

VINCE.

VINCE HOLDING CORP. TO ENTER INTO A TRANSFORMATIVE
STRATEGIC PARTNERSHIP WITH AUTHENTIC BRANDS GROUP

INVESTOR PRESENTATION
APRIL 2023

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Transformative Strategic Partnership to Position Vince for Long-Term Success

- Vince Holding Corp. (“VNCE”) and Authentic Brands Group (“Authentic”) to enter into a licensing arrangement whereby VNCE contributes its intellectual property to a newly formed “ABG Vince” entity for a total consideration of \$76.5 million in cash from Authentic and a 25% membership interest in ABG Vince.
- In connection with the Transaction, VNCE will enter into an exclusive, long-term license agreement to use the contributed intellectual property for VNCE’s existing business in a manner consistent with the Company’s current wholesale, retail and e-commerce operations. The License Agreement contains an initial ten-year term and eight ten-year renewal options allowing VNCE to renew the agreement.
- Transaction strengthens and deleverages VNCE’s balance sheet allowing for greater flexibility to accelerate strategic growth initiatives.



Transaction Overview

Purchase Price & Structure	<ul style="list-style-type: none">• VNCE will contribute 100% of its intellectual property to a newly formed “ABG Vince” partnership• VNCE will receive a total consideration of:<ul style="list-style-type: none">– \$76.5 million in cash from Authentic– 25% membership interest in ABG Vince• VNCE will remain a publicly-traded entity and continue its existing operations
Key Terms	<ul style="list-style-type: none">• VNCE will enter into a long-term license agreement with ABG Vince, in which it will retain the rights to the VNCE IP for its current operations<ul style="list-style-type: none">– % Royalty rate on wholesale net sales: mid-single digit– % Royalty rate on direct-to-consumer net sales (retail and e-commerce): low-single digit• VNCE will receive quarterly cash distributions from ABG Vince, equal to 25% of ABG Vince's net cash
Use of Proceeds	<ul style="list-style-type: none">• VNCE to strengthen balance sheet and overall liquidity position and increase working capital<ul style="list-style-type: none">– Plans to repay in full the outstanding balance of \$27.7 million under its Term Loan Credit Facility– Plans to repay a portion of the outstanding borrowings under its Revolving Credit Facility
Timing	<ul style="list-style-type: none">• Transaction expected to close within calendar Q2 2023, subject to customary closing conditions

authentic



10B+

ANNUAL SOCIAL MEDIA IMPRESSIONS

1B+

ANNUAL WEB VISITORS

198B+

ANNUAL PR IMPRESSIONS

authentic

AUTHENTIC BRANDS GROUP

Authentic Brands Group (Authentic) is a global brand development, marketing and entertainment platform, which owns a portfolio of more than 40 iconic and world-renowned Lifestyle, Entertainment and Media brands.

40+

BRANDS, ICONS &
LEGENDS

\$28.5B+*

GLOBAL ANNUAL
RETAIL SALES

11,300+*

STORES & SHOP-IN-SHOPS

1,300+

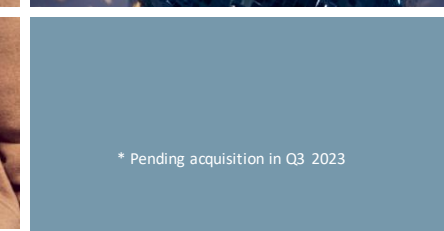
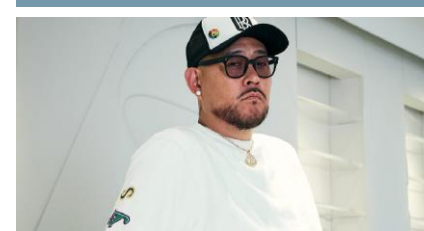
PARTNER NETWORK

379K+

POINTS OF SALE

150+

COUNTRIES



* Pending acquisition in Q3 2023

LIFESTYLE

LUXE

BARNEYS
NEW YORK

JUDITH LEIBER

TED BAKER
LONDON

Brooks Brothers

HERVE LEGER

HICKEY FREEMAN

FASHION

NAUTICA

AÉROPOSTALE

FOREVER 21

LUCKY * BRAND

Juicy Couture

NINE WEST

FRYE
ESTD 1965

VINCE CAMUTO

TRETORN

CLASSIC

IZOD

HART
SCHAFFNER
MARX

JONES
NEW YORK

VAN HEUSEN

ARROW
USA 1851

ACTIVE & OUTDOOR

Reebok

SPYDER

Eddie Bauer

prince

GREG NORMAN

AIRWALK

BOARD SPORTS

VOLCOM

QUIKSILVER *

ROXY *

BILLABONG *

ELEMENT *

DC *

RVCA *

BOARDRIDERS *

HOME

Thomasville

ENTERTAINMENT

ICONS

Muhammad Ali
MUSLIMAWOOD ALLI

Marilyn Monroe
MARILYN MONROE

Elvis Presley

LIVING LEGENDS

SHAQUILLE O'NEAL

DAVID
BECKHAM

Allen Iverson
ALLEN IVERSON

Greg Norman
GREG NORMAN

JULIUS E. ERVING

THALIA SODI

NEIL LANE

MEDIA

Sports Illustrated

Sports Illustrated
SWIM

Sports Illustrated
LIFE

AGENT
ELVIS

STUDIOS

Sports Illustrated
STUDIOS

STUDIO 99

ABG
ENTERTAINMENT

FINE ART

Terry O'Neill
TERRY O'NEILL

Neil Leifer
NEIL LEIFER

Ed Caraeff
ED CARAEFF

Ted Williams
TED WILLIAMS

Eva Sereny
EVA SERENY

Gerard Mankowitz
GERD MANKOWITZ

EVENTS & EXPERIENCES

SHAQ'S
FUN HOUSE

Sports Illustrated
SPORTSPERSON
OF THE YEAR
AWARDS

SHOOTBOXES

Sports Illustrated
The Party

Graceland
THE HOME OF ELVIS PRESLEY

Sports Illustrated
SWIM
SEARCH

ALI
CENTER

Sports Illustrated
CLUB SI

MAE™

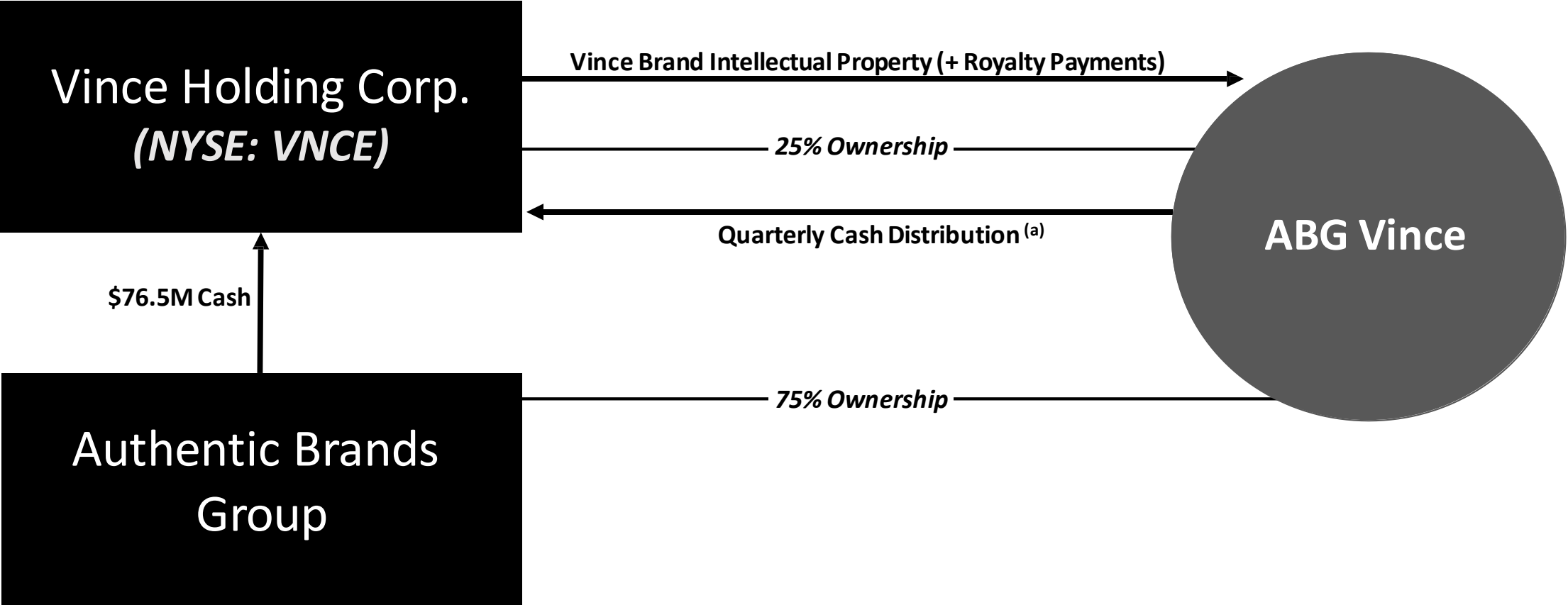
Sports Illustrated
CIRCUIT SERIES

FOOD & BEVERAGE

Big Chicken

FREDS

Illustrative Transaction Structure



a) Quarterly cash distribution equal to 25% of ABG Vince's net cash.

Transaction Creates Opportunity to Drive Value for Stakeholders

Vince Holding Corp.

Healthier balance sheet enables near-term opportunities across organization to enhance focus on:

- **Driving margin expansion through disciplined cost management and reduced promotional activity**
- **Executing strategic growth initiatives**
 - Leverage enhanced e-commerce capabilities and CDP platform to drive greater loyalty and conversion, and capture broader customer base
 - Expand international presence in APAC, Canada and select European countries
 - Grow Men's business to larger percentage of total sales mix
 - Selectively expand retail doors in U.S. market
- **Strengthening vendor relationships**

Better positioned to capitalize on opportunities that may arise to drive long-term success and stakeholder value

ABG Vince

Leverage Authentic's expertise and platform to expand Vince brand into adjacent product categories and territories

VINCE.