

VICTORIA'S SECRET & CO.

Audit Committee Charter

Purpose

The Audit Committee of the Board of Directors (the “**Board**”) of Victoria’s Secret & Co. (the “**Company**”) is instrumental in the Board’s fulfillment of its oversight responsibilities relating to:

- The integrity of the Company’s financial statements and internal controls;
- The Company’s compliance with legal and regulatory requirements;
- The qualifications, independence and performance of the Company’s independent auditors;
- The Company’s policies with respect to the assessment and management of enterprise risk, and
- The performance of the Company’s internal audit function.
- The Audit Committee shall also fulfill the other responsibilities set forth in this Charter.

Membership

The Audit Committee shall consist of at least three members, comprised solely of directors meeting the independence, experience, financial literacy and expertise requirements of the New York Stock Exchange and other applicable laws and regulations. At least one member of the committee will be an “audit committee financial expert” as defined by the Securities and Exchange Commission (the “**SEC**”). No member of the Audit Committee may serve on more than two other public company audit committees. The Nominating and Governance Committee shall recommend nominees for appointment to the Audit Committee annually and as vacancies or newly created positions occur. Audit Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Audit Committee.

Authority and Responsibilities

A basic responsibility of the members of the Audit Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s senior management and its outside

advisors and auditors, to the fullest extent permitted by law. In addition to any other responsibility that may be assigned from time to time by the Board, the Audit Committee is responsible for the following matters.

Independent Auditors

- The Audit Committee has the sole authority to appoint, compensate, retain, oversee and terminate the Company's independent auditors. The Audit Committee shall pre-approve the audit services and non-audit services (including the fees and terms thereof) to be provided by the Company's independent auditors. The independent auditor shall report directly to the Audit Committee. The Audit Committee may consult with management in the decision making process, but may not delegate this authority to management. The Chair of the Audit Committee may pre-approve services, provided that any such approvals are presented to the full Audit Committee at the next Audit Committee meeting.
- The Audit Committee shall discuss with the independent auditors their responsibilities under generally accepted auditing standards, review and approve the scope, timing and staffing of the independent auditors' annual audit plan(s) and discuss significant findings from the audit and any problems or difficulties encountered, including any restrictions on the scope of the auditor's services or on access to requested information, and any significant disagreements with management.
- The Audit Committee shall evaluate the independent auditors' qualifications, performance and independence, and shall present its conclusions with respect to the independent auditors to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Audit Committee shall:
 - obtain and review a report or reports from the Company's independent auditors:
 - describing the independent auditors' internal quality-control procedures;
 - describing any material issues raised by (i) the most recent internal quality-control review or peer review of the auditing firm or (ii) any inquiry or investigation by governmental or professional authorities, including the Public Company Accounting Oversight Board, within the preceding five years, regarding one or more independent audits carried out by the auditing firm; and any steps taken to deal with any such issues;
 - describing all relationships between the independent auditors and the Company, consistent with applicable auditing and regulatory standards; and

- assuring that Section 10A of the Securities Exchange Act of 1934¹ has not been implicated;
 - consider such other factors concerning the independent auditors' qualifications, performance and independence as the Audit Committee determines to be appropriate, including, among other things, review and evaluation of the lead audit partner of the independent auditor team(s), as well as other senior members;
 - evaluate whether audit engagement team members as well as the independent auditors themselves should be rotated more frequently than is required by law; and
 - obtain the opinion of management and the internal auditors of the independent auditors' qualifications, performance and independence.
- The Audit Committee shall establish policies for the Company's hiring of current or former employees of the independent auditors.

Internal Auditors

- At least annually, the Audit Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review the internal audit plan and results. Such evaluation shall include a review of the responsibilities, budget and staffing of the Company's internal audit function with the independent auditors.
- Periodically, the Audit Committee shall evaluate the performance of the senior officer or officers responsible for the internal audit function of the Company (including the head of Internal Audit), and make recommendations to the Board and management regarding the responsibilities, retention or termination of such officer or officers.
- The Audit Committee shall review and approve the appointment and termination of the head of Internal Audit.

Financial Statements, Disclosure and Certain Related Matters

- The Audit Committee shall review and discuss with management, the internal auditors and the independent auditors (as may be required by the rules of the New York Stock Exchange and other applicable laws and regulations and, in addition, as the Audit Committee deems it appropriate), the annual audited financial

¹ Section 10A is implicated when an auditor detects likely illegal acts that have a material impact on the financial statements that are not being appropriately remediated by management or the Board of Directors.

statements, and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", prior to the filing of the Company's Form 10-K, and recommend to the Board whether the audited financial statements should be included in the Company's 10-K, and the quarterly financial statements, and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", prior to the filing of the Company's Form 10-Q.

- The Audit Committee shall review with management, the internal auditors and the independent auditors, in separate meetings whenever the Audit Committee deems appropriate:
 - any analyses or other written communications prepared by management, the internal auditors and/or the independent auditors setting forth significant financial reporting issues, estimates, judgments and methodologies relating to the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - the critical accounting policies and practices of the Company;
 - the clarity of financial disclosures made by the Company;
 - information regarding any "second" opinions sought by management from an independent auditor with respect to the accounting treatment of a particular event or transaction;
 - off-balance sheet transactions and structures;
 - any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and
 - regulatory and accounting initiatives or actions applicable to the Company (including any SEC investigations or proceedings).
- The Audit Committee shall review, in conjunction with management, the Company's policies generally with respect to the Company's earnings press releases and with respect to financial information and earnings guidance provided to analysts and rating agencies, including in each case the type and presentation of information to be disclosed, paying particular attention to the use of non-GAAP financial information.
- The Audit Committee may review any of the Company's financial information and earnings guidance provided to investors, analysts and rating agencies and any

of the Company's other financial disclosures, such as investor presentations and earnings press releases, as the Audit Committee deems appropriate.

- The Audit Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, review the Company's internal controls and disclosure controls and procedures, including whether there are any significant deficiencies in the design or operation of such controls and procedures, material weaknesses in such controls and procedures, any corrective actions taken with regard to such deficiencies and weaknesses and any fraud involving management or other employees with a significant role in such controls and procedures.
- The Audit Committee shall review at least once per year, and more frequently as deemed necessary, management's report on its assessment of the effectiveness of internal control over financial reporting and the independent auditors' report on the effectiveness of internal control over financial reporting.
- The Audit Committee shall review and discuss with the independent auditor and management any current accounting trends and developments, and take such action with respect thereto as may be deemed appropriate.
- The Audit Committee shall review and discuss with the independent auditors any critical audit matters and significant audit problems or difficulties and management's response thereto or other resolution thereof, including those matters required to be discussed with the Audit Committee by the auditors pursuant to applicable auditing and regulatory standards, such as:
 - any restrictions on the scope of the independent auditor's activities or on access to requested information;
 - any accounting adjustments that were noted or proposed by the auditor but were not adopted or reflected;
 - any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;
 - any management or internal control letter issued, or proposed to be issued, by the auditor; and
 - any significant disagreements between management and the independent auditor.
- The Audit Committee shall periodically review the Company's compliance with its covenants contained in any financing agreements.

- The Audit Committee shall have sole authority over the resolution of any disagreements between management and the independent auditor regarding the Company's financial reporting.
- The Audit Committee shall prepare the audit committee report that SEC rules require to be included in the Company's annual proxy statement.

Other Risk Management Matters

- The Audit Committee shall review the Company's policies and practices with respect to enterprise risk assessment and enterprise risk management, including discussing with management the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures, and report to the Board on such matter.
- The Audit Committee shall review the Company's policies and practices with respect to cybersecurity risk and the Company's data security policies, and report to the Board on such matter.
- The Audit Committee shall periodically receive reports on and review the Company's management of any material Transition Services Agreement entered into by the Company and shall report its findings to the Board as deemed necessary.
- The Audit Committee shall review the Company's anti-fraud programs and controls with management, and report to the Board on such matter.

Other Compliance Matters

- The Chair of the Committee, along with the Chair of the Board and the Chair of the Human Capital and Compensation Committee, shall be notified of any ethics allegation required by the Company's Ethics Escalation Protocol, including claims of discrimination or harassment, (a) involving any of the Company's senior management (*i.e.*, Senior Vice President or above), or (b) presenting a material risk to the business of the Company.
- Unless requested sooner by the Chair of the Committee, at the next regularly scheduled Committee meeting, the Committee shall receive a report of the status and/or outcome of any investigation into any allegation previously escalated pursuant to the Company's Ethics Escalation Protocol.
- The Audit Committee shall periodically review with management, including the Chief Legal Officer, head of Ethics and Compliance, and the independent auditors, and recommend appropriate action with respect to significant legal or regulatory matters affecting the Company as well as significant matters arising under the Company's Code of Conduct.

- The Committee shall review and consider any requests for waivers of the Company's Code of Conduct for the Company's directors, executive officers and other senior financial officers, and shall make recommendations to the Board with respect to such requests for a waiver.
- The Audit Committee shall be empowered to investigate any matter brought to its attention with full access to all Company books, records and personnel, using special counsel or outside experts as necessary or appropriate.
- The Audit Committee shall review, and if appropriate, approve related party transactions in accordance with the Company's Related Person Transaction Policy.
- The Audit Committee shall review and take appropriate action with respect to potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict, in accordance with the Company's Corporate Governance Guidelines.

Reporting to the Board

- The Audit Committee shall report to the Board periodically. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the qualifications, independence and performance of the Company's independent auditors, the performance of the internal audit function, any funding requirements for the outside auditors, Audit Committee and any advisors retained by the Audit Committee to assist it in its responsibilities and any other matters that the Audit Committee deems appropriate or is requested to be included by the Board.
- At least annually, the Audit Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Audit Committee will review and reassess the adequacy of this charter and recommend any proposed changes to the Nominating and Corporate Governance Committee.

Procedures

The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Chair of the Audit Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.

The Audit Committee shall meet separately, periodically, with management, with internal auditors or other personnel responsible for the internal audit function and with the independent auditors.

The Audit Committee is authorized (without seeking Board approval) to retain special legal, accounting or other advisors and may request any officer or employee of the Company or the Company's outside counsel or independent auditors to meet with any members of, or advisors to, the Audit Committee. The Company shall provide funding, as determined by the Audit Committee, for payment of compensation to the independent auditors and to any advisors retained by the Audit Committee, and for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee may delegate its authority to subcommittees or the Chair of the Audit Committee when it deems appropriate and in the best interests of the Company, provided that periodic reports by the parties receiving any such delegation are made to the full Committee in accordance with the terms of the delegation.

Limitations Inherent in the Audit Committee's Role

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP. This is the responsibility of management and the independent auditors. Furthermore, while the Audit Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and management, it is the responsibility of the CEO and senior management to determine the appropriate level of the Company's exposure to risk.