

Legal Disclaimer

TORRID

FORWARD-LOOKING STATEMENTS This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and are subject to the safe harbor created thereby under the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical or current fact included in this Annual Report on Form 10-K are forward-looking statements. Forward-looking statements reflect our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forwardlooking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "expect," "project," "plan," "intend," "believe," "may," "will," "should," "can have," "likely" and other words and terms of similar meaning (including their negative counterparts or other various or comparable terminology). For example, all statements we make relating to our estimated and projected costs, expenditures, cash flows, growth rates and financial results, our plans and objectives for future operations, growth or initiatives, strategies or the expected outcome or impact of pending or threatened litigation are forward-looking statements. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including: • the adverse impact of rulemaking changes implemented by the Consumer Financial Protection Bureau on our income streams, profitability and results of operations; • changes in consumer spending and general economic conditions; • the negative impact on interest expense as a result of rising interest rates; • inflationary pressures with respect to labor and raw materials and global supply chain constraints that could increase our expenses; • our ability to identify and respond to new and changing product trends, customer preferences and other related factors; • our dependence on a strong brand image; • increased competition from other brands and retailers; • our reliance on third parties to drive traffic to our website; • the success of the shopping centers in which our stores are located; • our ability to adapt to consumer shopping preferences and develop and maintain a relevant and reliable omni-channel experience for our customers; • our dependence upon independent third parties for the manufacture of all of our merchandise; • availability constraints and price volatility in the raw materials used to manufacture our products; • interruptions of the flow of our merchandise from international manufacturers causing disruptions in our supply chain; • our sourcing a significant amount of our products from China; • shortages of inventory, delayed shipments to our e-Commerce customers and harm to our reputation due to difficulties or shut-down of our distribution facility (including as a result of COVID-19); • our reliance upon independent third-party transportation providers for substantially all of our product shipments; • our growth strategy; • our failure to attract and retain employees that reflect our brand image, embody our culture and possess the appropriate skill set; • damage to our reputation arising from our use of social media, email and text messages; • our reliance on third parties for the provision of certain services, including real estate management; • our dependence upon key members of our executive management team; • our reliance on information systems; • system security risk issues that could disrupt our internal operations or information technology services; • unauthorized disclosure of sensitive or confidential information, whether through a breach of our computer system, third-party computer systems we rely on, or otherwise; • our failure to comply with federal and state laws and regulations and industry standards relating to privacy, data protection, advertising and consumer protection; • payment-related risks that could increase our operating costs or subject us to potential liability; • claims made against us resulting in litigation; • changes in laws and regulations applicable to our business; • regulatory actions or recalls arising from issues with product safety; • our inability to protect our trademarks or other intellectual property rights; • our substantial indebtedness and lease obligations; • restrictions imposed by our indebtedness on our current and future operations; • changes in tax laws or regulations or in our operations that may impact our effective tax rate; • the possibility that we may recognize impairments of long-lived assets; • our failure to maintain adequate internal control over financial reporting; and • the threat of war, terrorism or other catastrophes that could negatively impact our business. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the effect of known factors, and, it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from our expectations, are disclosed under the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Annual Report on Form 10-K. All forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements as well as other cautionary statements that are made from time to time in our other filings with the SEC and public communications. You should evaluate all forward-looking statements made in this Annual Report on Form 10-K in the context of these risks and uncertainties. We caution you that the important factors referenced above may not include all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the outcomes or affect us or our operations in the way we expect. The forward-looking statements included in this Annual Report on Form 10-K are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise except to the extent required by law.

TORRID Agenda Company Overview **02** 2023 Full Year Results **03** 2024 Strategic Focus Areas 04 2024 Q1 Results and 2024 Guidance **05** Appendix

TORRID **Company Overview**

Who We Are

TORRID

Our mission to create a more equitable and inclusive world-starting with Torrid. We will cultivate a diverse and welcoming culture, driven by a focus on open dialogue, training, recruiting and retaining diverse talent, and philanthropy efforts.

- Among the largest and fastest growing brands for the plus-size woman
- Awarded for the 4th consecutive year for "The Best Employers for Diversity" by Forbes
- Philanthropy efforts through The Torrid Foundation focusing on three women's causes: Equality, Wellness, and Empowerment
- \$1.2B business with 59% of our sales coming from eCommerce in 2023
- Over +600 stores in operation across the United States, Puerto Rico, and Canada



Torrid At A Glance

TORRID

Torrid is a direct-to-consumer apparel and intimates brand in North America that provides an unparalleled fit and experience, empowering curvy women to love the way they look and feel

Industry



- Global plus size women's clothing Market is estimated to be \$250B in 2023 and expected to rise at a strong CAGR of ~5% between 2023 – 2030
- We at Torrid, we believe our products not only provide an unparalleled technical fit, but also have the style and attitude that enable our customers to dress like her non-plus-size friends.

Customers



3.8M ACTIVE CUSTOMERS IN 2023

- Our typical customer is a youthful woman between the ages of approximately 27 and 42 years old with aboveaverage annual household income, and wears sizes 10 to 30 (average of size 18).
- Approximately half of our customers are under 40 years old, and the ethnic composition of our customer base largely parallels that of the U.S. population.

Stores



655

STORES ACROSS THE UNITED STATES, PUERTO RICO, AND CANADA IN 2023

 Our stores are located primarily in premium malls, shopping plazas, lifestyle centers and outlet locations, and the quality of our real estate locations is high as substantially all our stores are in A and B malls or off-mall locations.

People & Culture



~8K

Employees across North America

- A company culture focused on attracting, training and developing talent. Our work environment is open and collaborative with a flat organizational structure that facilitates efficient decision making.
- Approximately 94% of our employees identify as female
- Nearly 50% of our employees identify as minorities

TORRID **2023 Full Year Results**

CEO Commentary TORRID

2023: A Year of Strategic Transformation and Accomplishments

"As we look back on 2023, we saw the benefits of our strategic focus on inventory management—fewer promotions and higher full-price sales compared to 2022— as well as the significant improvements we made to our company's fundamentals. Our strategic initiatives resonated well with our customers, as evidenced by their strong engagement and positive response to key events like Black Friday and Torrid Cash. We are encouraged by the growth of several categories in our broad assortment of products, which signals robust momentum and guides our focus for the coming year. Key strategic shifts in 2023 included: Product Assortment and Margin Expansion, Inventory Management, Sourcing Efficiency and Digital Marketing Innovation."



Lisa HarperChief Executive Officer

Full Year 2023 Highlights

2023: A Year of Strategic Transformation and Accomplishments

- Delivered \$1.2B in Net Sales⁽¹⁾, down 11% versus the prior year
- Appointed critical new leadership that has facilitated strategic alignment among our teams
- Key strategic shifts in 2023 included: product assortment and margin expansion, inventory management, sourcing efficiency and digital marketing innovation
- Our strategic initiatives resonated well with our customers, as evidenced by their strong engagement and positive response to key events like Black Friday and Torrid Cash
- Adjusted EBITDA⁽²⁾ of \$106M while navigating a strategic transformation year to lay a foundation for 2024

Notes:

 Net Sales includes the recognition of royalties, profit-sharing and marketing and promotional funds we received associated with our private label credit card; refer to the Appendix for a table reflecting the effects of the reclassification

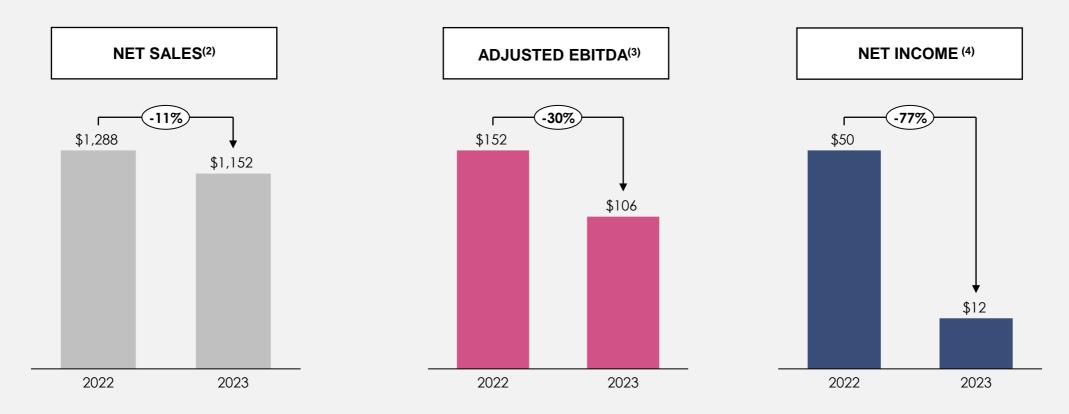
2. Adjusted EBITDA margin is a non-GAAP measure; refer to the Appendix for reconciliation to the most directly comparable GAAP measure



Full Year 2023 Financial Results

TORRID

- Net sales⁽²⁾ decreased 10.6% to \$1,151.9 million compared to \$1,288.1 million last fiscal year. Comparable sales⁽²⁾ decreased 12% compared to last fiscal year
- Gross profit margin was 35.2% compared to 35.7% last fiscal year
- Adjusted EBITDA⁽³⁾ was \$106.2 million, or 9.2% of net sales, compared to \$152.4 million, or 11.8% of net sales, last year



Notes:

- 1. Dollars in charts shown in millions
- 2. Net Sales includes the recognition of royalties, profit-sharing and marketing and promotional funds we received associated with our private label credit card; refer to the Appendix for a table reflecting the effects of the reclassification
- 3. Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted Net Income are non-GAAP measures; refer to the Appendix for reconciliation to the most directly comparable GAAP measure.
- 4. Net income decline of \$38M driven by Op Income decline of ~\$44M, Increased Interest Income ~of \$9M which was partially offset by less tax of \$15M

TORRID 2024 Strategic Focus Areas

CEO Commentary TORRID

2024: A year of executing key strategic priorities

"We are pleased with our start to fiscal 2024. In the first quarter we delivered higher-than-expected Adjusted EBITDA driven by strong gross margin expansion, while maintaining our focus on tightly controlling inventory levels. Our customers responded positively to our ongoing assortment changes, leading to improved traffic and sales throughout the quarter."

"We remain focused on executing our strategic priorities: improving our merchandise assortment, strengthening our marketing messaging, and optimizing profitability and working capital through cost and inventory management."

Lisa HarperChief Executive Officer

Key Focus Areas for 2024

Expand and Diversify Product Offerings



Merchandising Evolution



Prioritize In-Demand
Fabrics and Optimize Price
Points

Focus on Innovation and Core Category Expansion



Marketing Innovation



Digital Marketing
Optimization and Casting
Call Model Search



Working Capital Optimization



Inventory and cost management

Supplier contracts and consolidation



TORRID 2024 Q1 Results and 2024 Guidance

Q1 2024 Recap

- Net sales was \$279.8 million compared to \$293.9 million for the first quarter of last year. Comparable sales⁽²⁾ decreased 9% in the first quarter.
- Gross profit margin was 41.3% compared to 37.7% in the first quarter of last year. The 360-bps improvement was primarily driven by lower product costs through strategic pricing renegotiations with our vendors and an increase in sales of regular priced products.
- Net income of \$12.2 million, or \$0.12 per share, compared to net income of \$11.8 million, or \$0.11 per share in the first quarter of last year.
- Adjusted EBITDA⁽¹⁾ was \$38.2 million, or 13.7% of net sales, compared to \$38.3 million, or 13.0% of net sales, in the first quarter of last year.
- In the first quarter, we opened six Torrid stores and closed three Torrid stores. The total store count at quarter end was 658 stores.

Notes:

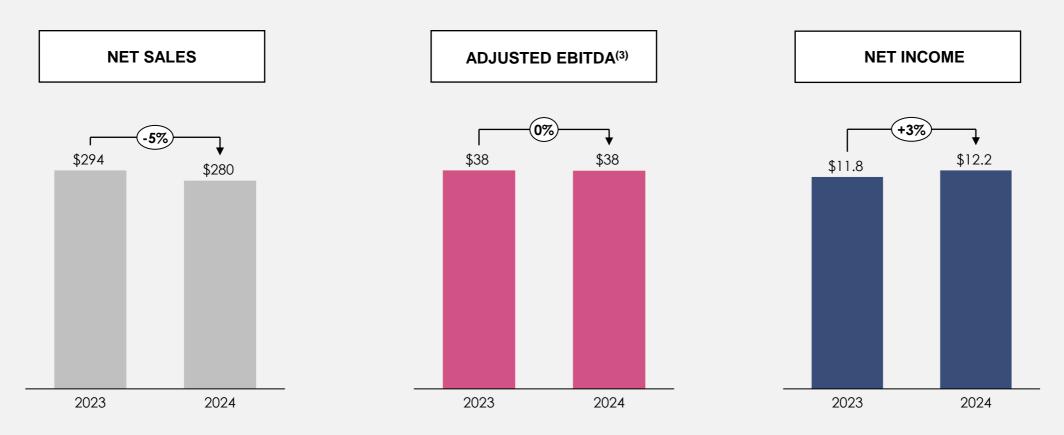
- (1) Adjusted EBITDA is a non-GAAP financial measure. See "Non-GAAP Financial Measures" and "Non-GAAP Reconciliation" for additional information on non-GAAP financial measures and the accompanying table for a reconciliation to the most comparable GAAP measure. The Company does not provide reconciliations of the forward-looking non-GAAP measures of Adjusted EBITDA to the most directly comparable forward-looking GAAP measure because the timing and amount of excluded items are unreasonably difficult to fully and accurately estimate. For the same reasons, the Company is unable to address the probable significance of the unavailable information, which could be material to future results.
- (2) Comparable sales for any given period are defined as the sales of our e-Commerce operations and stores that we have included in our comparable sales base during that period. We include a store in our comparable sales base after it has been open for 15 full fiscal months. If a store is closed during a fiscal year, it is only included in the computation of comparable sales for the full fiscal months in which it was open. Comparable sales for the first quarter of fiscal year 2024 compares sales for the 13-week period ended May 4, 2024 with sales for the 13-week period ended May 6, 2023. Comparable sales for the first quarter of fiscal year 2023 compares sales for the 13-week period ended April 29, 2023 with sales for the 13-week period ended April 30, 2022. Partial fiscal months are excluded from the computation of comparable sales. We apply current year foreign currency exchange rates to both current year and prior year comparable sales to remove the impact of foreign currency fluctuation and achieve a consistent basis for comparison. Comparable sales allow us to evaluate how our unified commerce business is performing exclusive of the effects of non-comparable sales and new store openings.



Q1 2024 Financial Results

TORRID

- Net Sales were down 5% to last year, and comparable sales (2) declined 9%
- Adjusted EBITDA⁽³⁾ results of \$38M were flat compared to last year



Notes:

- . Dollars in charts shown in millions
- 2. Comparable sales for any given period are defined as the sales of our e-Commerce operations and stores that we have included in our comparable sales base during that period. We include a store in our comparable sales base after it has been open for 15 full fiscal months. If a store is closed during a fiscal year, it is only included in the computation of comparable sales for the full fiscal months in which it was open. Comparable sales for the first quarter of fiscal year 2024 compares sales for the 13-week period ended May 4, 2024 with sales for the 13-week period ended April 29, 2023 with sales for the 13-week period ended April 30, 2022. Partial fiscal months are excluded from the computation of comparable sales. We apply current year foreign currency exchange rates to both current year and prior year comparable sales to remove the impact of foreign currency fluctuation and achieve a consistent basis for comparable sales allow us to evaluate how our unified commerce business is performing exclusive of the effects of non-comparable sales and new store openings.
- 3. Adjusted EBITDA is a non-GAAP financial measure. See "Non-GAAP Financial Measures" and "Non-GAAP Reconciliation" for additional information on non-GAAP financial measures and the accompanying table for a reconciliation to the most comparable GAAP measure. The Company does not provide reconciliations of the forward-looking non-GAAP measures of Adjusted EBITDA to the most directly comparable forward-looking GAAP measure because the timing and amount of excluded items are unreasonably difficult to fully and accurately estimate. For the same reasons, the Company is unable to address the probable significance of the unavailable information, which could be material to future results.

2024 Guidance

Q2 fiscal year 2024

- Net Sales between \$280M to \$285M
- Adjusted EBITDA⁽¹⁾ between \$30M and \$34M

Full year fiscal 2024

- Net Sales between \$1.135B to \$1.155B
- Adjusted EBITDA⁽¹⁾ between \$109M and \$116M
- Capital expenditures between \$20M and \$25M
- Opening between 15 to 20 new stores and closing 10 to 15 stores

The above outlook is based on several assumptions, including, but not limited to, the macroeconomic challenges in the industry in fiscal 2024 as well as higher labor costs. The above outlook does not take into consideration the recent Consumer Financial Protection Bureau ruling which mandates, among other things, decreases in credit card late fees, and could alter the profitability of our agreements with our private label credit card financing company.

Notes:

Adjusted EBITDA is a non-GAAP financial measure. See "Non-GAAP Financial Measures" and "Non-GAAP Reconciliation" for
additional information on non-GAAP financial measures and the accompanying table for a reconciliation to the most comparable
GAAP measure. The Company does not provide reconciliations of the forward-looking non-GAAP measures of Adjusted EBITDA to
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2023 Full Year Financial Results

TORRID

(\$ in 000's)

		Twelve Months Ended			
	February 3, 2024		Jo	inuary 28, 2023	
Net sales	\$	1,151,945	\$	1,288,144	
Cost of goods sold		745,967		828,605	
Gross profit		405,978		459,539	
Selling, general and administrative expenses		293,331		297,973	
Marketing expenses		55,499		59,941	
Income from operations		57,148		101,625	
Interest expense		39,203		29,736	
Interest income, net of other (income) expense		(90)		207	
(Loss) income before (benefit from) provision for income taxes		18,035		71,682	
(Benefit from) provision for income taxes		6,416		21,473	
Net (loss) income	\$	11,619	\$	50,209	

2023 Full Year Balance Sheet

TORRID

(\$ in 000's)

	Febru	February 3, 2024		January 28, 2023	
Assets					
Current assets:					
Cash and cash equivalents	\$	11,735	\$	13,569	
Restricted cash		399		366	
Inventory		142,199		180,055	
Prepaid expenses and other current assets		22,229		20,050	
Prepaid income taxes		2,561		2,081	
Total current assets		179,123		216,121	
Property and equipment, net		103,516		113,613	
Operating lease right-of-use assets		162,444		177,179	
Deposits and other noncurrent assets		14,783		8,650	
Deferred tax assets		8,681		3,301	
Intangible asset		8,400		8,400	
Total assets	\$	476,947	\$	527,264	
Liabilities and stockholders' deficit					
Current liabilities:					
Accounts payable	\$	46,183	\$	76,207	
Accrued and other current liabilities		107,750		108,847	
Operating lease liabilities		42,760		45,008	
Borrowings under credit facility		7,270		8,380	
Current portion of term loan		16,144		16,144	
Due to related parties		9,329		12,741	
Income taxes payable		2,671		-	
Total current liabilities		232,107		267,327	
Noncurrent operating lease liabilities		155,825		172,103	
Term loan		288,553		304,697	
Deferred compensation		5,474		4,246	
Other noncurrent liabilities		6,705		9,115	
Total liabilities		688,664		757,488	

2023 Full Year Adjusted EBITDA Reconciliation

TORRID

ADJUSTED EBITDA RECONCILIATION

(\$ in 000's)

		Twelve Months Ended			
	Februa	February 3, 2024		uary 28, 2023	
Net (loss) income	\$	11,619	\$	50,209	
Interest expense		39,203		29,736	
Interest income, net of other (income) expense		(90)		207	
(Benefit from) provision for income taxes		6,416		21,473	
Depreciation and amortization ^(A)		36,484		36,074	
Share-based compensation ^(B)		8,042		9,980	
Non-cash deductions and charges ^(C)		816		2,493	
Other expenses ^(D)		3,729		2,178	
Adjusted EBITDA	\$	106,219	\$	152,350	

Note:

⁽A) Depreciation and amortization excludes amortization of debt issuance costs and original issue discount that are reflected in interest expense.

⁽B) Share-based compensation in fiscal year 2023 includes awards that will be settled in cash as they are accounted for as share-based compensation in accordance with ASC 718, Compensation, similar to awards settled in shares.

⁽C) Noncash deductions and charges includes losses on property and equipment disposals and the net impact of noncash rent expense.

⁽D) Other expenses include severance costs for certain key management positions, certain litigation fees, and the reimbursement of certain management expenses, primarily for travel, incurred by Sycamore on our behalf, which are not considered

2023 Full Year Adjusted Net Income Reconciliation

TORRID

ADJUSTED NET INCOME RECONCILIATION

(\$ in 000's, except per share data)

		Twelve Months Ended			
	Febr	February 3, 2024		uary 28, 2023	
Net sales	\$	1,151,945	\$	1,288,144	
Cost of goods sold		745,967		828,605	
Gross profit		405,978		459,539	
Selling, general and administrative expenses		293,331		297,973	
Marketing expenses		55,499		59,941	
Income from operations		57,148		101,625	
Interest expense		39,203		29,736	
Interest income, net of other (income) expense		(90)		207	
(Loss) income before (benefit from) provision for income taxes		18,035		71,682	
(Benefit from) provision for income taxes		6,416		21,473	
Net (loss) income	\$	11,619	\$	50,209	
Comprehensive (loss) income:					
Net (loss) income	\$	11,619	\$	50,209	
Other comprehensive income (loss):					
Foreign currency translation adjustment		(52)		(337)	
Total other comprehensive income (loss)		(52)		(337)	
Comprehensive (loss) income	\$	11,567	\$	49,872	
Net (loss) earnings per share:					
Basic	\$	0.11	\$	0.48	
Diluted	\$	0.11	\$	0.48	
Weighted average number of shares:					
Basic		103,990		104,342	
Diluted		104,400		104,489	

2024 Q1 Financial Results

TORRID

(\$ in 000's)

	Three Months Ended			ed
	May 4, 2024			April 29, 2023
Net sales	\$	279,771	\$	293,854
Cost of goods sold		164,350		183,212
Gross profit		115,421		110,642
Selling, general and administrative expenses		76,466		71,228
Marketing expenses		12,812		13,351
Income from operations		26,143		26,063
Interest expense		9,377		9,468
Other expense, net of other income		110		60
Income before provision for income taxes		16,656		16,535
Provision for income taxes		4,484		4,727
Net income	\$	12,172	\$	11,808

2024 Q1 Balance Sheet

TORRID

(\$ in 000's)

			Fabruary 2, 2004	
	M	ay 4, 2024	February 3, 2024	
Assets				
Current assets:				
Cash and cash equivalents	\$	20,465 \$	11,735	
Restricted cash		399	399	
Inventory		144,808	142,199	
Prepaid expenses and other current assets		27,032	22,229	
Prepaid income taxes		1,592	2,561	
Total current assets		194,296	179,123	
Property and equipment, net		98,455	103,516	
Operating lease right-of-use assets		153,931	162,444	
Deposits and other noncurrent assets		15,915	14,783	
Deferred tax assets		8,681	8,681	
Intangible asset		8,400	8,400	
Total assets	\$	479,678 \$	476,947	
Liabilities and stockholders' deficit				
Current liabilities:				
Accounts payable	\$	58,850 \$	46,183	
Accrued and other current liabilities		108,764	107,750	
Operating lease liabilities		36,050	42,760	
Borrowings under credit facility		_	7,270	
Current portion of term loan		16,144	16,144	
Due to related parties		8,519	9,329	
Income taxes payable		5,996	2,671	
Total current liabilities		234,323	232,107	
Noncurrent operating lease liabilities		147,730	155,825	
Term loan		284,517	288,553	
Deferred compensation		5,259	5,474	
Other noncurrent liabilities		6,489	6,705	
Total liabilities		678,318	688,664	

2024 Q1 Adjusted EBITDA Reconciliation

TORRID

ADJUSTED EBITDA RECONCILIATION

(\$ in 000's)

		Three Months Ended		
	May	May 4, 2024		
Net income	\$	12,172	\$ 11,808	
Interest expense		9,377	9,468	
Other expense, net of other income		110	60	
Provision for income taxes		4,484	4,727	
Depreciation and amortization ^(A)		9,259	9,238	
Share-based compensation ^(B)		1,658	2,488	
Non-cash deductions and charges ^(C)		(58)	43	
Other expenses ^(D)		1,225	428	
Adjusted EBITDA	\$	38,227	\$ 38,260	

Notes:

⁽A) Depreciation and amortization excludes amortization of debt issuance costs and original issue discount that are reflected in interest expense

⁽B) During the three months ended May 4, 2024 and April 29, 2023, share-based compensation includes \$0.4 million, respectively, for awards that will be settled in cash as they are accounted for as share-based compensation in accordance with ASC 718, Compensation—Stock Compensation, similar to awards settled in shares.

⁽C) Noncash deductions and charges includes non-cash losses on property and equipment disposals and the net impact of non-cash rent expense.

Other expenses include severance costs for certain key management positions and certain litigation fees, and the reimbursement of certain management expenses, primarily for travel, incurred by Sycamore on our behalf, which are not considered to be part of our core business.

2024 Q1 Adjusted Net Income Reconciliation

TORRID

ADJUSTED NET INCOME RECONCILIATION

(\$ in 000's, except per share data)

	Three Mar		
Three Months Ended			
May 4, 2024		April 29, 2023	
\$	279,771	\$	293,854
	164,350		183,212
	115,421		110,642
	76,466		71,228
	12,812		13,351
	26,143		26,063
	9,377		9,468
	110		60
	16,656		16,535
	4,484		4,727
\$	12,172	\$	11,808
\$	12,172	\$	11,808
	(89)		(170)
	(89)		(170)
\$	12,083	\$	11,638
\$	0.12	\$	0.11
\$	0.12	\$	0.11
	104,268		103,800
	105,247		104,027
	\$ \$ \$ \$	\$ 279,771 164,350 115,421 76,466 12,812 26,143 9,377 110 16,656 4,484 \$ 12,172 \$ 12,172 \$ (89) (89) \$ 12,083	\$ 279,771 \$ 164,350