



VINCE.

William Blair Annual Growth Stock Conference • June 10, 2014

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All written and oral forward-looking statements attributable to the Company, or persons acting on its behalf, expressly qualified in their entirety by the cautionary statements in the preliminary prospectus, including, without limit, those described under the heading “risk factors”, as well as other cautionary statements that are made from time to time in the Company’s public communications. You should evaluate all forward-looking statements made in this presentation in the context of these risks and uncertainties.

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Today's Presenter + Agenda



Lisa Klinger
Chief Financial Officer

Agenda

- Investment Highlights
- Brand Story
- Growth Initiatives
- Financial Performance

Investment Highlights

Vince is...



**A LEADING CONTEMPORARY
FASHION BRAND**

known for

EVERYDAY LUXURY ESSENTIALS

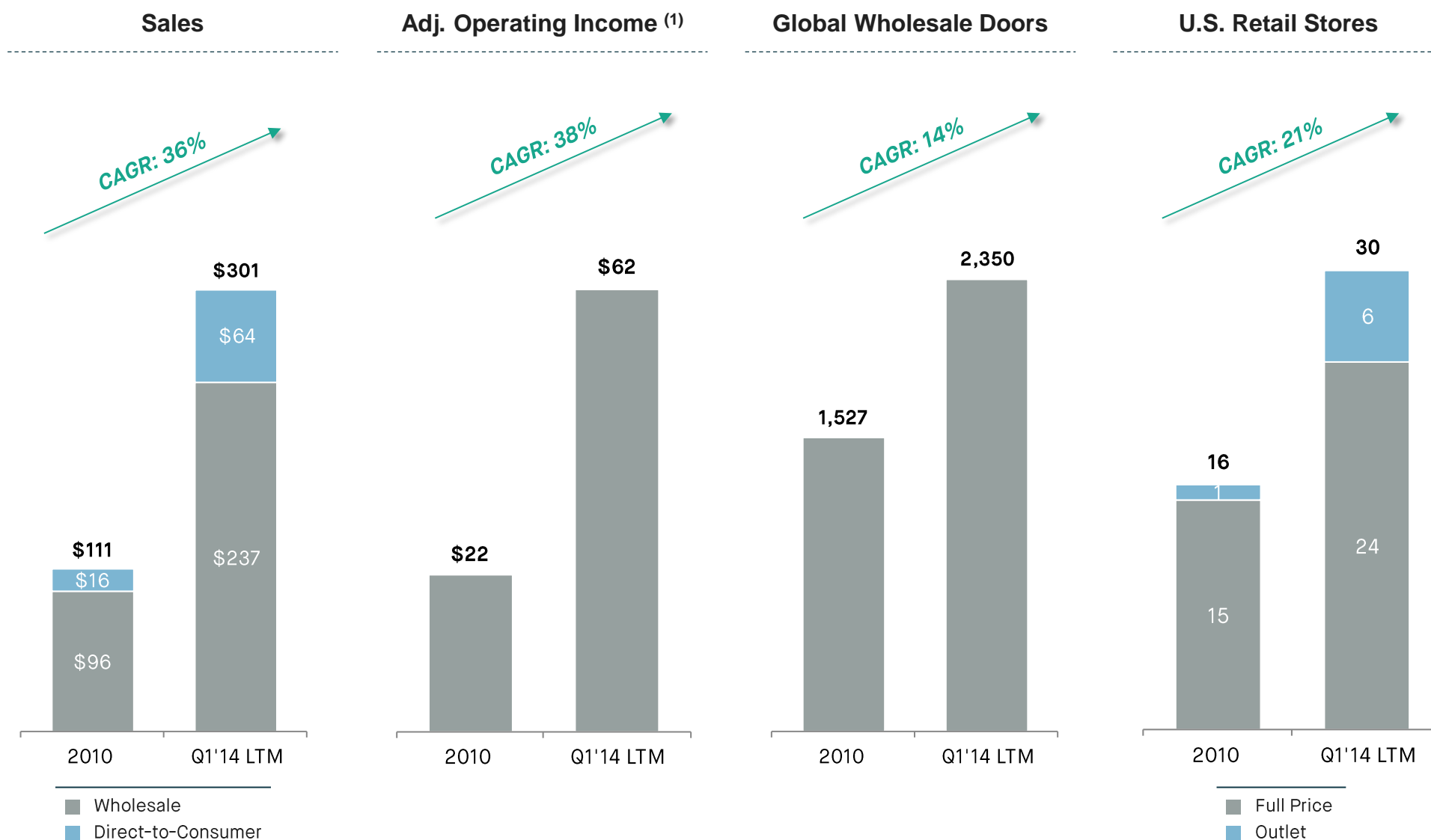
and

MODERN EFFORTLESS STYLE



VINCE.

Vince Today



Note: LTM data as of Q1 2014. Store and door count data as of June 5, 2014.

(1) Excludes public company transition costs for FY 2013.

Our Investment Highlights

Prominent Accessible Luxury **BRAND** with Exceptional Customer Loyalty

Strength Across Entire Multi-Channel **PLATFORM**

Significant Revenue and Earnings **MOMENTUM**

Clear Trajectory for Continued **GROWTH** Across Categories, Channels & Geographies

World Class **TEAM** Driving Clearly Defined Strategic Plan

VINCE.

Brand Story

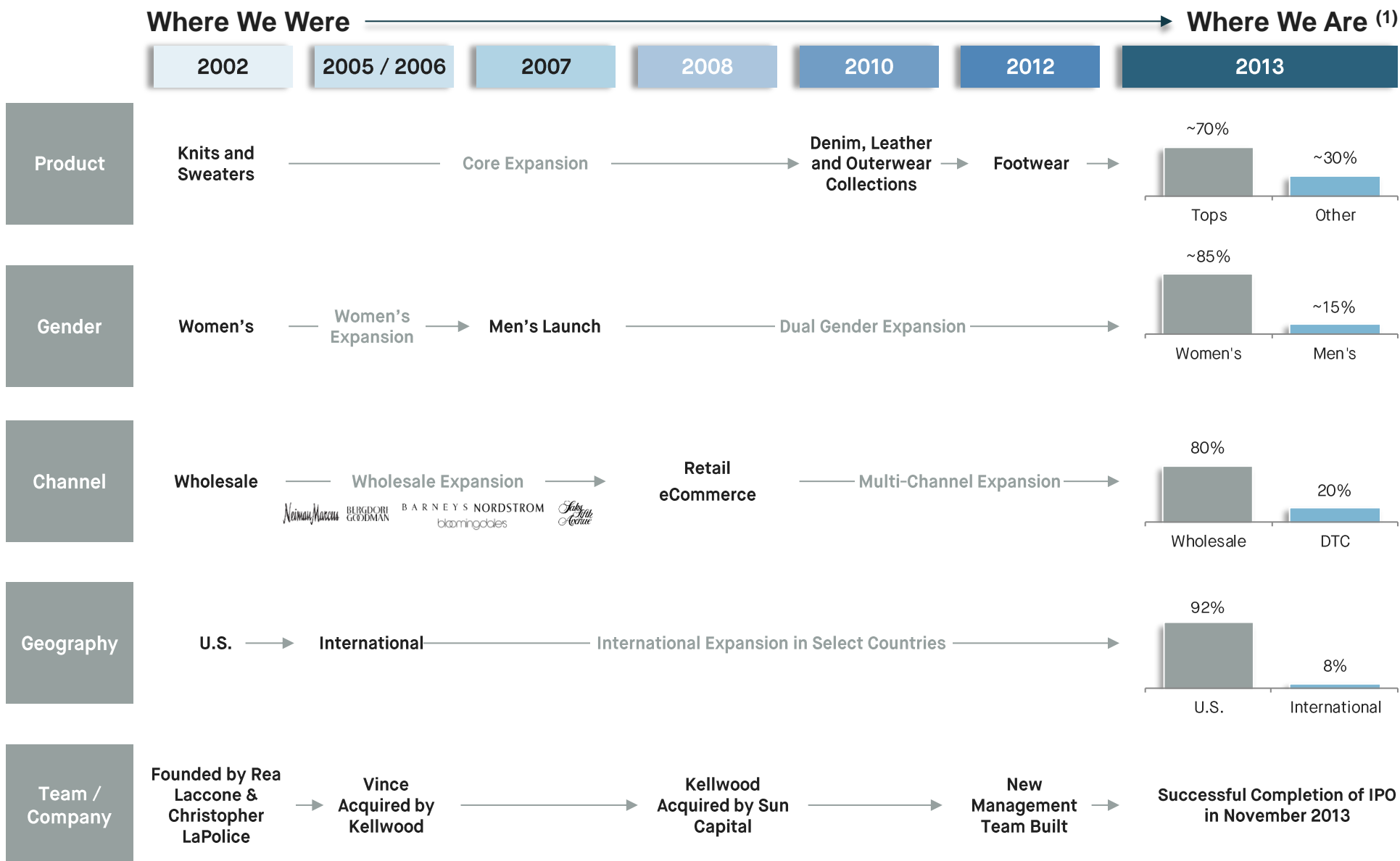
VINCE.

Our Video



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Our Timeline



(1) Data reflects FY 2013 sales.

Our Women's Product

Clean lines • luxe materials • rich textures • neutral color palette • exceptional fit • uncompromising quality



Iconic Cashmere
Sweaters



Luxurious Leather



Sophisticated Soft
Wovens



Chic Outerwear

Our Men's Product

Modern and sophisticated aesthetic • luxe fabrics • core, classic color palette • recognized quality



Iconic Knitwear



Unique Outerwear



Luxurious Leather



Clean, Cool Denim

Our Competitive Positioning

VINCE HOLDS A UNIQUE POSITION THAT BRIDGES THE GAP BETWEEN CLASSIC AND FASHION-FORWARD WHILE OFFERING AFFORDABLE LUXURY PRICING



VINCE.

Leading Contemporary Brand with Premier U.S. Wholesale Partners

#1 Contemporary Brand ⁽¹⁾

Neiman Marcus

BERGDORF
GOODMAN

B A R N E Y S

*Saks
Fifth
Avenue*

NORDSTROM

#2 Contemporary Brand ⁽¹⁾

bloomingdale's

1,762 Doors • 11 Shop-in-Shops ⁽²⁾



SAKS 5TH AVENUE FLAGSHIP WOMEN'S SHOP-IN-SHOP



BLOOMINGDALE'S CENTURY CITY WOMEN'S SHOP-IN-SHOP

(1) Based on information shared by wholesale partners. Updated for 2013 performance except Barneys, which reflects 2012.
(2) Door and shop-in-shop count as of June 5, 2014.

Growing Network of Premier International Wholesale Partners



HARROD'S WOMEN'S SHOP-IN-SHOP



HANKYU OSAKA WOMEN'S SHOP-IN-SHOP

International

Harrods Lane Crawford

HARVEY NICHOLS

HOLT RENFREW

BROWN THOMAS

SETAN



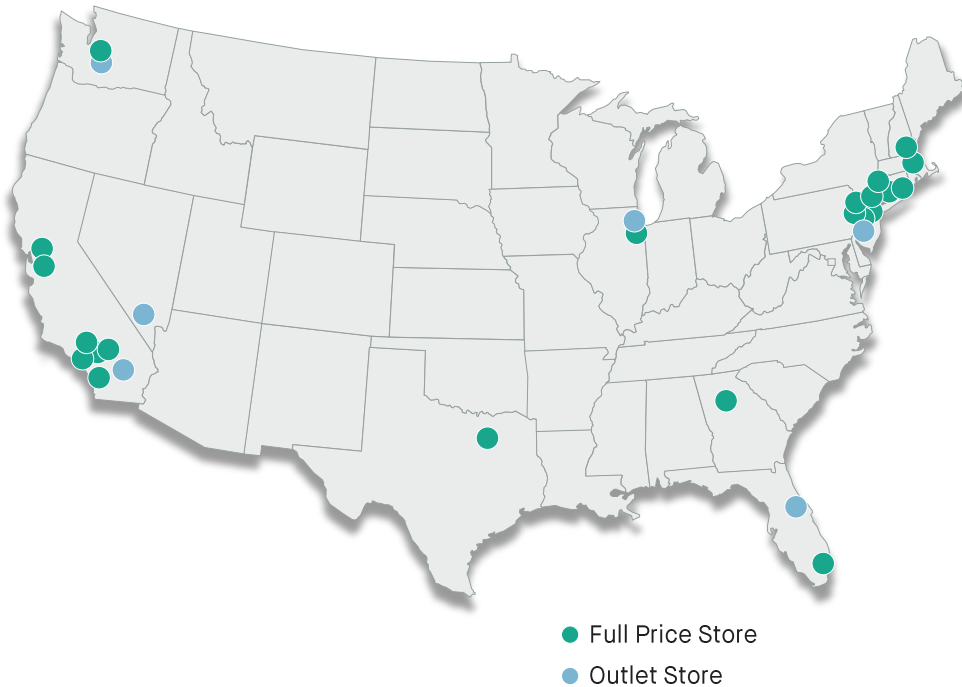
MITSUBUKI

47 Countries • 588 Doors • 11 Shop-in-Shops ⁽¹⁾

(1) Door and shop-in-shop count as of June 5, 2014.

Our U.S. Retail Footprint

Current U.S. Retail Footprint



- First store opened in 2008
- 24 Full Price Stores • 6 Outlets today ⁽¹⁾
- Proven success across street, lifestyle, mall and outlet locations in many geographies
- Significant white space opportunity

(1) Store count as of June 5, 2014.



MERCER ST, NYC FLAGSHIP STORE



WASHINGTON ST. MEN'S, NYC FULL PRICE STORE

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Comparable Store Sales Growth

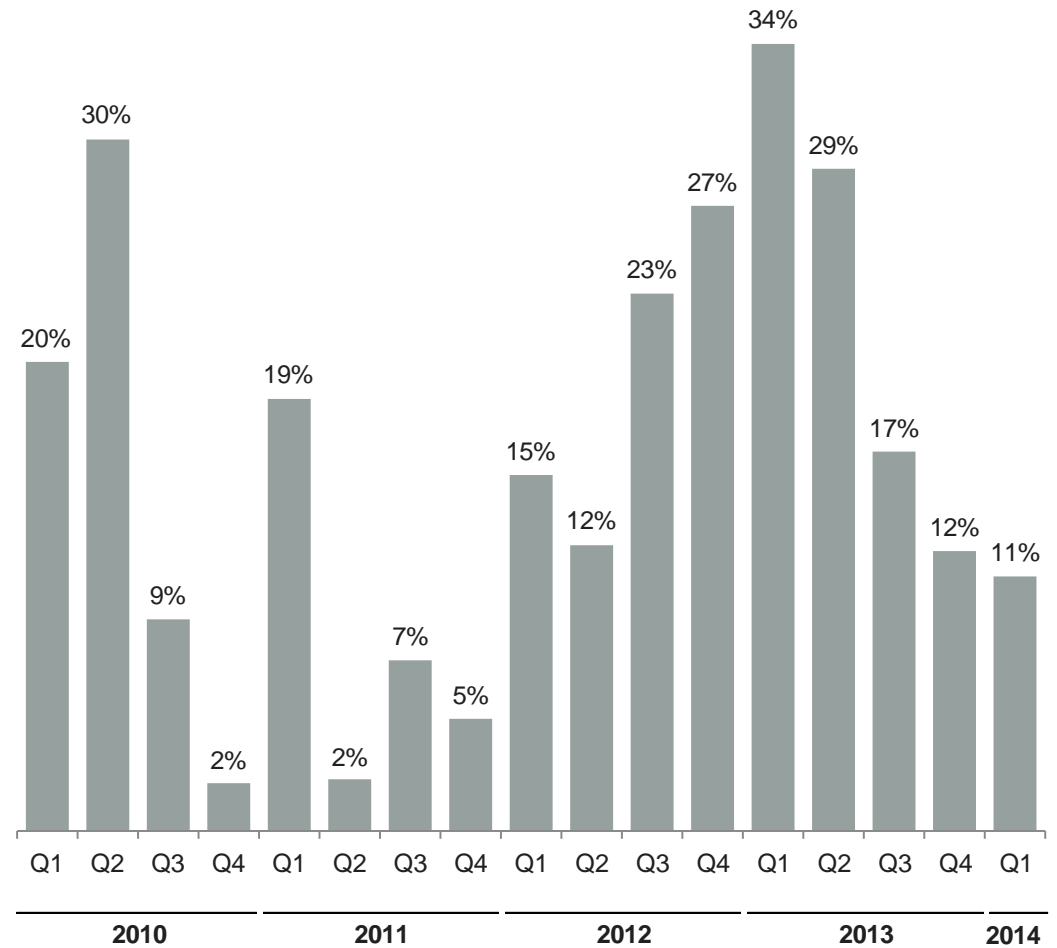


GREENWICH, CT FULL PRICE STORE



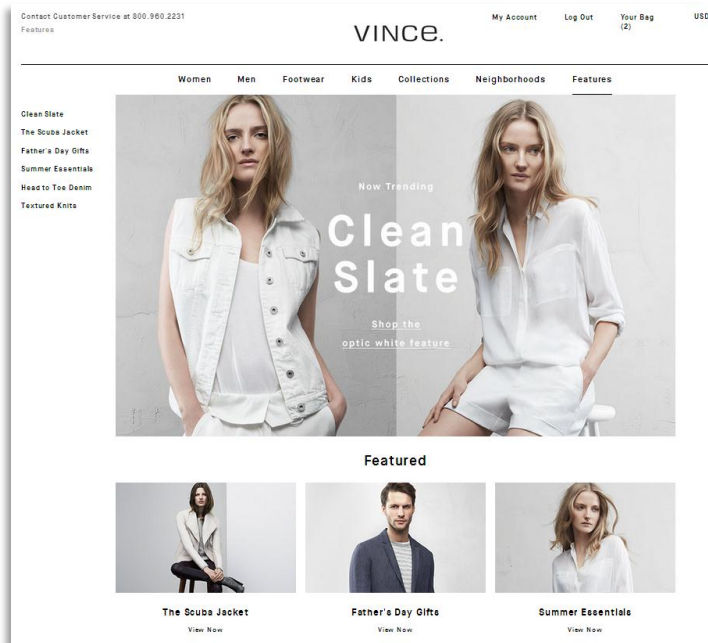
LAS VEGAS, NV OUTLET

Comparable Store Sales Growth

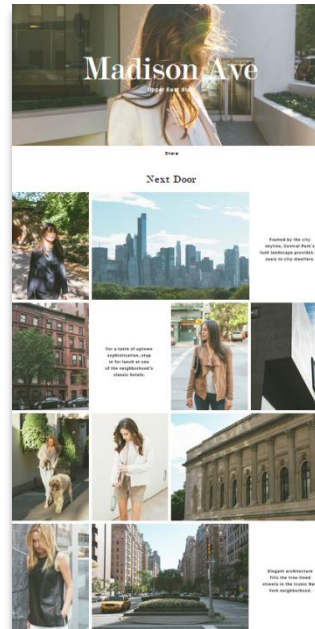


Our eCommerce Website

eCommerce Website



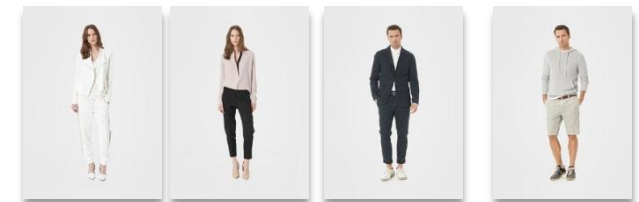
eCommerce Marketing



NEIGHBORHOODS



VINCE
VIEWS



ONLINE LOOKBOOKS



SOCIAL MEDIA INTEGRATION

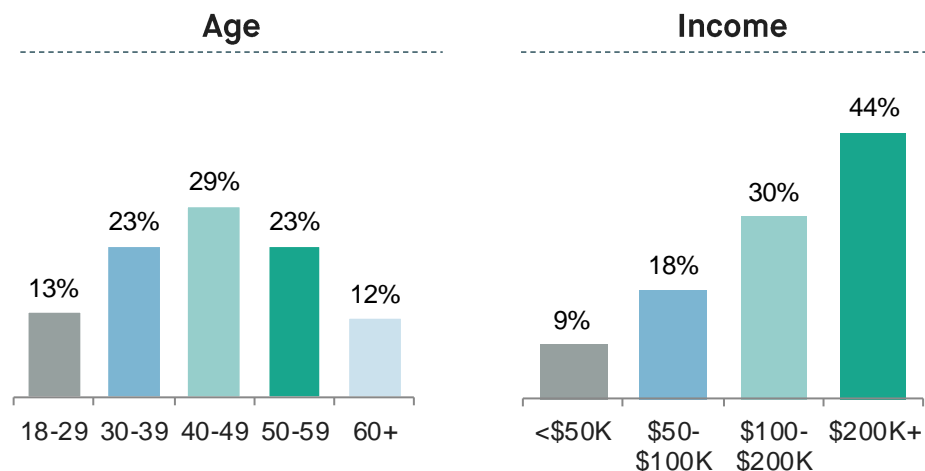
- Launched in 2008
- Q1 2014 Site Re-Launch
- Primarily U.S. business
- One of our fastest growing channels today

- eCommerce marketing efforts build brand awareness, drive traffic and showcase the brand across channels
 - ✓ Online lookbooks
 - ✓ Email promotions
 - ✓ Store opening announcements
- Integrated with social media content

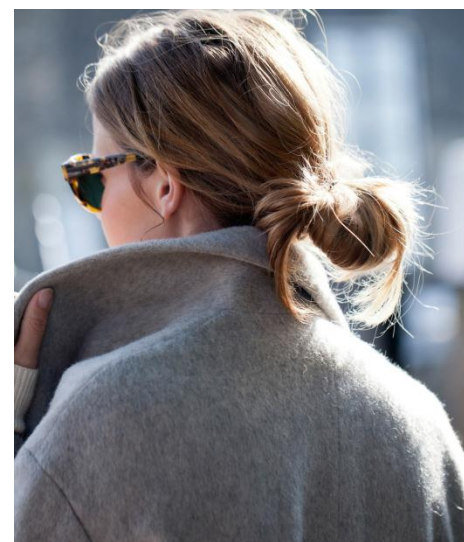
Our Customer: The Woman

Highly desirable customer across a broad age demographic

Effortlessly Cool • Casually Sophisticated



- 25 – 55 – with a sweet spot of 40+
- Metropolitan and fashion savvy
- A successful professional or an active stay-at-home mom
- Confident, understated and always pulled together
- Grounded and family oriented
- Thoughtful; focused on quality and value
- Active and takes care of herself



Source: Internal company research, Aug 2012. Total sample size of 2,941.

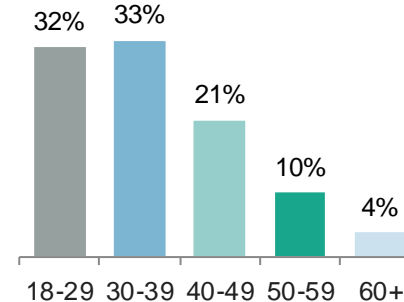
Our Customer: The Man

Highly desirable customer across a broad age demographic

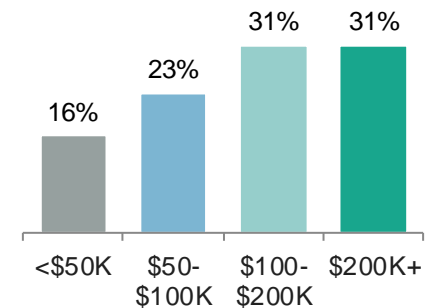


Pulled Together • Comfortable with his Own Style

Age



Income



- 20 – 50 years old – with a sweet spot of 35+
- Successful – working in a creative or professional field
- Confident, metropolitan and masculine
- Witty, sharp and approachable
- Focused on design, quality and comfort
- On-trend but not fashion-forward
- A modern thinking man – interested in improving himself

Source: Internal company research, Aug 2012. Total sample size of 2,941.

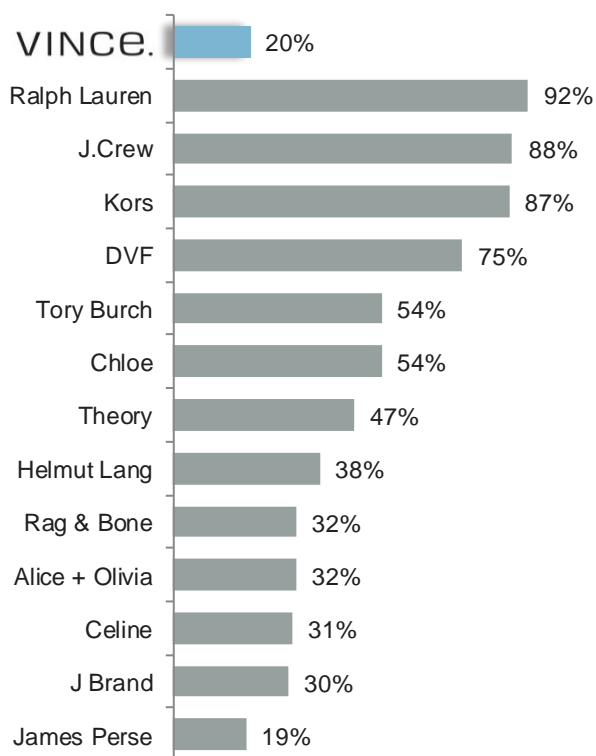
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Our Brand Loyalty

Vince has top brand affinity and purchase intent with significant opportunity to grow awareness

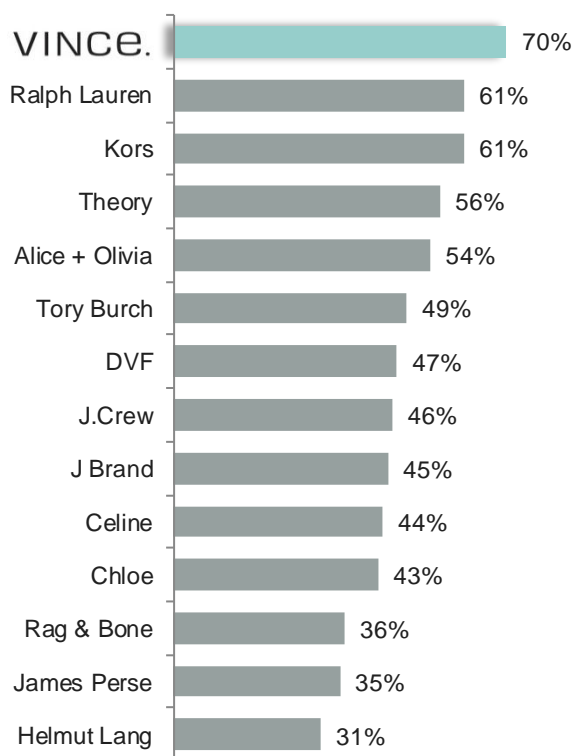
Aided Brand Awareness

20% vs. Peer Average of 52%



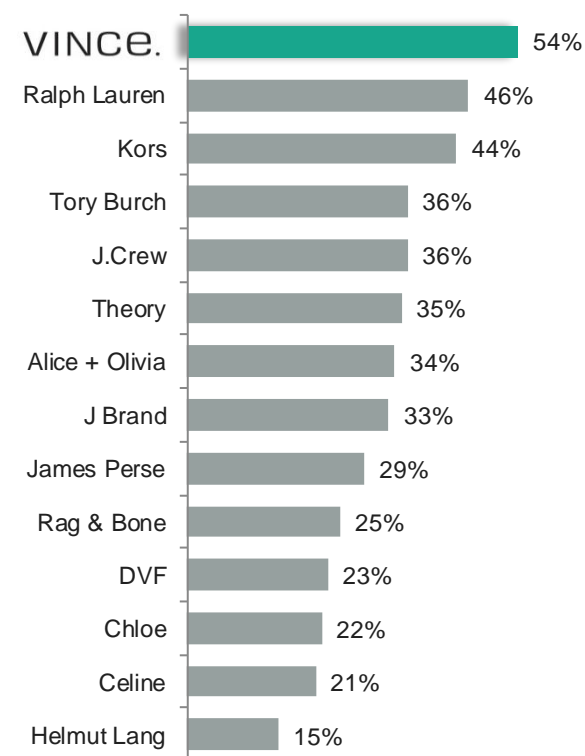
Brand Affinity

70% vs. Peer Average of 47%



Purchase Intent

54% vs. Peer Average of 31%



Know Us

Love Us

Wear Us

Source: Research conducted on behalf of Company in October 2012. Total sample size of 500.

Our Vision



TO ACCELERATE OUR EVOLUTION

from a

**U.S. WHOLESALE DRIVEN WOMEN'S
APPAREL BUSINESS**

to a

**GLOBAL MULTI-CHANNEL
DUAL GENDER LIFESTYLE BRAND**



Our World Class Management Team



Name / Title	Jill Granoff Chief Executive Officer	Lisa Klinger Chief Financial Officer	Karin Gregersen President & Chief Creative Officer	Jill Steinberg SVP, Wholesale	Beth Cohn SVP, Retail & eCommerce	Rebecca Damavandi Group Pres., Global Bus. Dev.	Michele Sizemore SVP, Operations	Jay Dubiner SVP, General Counsel	Deena Gianoncelli SVP, Human Resources
Yrs of Exper	25+	24	19	14	22	18	25	23	18
Prior Role	 Chief Executive Officer	 EVP, Chief Financial Officer	 EVP & Managing Director	 VP, U.S. Sales	 SVP, Retail and eCommerce	 President, Licens. & Global Bus. Dev.	 SVP, Global Sourcing	 EVP, General Counsel	 Director, Human Resources
Additional Experience	kate spade Juicy Couture VICTORIA'S SECRET ESTÉE LAUDER	 Where Creativity Happens Limitedbrands	GIVENCHY	theory BCBGMAXAZRIA	Juicy Couture PRADA BERGDORF GOODMAN Saks Fifth Avenue BARNEYS	GUESS Earl Jean. vf	BANANA REPUBLIC	 UNIVERSAL UNIVERSAL MUSIC GROUP Paul Weiss	HUGO BOSS Bath&BodyWorks THE HOME DEPOT

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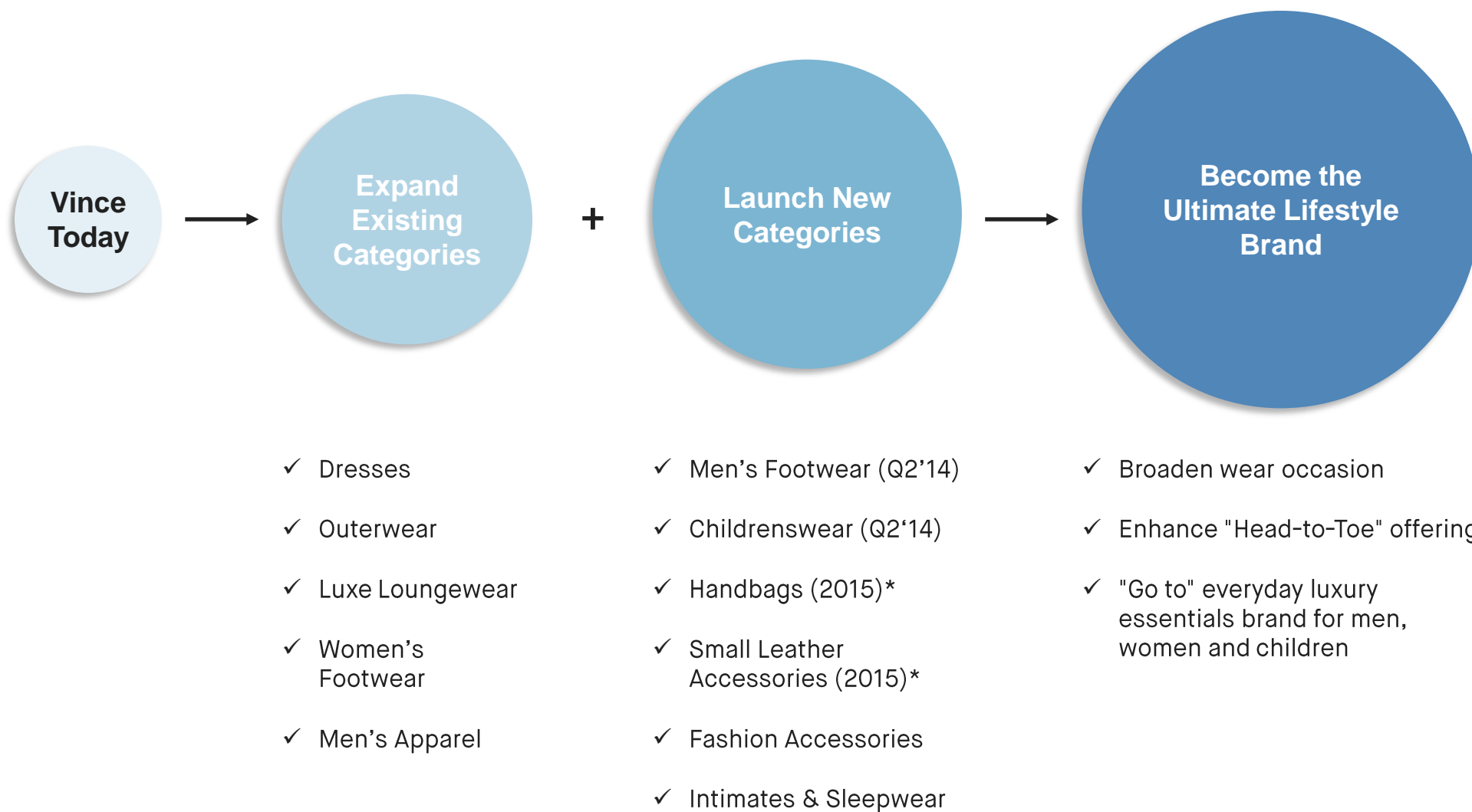
Growth Initiatives

Growth Initiatives

- 1 Capitalize on New and Existing Product Opportunities
- 2 Maximize Wholesale Productivity
- 3 Expand Retail Footprint
- 4 Accelerate eCommerce Growth
- 5 Drive International Expansion
- 6 Increase Brand Awareness

1 Capitalize on New & Existing Product Opportunities

Grow market size and capture incremental share through in-house development and licensing



* Note: new product category launch dates subject to change.

2 Maximize Wholesale Productivity

Key Opportunities

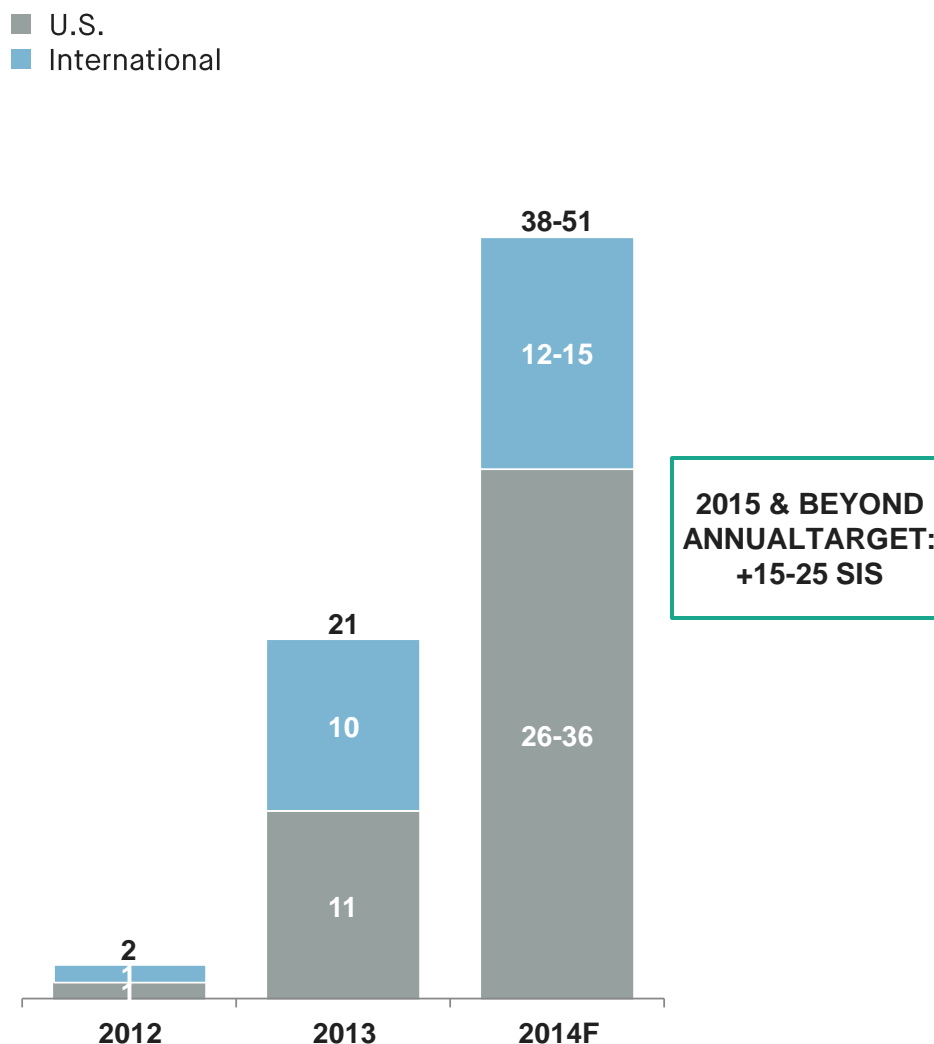
- **Increase penetration in existing doors**
 - ✓ Improved space and location
 - ✓ Expanded assortments
 - ✓ Elevated men's collection
 - ✓ Product "exclusives"
 - ✓ Enhanced marketing and sales support
- **Selectively open new doors**
- **Optimize omni-channel opportunities**



BLOOMINGDALES 59TH STREET MEN'S SHOP-IN-SHOP

(1) LTM shop-in-shop count as of June 5, 2014.

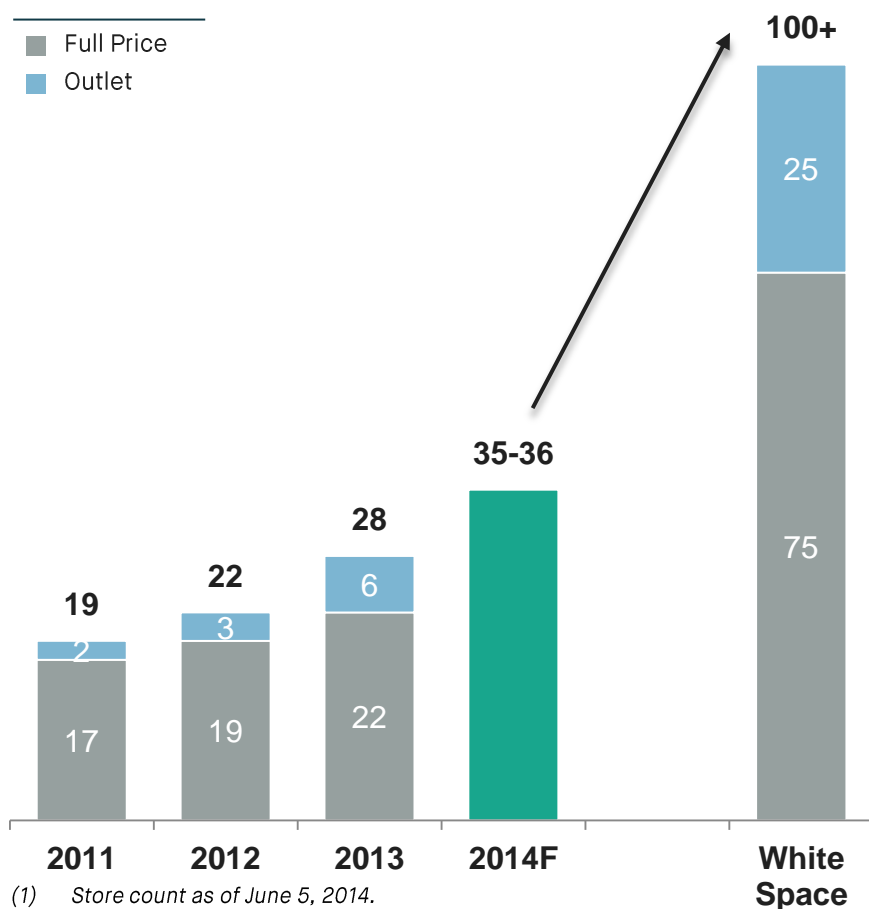
Global Shop-in-Shop Opportunity ⁽¹⁾



3 Expand Retail Footprint

EXPAND OUR RETAIL FOOTPRINT WITH 6-8 NEW STORES PER YEAR FOR A TOTAL OF 100+ STORES IN THE U.S. AT A 3:1 FULL PRICE TO OUTLET RATIO

White Space Opportunity ⁽¹⁾ ⁽²⁾



(1) Store count as of June 5, 2014.

(2) Based on third-party analyses and internal projections.

Key Growth Drivers

- **NEW STORE EXPANSION:**
 - ✓ 6-8 new stores per year
 - ✓ Sophisticated site selection process across A+ malls, lifestyle centers, high-end streets and outlet centers
 - ✓ Target luxury & advanced contemporary adjacencies
 - ✓ Potential for new formats and international growth
- **NEW STORE DESIGN / PRODUCTIVITY**
- **EXISTING STORE REMODELS**



COLUMBUS AVE, NYC FULL PRICE STORE

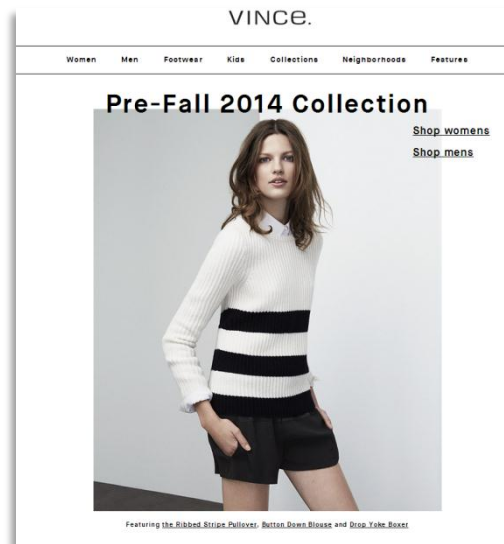
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Accelerate eCommerce Growth

Increase traffic and conversion through improved site functionality and customer engagement

Website Re-Launch Overview

- Re-launched website in February 2014
 - ✓ More compelling shopping experience to increase visit frequency
 - ✓ Richer content and product recommendations
 - ✓ Enhanced photography
 - ✓ Improved functionality and navigation
- Showcase entire breadth and depth of the brand
- Ensure digital integration across social, mobile and the web
- Build strong online community



HOMEPAGE



KID'S LAUNCH AT VINCE.COM



NEW "FEATURES" SECTION OF VINCE.COM WITH CURATED SHOPPING GUIDES

Drive International Business

Build Vince brand in targeted international markets through direct and partnership relationships

1

Increase Penetration in Four Largest Markets



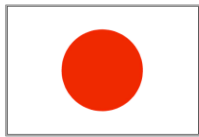
Canada



UK



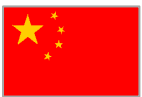
South Korea



Japan

2

Expand in Strategic Territories, Including New Partnerships



China /
Hong Kong



Mexico



Turkey

**MIDDLE
EAST**

BENELUX

SCANDINAVIA

Recent Growth Initiatives

- **Freestanding stores outside the U.S.**
 - ✓ Tokyo, Japan (Third-party partnership)
 - ✓ 2nd store in Istanbul, Turkey (Third-party partnership)
 - ✓ More stores under discussion
- **Increase wholesale presence**
 - ✓ 11 international shops today
 - ✓ Accelerate in-store shop-in-shop development
- **Establish first international showroom in Paris**

Tokyo, Japan Store



Note: Shop-in-shop information as of June 5, 2014.

Increase Brand Awareness

Engage current and potential customers through a multi-channel marketing strategy

Co-op Advertising with Wholesale Partners



Saks Fifth Avenue

Print



ELLE BAZAAR



DEPARTURES

In-Store Events

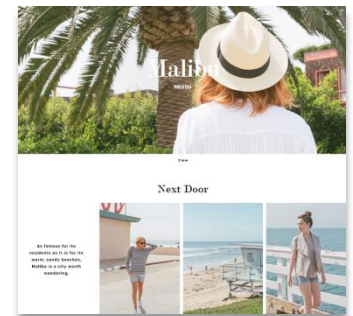


Madison Ave, Opening Event



Tokyo Opening Event

Digital and Social Media



Neighborhoods



Instagram

VINCE.

Editorial Coverage



InStyle

Out-of-Home



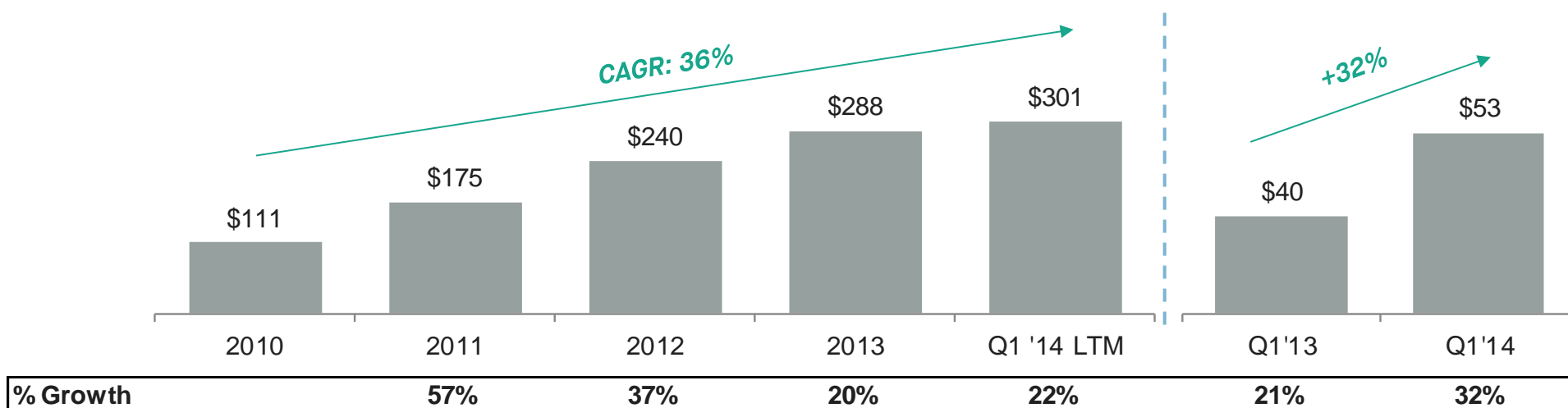
Lookbooks



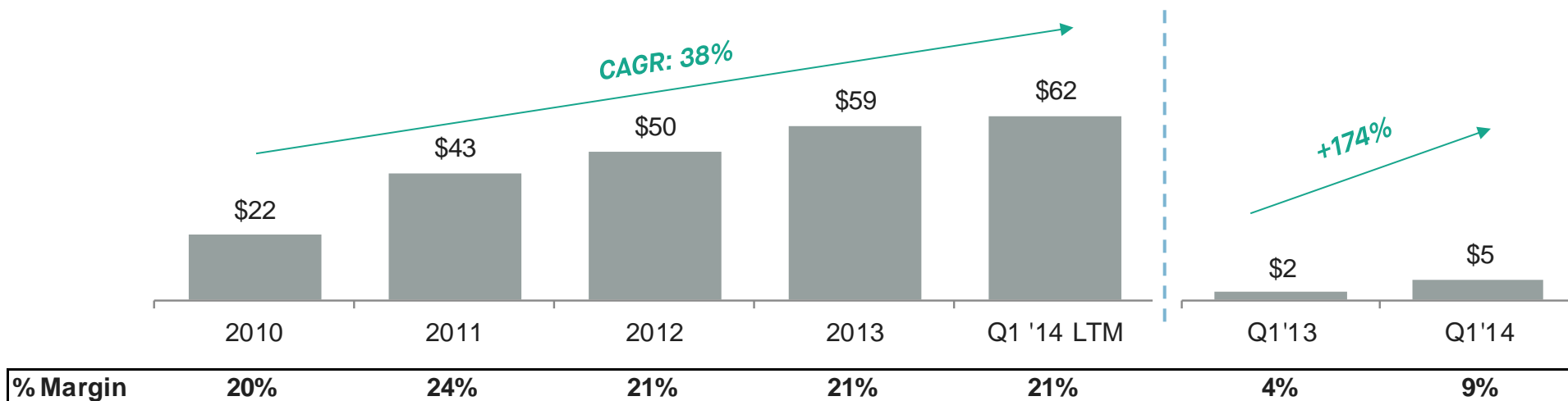
Financial Performance

Sales and Profitability Momentum

Sales



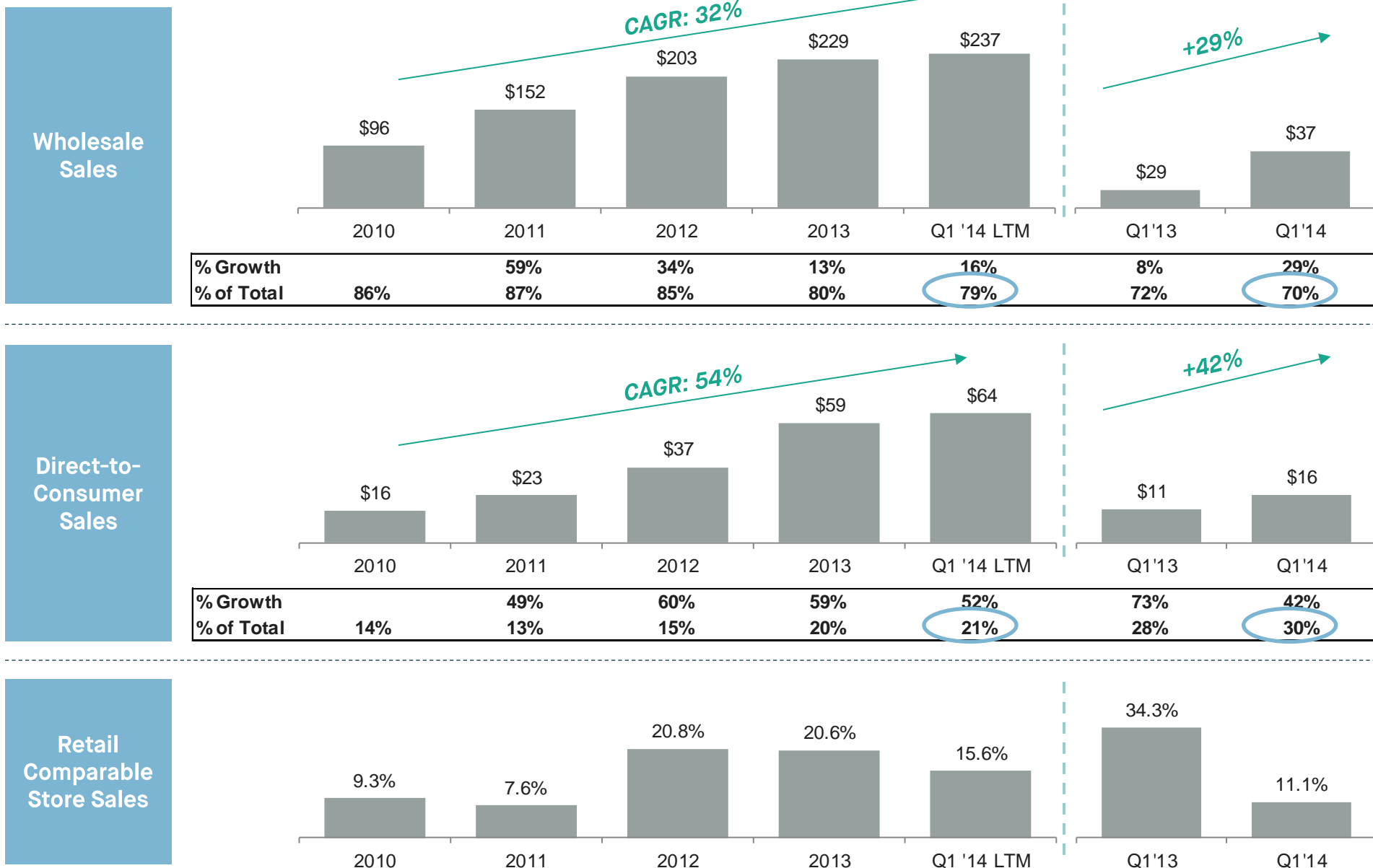
Adjusted Operating Income ⁽¹⁾



Note: LTM financial data as of Q1 2014.

(1) Excludes one-time public company transition costs in FY 2012 and FY 2013.

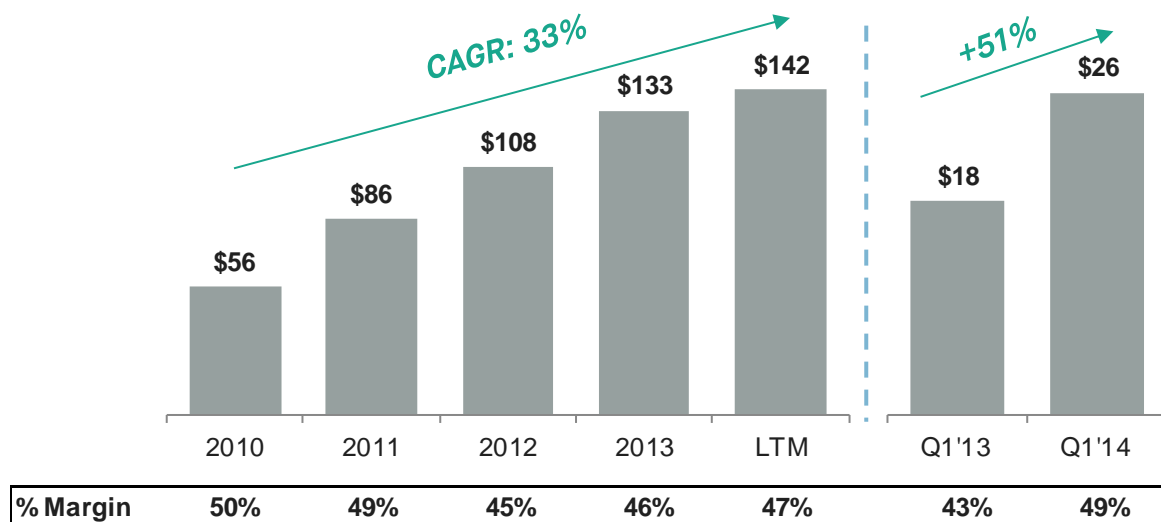
Growth Across Channels



Note: LTM financial data as of Q1 2014.

Strong Operating Momentum

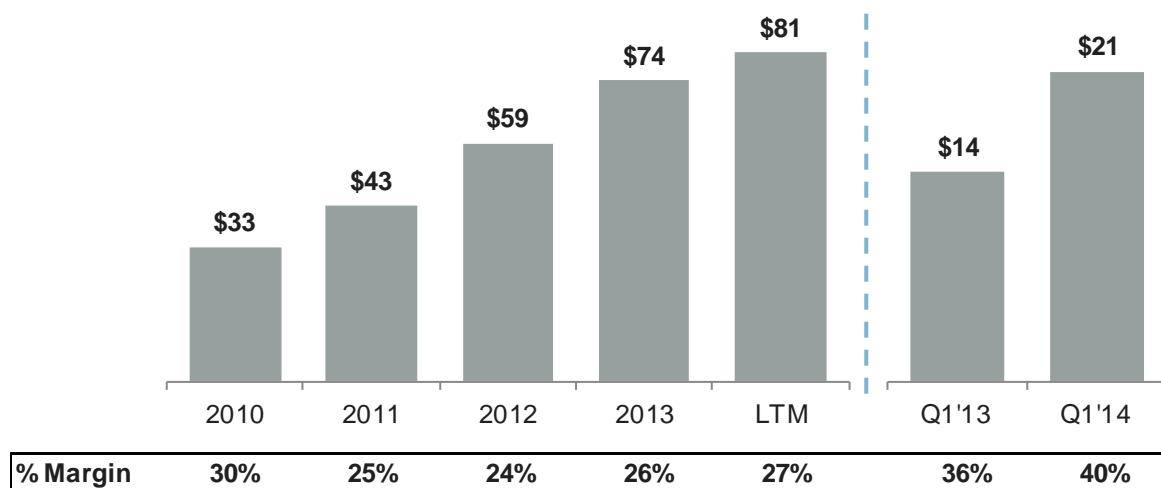
Gross Profit



• Expansion Opportunities

- ✓ Increased penetration of direct-to-consumer segment & licensing business
- ✓ Enhanced supply chain processes
- ✓ Sourcing optimization
- ✓ Strategic pricing

Adjusted SG&A ⁽¹⁾



- Increased SG&A expense to operate as a stand-alone company began in 2012
- We expect continued SG&A pressure as we invest in our growth
 - ✓ Retail store roll-out strategy
 - ✓ Increased marketing spend to build brand awareness
 - ✓ Incremental on-going public company costs

Note: LTM financial data as of Q1 2014.

(1) Excludes one-time public company transition costs in FY 2012 & FY 2013.

2014 Financial Performance Update & Guidance

CONTINUED STRONG SALES AND PROFITABILITY MOMENTUM IN Q1 2014
FY 2014 GUIDANCE RECENTLY INCREASED

1st Quarter Results

(\$ in mm)	Q1'13	Q1'14	YoY Variance
Total Net Sales	\$40.4	\$53.5	32.4%
Store Count	22	28	27.3%
% Comp	34.3%	11.1%	
Gross Profit	\$17.5	\$26.4	50.8%
% Margin	43.4%	49.4%	
Adjusted SG&A ⁽¹⁾	\$14.3	\$21.2	47.9%
% Margin	35.5%	39.7%	
Adj. Income from Operations ⁽¹⁾	\$3.2	\$5.2	64.1%
% Margin	7.9%	9.7%	



FY 2014 Guidance

- **Net Sales:** \$325 to \$340 million
- **New Retail Stores:** 7 to 8
- **% Comp:** High single- to low double-digits
- **Gross Margin %:** +150 to +250 bps YOY
- **SG&A % of Sales:** +150 to +250 bps YOY
- **Diluted EPS:** \$0.88 to \$0.92
- **CapEx:** \$17 to \$22 million

(1) Excludes public company transition costs in FY 2013.

Strong Balance Sheet & Liquidity

Pro Forma Capitalization

	Q1 2014
Cash and Cash Equivalents	\$22
Long Term Debt	\$150
Total Debt	\$150
Net Debt	\$128
Q1 2014 LTM Adjusted EBITDA ⁽¹⁾	\$64
Leverage Metrics	
Total Debt / Adj. EBITDA	2.3x
Net Debt / Adj. EBITDA	2.0x

- Since IPO, have paid down \$25M of debt, reducing leverage from 3.0x to 2.3x
- \$50 million ABL facility undrawn as of Q1 2014
- Company does not foresee a need to utilize the revolving credit facility in the near-term other than for standard letters of credit issuance

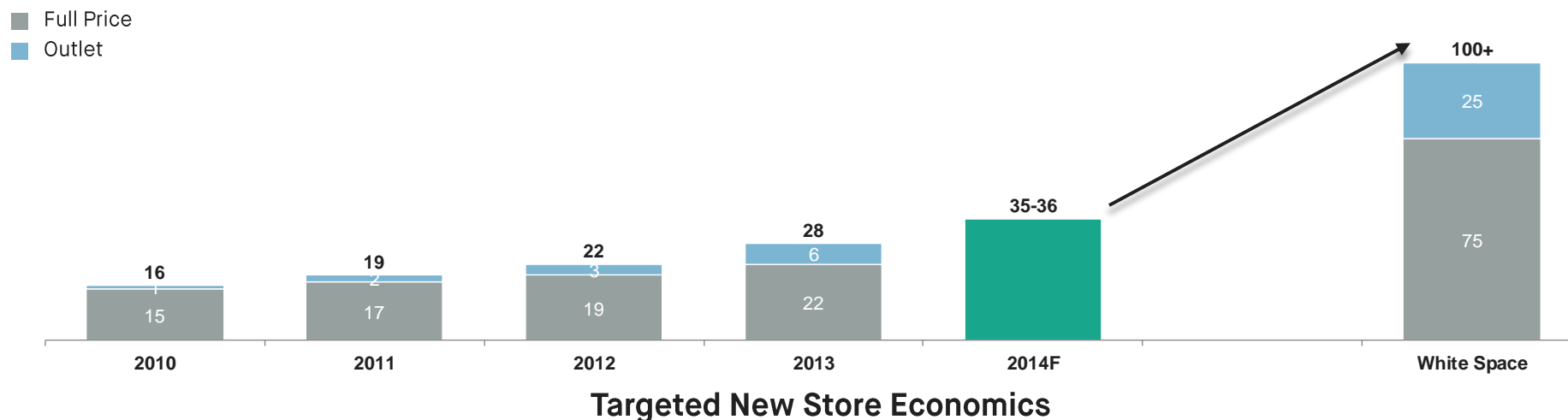
**Strong cash flow should allow us to continue to pay down debt,
while self-funding our growth**

Note: LTM financial data as of Q1 2014.

(1) Excludes public company transition costs in FY 2013.

New Store Growth and Targeted Economics

Significant White Space Opportunity to Grow Footprint with an 100+ U.S. Retail Store Potential



		Full Price	Outlet
Stores	Current - As of June 5, 2014	24	6
	U.S. White Space	75+	25+
	Gross SF	~2,000 - ~3,000	~ 2,000
Financials	First Year Sales	~\$1.5M - ~\$2.5M	~\$1.5M - ~\$2.0M
	Year 1 4-Wall Cash Flow Contribution	~20% - ~25%	~15% - ~20%
	Year 3 4-Wall Cash Flow Contribution	~25% - ~30%	~20% - ~25%
ROI	Net Investment ⁽¹⁾	~\$0.8M - ~\$1.1M	~\$0.4M - ~\$0.7M
	Payback	~2 - ~3 Years	~2 - ~3 Years

(1) Includes build-out costs and initial inventory, net of payables.

Why Invest in Vince?

VINCE.

Winning brand with a global opportunity

Powerful model delivering strong financial performance

Strong momentum with multiple levers for long-term growth

Best-In-Class management team to deliver on planned initiatives

WINNING BRAND

WINNING FORMULA

Appendix

Non-GAAP Reconciliation

(\$ in mm)	Fiscal Year *			Q1	
	2011	2012	2013	Q1 '13	Q1 '14
Net Income (loss)	(\$41.9)	(\$29.7)	\$23.4	(\$9.8)	\$1.4
Interest expense ⁽¹⁾	81.4	68.7	18.0	10.6	2.9
Provision for income taxes	3.0	1.2	7.3	0.9	0.9
D&A	1.7	2.0	2.8	0.6	1.0
EBITDA	\$44.2	\$42.2	\$51.5	\$2.3	\$6.2
Public company transition costs ⁽²⁾	-	9.3	9.8	1.3	0.0
Adjusted EBITDA	\$44.2	\$51.5	\$61.3	\$3.6	\$6.2

Note: Q1 2013 and Q1 2014 financials represent unaudited financial metrics.

* Note: Reconciliation to Net Income has not been presented for FY 2010 as it has only been audited for Vince, LLC and not Vince Holding Corp. However, Adj. EBITDA, referenced in the presentation, for FY 2010 was \$23.6M after being adjusted for interest expense of \$68M and D&A of \$0.9M.

(1) Represents interest costs and amortization of debt issuance costs on certain Kellwood Company indebtedness.

(2) Includes charges related to transition payments to founders and IPO transaction costs. These charges were excluded from adjusted EBITDA due to their non-recurring nature and ability to impact comparability to other periods.