

**2017 FOREIGN PROFIT CORPORATION ANNUAL REPORT**

DOCUMENT# F15000001007

Entity Name: FIVE BELOW, INC.

**FILED**  
**Apr 25, 2017**  
**Secretary of State**  
**CC5919804990**

**Current Principal Place of Business:**

1818 MARKET STREET  
SUITE 2000  
PHILADELPHIA, PA 19103

**Current Mailing Address:**

1818 MARKET STREET  
SUITE 2000  
PHILADELPHIA, PA 19103 US

**FEI Number: 75-3000378**

**Certificate of Status Desired: Yes**

**Name and Address of Current Registered Agent:**

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2525 US

*The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.*

**SIGNATURE:**

\_\_\_\_\_  
Electronic Signature of Registered Agent

\_\_\_\_\_  
Date

**Officer/Director Detail :**

Title EXECUTIVE CHAIRMAN  
Name VELLIOS, THOMAS  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

Title PRESIDENT AND CHIEF EXECUTIVE  
OFFICER  
Name ANDERSON, JOEL  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

Title CORPORATE SECRETARY  
Name PROCELL, KAREN WARD  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

Title TREASURER  
Name BULL, KENNETH  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

Title DIRECTOR  
Name RYAN, THOMAS  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

Title DIRECTOR  
Name BARCLAY, KATHLEEN  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

Title DIRECTOR  
Name BUGGELN, CATHERINE  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

Title DIRECTOR  
Name DEVINE, MICHAEL  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

**Continues on page 2**

*I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.*

**SIGNATURE: KAREN WARD PROCELL**

**CORPORATE  
SECRETARY**

**04/25/2017**

\_\_\_\_\_  
Electronic Signature of Signing Officer/Director Detail

\_\_\_\_\_  
Date

**Officer/Director Detail Continued :**

Title DIRECTOR  
Name KAUFMAN, DANIEL  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

Title DIRECTOR  
Name SARGENT, RONALD  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103

Title DIRECTOR  
Name MARKEE, RICHARD  
Address 1818 MARKET STREET  
SUITE 2000  
City-State-Zip: PHILADELPHIA PA 19103