

Fourth Quarter Earnings

March 2, 2023

VS&Co
VICTORIA'S SECRET & CO.



Forward Looking Statements

- Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995
 - We caution that any forward-looking statements (as such term is defined in the U.S. Private Securities Litigation Reform Act of 1995) contained in this presentation or made by us, our management, or our spokespeople involve risks and uncertainties and are subject to change based on various factors, many of which are beyond our control. Accordingly, our future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements. Forward-looking statements include, without limitation, statements regarding our future operating results, the implementation and impact of our strategic plans, and our ability to meet environmental, social, and governance goals. Words such as “estimate,” “commit,” “target,” “goal,” “project,” “plan,” “believe,” “seek,” “strive,” “expect,” “anticipate,” “intend,” “potential” and any similar expressions may identify forward-looking statements. Risks associated with the following factors, among others, could affect our financial performance and cause actual results to differ materially from those expressed or implied in any forward-looking statements:
 - the spin-off from Bath & Body Works, Inc. (f/k/a L Brands, Inc.) may not be tax-free for U.S. federal income tax purposes;
 - we may not realize all of the expected benefits of the spin-off;
 - general economic conditions, inflation, consumer confidence, consumer spending patterns and market disruptions including pandemics or significant health hazards, severe weather conditions, natural disasters, terrorist activities, financial crises, political crises or other major events, or the prospect of these events;
 - the novel coronavirus (COVID-19) global pandemic has had and may continue to have an adverse effect on our business and results of operations;
 - difficulties arising from turnover in company leadership or other key positions;
 - our ability to attract, develop and retain qualified associates and manage labor-related costs;
 - our dependence on mall traffic and the availability of suitable store locations on appropriate terms;
 - our ability to successfully operate and expand internationally and related risks;
 - our independent franchise, license, wholesale, and joint venture partners;
 - our direct channel business;
 - our ability to protect our reputation and the image of our brands;
 - our ability to attract customers with marketing, advertising and promotional programs;
 - the highly competitive nature of the retail industry and the segments in which we operate;
 - consumer acceptance of our products and our ability to manage the life cycle of our brands, keep up with fashion trends, develop new merchandise and launch new product lines successfully;
 - our ability to realize the potential benefits and synergies sought with the acquisition of AdoreMe, Inc. (“Adore Me”);
 - our ability to source, distribute and sell goods and materials on a global basis, including risks related to:
 - political instability, environmental hazards or natural disasters;
 - significant health hazards or pandemics;
 - legal and regulatory matters;
 - delays or disruptions in shipping and transportation and related pricing impacts; and
 - disruption due to labor disputes;
 - our geographic concentration of vendor and distribution facilities in central Ohio and Southeast Asia;
 - the ability of our vendors to deliver products in a timely manner, meet quality standards and comply with applicable laws and regulations;
 - fluctuations in freight, product input and energy costs, including those caused by inflation;
 - our and our third-party service providers’ ability to implement and maintain information technology systems and to protect associated data and system availability;
 - our ability to maintain the security of customer, associate, third-party and company information;
 - stock price volatility;
 - shareholder activism matters;
 - our ability to maintain our credit rating;
 - our ability to comply with regulatory requirements; and
 - legal, tax, trade and other regulatory matters.
- Except as may be required by law, we assume no obligation and do not intend to make publicly available any update or other revisions to any of the forward-looking statements contained in this presentation to reflect circumstances existing after the date of this presentation or to reflect the occurrence of future events, even if experience or future events make it clear that any expected results expressed or implied by those forward-looking statements will not be realized. Additional information regarding these and other factors can be found in “Item 1A. Risk Factors” in our Annual Report on Form 10-K and Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on March 18, 2022 and December 2, 2022, respectively.

VICTORIA'S SECRET & CO.
ADJUSTED ¹ CONSOLIDATED AND COMBINED STATEMENTS OF INCOME
THIRTEEN WEEKS ENDED JANUARY 28, 2023 AND JANUARY 29, 2022
(Unaudited)
(In millions except per share amounts)

	<u>2022</u>	<u>2021</u>	<u>Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
Net Sales	\$ 2,021.2	\$ 2,175.4	\$ (154.2)	-7%
Comparable Store Sales	-7%	12%		
Comparable Sales	-6%	1%		
Gross Profit	760.3	853.2	(92.9)	-11%
% of Sales	37.6%	39.2%	(160 bps)	
General, Administrative and Store Operating Expenses	479.8	520.0	(40.2)	-8%
% of Sales	23.7%	23.9%	(20 bps)	
Operating Income	280.5	333.2	(52.7)	-16%
% of Sales	13.9%	15.3%	(140 bps)	
Interest Expense and Other (Income)	17.5	10.2	7.3	72%
Income Before Income Taxes	263.0	323.0	(60.0)	-19%
Provision for Income Taxes	60.9	76.9	(16.0)	-21%
% of Pre-Tax Income	23.2%	23.8%		
Net Income	202.1	246.1	(44.0)	-18%
% of Sales	10.0%	11.3%	(130 bps)	
Less: Net Loss Attributable to Noncontrolling Interest	(0.9)	-	(0.9)	-
Net Income Attributable to Victoria's Secret & Co.	<u>\$ 203.0</u>	<u>\$ 246.1</u>	\$ (43.1)	-18%
% of Sales	10.0%	11.3%	(130 bps)	
Net Income Per Diluted Share Attributable to Victoria's Secret & Co.	<u>\$ 2.47</u>	<u>\$ 2.70</u>	\$ (0.23)	-9%
Weighted Average Shares Outstanding	<u>82.3</u>	<u>91.1</u>		

1 - 2022 results are on an adjusted basis. Refer to Non-GAAP Financial Information table for additional information.

VICTORIA'S SECRET & CO.
ADJUSTED ¹ CONSOLIDATED AND COMBINED STATEMENTS OF INCOME
FIFTY-TWO WEEKS ENDED JANUARY 28, 2023 AND JANUARY 29, 2022
(Unaudited)
(In millions except per share amounts)

	<u>2022</u>	<u>2021</u>	<u>Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
Net Sales	\$ 6,344.3	\$ 6,784.6	\$ (440.3)	-6%
Comparable Store Sales	-7%	10%		
Comparable Sales	-8%	3%		
Gross Profit	2,309.3	2,760.0	(450.7)	-16%
% of Sales	36.4%	40.7%	(430 bps)	
General, Administrative and Store Operating Expenses	1,743.6	1,890.5	(146.9)	-8%
% of Sales	27.5%	27.9%	(40 bps)	
Operating Income	<u>565.7</u>	<u>869.5</u>	(303.8)	-35%
% of Sales	8.9%	12.8%	(390 bps)	
Interest Expense and Other	<u>60.8</u>	<u>26.4</u>	34.4	130%
Income Before Income Taxes	504.9	843.1	(338.2)	-40%
Provision for Income Taxes	99.0	196.7	(97.7)	-50%
% of Pre-Tax Income	19.6%	23.3%		
Net Income	<u>405.9</u>	<u>646.4</u>	\$ (240.5)	-37%
% of Sales	6.4%	9.5%	(310 bps)	
Less: Net Loss Attributable to Noncontrolling Interest	(10.5)	-	(10.5)	-
Net Income Attributable to Victoria's Secret & Co.	<u>416.4</u>	<u>646.4</u>	\$ (230.0)	-36%
% of Sales	6.6%	9.5%	(290 bps)	
Net Income Per Diluted Share Attributable to Victoria's Secret & Co.	<u>\$ 4.95</u>	<u>\$ 7.18</u>	\$ (2.23)	-31%
Weighted Average Shares Outstanding ²	<u>84.1</u>	<u>90.0</u>		

1 - 2022 results are on an adjusted basis. Refer to Non-GAAP Financial Information table for additional information.

2 - Reported Weighted Average Shares Outstanding reflects diluted shares in 2022. For periods prior to the separation from former parent L Brands, Inc. in the third quarter of 2021, basic shares at the separation date are being utilized for the calculation of basic and diluted net income per share.

For periods prior to the separation in the third quarter of 2021, results are on a carve-out basis and include unallocated overhead as part of L Brands. The results, because of this, are not necessarily indicative of what we would expect as a standalone business.

VICTORIA'S SECRET & CO.
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands)

	January 28, 2023	January 29, 2022
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 426,801	\$ 489,783
Accounts Receivable, Net	141,053	162,388
Inventories	1,052,100	948,750
Other	117,261	89,736
Total Current Assets	1,737,215	1,690,657
Property and Equipment, Net	846,123	957,062
Operating Lease Assets	1,231,971	1,369,226
Goodwill	364,731	-
Trade Names	288,700	246,300
Other Intangible Assets	137,000	-
Deferred Income Taxes	17,627	16,776
Other Assets	87,839	63,551
TOTAL ASSETS	\$ 4,711,206	\$ 4,343,572
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts Payable	\$ 480,539	\$ 538,138
Accrued Expenses and Other	737,344	714,129
Current Debt	4,065	4,000
Current Operating Lease Liabilities	309,707	339,634
Income Taxes	46,955	102,362
Total Current Liabilities	1,578,610	1,698,263
Deferred Income Taxes	53,310	58,382
Long-Term Debt	1,271,379	977,863
Long-Term Operating Lease Liabilities	1,200,974	1,313,915
Other Long-Term Liabilities	205,892	38,666
Victoria's Secret & Co. Shareholders' Equity	383,641	256,483
Noncontrolling Interest	17,400	-
TOTAL LIABILITIES AND EQUITY	\$ 4,711,206	\$ 4,343,572

The Victoria's Secret & Co. Consolidated Balance Sheet as of January 28, 2023 includes assets acquired and liabilities assumed from Adore Me as of the acquisition date. Adore Me assets acquired and liabilities assumed have been recorded based on their preliminary fair values, and as a result, the estimates and assumptions are subject to change.

VICTORIA'S SECRET & CO.
2023 Outlook as of March 2, 2023

	<u>First Quarter</u>	<u>Full Year</u>
Net Sales	Decrease mid-single digits compared to \$1.484 billion in 2022	Increase mid-single digits compared to \$6.344 billion in 2022
Adjusted Gross Margin Rate	Approximately 37% to 38%, up from 2022 rate of 36.6%	-
Adjusted SG&A Expense Rate	Approximately 32% to 33%, deleveraged from 2022 rate of 28.8%	-
Adjusted Operating Income	Between \$55 million and \$85 million	-
Adjusted Operating Income Rate	-	Similar to the 2022 rate of 8.9%
Net Non-Operating Expense	Approximately \$20 million	Approximately \$75 million to \$80 million
Tax Rate (before discrete items)	Approximately 25%	Approximately 24% to 25%
Weighted Average Diluted Shares Outstanding	Approximately 80 million	Approximately 80 million
Adjusted Net Income Per Diluted Share Attributable to VS&Co	Between \$0.30 and \$0.60	Approximately \$4.90
Capital Expenditures	-	Approximately \$275 million
Free Cash Flow ¹	-	Approximately \$300 million to \$350 million

¹ Defined as operating cash flow less capital expenditures.

**VICTORIA'S SECRET & CO.
STORE COUNT AND SELLING SQ FT
2022 Actuals**

	Beginning of Year	New Stores	Closures	Acquired	Reclassified to Joint Venture	Total Reconstructions and Change in SSF	End of Year	Increase / (Decrease) Excludes Reclassified to Joint Venture	
Company-Operated									
U.S.									
Store Count	808	16	(12)	-	-	10	812	4	0%
Selling Sq Ft 000's	5,609	67	(51)	-	-	(8)	5,617	8	0%
Canada									
Store Count	26	-	(1)	-	-	-	25	(1)	(4%)
Selling Sq Ft 000's	253	-	(7)	-	-	-	246	(7)	(3%)
Subtotal Company-Operated									
Store Count	834	16	(13)	-	-	10	837	3	0%
Selling Sq Ft 000's	5,862	67	(58)	-	-	(8)	5,863	1	0%
China Joint Venture									
Beauty & Accessories (a)									
Store Count	35	6	(10)	-	8	-	39	(4)	(11%)
Full Assortment									
Store Count	30	4	(1)	-	-	-	33	3	10%
Subtotal China Joint Venture									
Store Count	65	10	(11)	-	8	-	72	(1)	(2%)
Partner-Operated									
Beauty & Accessories									
Store Count	335	20	(39)	-	(8)	-	308	(19)	(6%)
Full Assortment									
Store Count	128	21	(14)	-	-	-	135	7	5%
Subtotal Partner-Operated									
Store Count	463	41	(53)	-	(8)	-	443	(12)	(3%)
Adore Me									
Store Count	-	-	-	6	-	-	6	6	-
Selling Sq Ft 000's	-	-	-	23	-	-	23	23	-
Total									
Store Count	1,362	67	(77)	6	-	10	1,358	(4)	0%

(a) Includes thirteen partner-operated stores at 1/28/23.

**VICTORIA'S SECRET & CO.
STORE COUNT AND SELLING SQ FT
2023 Forecast**

	Beginning of Year	New Stores	Closures	Total Reconstructions and Change in SSF	End of Year	Increase / (Decrease)	
Company-Operated							
U.S.							
Store Count	812	15 to 20	(13 to 18)	48	809 to 819	(3) to 7	0% to 1%
Selling Sq Ft 000's	5,617	66 to 87	(47 to 92)	(53)	5,538 to 5,604	(79 to 13)	(1% to 0%)
Canada							
Store Count	25	-	(2)	2	23	(2)	(8%)
Selling Sq Ft 000's	246	-	(28)	(9)	209	(37)	(15%)
Subtotal Company-Operated							
Store Count	837	15 to 20	(15 to 20)	50	832 to 842	(5) to 5	(1%) to 1%
Selling Sq Ft 000's	5,863	66 to 87	(75 to 120)	(62)	5,747 to 5,813	(116 to 50)	(2% to 1%)
China Joint Venture							
Beauty & Accessories							
Store Count	39	2 to 4	(0 to 2)	-	39 to 43	0 to 4	0% to 10%
Full Assortment							
Store Count	33	1 to 2	(2)	-	32 to 33	(1) to 0	(3%) to 0%
Subtotal China Joint Venture							
Store Count	72	3 to 6	(2 to 4)	-	71 to 76	(1) to 4	(1%) to 6%
Partner-Operated							
Beauty & Accessories							
Store Count	308	23 to 31	(24 to 29)	-	302 to 315	(6) to 7	(2%) to 2%
Full Assortment							
Store Count	135	34 to 40	(6 to 12)	-	157 to 169	22 to 34	16% to 25%
Subtotal Partner-Operated							
Store Count	443	57 to 71	(30 to 41)	-	459 to 484	16 to 41	4% to 9%
Adore Me							
Store Count	6	-	-	-	6	-	-
Selling Sq Ft 000's	23	-	-	-	23	-	-
Total							
Store Count	1,358	75 to 97	(47 to 65)	-	1,368 to 1,408	10 to 50	1% to 4%

APPENDIX

VS&Co

VICTORIA'S SECRET & CO.
CONSOLIDATED STATEMENTS OF INCOME
THIRTEEN WEEKS ENDED JANUARY 28, 2023 AND JANUARY 29, 2022
(Unaudited)
(In thousands except per share amounts)

	<u>2022</u>	<u>2021</u>
Net Sales	\$ 2,021,206	\$ 2,175,432
Costs of Goods Sold, Buying and Occupancy	<u>(1,276,938)</u>	<u>(1,322,187)</u>
Gross Profit	744,268	853,245
General, Administrative and Store Operating Expenses	<u>(500,857)</u>	<u>(520,039)</u>
Operating Income	243,411	333,206
Interest Expense	(19,666)	(11,765)
Other Income	<u>2,236</u>	<u>1,470</u>
Income Before Income Taxes	225,981	322,911
Provision for Income Taxes	<u>53,890</u>	<u>76,859</u>
Net Income	172,091	246,052
Less: Net Loss Attributable to Noncontrolling Interest	<u>(898)</u>	<u>-</u>
Net Income Attributable to Victoria's Secret & Co.	<u>\$ 172,989</u>	<u>\$ 246,052</u>
Net Income Per Diluted Share Attributable to Victoria's Secret & Co.	<u>\$ 2.10</u>	<u>\$ 2.70</u>
Weighted Average Shares Outstanding	<u>82,299</u>	<u>91,100</u>

VICTORIA'S SECRET & CO.

CONSOLIDATED AND COMBINED STATEMENTS OF INCOME

FIFTY-TWO WEEKS ENDED JANUARY 28, 2023 AND JANUARY 29, 2022

(Unaudited)

(In thousands except per share amounts)

	<u>2022</u>	<u>2021</u>
Net Sales	\$ 6,344,298	\$ 6,784,633
Costs of Goods Sold, Buying and Occupancy	<u>(4,085,901)</u>	<u>(4,024,595)</u>
Gross Profit	2,258,397	2,760,038
General, Administrative and Store Operating Expenses	<u>(1,780,764)</u>	<u>(1,890,501)</u>
Operating Income	477,633	869,537
Interest Expense	(60,376)	(27,424)
Other Income (Loss)	<u>(419)</u>	<u>1,005</u>
Income Before Income Taxes	416,838	843,118
Provision for Income Taxes	<u>79,175</u>	<u>196,737</u>
Net Income	337,663	646,381
Less: Net Loss Attributable to Noncontrolling Interest	<u>(10,443)</u>	<u>-</u>
Net Income Attributable to Victoria's Secret & Co.	<u>\$ 348,106</u>	<u>\$ 646,381</u>
Net Income Per Diluted Share Attributable to Victoria's Secret & Co.	<u>\$ 4.14</u>	<u>\$ 7.18</u>
Weighted Average Shares Outstanding ¹	<u>84,069</u>	<u>90,039</u>

1 - Reported Weighted Average Shares Outstanding reflects diluted shares in 2022. For periods prior to the separation from former parent L Brands, Inc. in the third quarter of 2021, basic shares at the separation date are being utilized for the calculation of basic and diluted net income per share.

SELECTED DATA
FIFTY-TWO WEEKS ENDED JANUARY 28, 2023 AND JANUARY 29, 2022
(Unaudited, in thousands)

Capital Expenditures

	<u>2022</u>	<u>2021</u>
First Quarter	\$ 21,181	\$ 19,303
Second Quarter	37,058	46,714
Spring Season	\$ 58,239	\$ 66,017
Third Quarter	67,052	50,574
Fourth Quarter	38,636	52,195
Year	<u>\$ 163,927</u>	<u>\$ 168,786</u>

Depreciation & Amortization

	<u>2022</u>	<u>2021</u>
First Quarter	\$ 70,288	\$ 80,046
Second Quarter	69,889	78,123
Spring Season	\$ 140,177	\$ 158,169
Third Quarter	67,558	74,862
Fourth Quarter	66,099	69,573
Year	<u>\$ 273,834</u>	<u>\$ 302,604</u>

VICTORIA'S SECRET & CO.
NON-GAAP FINANCIAL INFORMATION
(Unaudited)

In addition to our results provided in accordance with U.S. generally accepted accounting principles ("GAAP"), this presentation includes non-GAAP financial measures such as free cash flow and presents gross profit, general, administrative and store operating expenses, operating income, net income and net income per diluted share on an adjusted basis, which remove certain items. The non-GAAP financial information presented in this presentation should not be construed as an alternative to the reported results determined in accordance with GAAP. Further, the Company's definition of such non-GAAP financial measures may differ from similarly titled measures used by other companies. Management believes that the presentation of adjusted financial information provides additional information to investors to facilitate the comparison of past and present operations. While it is not possible to predict future results, management believes the adjusted financial information is useful for the assessment of the ongoing operations of the Company because the adjusted items are not indicative of our ongoing operations due to their size and nature. Management uses adjusted financial information as key performance measures of results of operations for the purpose of evaluating performance internally. The non-GAAP financial information should be read in conjunction with the Company's historical financial statements and notes thereto contained in our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission. The following tables reconcile the non-GAAP financial measures to their most directly comparable GAAP financial measures.

FREE CASH FLOW¹
FIFTY-TWO WEEKS ENDED JANUARY 28, 2023

	2022
Net Cash Provided by Operating Activities	\$ 437
Capital Expenditures	<u>(164)</u>
Free Cash Flow	<u>\$ 273</u>

1 - Defined as operating cash flow less capital expenditures.

VICTORIA'S SECRET & CO.
NON-GAAP FINANCIAL INFORMATION
(Unaudited)
(In thousands except per share amounts)

	Fourth Quarter		Year-to-Date	
	2022	2021	2022	2021
<u>Reconciliation of Reported to Adjusted Gross Profit</u>				
Reported Gross Profit - GAAP	\$ 744,268	\$ 853,245	\$ 2,258,397	\$ 2,760,038
% Net Sales	36.8%	39.2%	35.6%	40.7%
Occupancy-related Legal Matter (a)	-	-	21,679	-
Restructuring Charges (b)	880	-	14,043	-
Happy Nation Restructuring Charge (c)	15,143	-	15,143	-
Adore Me Acquisition Transaction Costs (d)	-	-	-	-
Adjusted Gross Profit	<u>\$ 760,291</u>	<u>\$ 853,245</u>	<u>\$ 2,309,262</u>	<u>\$ 2,760,038</u>
% Net Sales	37.6%	39.2%	36.4%	40.7%
<u>Reconciliation of Reported to Adjusted General, Administrative and Store Operating Expenses</u>				
Reported General, Administrative and Store Operating Expenses - GAAP	\$ 500,857	\$ 520,039	\$ 1,780,764	\$ 1,890,501
% Net Sales	24.8%	23.9%	28.1%	27.9%
Occupancy-related Legal Matter (a)	-	-	-	-
Restructuring Charges (b)	(4,824)	-	(21,009)	-
Happy Nation Restructuring Charge (c)	(783)	-	(783)	-
Adore Me Acquisition Transaction Costs (d)	(15,424)	-	(15,424)	-
Adjusted General, Administrative and Store Operating Expenses	<u>\$ 479,826</u>	<u>\$ 520,039</u>	<u>\$ 1,743,548</u>	<u>\$ 1,890,501</u>
% Net Sales	23.7%	23.9%	27.5%	27.9%
<u>Reconciliation of Reported to Adjusted Operating Income</u>				
Reported Operating Income - GAAP	\$ 243,411	\$ 333,206	\$ 477,633	\$ 869,537
% Net Sales	12.0%	15.3%	7.5%	12.8%
Occupancy-related Legal Matter (a)	-	-	21,679	-
Restructuring Charges (b)	5,704	-	35,052	-
Happy Nation Restructuring Charge (c)	15,926	-	15,926	-
Adore Me Acquisition Transaction Costs (d)	15,424	-	15,424	-
Adjusted Operating Income	<u>\$ 280,465</u>	<u>\$ 333,206</u>	<u>\$ 565,714</u>	<u>\$ 869,537</u>
% Net Sales	13.9%	15.3%	8.9%	12.8%
<u>Reconciliation of Reported to Adjusted Net Income Attributable to Victoria's Secret & Co.</u>				
Reported Net Income Attributable to Victoria's Secret & Co. - GAAP	\$ 172,989	\$ 246,052	\$ 348,106	\$ 646,381
Occupancy-related Legal Matter (a)	-	-	21,679	-
Restructuring Charges (b)	5,704	-	35,052	-
Happy Nation Restructuring Charge (c)	15,926	-	15,926	-
Adore Me Acquisition Transaction Costs (d)	15,424	-	15,424	-
Tax Effect of Adjusted Items	(7,040)	-	(19,795)	-
Adjusted Net Income Attributable to Victoria's Secret & Co.	<u>\$ 203,003</u>	<u>\$ 246,052</u>	<u>\$ 416,392</u>	<u>\$ 646,381</u>
<u>Reconciliation of Reported to Adjusted Net Income Per Diluted Share Attributable to Victoria's Secret & Co.</u>				
Reported Net Income Per Diluted Share Attributable to Victoria's Secret & Co. - GAAP	\$ 2.10	\$ 2.70	\$ 4.14	\$ 7.18
Occupancy-related Legal Matter (a)	-	-	0.19	-
Restructuring Charges (b)	0.05	-	0.31	-
Happy Nation Restructuring Charge (c)	0.15	-	0.14	-
Adore Me Acquisition Transaction Costs (d)	0.17	-	0.16	-
Adjusted Net Income Per Diluted Share Attributable to Victoria's Secret & Co.	<u>\$ 2.47</u>	<u>\$ 2.70</u>	<u>\$ 4.95</u>	<u>\$ 7.18</u>

Refer to the following page for details regarding the certain items excluded in the 2022 adjusted results.

VICTORIA'S SECRET & CO.
NON-GAAP FINANCIAL INFORMATION
(Unaudited)

2022 adjusted results exclude the following items:

- (a) In the first quarter of 2022, we recognized a \$21.7 million pre-tax charge (\$16.2 million net of tax of \$5.5 million), included in buying and occupancy expense, related to a legal matter with a landlord regarding a high-profile store that we surrendered to the landlord prior to separation.
- (b) In the second quarter of 2022, we recognized a \$29.3 million pre-tax charge (\$22.1 million net of tax of \$7.2 million), \$16.2 million included in general, administrative and store operating expense and \$13.1 million included in buying and occupancy expense, related to restructuring activities to reorganize our leadership structure. In the fourth quarter of 2022, we recognized a \$5.7 million pre-tax charge (\$4.3 million net of tax of \$1.4 million), \$4.8 million included in general, administrative and store operating expense and \$0.9 million included in buying and occupancy expense, related to restructuring activities to continue to reorganize and improve our organizational structure.
- (c) In the fourth quarter of 2022, we recognized a \$15.9 million pre-tax charge (\$12.1 million net of tax of \$3.9 million), \$15.1 million included in cost of goods sold, buying and occupancy expense and \$0.8 million included in general, administrative and store operating expense, for inventory and other costs related to restructuring actions associated with Happy Nation.
- (d) In the fourth quarter of 2022, we recognized a \$15.4 million pre-tax charge (\$13.7 million net of tax of \$1.7 million), included in general, administrative and store operating expense, related to professional services and other transaction-related costs associated with the acquisition of Adore Me.