

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 Private Securities Litigation Reform Act of 1995) contained in this presentation or made by our Company or our management 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. Words such as "estimate," "project," "plan," "believe," "expect," "anticipate," "intend," "planned," "potential" and any similar expressions may identify forward-looking statements. Risks associated with the following factors, among others, in some cases have affected and in the future could affect our financial performance and actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements included in this presentation or otherwise made by our company or our management:
 - 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;
 - a loss of synergies from separating the businesses that could negatively impact the balance sheet, profit margins or earnings of Victoria's Secret or that Victoria's Secret does not realize all of the expected benefits of the spin-off;
 - general economic conditions, 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 is expected to continue to have an adverse effect on our business and results of operations;
 - the seasonality of our business;
 - divestitures or other dispositions and related operations and contingent liabilities from such businesses;
 - 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;
 - the dependence on mall traffic and the availability of suitable store locations on appropriate terms:
 - our ability to grow through new store openings and existing store remodels and expansions;
 - our ability to successfully operate and expand internationally and related risks;
 - our independent franchise, license and wholesale partners;
 - our direct channel businesses;

- our ability to protect our reputation and our brand images;
- our ability to attract customers with marketing, advertising and promotional programs;
- our ability to maintain, enforce and protect our trade names, trademarks and patents;
- 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 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, which could result in closed factories, reduced workforces, scarcity of raw materials.
 - and scrutiny or embargoing of goods produced in infected areas;
 - duties, taxes and other charges;
 - legal and regulatory matters;
 - volatility in currency exchange rates:
 - local business practices and political issues;
 - potential delays or disruptions in shipping and transportation and related pricing impacts;
 - disruption due to labor disputes: and
 - changing expectations regarding product safety due to new legislation:



Forward Looking Statements

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 - our geographic concentration of vendor and distribution facilities in central Ohio;
 - fluctuations in foreign currency exchange rates;
 - the ability of our vendors to deliver products in a timely manner, meet quality standards and comply with applicable laws and regulations;
 - fluctuations in product input costs;
 - our ability to adequately protect our assets from loss and theft;
 - fluctuations in energy costs;
 - increases in the costs of mailing, paper, printing or other order fulfillment logistics;
 - claims arising from our self-insurance;
 - our and our third-party service providers' ability to implement and maintain information technology systems and to protect associated data;
 - our ability to maintain the security of customer, associate, third-party and company information;
 - stock price volatility;
 - our ability to pay dividends and related effects;
 - shareholder activism matters;
 - our ability to maintain our credit rating;
 - our ability to service or refinance our debt and maintain compliance with our restrictive covenants;
 - our ability to comply with laws, regulations and technology platform rules or other obligations related to data privacy and security;
 - our ability to comply with regulatory requirements;
 - legal and compliance matters; and
 - tax, trade and other regulatory matters.

We are not under any 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.



VICTORIA'S SECRET & CO.

ADJUSTED COMBINED STATEMENTS OF INCOME (LOSS) THIRTEEN WEEKS ENDED JULY 31, 2021 AND AUGUST 1, 2020

(Unaudited)

(In millions except per share amounts)

				ı	ncrease	% Increase
	 2021		2020	([Decrease)	(Decrease)
Net Sales	\$ 1,613.8	\$	1,066.3	\$	547.5	51%
Comparable Store Sales	16%		-12%			
Comparable Sales	-9%		24%			
Gross Profit	669.6		231.7		437.9	189%
% of Sales	41.5%		21.7%		1980 bps	
General, Administrative and						
Store Operating Expenses	466.9		343.0		123.9	36%
% of Sales	28.9%		32.2%		(330 bps)	
Operating Income (Loss)	 202.7	-	(111.3)		314.0	282%
% of Sales	12.6%		-10.4%		2300 bps	
Interest Expense and Other	3.7		1.4		2.3	164%
Income (Loss) Before Income Taxes	199.0		(112.7)		311.7	277%
Provision (Benefit) for Income Taxes	47.9		(27.4)		75.3	275%
% of Pre-Tax Income	24.1%		24.3%		70.0	2.0%
Net Income (Loss)	\$ 151.1	\$	(85.3)	\$	236.4	277%
% of Sales	 9.4%		-8.0%		1740 bps	
Net Income (Loss) Per Diluted Share	\$ 1.71	\$	(0.97)	\$	2.68	276%
Weighted Average Shares Outstanding ¹	 88.3		88.3			

^{1 -} Reported Weighted Average Shares Outstanding reflects basic shares at the separation date. This share amount is being utilized for the calculation of basic and diluted net income (loss) per share for periods presented through the separation date.

All of the 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.

ADJUSTED COMBINED STATEMENTS OF INCOME

TWENTY-SIX WEEKS ENDED JULY 31, 2021 AND AUGUST 1, 2020

(Unaudited)

(In millions except per share amounts)

					1	Increase	% Increase
		2021		2020	([Decrease)	(Decrease)
Net Sales	\$	3,168.1	\$	1,959.9	\$	1,208.2	62%
Comparable Store Sales	Ψ	9%	Ψ	-16%	Ψ	1,200.2	02 /8
Comparable Sales		6%		3%			
Gross Profit		1,341.7		349.3		992.4	284%
% of Sales		42.3%		17.8%		2450 bps	
General, Administrative and							
Store Operating Expenses		913.3		737.1		176.2	24%
% of Sales		28.8%		37.6%		(880 bps)	
Operating Income (Loss)		428.4		(387.8)		816.2	210%
% of Sales		13.5%		-19.8%		3330 bps	
Interest Expense and Other		4.8		5.1		(0.3)	-6%
Income (Loss) Before Income Taxes		423.6		(392.9)		816.5	208%
Provision (Benefit) for Income Taxes		98.5		(81.0)		179.5	222%
% of Pre-Tax Income		23.2%		20.6%			
Net Income (Loss)	\$	325.1	\$	(311.9)	\$	637.0	204%
% of Sales		10.3%		-15.9%		2620 bps	
Net Income (Loss) Per Diluted Share	\$	3.68	\$	(3.53)	\$	7.21	204%
Weighted Average Shares Outstanding ¹		88.3		88.3			

^{1 -} Reported Weighted Average Shares Outstanding reflects basic shares at the separation date. This share amount is being utilized for the calculation of basic and diluted net income (loss) per share for periods presented through the separation date.

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

	July	31, 2021	Aug	ust 1, 2020
ASSETS				
Current Assets Cash and Cash Equivalents Cash in Escrow Accounts Receivable, Net Inventories Other	\$	292,854 600,000 98,543 744,512 89,675	\$	164,660 - 117,908 922,873 77,871
Total Current Assets		1,825,584		1,283,312
Property and Equipment, Net		999,132		1,208,019
Operating Lease Assets		1,513,073		1,759,452
Trade Name		246,300		246,300
Deferred Income Taxes		12,459		62,020
Other Assets		61,305		56,494
TOTAL ASSETS	\$	4,657,853	\$	4,615,597
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current Liabilities Accounts Payable Accrued Expenses and Other Current Debt Current Operating Lease Liabilities Income Taxes Due to Related Parties	\$	371,394 702,441 - 331,801 27,922 2,368	\$	493,693 613,751 10,471 455,372 35,270 2,430
Total Current Liabilities		1,435,926		1,610,987
Deferred Income Taxes		70,338		241
Long-Term Debt		591,214		89,048
Long-term Debt due to Related Party		96,731		-
Long-Term Operating Lease Liabilities		1,456,529		1,833,321
Other Long-Term Liabilities		123,670		97,219
Net Investment by L Brands, Inc.		883,445		984,781
TOTAL LIABILITIES AND EQUITY	\$	4,657,853	\$	4,615,597



VICTORIA'S SECRET & CO.

(\$ amounts in millions) (Unaudited)

	Q2 2021	YTD Q2 2021
Comparable store sales	16%	9%
Comparable sales	(9%)	6%
Sales change	51%	62%
Sales	\$1,614	\$3,168
Gross profit (% of sales)	41.5%	42.3%
Operating income (% of sales)	12.6%	13.5%
Operating income	\$203	\$428
Net income	\$151	\$325
Weighted average shares outstanding ¹	88	88
Net income per diluted share	\$1.71	\$3.68

^{1 -} Reported Weighted Average Shares Outstanding reflects basic shares at the separation date. This share amount is being utilized for the calculation of basic and diluted net income (loss) per share for periods presented through the separation date.

All of the 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. 2021 Outlook as of August 18, 2021

Third Quarter

Net Sales Up mid- to high-single digits versus 2020 sales of \$1.35 billion

Gross Margin Rate In the high 30s, up from 2020 rate of 36.7%

SG&A Expense Rate In the low 30s, up from 2020 rate of 29.5%

Net Non-Operating Expense Approximately \$12 million

Tax Rate (before discrete items)

Approximately 25%

Weighted Average Diluted Shares Outstanding Approximately 93 million

Net Income Per Diluted Share Between \$0.60 and \$0.70

VICTORIA'S SECRET & CO. COMPANY - OPERATED STORE COUNT AND SELLING SQ FT 2021 Forecast

	Total Beginning of New Stores Closures Reconstructions End of Year Year SSF		Increase / (Decrease)				
U.S.							
Store Count	846	-	(39)	3	807	(39)	(5%)
Selling Sq Ft 000's	5,861	-	(204)	-	5,657	(204)	(3%)
Canada							
Store Count	25	1	-	-	26	1	4%
Selling Sq Ft 000's	250	4	-	-	253	4	2%
Subtotal VS North America							
Store Count	871	1	(39)	3	833	(38)	(4%)
Selling Sq Ft 000's	6,111	4	(204)	-	5,911	(200)	(3%)
Greater China - Full Assortment							
Store Count	26	4	-	-	30	4	15%
Selling Sq Ft 000's	171	10	-	-	181	10	6%
Greater China - Beauty & Accessories							
Store Count	36	2	(3)	1	35	(1)	(3%)
Selling Sq Ft 000's	31	1	(3)	(1)	30	(1)	(4%)
Subtotal International							
Store Count	62	6	(3)	1	65	3	5%
Selling Sq Ft 000's	203	11	(3)	(1)	211	9	4%
Total Company - Operated							
Store Count	933	7	(42)	4	898	(35)	(4%)
Selling Sq Ft 000's	6,313	15	(206)	(1)	6,122	(191)	(3%)



VICTORIA'S SECRET & CO. INTERNATIONAL STORE COUNT 2021 FORECAST

	2020 Year End	2021 New Stores	2021 Closures	2021F Year End
Partner - Operated Stores				
Full Assortment	120	7 to 9	-	127 to 129
Beauty & Accessories	338	16 to 19	(16 to 21)	333 to 341
Partner - Operated Total	458	23 to 28	(16 to 21)	460 to 470
Company - Operated Stores				
Greater China - Full Assortment	26	4	-	30
Greater China - Beauty & Accessories	36	2	(3)	35
Company - Operated Total	62	6	(3)	65
Total	520	29 to 34	(19 to 24)	525 to 535



APPENDIX

Victoria's Secret & Co. Historical Reported Results - Carve Out Basis Fiscal 2021 - Quarterly \$s in thousands (Unaudited)

			First	Quarter 2021			Second Quarter 2021					
		Victoria's Secret Segment (1) Corporate / Other (rate / Other (2)	Total VS & Co.		Victoria's Secret Segment (1)		Corporate / Other (2)		Total VS & Co.	
Net Sales	\$	1,554,220		_	\$	1,554,220	\$	1,613,847			\$	1,613,847
Costs of Goods Sold, Buying and Occupancy		882,079				882,079		944,261				944,261
Gross Profit		672,141				672,141		669,586				669,586
General, Administrative and Store Operating Expenses		427,625	\$	18,830		446,455		437,036	\$	29,819		466,855
Operating Income	\$	244,516	\$	(18,830)	\$	225,686	\$	232,550	\$	(29,819)	\$	202,731
Gross Profit Rate	2	43.2%		nm		43.2%		41.5%		nm		41.5%
Operating Income Rate	2	15.7%		nm		14.5%		14.4%		nm		12.6%

			Spring 2021		
	Victoria's Secret Segment (1)		Corporate / Other (2)		Total VS & Co.
Net Sales	\$	3,168,067			\$ 3,168,067
Costs of Goods Sold, Buying and Occupancy		1,826,341			 1,826,341
Gross Profit		1,341,726			1,341,726
General, Administrative and Store Operating Expenses		864,661	\$	48,648	 913,309
Operating Income	\$	477,065	\$	(48,648)	\$ 428,417
Gross Profit Rate		42.3%		nm	42.3%
Operating Income Rate		15.1%		nm	13.5%

- (1): The Victoria's Secret segment (as reported as part of L Brands) represents company-operated retail stores located in the U.S., Canada and Greater China, company-operated Victoria's Secret digital platforms, and international stores/digital platforms operated by partners under franchise, license and wholesale arrangements. Additionally, this segment includes the Victoria's Secret merchandise sourcing and production function serving the Company and its international partners.
- (2): Corporate/Other includes corporate infrastructure and governance functions and other non-recurring items that are deemed to be corporate in nature. The amounts included above are the L Brands' corporate costs that were allocated to Victoria's Secret & Co. for purposes of preparing its results on a carve-out basis. As a result of the VS Spin-Off, the above operating results are not necessarily indicative of future results nor do they reflect what results of operations would have been as an independent public company during the periods presented.



Victoria's Secret & Co. Historical Reported Results - Carve Out Basis Fiscal 2020 - Quarterly \$s in thousands (Unaudited)

			Fi	rst Quarter			Second Quarter					
	Victoria's Secret Segment (1)		Corpor		orporate / Other (2) VS 8		Victoria's Secret Segment (1)		Corporate / Other (2)		Total VS & Co.	
Net Sales	\$	893,607			\$	893,607	\$	1,066,334			\$	1,066,334
Costs of Goods Sold, Buying and Occupancy		872,846				872,846		913,720				913,720
Gross Profit		20,762				20,762		152,614				152,614
General, Administrative and Store Operating Expenses		374,630	\$	19,526		394,156		371,314	\$	24,637		395,951
Operating Income	\$	(353,868)	\$	(19,526)	\$	(373,395)	\$	(218,701)	\$	(24,637)	\$	(243,337)
Gross Profit Rate	•	2.3%		nm		2.3%		14.3%		nm		14.3%
Operating Income Rate	•	-39.6%		nm		-41.8%		-20.5%		nm		-22.8%

	Spring 2020								
	Vic	toria's Secret	Corno	rate / Other (2)		Total			
	Segment (1)		Согро	rate / Other (2)		VS & Co.			
Net Sales	\$	1,959,941		_	\$	1,959,941			
Costs of Goods Sold, Buying and Occupancy		1,786,566				1,786,566			
Gross Profit		173,375				173,375			
General, Administrative and Store Operating Expenses		745,945	\$	44,163		790,108			
Operating Income (Loss)	\$	(572,569)	\$	(44,163)	\$	(616,733)			
Gross Profit Rate		8.8%		nm		8.8%			
Operating Income Rate		-29.2%		nm		-31.5%			

- (1): The Victoria's Secret segment (as reported as part of L Brands) represents company-operated retail stores located in the U.S., Canada, the U.K. (prior to the joint venture with Next PLC) and Greater China, company-operated Victoria's Secret digital platforms, and international stores/digital platforms operated by partners under franchise, license and wholesale arrangements. Additionally, this segment includes the Victoria's Secret merchandise sourcing and production function serving the Company and its international partners.
- (2): Corporate/Other includes corporate infrastructure and governance functions and other non-recurring items that are deemed to be corporate in nature. The amounts included above are the L Brands' corporate costs that were allocated to Victoria's Secret & Co. for purposes of preparing its results on a carve-out basis. As a result of the VS Spin-Off, the above operating results are not necessarily indicative of future results nor do they reflect what results of operations would have been as an independent public company during the periods presented.



VICTORIA'S SECRET & CO. ADJUSTED FINANCIAL INFORMATION

(Unaudited)

(In thousands except per share amounts)

The Adjusted Financial Information should not be construed as an alternative to the reported results determined in accordance with generally accepted accounting principles. Further, the Company's definition of adjusted income information 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 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. Additionally, management uses adjusted financial information as key performance measures of results of operations for the purpose of evaluating performance internally. The Adjusted Financial Information should be read in conjunction with the Company's historical financial statements and notes thereto contained in the Company's Registration Statement on Form 10 filed with the Securities and Exchange Commission.

	Second Quarter				Year-to-Date			
		2021		2020		2021	2020	
Reconciliation of Reported Operating Income (Loss) to Adjusted Operating Income (Loss)								
Reported Operating Income (Loss) - GAAP	\$	202,731	\$	(243,337)	\$	428,417	\$	(616,733)
Asset Impairments (a)		-		117,109		-		213,953
Restructuring Charges (b)		-		51,236		-		51,236
Hong Kong Store Closure and Lease Termination (c)		-		(36,287)		-		(36,287)
Adjusted Operating Income (Loss)	\$	202,731	\$	(111,279)	\$	428,417	\$	(387,831)
Reconciliation of Reported Net Income (Loss) to Adjusted Net Income (Loss)								
Reported Net Income (Loss) - GAAP	\$	151,084	\$	(199,527)	\$	325,115	\$	(498,071)
Asset Impairments (a)		-		117,109		-		213,953
Restructuring Charges (b)		-		51,236		-		51,236
Hong Kong Store Closure and Lease Termination (c)		-		(36,287)		-		(36,287)
Tax Effect				(17,872)				(42,712)
Adjusted Net Income (Loss)	\$	151,084	\$	(85,341)	\$	325,115	\$	(311,881)
Reconciliation of Net Income (Loss) Per Diluted Share to Adjusted Net Income (Loss) Per Diluted Share								
Reported Net Income (Loss) Per Diluted Share - GAAP	\$	1.71	\$	(2.26)	\$	3.68	\$	(5.64)
Asset Impairments (a)		-		1.12		-		1.93
Restructuring Charges (b)		-		0.46		-		0.46
Hong Kong Store Closure and Lease Termination (c)		-		(0.28)		-		(0.28)
Adjusted Net Income (Loss) Per Diluted Share	\$	1.71	\$	(0.97)	\$	3.68	\$	(3.53)

- (a) In the second quarter of 2020, we recognized a \$117.1 million charge (\$98.7 million net of tax of \$18.5 million), included in buying and occupancy expenses, related to the impairment of certain lease and store assets. In the first quarter of 2020, we recognized a \$96.8 million charge (\$72.0 million net of tax of \$24.8 million), included in buying and occupancy expenses, related to the impairment of certain store assets.
- (b) In the second quarter of 2020, we recognized a \$51.2 million charge (\$40.2 million net of tax of \$11.0 million), included in general, administrative and store operating expenses, related to restructuring activities.
- (c) In the second quarter of 2020, we recognized a \$36.3 million gain (\$24.7 million net of tax of \$11.6 million), principally included in buying and occupancy expenses, related to the closure and termination of our lease and the related liability for the Hong Kong flagship store.



VICTORIA'S SECRET & CO. COMPANY - OPERATED STORES AND SELLING SQUARE FOOTAGE At July 31, 2021 and August 1, 2020

	July 31	, 2021	August 1, 2020				
	Stores	Selling Sq. Ft. (000's)	Stores	Selling Sq. Ft. (000's)			
U.S.	838	5,772	858	5,952			
Canada	26	254	26	258			
U.K. / Ireland	-	-	26	231			
Greater China - Beauty and Accessories	36	31	39	35			
Greater China - Full Assortment	26	171	25	168			
Total Company - Operated	926	6,228	974	6,644			

VICTORIA'S SECRET & CO. 2021 Selected Data (Unaudited) (In thousands)

	2021		2020	
Capital Expenditures				
First Quarter	\$	19,303	\$	27,259
Second Quarter		46,714		43,121
Spring Season		66,017		70,380
Third Quarter		-		44,067
Fourth Quarter				12,841
Year	\$	66,017	\$	127,288
Depreciation & Amortization				
First Quarter	\$	80,046	\$	89,863
Second Quarter		78,123		81,217
Spring Season		158,169		171,080
Third Quarter		-		78,684
Fourth Quarter				76,731
Year	\$	158,169	\$	326,495

