

VICTORIA'S SECRET & CO.

Human Capital and Compensation Committee Charter

Purpose

The Human Capital and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Victoria's Secret & Co. (the “**Company**”) shall:

- Oversee the human capital management of the Company, including the Company's diversity, equity and inclusion programs, policies and strategies;
- Oversee the Company's compensation and benefits philosophy and policies;
- Evaluate the chief executive officer's (the “**CEO**”) performance and approve his or her compensation with the input of the full Board;
- Review and approve the compensation structure for each other “officer” of the Company (within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934 (the “**Exchange Act**”)) (collectively, the “**Executive Officers**”);
- Evaluate and recommend for approval by the Board compensation for the Company's directors;
- Oversee the succession plans for the CEO and other Executive Officers; and
- Fulfill the other responsibilities set forth in this Charter.

Membership

The Committee shall ideally consist of at least three members, but in no case shall the Committee have fewer than two members, and be comprised solely of directors meeting the independence and other requirements of the New York Stock Exchange and other applicable laws and regulations. In addition, at least two members shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act.

The Nominating and Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. 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 Committee.

Authority and Responsibilities

In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee is directly responsible for the following matters:

Human Capital Management

- The Committee shall review periodically key workforce management and human capital policies and practices of the Company related to organizational engagement and effectiveness, culture, talent attraction and retention strategies, and associate development programs.
- The Committee shall review periodically the Company's programs for executive and management level development programs, as well as performance and skills evaluations.

Culture, Diversity, Inclusion, and Equal Employment Opportunity Standards

- The Committee shall review at least annually the Company's programs, policies, and strategies relating to its culture, talent, diversity, inclusion, and equal employment opportunities, including compliance with the Company's Sexual Harassment Policy and Anti-Retaliation Policy.
- The Committee shall oversee and have familiarity with the facts and circumstances surrounding any allegation or investigation into a claim of discrimination, harassment, or retaliation related thereto (a) involving or allegedly undertaken with the authority of any senior manager (i.e., SVP or above) or (b) presenting a material risk to the business of the Company.
- The Chair of the Committee, along with the Chair of the Board and the Chair of the Audit 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.
- The Committee shall have the following responsibilities related to reporting and reviewing key data:
 - The Committee shall oversee and review data relating to the handling of sexual harassment claims;
 - On an annual basis, the Committee shall receive a report from the Company's Chief Diversity Officer with recommendations to address any gaps or shortcomings;

- On a regular basis, the Committee shall review compensation and benefits policies with reference to, among other things i) advancement of the Company's Code of Conduct and values; ii) improvement of representation within leadership roles for underrepresented groups; and iii) creation of a strong culture of inclusion within the Company.

Compensation and Benefits Policies and Plans

- The Committee shall review and approve the Company's compensation and benefits philosophy and policies generally (subject, if applicable, to shareholder ratification), including reviewing and approving any incentive compensation plans and equity-based plans of the Company. In reviewing such compensation and benefits policies, the Committee may consider Company culture, as well as the recruitment, development, promotion, retention, and compensation of members of senior management and other associates of the Company and any other factors that it deems appropriate.

CEO Compensation

- The Committee shall review and approve, for the CEO (i) annual base salary level, (ii) annual or seasonal incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance, and change-in-control agreements, if any, and (v) any other compensation, ongoing perquisites, or special benefit items. In setting the CEO's compensation, the Committee shall, among other things:
 - Identify, review and approve corporate goals and objectives relevant to such compensation;
 - Evaluate the CEO's performance in light of such goals and objectives and set the CEO's compensation based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company);
 - Review and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements; and
 - Determine any long-term incentive component of the CEO's compensation based on awards given to such executive in past years, the Company's performance, shareholder return, the value of similar incentive awards at comparable companies, and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company).

Compensation of Executive Officers

- The Committee shall review and approve the compensation structure for each of the Company's Executive Officers, including the structure of (i) annual base salaries, (ii) annual or seasonal incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance, and change-in-control agreements, if any, and (v) any other compensation, ongoing perquisites, or special benefit items.
- In undertaking such responsibilities, the Committee may consider the matters identified under "CEO Compensation" above, as well as any other factors it considers appropriate.

Director Compensation

- The Committee shall evaluate and recommend for approval by the Board compensation (including equity-based compensation) for the Company's directors. In so evaluating director compensation, the Committee shall, among other things, consider whether such compensation properly attracts and retains qualified and capable directors, fairly compensates directors for their services for a company of the Company's size, scope and complexity and aligns directors' interests with the long-term interests of the Company and its stockholders, as well as consider the impact of the compensation on the directors' independence.

Succession Planning

- The Committee shall regularly review the Company's succession plans for the CEO and other Executive Officers, and report to the Board on such matter.

Disclosure

- The Committee shall prepare the report on executive compensation that Securities and Exchange Commission rules require to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by Securities and Exchange Commission rules ("CD&A") with management and provide a recommendation to the Board regarding the inclusion of the CD&A within the Company's annual proxy statement or Form 10-K, as applicable.

Reporting to the Board; Risk Assessment

- The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Company compensation and benefits policies, executive compensation,

and any other matter that the Committee deems appropriate or is requested to be included by the Board.

- At least annually, the Committee shall (i) evaluate its own performance and report to the Board on such evaluation, (ii) review and assess, and report to the Board on, risks arising from the Company's compensation policies and practices and whether such risks are reasonably likely to have a material adverse effect on the Company, and (iii) review and reassess the adequacy of this charter and recommend any proposed changes to the Nominating and Governance Committee.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other committee members, shall determine the frequency and length of committee meetings and shall set meeting agendas consistent with this charter. No Executive Officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee.

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel, or other adviser, and the Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such adviser. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to such advisers' independence from management, including those enumerated by the rules of the New York Stock Exchange.

The Committee may delegate its authority to subcommittees or the Committee Chair when it deems appropriate and in the best interests of the Company. In addition, the Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any individual who is not an Executive Officer under such of the Company's incentive compensation or equity-based plans as the Committee deems appropriate, in the best interests of the Company, and in accordance with the terms of such plans.