UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant \boxtimes Filed by a party other than the Registrant \square

Check the appropriate box:

- Preliminary Proxy Statement
- □ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material under § 240.14a-12

VICTORIA'S SECRET & CO.

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- □ Fee paid previously with preliminary materials.
- □ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

VICTORIA'S SECRET & CO.

P.O. BOX 8016, CARY, NC 27512-9903

Victoria's Secret & Co. Important Notice Regarding the Availability of Proxy Materials

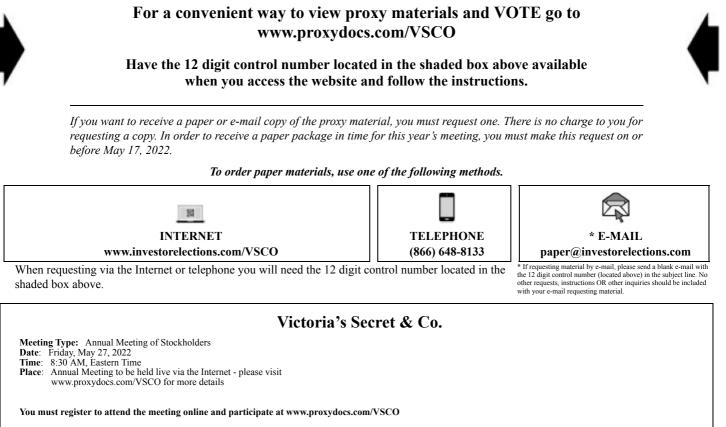
Stockholders Meeting to be held on May 27, 2022 For stockholders of record as of March 31, 2022

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet including the Notice of Annual Meeting of Stockholders, Proxy Statement, and Annual Report on Form 10-K. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials and to obtain directions on how to register for and attend the meeting, go to: www.proxydocs.com/VSCO

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet.



SEE REVERSE FOR FULL AGENDA

Victoria's Secret & Co. Annual Meeting of Stockholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

FOR ON PROPOSALS 1, 2 AND 4

THE BOARD RECOMMENDS THAT AN ADVISORY VOTE ON THE COMPENSATION FOR NAMED EXECUTIVE OFFICERS BE HELD EVERY 1 YEAR.

PROPOSAL

- 1. To elect eight directors to serve until the 2023 annual meeting of stockholders;
 - 1.01 Irene Chang Britt
 - 1.02 Sarah Davis
 - 1.03 Jacqueline Hernández
 - 1.04 Donna James
 - 1.05 Mariam Naficy
 - 1.06 Lauren Peters
 - 1.07 Anne Sheehan
 - 1.08 Martin Waters
- 2. To approve, on an advisory basis, the compensation of our named executive officers;
- 3. To select, on an advisory basis, the frequency of future advisory votes on the compensation of our named executive officers;
- 4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2022; and
- 5. To transact such other business as may properly come before the meeting and any adjournments or postponements thereof.