharmacy. He also served on the boards of PetSmart, Inc. from 1989 to 2013, Cardinal Health, Inc. from 2006 to 2009 and CareFusion Inc. from 2009 to March 2015. Mr. Francis received his Master of Business Administration from Indiana University in Marketing and Management and his Bachelor of Science in Agricultural Science from University of Illinois at Urbana-Champaign. Mr. Francis was selected to our Board because he possesses particular knowledge and experience in strategic planning and leadership of other major corporations.

Brian R. Hoesterey has served as a member of our Board since October 2011. Mr. Hoesterey is a Partner with AEA, which he joined in 1999, where he focuses on investments in the specialty chemicals and value-added industrial products sectors. Prior to joining AEA, Mr. Hoesterey was with BT Capital Partners, the private equity investment vehicle of Bankers Trust. Mr. Hoesterey has also previously worked for McKinsey & Co. and the investment banking division of Morgan Stanley. Mr. Hoesterey is currently a director of GMS, Evoqua and Swanson Industries. Mr. Hoesterey was previously on the board of CPG International, Houghton, SRS, Henry Company, Unifrax, Pregis and Noveon. Mr. Hoesterey currently serves on the Oversight Committee for Patagonia Sur, a for-profit venture that invests in, protects and enhances scenically remarkable and ecologically valuable properties in Chilean Patagonia. Mr. Hoesterey received a Bachelor of Business Administration in accounting, summa cum laude, from Texas Christian University and received a Master of Business Administration with honors from the Harvard Business School. Mr. Hoesterey was selected to our Board because he possesses particular knowledge and experience in corporate finance, strategic planning and investments.

Allen I. Questrom has served as a member of our Board since March 2012. Mr. Questrom was Chairman and Chief Executive Officer of Neiman Marcus, Inc. from 1988 to 1990. He was Chairman and CEO of Federated Department Stores, Inc. (now Macy's) from February 1990 to May 1997. He

served on the board of Barneys New York, Inc. beginning in January 1999 and as President and Chief Executive Officer from May 1999 until September 2000 and as Chairman of the Board from May 1999 until January 2001. From 2000 through December 2004, he was the Chairman and Chief Executive Officer of J.C. Penney Company, Inc. Mr. Questrom is a Trustee of Boston University. He has been a Senior Advisor for Lee Equity Partners since 2006 and is currently a member of the Board of Directors of Glazer's Family of Companies, Tailored Brands, Inc., InterLuxe and on the Board of Advisors of the Robin Report, providing insight into consumer product industries. Until June 2014, Mr. Questrom was a member of the board of directors of Sotheby's; until 2013, a member of the board of directors of Foot Locker, Inc. Mr. Questrom graduated from Boston University with a Bachelor of Science degree in Finance and Marketing. Mr. Questrom was selected to our Board because he brings particular knowledge and experience in operating and leading retail companies.

Larry D. Stone has served as a member of our Board since December 2014. Mr. Stone served as President and Chief Operating Officer of Lowe's Companies Inc. from December 2006 until his retirement in June 2011, and before that as Senior Executive Vice President, Merchandising/Marketing of Lowe's Companies, Inc. since 2005. Mr. Stone served as Senior Executive Vice President, Store Operations for Lowe's Companies from 2003 to 2005, and as Executive Vice President, Store Operations from 2001 to 2003. Mr. Stone has served on the Board for Novant Health System, Inc., a not-for-profit integrated system of healthcare, since 2011 and currently serves as Vice Chairman of the Board. Mr. Stone has also served on the Board of Directors for Dick's Sporting Goods, Inc. since 2007 and he is the Chairman of the Compensation Committee. Mr. Stone is a graduate of the Harvard Business School's Program for Management Development. Mr. Stone was selected to our Board because he possesses particular knowledge and experience in strategic planning and leadership of other major corporations.

EXECUTIVE COMPENSATION

We are an “emerging growth company”, as defined in the Jumpstart Our Business Startups Act of 2012, or JOBS Act. As such, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies. These include, but are not limited to, reduced narrative and tabular disclosure obligations regarding executive compensation, and also includes an exemption from the requirement to submit certain executive compensation matters to stockholder advisory votes, such as “say on pay”, “say on frequency” and “say on golden parachutes”.

The discussion and tabular disclosure that follows describes our executive compensation program during fiscal year 2017 and the fiscal year ended January 30, 2016 (“fiscal year 2016”) relating to the following individuals: Lewis L. Bird III, Judd T. Nystrom and Peter S.G. Corsa (our “named executive officers”).

Summary Compensation Table

The following table sets forth the portion of compensation paid to the named executive officers that is attributable to services performed during the fiscal years ended January 28, 2017 and January 30, 2016:

Name and Principal Position	Year	Salary (\$)	Option Awards \$(1)	Non-Equity Incentive Plan Compensation \$(2)	All Other Compensation \$(3)	Total (\$)
Lewis L. Bird III	2017	700,000	7,934,319	800,100	71,749	9,506,168
Chief Executive Officer	2016	607,692	—	762,065	12,534	1,382,291
Judd T. Nystrom	2017	400,000	2,578,654	274,320	36,553	3,289,527
Chief Financial Officer	2016	353,846	—	240,479	16,692	611,017
Peter S.G. Corsa	2017	392,308(4)	1,983,580	267,726	35,792	2,679,406
Chief Operating Officer	2016	334,615	—	228,620	17,295	580,530

- (1) The amounts included in the “Option Awards” column represent the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 718 (Topic 718, “Compensation—Stock Compensation”). The valuation assumptions used in determining such amounts are described in Note 14—Stock-Based Compensation of our financial statements included in our annual report on Form 10-K filed with the SEC on April 5, 2017.
- (2) The amounts included in the “Non-Equity Incentive Plan Compensation” column reflect the named executive officers’ annual performance bonuses earned in respect of fiscal years 2016 and 2017, which were based on performance targets for such fiscal years as described below in “Narrative Disclosure to Summary Compensation Table—Performance Based Cash Incentives” and were paid following the end of fiscal year 2016 on April 15, 2016 and fiscal year 2017 on April 14, 2017.
- (3) The amounts included in the “All Other Compensation” column includes (a) an annual allowance under the executive financial planning program, which began September 8, 2016; (b) the value of financial planning services provided before the current executive financial planning program was implemented; (c) a gross-up of imputed income with respect to the non-cash benefits received for financial planning services prior to September 8, 2016; (d) group term life imputed income; (e) expenses pertaining to executive guest travel to IPO-related events; and (f) our matching contribution under our 401(k) plan. The amounts of such prerequisites are set forth on the table below:

Name	Cash Received for Financial Counseling (\$)	Non-Cash Received for Financial Counseling (\$)	Gross-Up for Non- Cash Financial Counseling (\$)	Group Term Life Imputed Income (\$)	IPO Event Related Expenses (\$)	401(k) Match (\$)
Lewis L. Bird III	15,000	21,431	15,186	1,242	8,290	10,600
Judd T. Nystrom	10,000	6,685	3,985	389	4,894	10,600
Peter S.G. Corsa	10,000	7,688	4,583	511	2,179	10,831

- (4) Amount reflects salary adjustment that was approved on April 5, 2016.

Narrative Disclosure to Summary Compensation Table

Elements of Compensation

In fiscal years 2016 and 2017 we compensated our named executive officers through a combination of base salary, cash incentives, long-term equity incentives in the form of stock options and other benefits as described below.

Base Salary

The salaries for fiscal years 2016 and 2017 for our named executive officers were determined pursuant to the terms of each officer's employment agreement, which are described below, which have been increased as described below.

Performance Based Cash Incentives

In fiscal years 2016 and 2017, each of Messrs. Nystrom and Corsa were eligible to receive annual cash bonuses with the target of 60% of base salary under our Management Bonus Plan. Effective September 11, 2015, Mr. Bird became eligible to receive an annual cash bonus with a target of 100% of base salary under the Management Bonus Plan. For fiscal year 2016, Mr. Bird's annual bonus was calculated based on a dollar target of \$650,000 for the portion of the fiscal year through September 11, 2015 and based on a target of 100% of base salary under our Management Bonus Plan for the portion of the fiscal year after September 11, 2015. For fiscal year 2017, Mr. Bird's annual bonus was calculated based on a target of 100% of base salary under the Management Bonus Plan. For purposes of the Management Bonus Plan, "Adjusted EBITDA" refers to our Adjusted EBITDA as defined in our annual report on Form 10-K for the year ended January 28, 2017. The Management Bonus Plan consists of two measures of Company performance which determine the Company's achievement multiple for the target bonus through the use of an achievement table: (i) Adjusted EBITDA versus the financial plan for the year, which comprises 75% of the achievement calculation, and (ii) comparable store sales growth, which comprises 25% of the achievement calculation. Achievement of less than the Company's prior year Adjusted EBITDA target results in a 0% achievement multiple, and the maximum Company achievement multiple is 170%. Finally, the Compensation Committee of the Board has final discretion with regard to senior executive bonuses based upon the delivery of key strategic initiatives. In fiscal year 2016, the Adjusted EBITDA target was \$115.0 million (unadjusted for the amortization of deferred gains on sale-leaseback transactions) and the comparable store sales growth target was 3.0%. In fiscal year 2016, Adjusted EBITDA was \$118.4 million (unadjusted for the amortization of deferred gains on sale-leaseback transactions) and comparable store sales growth was 3.9% resulting in a blended Company achievement multiple of 114.2% based upon the achievement table, together with minor adjustments deemed appropriate by the Compensation Committee. In fiscal year 2017, the Adjusted EBITDA target was \$134.2 million and the comparable store sales growth target was 3.0%. In fiscal year 2017, Adjusted EBITDA was \$138.3 million and comparable store sales growth was 3.7% resulting in a blended Company achievement multiple of 114.3% based upon the achievement table, together with minor adjustments deemed appropriate by the Compensation Committee. The Board approved the bonus payments in respect of fiscal years 2016 and 2017 consistent with these results.

Option Awards

Each of our named executive officers has been granted nonqualified stock options to purchase shares of common stock of the Company pursuant to the Company's (f/k/a GRD Holding I Corporation) GRD Holding I Corporation Stock Option Plan (the "2012 Option Plan"). Mr. Bird was granted a nonqualified stock option to purchase 2,259,414 shares on November 26, 2012. Messrs. Nystrom and Corsa were each granted nonqualified stock options to purchase 564,917 shares

on January 31, 2013 and January 10, 2013, respectively, as well as nonqualified stock options to purchase 84,712 shares on June 3, 2014. Each of the nonqualified stock options awards granted to Messrs. Bird, Nystrom and Corsa was granted with an exercise price of approximately \$9.75 per share. The foregoing share numbers and exercise prices reflect adjustments made in connection with the 128.157393-for-one stock split effected on July 22, 2016. The option awards vest and become exercisable in equal annual installments on each of the first four anniversaries of the applicable award's grant date for the June 3, 2014 grants to Messrs. Nystrom and Corsa, and, for each other aforementioned award, the applicable award's "vesting start date" (December 4, 2012 for Mr. Bird, February 18, 2013 for Mr. Nystrom and March 25, 2013 for Mr. Corsa). All of the options awarded to our named executive officers provide for accelerated vesting upon the occurrence of certain events, as described in "Additional Narrative Disclosure—Payments upon Certain Events of Termination or Change in Control".

On August 3, 2016, Messrs. Bird, Nystrom and Corsa were granted nonqualified stock options to purchase 991,480, 322,231 and 247,870 shares of common stock of the Company, respectively, pursuant to the Amended and Restated At Home Group Inc. Equity Incentive Plan (the "2016 Equity Plan"). Each of these option awards is subject to market-based vesting conditions based on the achievement of specified closing share price targets for a period of at least 20 consecutive trading days, disregarding the six-month period immediately following the date of grant, subject to the executive's continued employment with the Company through the applicable vesting date. The options shall be (i) 25% vested upon attainment of a 20 consecutive trading day closing share price of at least \$25.75 per share, (ii) 50% vested upon attainment of a 20 consecutive trading day closing share price of at least \$28.60 per share, (iii) 75% vested upon attainment of a 20 consecutive trading day closing share price of at least \$31.48 per share, and (iv) 100% vested upon attainment of a 20 consecutive trading day closing share price of at least \$34.33 per share. The option award to Mr. Bird provides for accelerated vesting upon the occurrence of certain events, as described in "Additional Narrative Disclosure—Payments upon Certain Events of Termination or Change in Control".

All Other Benefits

The Company maintains, and the named executive officers participate in, a 401(k) retirement savings plan. Each participant may contribute to the plan through payroll deductions, up to 100% of his or her salary and bonus limited to the maximum allowed by the Internal Revenue Service regulations. The plan provides for "safe harbor" employer matching contributions as described below under "Additional Narrative Disclosure—Retirement Benefits". All amounts contributed by the employee and the Company as well as earnings on these contributions are fully vested and are not taxable to participants until withdrawn.

In fiscal year 2017, the Company provided certain senior executives, including the named executive officers, with limited perquisites including executive guest travel to New York, New York in connection with the Company's initial public offering on the NYSE and allowances for and in-kind benefits of financial planning services.

Our compensation program does not include any other material benefits or perquisites for our named executive officers. Our named executive officers also have the opportunity to participate in the same programs as our other employees.

Employment Agreements

We have entered into employment agreements with each of Messrs. Bird, Nystrom and Corsa (the "Employment Agreements"). The following summary details the material terms of the Employment Agreements.

Chief Executive Officer (L. Bird)

On November 15, 2012 the Company entered into an employment agreement with Mr. Bird to serve as Chief Executive Officer of the Company (the “CEO Agreement”), pursuant to which his employment term commenced on December 3, 2012 and will continue for an indefinite term, subject to termination (other than for cause, as defined in the CEO Agreement) upon at least 30 days prior written notice by either party. The CEO Agreement provides that Mr. Bird was to receive an initial annual base salary of \$550,000, subject to increase (but not decrease) at the discretion of the Board (or committee thereof), which amount was increased to \$700,000 by the Compensation Committee on September 11, 2015. Mr. Bird was also eligible to receive an annual bonus of up to \$1,105,000 with a target annual bonus equal to \$650,000, subject to satisfaction of performance goals based on attainment of an EBITDA target for the applicable fiscal year. Subsequent to entering into the CEO Agreement and commencing in fiscal year 2015, Mr. Bird agreed to participate in the Management Bonus Plan, retaining his target and maximum bonus amounts but providing that determination of the bonus payment would be based on attainment of a mix of Adjusted EBITDA and comparable store sales growth (as described above in “Narrative Disclosure to Summary Compensation Table—Performance Based Cash Incentives”). On September 11, 2015, his target and maximum bonus opportunities were increased, to 100% of his annual base salary (i.e., \$700,000) and 170% of his target bonus, respectively. For fiscal year 2016, Mr. Bird’s annual bonus was calculated based on a dollar target of \$650,000 for the portion of the fiscal year through September 11, 2015 and based on a target of 100% of his increased base salary (i.e. \$700,000) under our Management Bonus Plan for the portion of the fiscal year after September 11, 2015. The CEO Agreement also provides that Mr. Bird is eligible to participate in all benefit programs for which other senior executives of the Company are generally eligible and is entitled to reimbursement of up to \$15,000 per year for financial planning expenses. The CEO Agreement provided that in the event Mr. Bird sold his home in Oregon at a price of less than \$2.4 million, he would be entitled to a make-whole payment, grossed up for taxes, to cover a portion of such shortfall (the “Equity Loss Payment”), which Equity Loss Payment was made on November 28, 2014. The CEO Agreement also provides for severance upon certain terminations of employment, as described below under “Additional Narrative Disclosure—Payments upon Certain Events of Termination or Change in Control”.

The CEO Agreement includes restrictive covenants providing for non-competition, non-solicitation of employees and non-interference with business relationships, in each case during employment and for one year thereafter, mutual non-disparagement during employment and for five years thereafter, and perpetual nondisclosure of confidential information.

If any payments or benefits to which Mr. Bird would be entitled to receive pursuant to the terms of the CEO Agreement or otherwise in connection with a change in the ownership or effective control of the Company would result in all or a portion of such payments or benefits being deemed “parachute payments” under Section 280G of the Internal Revenue Code of 1986, as amended (the “Code”) and the excise tax imposed by Section 4999 of the Code, such payments and benefits will be reduced to the minimum extent necessary so that they would not result in the imposition of an excise tax under Section 4999 of the Code, provided that no reduction will be made if Mr. Bird would receive a greater net after-tax amount absent such reduction.

Chief Financial Officer (J. Nystrom)

On January 25, 2013 the Company entered into an employment agreement with Mr. Nystrom to serve as Chief Financial Officer of the Company (the “CFO Agreement”), pursuant to which his employment term commenced on February 18, 2013 and will continue for an indefinite term, subject to termination (other than for cause, as defined in the CFO Agreement) upon at least 30 days prior written notice by either party. The CFO Agreement provides that Mr. Nystrom was to receive an initial annual base salary of \$325,000, subject to increase (but not decrease) at the discretion of the Board (or

committee thereof), which amount was increased to \$400,000 by the Compensation Committee on September 11, 2015. He is also eligible to receive an annual bonus of up to 100% of his annual base salary, with a target annual bonus equal to 60% of his annual base salary, subject to satisfaction of performance goals to be set by the Board. The CFO Agreement provides that Mr. Nystrom is eligible to participate in all benefit programs for which other senior executives of the Company are generally eligible. The CFO Agreement also provides for severance upon certain terminations of employment, as described below under “Additional Narrative Disclosure—Payments upon Certain Events of Termination or Change in Control”.

The CFO Agreement includes restrictive covenants providing for non-competition, non-solicitation of employees and non-interference with business relationships, in each case, during employment and for one year thereafter, as well as perpetual nondisclosure of confidential information and nondisparagement of the Company.

Chief Operating Officer (P. Corsa)

On February 2, 2013 the Company entered into an employment agreement with Mr. Corsa to serve as Chief Stores Officer of the Company (the “Corsa Agreement”), pursuant to which his employment term was to have commenced no later than March 25, 2013 and continue for an indefinite term, subject to termination (other than for cause, as defined in the Corsa Agreement) upon at least 30 days prior written notice by either party. Mr. Corsa was promoted to Chief Operating Officer of the Company effective December 2, 2016. The Corsa Agreement provides that Mr. Corsa was to receive an initial annual base salary of \$325,000, subject to increase (but not decrease) at the discretion of the Board (or committee thereof), which amount was increased to \$350,000 by the Compensation Committee on September 11, 2015 and further increased to \$400,000 by the Compensation Committee on April 5, 2016. He is also eligible to receive an annual bonus of up to 100% of his annual base salary, with a target annual bonus equal to 60% of his annual base salary, subject to satisfaction of performance goals to be set by the Board. The Corsa Agreement provides that Mr. Corsa is eligible to participate in all benefit programs for which other senior executives of the Company are generally eligible. The Corsa Agreement also provides for severance upon certain terminations of employment, as described below under “Additional Narrative Disclosure—Payments upon Certain Events of Termination or Change in Control”.

The Corsa Agreement includes restrictive covenants providing for non-competition, non-solicitation of employees and non-interference with business relationships, in each case, during employment and for one year thereafter, as well as perpetual nondisclosure of confidential information and nondisparagement of the Company.

Outstanding Equity Awards at Fiscal Year End

The following table summarizes the number of securities underlying the equity awards held by each of the named executive officers as of the fiscal year ended January 28, 2017:

Name	Grant Date	Option Awards			Option exercise price \$(4)	Option expiration date
		Number of securities underlying unexercised options exercisable (#)	Number of securities underlying unexercised options unexercisable (#)	Equity incentive plan awards: Number of securities underlying unexercised unearned options (#)(3)		
Lewis L. Bird III	11/26/2012(1)	2,259,414	—	—	9.75	11/26/2022
	8/3/2016	—	—	991,480	15.00	8/3/2023
Judd T. Nystrom	1/31/2013(1)	423,687	141,230	—	9.75	1/31/2023
	6/3/2014(2)	42,356	42,356	—	9.75	6/3/2024
	8/3/2016	—	—	322,231	15.00	8/3/2023
Peter S.G. Corsa	1/10/2013(1)	423,687	141,230	—	9.75	1/10/2023
	6/3/2014(2)	42,356	42,356	—	9.75	6/3/2024
	8/3/2016	—	—	247,870	15.00	8/3/2023

- (1) Each of these option awards was originally scheduled to vest in equal annual installments on each of the first four anniversaries of the applicable grant date; however, the option awards were amended as of December 4, 2012, March 25, 2013 and February 18, 2013, for each of Messrs. Bird, Corsa, and Nystrom, respectively, and now vest in equal annual installments on each of the first four anniversaries of the applicable option award amendment date.
- (2) Each of these option awards vests in equal annual installments on each of the first four anniversaries of the applicable grant date.
- (3) The amounts reflected in the table represent the number of securities underlying unexercised unearned options that would vest upon attainment of threshold performance goals. The maximum number of securities deliverable upon exercise of these options if maximum performance is attained is 991,480, 322,231 and 247,870 for Messrs. Bird, Nystrom and Corsa, respectively. These options vest based upon achievement of a closing price per share of the Company's common stock for a period of at least 20 consecutive trading days, disregarding the six-month period immediately following the date of grant, as follows: (i) 25% upon at least \$25.75 per share, (ii) 50% upon at least \$28.60 per share, (iii) 75% upon at least \$31.48 per share, and (iv) 100% upon at least \$34.33 per share, subject to the optionee's continued employment with the Company through the applicable vesting date, provided that, for Mr. Bird's employment is terminated without "cause" or for "good reason" as defined in the CEO Agreement, his option remains issued and outstanding and eligible to vest for six months following such termination of employment.
- (4) Option exercise price reflected has been rounded to the nearest whole cent.

Additional Narrative Disclosure

Retirement Benefits

We maintain a tax-qualified Section 401(k) retirement savings plan that provides for employee contributions and employer "safe harbor" matching contributions equal to 100% of salary deferrals up to 3% of a participant's compensation and 50% of salary deferrals thereafter up to 5% of a participant's compensation. Our named executive officers are eligible to participate in our tax qualified

Section 401(k) retirement savings plan on the same basis as other employees who satisfy the plan's eligibility requirements, including requirements relating to age and length of service. Under this plan, participants may elect to make pre-tax contributions not to exceed the applicable statutory income tax limitation, which, subject to certain exceptions, was \$18,000 for calendar years 2015, 2016 and 2017. Participants are always fully vested in their entire plan account (including with respect to employer contributions).

Payments upon Certain Events of Termination or Change in Control

Pursuant to the terms of the Employment Agreements, our named executive officers are entitled to receive certain payments in connection with certain termination events.

In the event of a termination of employment for any reason, each of our named executive officers is entitled to payment of any earned but unpaid base salary, vested benefits in accordance with the applicable employee benefit plan, unreimbursed business expenses and, other than upon a termination for cause, any earned but unpaid annual bonus for fiscal years completed prior to the termination date. In addition, upon any termination of Mr. Bird's employment (other than for cause or due to resignation without good reason (as defined in the CEO Agreement)) that occurs after the 90th day of a fiscal year, Mr. Bird is entitled to a pro rata bonus for the year of termination based on performance through the end of the month preceding termination and an adjusted performance target, prorated based on the number of days worked in the fiscal year of termination. Upon a termination of employment of any named executive officer other than for cause, death, or disability, or upon a termination for good reason (as defined in the applicable Employment Agreement), then our named executive officers are each entitled to severance payments (in addition to the pro rata bonus described in the preceding sentence in the case of Mr. Bird), payable over the twelve month period following termination of employment, in amounts equal to annual base salary (for Mr. Corsa) and the sum of annual base salary plus target bonus opportunity (for Messrs. Bird and Nystrom), and Mr. Corsa is also entitled to payment of the full annual bonus to which he would have been entitled for the year of termination had he remained employed, based on actual performance and paid at the same time as annual bonuses are ordinarily paid. In addition, Mr. Bird is entitled to an additional lump sum payment if he is terminated without cause or resigns for good reason within six months before a "change of control" (as defined in the CEO Agreement) at the request of the buyer or within one year following a change of control, in an amount equal to the sum of his annual base salary plus target bonus opportunity, payable on the later of the date of the change of control or the date the initial payment of his standard severance payments is made.

Each of our named executive officers has been granted nonqualified stock option awards under the Company's 2012 Option Plan (the "2012 Plan Options"). Each of the 2012 Plan Option awards granted to our named executive officers fully vests and becomes exercisable upon a "change in control" (as defined in the 2012 Option Plan). In addition, pursuant to Mr. Bird's 2012 Plan Option award, if his employment is terminated without "cause" or he resigns for "good reason" (each as defined in the CEO Agreement) then his entire 2012 Plan Option award shall remain outstanding for six months and become exercisable upon a change in control that occurs within such six-month period if the per share price received by the holders of the Company's common stock in such change in control equals or exceeds approximately \$19.51 (subject to equitable adjustments from time to time to account for any "Change in Capitalization" as defined in the 2012 Option Plan).

Mr. Bird was also party to a letter agreement dated November 26, 2012, pursuant to which he was entitled, upon a "change of control" that occurs before the "Mandatory Conversion Date" (as each such term was defined in the Company's amended and restated certificate of incorporation in effect prior to the time of the Company's initial public offering), to payment of an amount equal to the difference between the proceeds he would have received upon such change of control had the shares covered by the vested portion of his 2012 Plan Option award been Class A Common Stock of the

Company instead of Class C common Stock of the Company. Because the date of the initial public offering of the Company's common stock was a Mandatory Conversion Date, this letter agreement became inapplicable upon completion of the public offering.

In addition, each of our named executive officers has been granted nonqualified stock option awards under the 2016 Equity Plan (the "IPO Bonus Options"), which are subject to the attainment of the market-based vesting conditions described in "Narrative Disclosure to Summary Compensation Table—Option Awards". Mr. Bird's IPO Bonus Option award agreement provides that if he experiences a termination without "cause" or he resigns for "good reason" (as such terms are defined in the CEO Agreement) (a "Severance Event"), then his unvested IPO Bonus Option shall remain outstanding and eligible to vest based upon attainment of the foregoing performance conditions for a period of six months following his termination of service.

If Mr. Nystrom or Mr. Corsa experiences a termination of service without "cause" (as defined in the IPO Bonus Option award agreement) other than due to death or disability, the vested portion of such executive's IPO Bonus Options shall expire 90 days following such termination or, if earlier, the seventh anniversary of the date of grant. If Mr. Nystrom or Mr. Corsa experiences a termination of service due to death or disability, the vested portion of such executive's IPO Bonus Options shall expire on the first day that is one year after the date of such executive's termination of service, or, if earlier, the seventh anniversary of the date of grant. If Mr. Bird experiences a termination of service due to death, disability, or a Severance Event, the vested portion of his IPO Bonus Options shall expire on the seventh anniversary of the date of grant. If any of Messrs. Bird, Nystrom, or Corsa experiences a termination for cause, then such executive's IPO Bonus Options shall be forfeited immediately upon the effective date of such termination for cause.

Effect of a Change in Control or Certain Other Transactions under the 2012 Option Plan. The 2012 Option Plan provides that, unless otherwise provided in an award agreement, in connection with a merger, consolidation, reorganization, recapitalization or other similar change in the capital stock of the Company, or a liquidation or dissolution of the Company or a Change in Control (as defined the 2012 Option Plan) (each a "Corporate Transaction"), all outstanding options shall terminate upon the consummation of the Corporate Transaction, unless provision is made in connection with such transaction, in the sole discretion of the Compensation Committee or the parties to the Corporate Transaction, for the assumption or continuation of such options by, or the substitution for such options with new awards of stock options, stock appreciation rights or other equity based compensation, of the surviving, or successor or resulting entity, or a parent or subsidiary thereof, with such adjustments as to the number and kind of shares or other securities or property subject to such new awards, option and stock appreciation right exercise or base prices, and other terms of such new awards as the Compensation Committee or the parties to the Corporate Transaction shall agree. In the event that provision is made in writing as aforesaid in connection with a Corporate Transaction, the 2012 Option Plan and the unexercised options theretofore granted or the new awards substituted therefor shall continue in the manner and under the terms provided in such writing. Notwithstanding the foregoing, vested options (including those options that would become vested upon the consummation of the Corporate Transaction) shall not be terminated upon the consummation of the Corporate Transaction unless holders of affected options are provided either (i) a period of at least fifteen (15) calendar days prior to the date of the consummation of the Corporate Transaction to exercise the options, or (ii) payment in respect of each share covered by the option being cancelled in an amount equal to the excess, if any, of the per share price to be paid or distributed to stockholders in the Corporate Transaction over the option price of the option. Without limiting the generality of the foregoing or being construed as requiring any such action, in connection with any such Corporate Transaction the Compensation Committee may, in its sole and absolute discretion, without the consent of any participant, cause any of the following actions to be taken effective upon or at any time prior to any Corporate Transaction: (a) cause any or all unvested options to become fully vested and immediately

exercisable (as applicable) and/or provide the holders of such options a reasonable period of time prior to the date of the consummation of the Corporate Transaction to exercise the options; or (b) with respect to unvested options that are terminated in connection with the Corporate Transaction, provide the holders thereof a payment in respect of each share covered by the option being terminated in an amount equal to all or a portion of the excess, if any, of the per share price to be paid or distributed to stockholders in the Corporate Transaction.

Effect of a Change in Control or Certain Other Transactions under the 2016 Equity Plan. The 2016 Equity Plan provides that, in general, the award agreement evidencing each award will provide any specific terms applicable to that award in the event of a Change in Control (as defined in the 2016 Equity Plan). Unless otherwise provided in an award agreement, in connection with a merger, consolidation, reorganization, recapitalization or other similar change in the capital stock of the Company, or a liquidation or dissolution of the Company or a Change in Control (each, a “2016 Equity Plan Corporate Transaction”), awards shall either: (a) continue following such 2016 Equity Plan Corporate Transaction, which may include, in the discretion of the Compensation Committee or the parties to the 2016 Equity Plan Corporate Transaction, the assumption, continuation or substitution of the awards, in each case with appropriate adjustments to the number, kind of shares, and exercise prices of the awards; or (b) terminate.

If options are to terminate in the event of a 2016 Equity Plan Corporate Transaction, the holders of vested options must be provided either (a) fifteen days to exercise their options or (b) payment (in cash or other consideration) in respect of each share covered by the option being cancelled in an amount equal to the excess, if any, of the per share price to be paid to stockholders in the 2016 Equity Plan Corporate Transaction over the price of the option. If the per share price to be paid to stockholders in the 2016 Equity Plan Corporate Transaction is less than the exercise price of the option, the option may be terminated without payment of any kind. The holders of unvested options may also receive payment, at the discretion of the Compensation Committee, in the same manner as described above for vested options. The Compensation Committee may also accelerate the vesting on any unvested option and provide holders of such options a reasonable opportunity to exercise the award.

The Compensation Committee may, in its sole discretion, provide for different treatment for different awards or awards held by different parties, and where alternative treatment is available for a participant’s awards, may allow the participant to choose which treatment will apply to his or her awards.

Director Compensation

Prior to the Company’s IPO, we did not have a formal compensation package for independent directors of our Board for their service as directors. However, the Company did decide to grant equity awards in connection with the appointment of, or continued service by, a director to our Board, from time to time. In fiscal year 2016 we granted nonqualified stock options to Mr. Francis and in fiscal year 2017 we granted nonqualified stock options to Ms. Charles in connection with her commencement of service as a member of the board of directors.

Other than these nonqualified stock options, our independent directors did not receive any compensation specifically for their services as a director in fiscal year 2017 prior to the IPO; however, the Company does reimburse these directors for any travel or other business expenses related to their service as a director. In addition, following the IPO, for fiscal year 2017, the Company determined to provide its independent directors with an annual cash retainer of \$50,000 (as well as an additional annual retainer of \$15,000 to the chair of the Audit Committee), prorated for the portion of the fiscal year following the IPO. For fiscal 2018, the Company increased the annual cash retainer to \$65,000 (with no adjustment to the additional retainer of \$15,000 to the chair of the Audit Committee) and provided grants of restricted stock units under the Company’s 2016 Equity Plan covering 6,649 shares

of the Company's common stock to each independent director. The independent director restricted stock unit grants will fully vest on the first anniversary of the date of grant and be settled in shares of Company common stock within thirty days following the vesting date.

The following table summarizes the compensation of the non-employee directors of the Company for the fiscal year ended January 28, 2017:

Name	Fees Earned or Paid in Cash (\$)	Option Awards (\$)(1)	Total (\$)
Wendy A. Beck(2)	32,500	—	32,500
Elisabeth B. Charles (3)	12,500	20,004	32,504
Geoffrey G. Clark(4)	—	—	—
Martin C. Eltrich, III(4)	—	—	—
Brian R. Hoesterey(4)	—	—	—
Philip L. Francis(5)	25,000	—	25,000
Allen I. Questrom(6)	25,000	—	25,000
Larry D. Stone(2)	25,000	—	25,000

- (1) The amount shown in the "Option Awards" column reflects the aggregate grant date fair value of the option award calculated in accordance with FASB ASC Topic 718.
- (2) As of January 28, 2017, Ms. Beck and Mr. Stone each held outstanding options to purchase 56,517 shares, which were granted during the fiscal year ended January 31, 2015.
- (3) As of January 28, 2017, Ms. Charles held outstanding options to purchase 3,488 shares, which were granted during the fiscal year ended January 28, 2017.
- (4) Messrs Clark, Eltrich and Hoesterey are appointed to the Board by the Sponsor and do not receive any individual compensation for their services as directors.
- (5) As of January 28, 2017, Mr. Francis held outstanding options to purchase 56,517 shares, which were granted during the fiscal year ended January 30, 2016.
- (6) As of January 28, 2017, Mr. Questrom held outstanding options to purchase 56,517 shares, which were granted prior to the fiscal year ended January 31, 2015.

STOCK

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information regarding the beneficial ownership of our common stock as of April 24, 2017:

- each person or entity who is known by us to beneficially own more than 5% of our common stock;
- each of our directors and named executive officers; and
- all of our directors and executive officers as a group.

Information with respect to beneficial ownership has been furnished to us by each director, executive officer or stockholder listed in the table below, as the case may be. The amounts and percentages of our common stock beneficially owned are reported on the basis of rules of the SEC governing the determination of beneficial ownership of securities. Under these rules, a person is deemed to be a “beneficial owner” of a security if that person has or shares “voting power”, which includes the power to vote or direct the voting of such security, or “investment power”, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days after April 24, 2017, including any shares of our common stock subject to an option that has vested or will vest within 60 days after April 24, 2017. More than one person may be deemed to be a beneficial owner of the same securities.

Unless otherwise indicated below, to our knowledge, all persons listed below have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. Unless otherwise indicated below, the address for each person or entity listed below is c/o At Home Group Inc., 1600 East Plano Parkway, Plano, Texas 75074.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Class
5% Stockholders		
AEA Investors LP and associated entities(1)(2)(3)	36,967,736	61.24%
Starr Investments(1)(3)(4)	23,226,613	38.48%
Directors and Named Executive Officers		
Lewis L. Bird III	2,277,769	3.64%
Judd T. Nystrom	658,483	1.08%
Peter S.G. Corsa	630,743	1.03%
Martin C. Eltrich, III(5)	—	—
Brian R. Hoesterey(5)	—	—
Geoffrey G. Clark(6)	—	—
Allen I. Questrom	56,517	*
Wendy A. Beck	29,570	*
Larry D. Stone	35,402	*
Philip L. Francis	71,903	*
Elisabeth B. Charles	—	—
All executive officers and directors as a group (17 persons)	4,744,861	7.30%

* Represents beneficial ownership of less than 1% of our outstanding common stock.

(1) Excludes shares of common stock owned by other parties to the Stockholders’ Agreement by which they may be deemed to share beneficial ownership.

- (2) Represents (i) 20,890,234 shares of our common stock held of record by GRD Holding LP, a limited partnership whose general partner is GRD Holding GP LLC, whose sole member is AEA Investors LP. Each of GRD Holding GP LLC and AEA Investors LP may be deemed to share beneficial ownership of the shares of the Company's common stock held of record by GRD Holding LP, but each disclaims beneficial ownership of such shares, as well as of the shares held of record by GRD Holding-A LP and GRD Holding AEA LLC; (ii) 2,008,050 shares held of record by GRD Holding-A LP, a limited partnership whose general partner is GRD Holding-A LLC, whose sole member is AEA Investors LP. Each of GRD Holding-A LLC and AEA Investors LP may be deemed to share beneficial ownership of the shares of the Company's common stock held of record by GRD Holding-A LP, but each disclaims beneficial ownership of such shares, as well as of the shares held of record by GRD Holding LP and GRD Holding AEA LLC; and (iii) 4,457,648 shares held of record by GRD Holding AEA LLC, a limited liability company whose members are AEA Investors 2006 Participant Fund LP, AEA Investors 2006 QP Participant Fund LP, AEA Investors 2006 Fund L.P. and AEA Investors 2006 Fund II L.P. The general partner of each of AEA Investors 2006 Participant Fund LP and AEA Investors 2006 QP Participant Fund LP is AEA Investors 2006 PF LLC, whose sole member is AEA Management LLC. The general partner of each of AEA Investors 2006 Fund L.P. and AEA Investors 2006 Fund II L.P. is AEA Investors Partners 2006 L.P., whose general partner is AEA Management (Cayman) Ltd. Each of AEA Investors 2006 Participant Fund LP, AEA Investors 2006 QP Participant Fund LP, AEA Investors 2006 Fund L.P., AEA Investors 2006 Fund II L.P., AEA Investors 2006 PF LLC, AEA Management LLC, AEA Investors Partners 2006 L.P. and AEA Management (Cayman) Ltd. may be deemed to share beneficial ownership of the shares of the Company's common stock held of record by GRD Holding AEA LLC, but each disclaims beneficial ownership of such shares, as well as of the shares held of record by GRD Holding LP and GRD Holding-A LP. Mr. John L. Garcia is the chairman and chief executive officer of AEA Investors LP, the sole member of AEA Management LLC and the sole stockholder and director of AEA Management (Cayman) Ltd. Mr. Garcia may be deemed to share beneficial ownership of the shares of the Company's common stock held of record by GRD Holding LP, GRD Holding-A LP and GRD Holding AEA LLC, but Mr. Garcia disclaims beneficial ownership of such shares.

The address for each of AEA Investors LP, GRD Holding LP, GRD Holding GP LLC, GRD Holding-A LP, GRD Holding-A LLC, GRD Holding AEA LLC, AEA Investors 2006 Participant Fund LP, AEA Investors 2006 QP Participant Fund LP, AEA Investors 2006 PF LLC, AEA Management LLC and Mr. Garcia is c/o AEA Investors LP, 666 Fifth Avenue, 36th Floor, New York, NY 10103. The address for each of AEA Investors 2006 Fund L.P., AEA Investors 2006 Fund II L.P., AEA Investors Partners 2006 L.P. and AEA Management (Cayman) Ltd. is P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands.

- (3) Includes 9,611,804 shares of our common stock held of record by Starr Investment Fund II, LLC ("Starr II"). For a period of two years following our initial public offering, (i) Starr II has agreed to vote such shares on all matters presented to the stockholders in the same manner that GRD Holding LP votes on such matters, and (ii) subject to limited exceptions, the transfer or disposition of such shares by Starr II will require the consent of GRD Holding LP. As a result of these voting and consent rights, AEA Investors LP and associated entities may be deemed to share beneficial ownership of the shares held by Starr II, but each disclaims beneficial ownership of such shares.

- (4) Represents (i) 13,614,809 shares of our common stock held of record by SPH GRD Holdings, LLC, who is the direct stockholder of the shares, which are beneficially owned by Starr Investment Holdings, LLC. SPH GRD Acquisition Partners, LLC, which is controlled by Starr Investment Holdings, LLC, is the sole owner of SPH GRD Holdings, LLC; and (ii) 9,611,804 shares of our common stock held of record by Starr II, who is the direct stockholder of the shares, which are beneficially owned by Starr Investment Holdings, LLC. The address for Starr Investments is 399 Park Ave, 17th Floor, New York, NY 10022. Mr. Geoffrey G. Clark is the Senior Managing Director of Starr Investment Holdings, LLC. Mr. Clark may be deemed to have voting power and dispositive power with respect to shares of the shares of the Company's common stock that are beneficially owned by Starr Investment Holdings, LLC, but Mr. Clark disclaims beneficial ownership of such shares.
- (5) Does not include 20,890,234 shares, 2,008,050 shares or 4,457,648 shares of common stock held of record by GRD Holding LP, GRD Holding-A LP or GRD Holding AEA LLC, respectively. Messrs. Eltrich and Hoesterey are partners of AEA. Each of Messrs. Eltrich and Hoesterey serves on our board of directors as a representative of AEA, but each disclaims beneficial ownership of the shares of common stock held of record by GRD Holding LP, GRD Holding-A LP and GRD Holding AEA LLC.

The address for each of Messrs. Eltrich and Hoesterey is c/o AEA Investors LP, 666 Fifth Avenue, 36th Floor, New York, NY 10103.

- (6) Does not include 9,611,804 shares or 13,614,809 shares of common stock held of record by Starr II or SPH GRD Holdings, LLC, respectively. Mr. Geoffrey G. Clark is the Senior Managing Director of Starr Investment Holdings, LLC. Mr. Clark may be deemed to have voting power and dispositive power with respect to shares of the shares of the Company's common stock that are beneficially owned by Starr Investment Holdings, LLC, but Mr. Clark disclaims beneficial ownership of such shares.

The address for Mr. Clark is 399 Park Ave, 17th Floor, New York, NY 10022.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors and each person who owns more than 10% of our outstanding Company common stock, to file reports of their stock ownership and changes in their ownership of our Company common stock with the SEC and the NYSE. These same people must also furnish us with copies of these reports and representations made to us that no other reports were required. We have performed a general review of such reports and amendments thereto filed in the fiscal year ended January 28, 2017. Based solely on our review of the copies of such reports furnished to us or such representations, as appropriate, to our knowledge all of our executive officers and directors, and other persons who owned more than 10% of our outstanding Company common stock, fully complied with the reporting requirements of Section 16(a) during the fiscal year ended January 28, 2017, except that Starr Investment Holdings, LLC did not timely file a Form 3 due to be filed on August 3, 2016; such form was filed on August 4, 2016.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following sets forth the aggregate information of our equity compensation plans in effect as of January 28, 2017:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders:			
2012 Option Plan	5,648,525	\$10.17	—
2016 Equity Plan	2,432,616(1)	\$15.01	3,664,991(1)(2)
Equity compensation plans not approved by security holders	—	—	—
Total	8,081,141(1)	\$11.63	3,664,991(1)(2)

- (1) Following the end of fiscal year 2017 but prior to the filing of this proxy statement, the Company granted restricted stock units under the 2016 Equity Plan to its independent directors covering a total of 33,245 shares of the Company's common stock. The amounts set forth in the table above do not reflect the issuance of these awards.
- (2) The amount set forth in the table excludes 99,148 shares of common stock of the Company issuable upon options that have been forfeited and are not available for reissuance under the 2016 Equity Plan.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Related Party Transaction Policy

Our Board has adopted a Related Party Transaction Policy, providing that the Audit Committee will review and approve or ratify transactions in excess of \$120,000 of value in which we participate and in which a director, executive officer or beneficial holder of more than 5% of any class of our voting securities has or will have a direct or indirect material interest. Under this policy, the Board is to obtain all information it believes to be relevant to a review and approval or ratification of these transactions. After consideration of the relevant information, the Audit Committee is to approve only those related party transactions that the Audit Committee believes are on their terms, taken as a whole, no less favorable to us than could be obtained in an arms'-length transaction with an unrelated third party and that the Audit Committee determines are not inconsistent with the best interests of the Company. In particular, our policy with respect to related person transactions will require our Audit Committee to consider the benefits to the Company, the impact on a director's independence in the event the related person is a director, an immediate family member of a director or an entity in which a director has a position or relationship, the availability of other sources for comparable products or services, the terms of the transaction and the terms available to unrelated third parties or to employees generally. A "related person" is any person who is or was one of our executive officers, directors or director nominees or is a holder of more than 5% of our common stock, or their immediate family members or any entity owned or controlled by any of the foregoing persons. All of the transactions described below were entered into prior to the adoption of this policy.

Related Party Transactions

The following is a description of transactions during the fiscal year ended January 28, 2017 to which we were a party in which the amount involved exceeded or will exceed \$120,000, and in which any of our executive officers, directors or holders of more than 5% of any class of our voting securities, or an affiliate or immediate family member thereof, had or will have a direct or indirect material interest. We believe the terms obtained or consideration that we paid or received, as applicable, in connection with the transactions described below were comparable to terms available or amounts that would be paid or received, as applicable, in arms'-length transactions with parties unrelated to us.

Sponsors

In connection with our initial public offering, the management agreement with our Sponsors was terminated as of August 3, 2016 and the Sponsors no longer receive management fees from us. Following our initial public offering, the Sponsors own approximately 84% of our outstanding common stock.

We were previously obligated to pay management fees of approximately \$2.6 million annually to AEA. We recognized management fees and reimbursed expenses of approximately \$1.4 million during the fiscal year ended January 28, 2017.

We were also obligated to pay management fees of approximately \$0.9 million annually to Starr Investments. We recognized management fees of approximately \$0.5 million during the fiscal year ended January 28, 2017.

Until November 1, 2016, affiliates of AEA owned a significant equity position in Dematic Corporation, an external vendor that designs, develops and delivers solutions that optimize companies' supply chain, improve performance and increase productivity through intelligent warehouse logistics and materials handling solutions. In February 2014, we executed an agreement with Dematic Corporation for the installation of a system to assist in the automation of our distribution center. During the fiscal year ended January 28, 2017, we paid Dematic Corporation approximately \$0.4 million under the

agreement, which is primarily recorded in property and equipment, net. Affiliates of AEA disposed of their interest in Dematic Corporation as of November 1, 2016, and Dematic Corporation is no longer a related party.

Stockholders' Agreement

In connection with our initial public offering, the Company and certain funds affiliated with the Sponsors entered into a Stockholders' Agreement, dated as of July 22, 2016. The Stockholders' Agreement contains, among other things, certain restrictions on the ability of such Sponsors to freely transfer shares of our stock. In addition, for so long as certain affiliates of AEA, on the one hand, and certain affiliates of Starr Investments, on the other hand, respectively in the aggregate each own at least 10% of our outstanding common stock, each such Sponsor shall be entitled to nominate at least one individual for election to our Board, and our Board and Nominating and Corporate Governance Committee shall nominate and recommend to our stockholders that such individual be elected to our Board, and each party to the Stockholders' Agreement agrees to vote all of their shares to elect such individual to our Board. The Stockholders' Agreement also provides that, for a period of two years following the initial public offering, subject to certain exceptions, Starr II will agree to vote or cause to be voted 9,611,804 of their shares of our common stock on all matters presented to the stockholders in the same manner that AEA votes on such matters.

Registration Rights Agreement

The parties to the Stockholders' Agreement described above have also entered into a registration rights agreement, dated as of July 22, 2016. Pursuant to the registration rights agreement, upon the closing of the initial public offering, holders of approximately 84% of our outstanding common stock as of April 30, 2016, have the right to require us to register these shares under the Securities Act under specified circumstances and will have incidental registration rights as described below. After registration pursuant to these rights, these shares will become freely tradable without restriction under the Securities Act.

Demand Registration Rights

Subject to certain restrictions, at any time, excluding the 120 days following the effective date of any subsequent registration statement that we file (other than registration statements on Forms S-4 or S-8), we have agreed that, upon request, we will register all or a portion of the Sponsors' common stock for sale under the Securities Act. We will effect the registration as requested in writing by the Sponsors, unless in the good faith judgment of our Board, such registration would materially and adversely interfere with certain transactions involving the Company and should be delayed. The Sponsors have the right, collectively, to demand that we file a registration statement pursuant to these demand provisions on up to ten occasions on Form S-1; however, the Sponsors are entitled to make an unlimited number of demands for registration on Form S-3 if and when we become eligible to use such form.

Piggyback Registration Rights

In addition, if at any time we register any shares of our common stock (other than pursuant to registrations on Form S-4 or Form S-8), the Sponsors and certain other holders of shares of our common stock having registration rights are entitled to prior notice of the registration and to include all or a portion of their common stock in the registration.

In the event that any registration in which the holders of registrable shares participate pursuant to the registration rights agreement is an underwritten public offering, the number of registrable shares to be included may, in specified circumstances, be limited.

Other Provisions

We will pay all registration and offering expenses, and the reasonable fees and expenses of a single special counsel for each of the parties making a demand and a single special counsel for all other selling stockholders, related to any demand or piggyback registration. The registration rights agreement contains customary cross-indemnification provisions, pursuant to which we are obligated to indemnify any selling stockholders in the event of material misstatements or omissions in the registration statement attributable to us, and they are obligated to indemnify us for material misstatements or omissions in the registration statement attributable to them. A particular stockholder's shares shall no longer be considered registrable shares, to which demand and piggyback registration rights apply, when such shares have been disposed of under an effective registration statement or sold under Rule 144 of the Securities Act.

Other Relationships and Transactions

Merry Mabbett Inc. ("MMI") is owned by Merry Mabbett Dean, who is the mother of Lewis L. Bird III, our Chief Executive Officer. During the fiscal year ended January 28, 2017, Ms. Dean, through MMI, provided certain design services to us, including design for our home office, as well as design in our stores. In addition, through MMI, we purchased certain fixtures, furniture and equipment that is now owned and used by us in our home office, new store offices or in the product vignettes in the stores. During the fiscal year ended January 28, 2017, we paid MMI approximately \$0.2 million for fixtures, furniture and equipment and design related services.

OTHER MATTERS

Incorporation by Reference

The Audit Committee Report shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or Exchange Act, except to the extent that we specifically incorporate it by reference into such filing. In addition, the website addresses contained in this Proxy Statement are intended to provide inactive, textual references only. The information on these websites is not part of this Proxy Statement.

Access to Reports and Other Information

We file or furnish our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Proxy Statements and other documents electronically with the SEC under the Exchange Act. You may read and copy any materials that we file with the SEC at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You may also obtain such reports from the SEC’s website at www.sec.gov.

Our website is www.athome.com. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Proxy Statements and other documents filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available on our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our Corporate Governance Guidelines, Code of Business Conduct and Ethics and Board committee charters are also available on our website. We will provide, free of charge, a copy of any of our corporate documents listed above upon written request to our General Counsel and Corporate Secretary at 1600 East Plano Parkway, Plano, Texas 75074.

List of Company Stockholders

A list of our stockholders as of April 18, 2017, the record date for the Annual Meeting, will be available for inspection at our corporate headquarters during ordinary business hours throughout the 10-day period prior to the Annual Meeting. The list of stockholders will also be available for such examination at the Annual Meeting.

Other Matters That May Come Before the Annual Meeting

We do not know of any other matters that will be considered at the Annual Meeting. However, if any other proper business should come before the meeting, the persons named in the proxy card will have discretionary authority to vote according to their best judgment to the extent permitted by applicable law.

By Order of the Board of Directors,



Mary Jane Broussard
General Counsel and Corporate Secretary

Plano, Texas
May 8, 2017

