

ANN INC.  
Form 425  
July 10, 2015

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Pursuant to Rule 425 of the Securities Act of 1933

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Subject Company: ANN INC.

Commission File No.: 1-10738

Date: July 10, 2015

Ascena Retail Group, Inc. intends to use the following lender presentation to conduct meetings with prospective term loan lenders.

Lenders Presentation  
Public Version  
July 10, 2015

Important Information  
In  
connection  
with  
the  
proposed  
transaction,

ascena  
retail  
group,  
inc.  
( ascena )  
filed  
with  
the  
SEC  
a  
registration  
statement

on Form S-4 that includes a proxy statement of ANN INC. ( ANN ) that also constitutes a prospectus of ascena. Investors and security holders are urged to read the definitive proxy statement / final prospectus and other relevant documents filed with the SEC, when they become available, because they will contain important information about the proposed transaction. Investors and security holders may obtain free copies of these documents, when they become available, and other documents filed with the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the documents filed with the SEC by ascena by contacting ascena Investor Relations at (551) 777-6895, or by e-mail at [ascenainvestorrelations@ascenaretail.com](mailto:ascenainvestorrelations@ascenaretail.com). Investors and security holders may obtain free copies of the documents filed with the SEC by ANN by contacting ANN Investor Relations at (212) 541-3300 ext. 3598, or by e-mail at [investor\\_relations@anninc.com](mailto:investor_relations@anninc.com).

ascena and ANN and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about ascena's directors and executive officers is available in ascena's proxy statement for its 2014 Annual Meeting of Stockholders filed with the SEC on November 3, 2014. Information about directors and executive officers of ANN is available in the proxy statement for the 2015 Annual Meeting of Stockholders of ANN filed with the SEC on April 2, 2015. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the definitive proxy statement / final prospectus and other relevant materials to be filed with the SEC regarding the merger when they become available. Investors should read the definitive proxy statement / final prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free final copies of these documents from ascena or ANN using the sources indicated above. This document and the information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

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Disclaimer

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In addition to historical information, this document contains forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended. These forward-looking statements, which are based on current expectations, estimates and projections about the industry and markets in which ascena and ANN operate and beliefs of and assumptions made by ascena management and ANN management, involve uncertainties that could significantly affect the financial results of ascena or ANN or the combined company. Words such as

expects, anticipates, intends, plans, believes, seeks, estimates, variations of such words and similar expressions are intended to identify such forward-looking statements, which generally are not historical in nature. Such forward-looking statements include, but are not limited to, statements about the benefits of the transaction involving ascena and ANN, including future financial and operating results, the combined company's plans, objectives, ratings, expectations and intentions. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future including statements relating to creating value for stockholders, integrating ascena and ANN, providing stockholders with a more attractive currency, and the expected timetable for completing the proposed transaction are forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be attained and therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. For example, these forward-looking statements could be affected by factors including, without limitation, risks associated with the ability to consummate the merger and the timing of the closing of the merger; the ability to successfully integrate our operations and employees; the ability to realize anticipated benefits and synergies of the transaction; the potential impact of the announcement of the transaction or consummation of the transaction on relationships, including with employees, credit rating agencies, customers and competitors; the ability to retain key personnel; the ability to achieve performance targets; changes in financial markets, interest rates and foreign currency exchange rates; negative rating agency actions; and those additional risks and factors discussed in reports filed with the SEC by ascena and ANN from time to time, including those discussed under the heading "Risk Factors" in their respective most recent filed reports on Form 10-K and 10-Q. Neither ascena nor ANN undertakes any duty to update any forward-looking statements contained herein.

The ascena financial information included herein has been adjusted to exclude certain one-time items such as acquisition-related integration and restructuring expenses, accelerated depreciation of fixed assets and costs related to inventory purchase accounting adjustments arising from the acquisition of Charming Shoppes, Inc. ascena believes that all such expenses are not indicative of ascena's underlying operating performance. In addition, this presentation makes reference to the financial performance measure of earnings before interest, taxes, depreciation and amortization, as adjusted for the previously mentioned items ( Adjusted EBITDA ). ascena considers Adjusted EBITDA to be useful to investors because it believes that it is an important indicator of ascena's operational strength. Reference is made to ascena's Current Report on Form 10-Q for the fiscal quarter ended April 25, 2015 and its Annual Report on Form 10-K for the fiscal year ended July 26, 2014 for a full discussion of use of Adjusted EBITDA and a reconciliation of adjusted, non-GAAP financial measures to the most directly comparable GAAP financial measures.

Presenters

David Jaffe

ascena, Chief Executive Officer

Robb Giammatteo

ascena, Chief Financial Officer

Heather Plutino

ascena, Treasurer





Agenda  
Transaction Summary  
Acquisition Rationale  
ascena  
Overview  
ANN Overview  
Key Credit Highlights

Historical Financials

Public Q&A

5

Transaction Summary

(1) Based on the closing price of ascena stock on May 15, 2015.

(2) Please see Adjusted EBITDA reconciliation on page 57 and synergy and cost savings overview on pages 15-16.

On May 17, 2015, ascena

retail group (the Company or ascena ) entered into a definitive agreement to acquire ANN INC. ( ANN )

Upon closing, ANN stockholders will receive \$37.34 in cash and 0.68 of a share of ascena common stock in exchange for each share of ANN common stock, implying a total value per share of \$47.00  
(1)

Enterprise Value represents 7.7x multiple of ANN's FY 2014 Adjusted EBITDA excluding total identified cost opportunities and 4.0x FY 2014 Adjusted EBITDA including total identified cost opportunities  
(2)

ascena is a leading specialty retailer offering clothing, shoes and accessories for women under the Justice, Lane Bryant, dressbarn, maurices and Catherines brands

ANN is a leading national specialty retailer of women's apparel, shoes and accessories, sold primarily under the Ann Taylor and LOFT brands

Upon completion of the acquisition, ascena will be the third largest specialty apparel retail company and the largest focused on women's apparel, with seven diverse brands that service women of all ages, sizes and demographics

The transaction will be financed with a combination of cash on the balance sheet, debt and stock

Funded debt financing will consist of an expected draw of less than \$200 million under the Company's ABL and a \$1.8 billion Senior Secured Term Loan B

The transaction is likely to close in 2H 2015 (expected to be in August)

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Transaction Summary

Attractive Credit Profile with Moderate Leverage and Significant Equity Value

(1)

Adjustment reflects \$203 million of ANN cash (after conforming adjustments) less \$150 million balance sheet cash used. Pro f

(2)

As of May 15, 2015, consistent with the S-4 filing.

(3)

ascena  
Adjusted  
EBITDA  
based  
on  
LTM  
period  
ended  
April  
25,  
2015.

ANN  
Adjusted  
EBITDA  
based  
on  
LTM  
period  
ended  
May  
2,  
2015.

Please  
see  
page  
57  
for  
more  
detail.

(4)

Pro forma ANN transaction cost synergies expected to be fully realized by the end of fiscal year 2018. Please refer to pages 15

(5)

ANN publicly identified cost savings reflect \$50 million in incremental annualized gross margin from sourcing initiatives expected

ANN's SG&A Optimization Program expected to be realized by December 2016.

With market capitalization of \$2.3 billion

(2)

+ \$451 million ascena equity issued

(2)

, equity value represents

~60% of total capitalization

Lease adjusted leverage of 3.5x based on 5x combined rent expense of \$766 million (per Moody's new methodology)

Sources and Uses

Sources

Uses

Balance Sheet Cash

(1)

\$

150

ANN Equity Purchase Price

\$  
 2,194  
 ABL Revolver (\$600mm)  
 143  
 Refinance ascena Revolver  
 155  
 Senior Secured Term Loan B  
 1,800  
 Change of Control Payments  
 85  
 ascena Equity Issued  
 (2)  
 451  
 Transaction and Financing Costs  
 110  
 Total Sources  
 \$  
 2,544  
 Total Uses  
 \$  
 2,544  
 Pro Forma Debt Capitalization as of April 2015  
 Actual  
 ascena  
 Adj.  
 Pro Forma  
 Amount  
 x Adj. EBITDA  
 Cash and Cash Equivalentents  
 (1)  
 \$  
 222  
 \$  
 53  
 \$  
 275  
 ABL Revolver (\$600mm)  
 155  
 (12)  
 143  
 Senior Secured Term Loan B  
 -  
  
 1,800  
 1,800  
 Total Debt  
 \$  
 155  
 \$  
 1,943

2.2  
x  
Net Debt  
\$(67)  
\$  
1,668  
1.9  
x  
ascena Adjusted EBITDA  
(3)  
\$  
402  
ANN Adjusted EBITDA  
(3)  
260  
Pro Forma ANN Transaction Synergies  
(4)  
150  
ANN Identified Cost Savings  
(5)  
85  
Pro Forma Adjusted EBITDA  
\$  
896  
7



Indicative Terms and Structure  
Senior Secured Term Loan B  
Terms  
Senior Secured Term Loan B  
Borrower  
ascena  
retail group, inc.

(the Company )

Security

First priority lien on all assets, except for ABL Collateral, and capital stock held by the Borrower and Guarantors

Second priority lien on all ABL collateral

Guarantors

All existing and future direct or indirect wholly-owned U.S. restricted subsidiaries of the Borrower

Amount

\$1,800 million

Maturity

7 years

Indicative Pricing

TBD

Corporate Credit Ratings

Ba2 / BB

Tranche Credit Ratings

Ba2 / BB+

LIBOR Floor

TBD

OID

TBD

Incremental Facility

\$700 million general incremental basket, with additional amount subject to closing date secured net leverage

Incremental facility subject to 50 bps MFN; 12 month MFN sunset

Amortization

1% per annum with a bullet at maturity

Financial

Covenants

None

Optional Prepayments

All prepayments at par, except 101 soft call for 6 months

Mandatory

Repayments

100% of Asset Sales and Net Insurance Proceeds, 100% of Non-Permitted Debt Incurrence, 50% of Excess Cash Flow Sweep step-downs subject to a leverage based grid

Negative Covenants

Usual

and

customary

for

similar

types

of

facilities,

including

incurrence

of

debt,

limitations

on

liens,

fundamental  
changes,  
distributions,

investments (with exceptions for permitted acquisitions), transactions with affiliates, asset sales, mergers, restricted payments (with a customary available amount builder basket), with customary thresholds, exceptions and baskets

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Indicative Terms and Structure  
Asset-Based Revolving Credit Facility  
Terms  
ABL Revolving  
Credit Facility  
Borrower  
ascena

retail group, inc.

(the Company )

Security

Perfected first priority lien on all receivables, inventory and cash (the ABL Collateral )

Second priority lien on all non-ABL Collateral

Guarantors

All existing and future direct or indirect wholly-owned U.S. restricted subsidiaries of the Borrower

Amount

\$600 million

Maturity

5 years

Indicative Pricing

L + 125

150 bps, based on excess availability

Undrawn

Fee

20

25 bps unused fee on undrawn portion of ABL Revolver

Borrowing Base

Substantially similar to the existing Borrowing Base, including:

90% of the appraised net orderly liquidation value of eligible inventory (eligible in-transit inventory capped at 30% of Facility)  
seasonal step-up to 92.5% for any single 90 day period within any calendar year at the Company's discretion, plus

90% of eligible credit cards receivable, less

Customary and appropriate reserves

Incremental Facility

\$200 million

L/C

Sublimit

\$350 million with \$100 million for SLC

Financial

Covenants

Springing Fixed Charge Coverage Ratio of 1.0 to 1.0, triggered when excess availability is less than the greater of (x) 10% of L  
Limit and (y) \$45 million for 3 consecutive business days

Negative

Covenants

Customary for facilities of this type, including limitation on liens, indebtedness, restricted payments, investments, acquisitions  
dividends, exceptions to be agreed

Reporting

Financial

Statements:

Quarterly;

Springing

to

monthly

when

availability

is

less  
than  
the  
greater  
of  
15%  
of  
Loan  
Limit  
and  
\$65  
million

(until availability is equal to or greater than the greater of 17.5% of Loan Limit and \$75 million for 30 consecutive days)  
Borrowing Base: Quarterly; Springing to monthly when loans are outstanding or L/C exposure exceeds \$60 million; Springing  
if availability less than the greater of \$60 million and 12.5% of Loan Limit  
Field Exam & Inventory Appraisal: No annual exams and appraisals required if borrowings outstanding and L/Cs are less than  
the Facility at all times; 2x per year if Availability is less than the greater of \$85 million and 17.5%; otherwise 1x per year

9

July 2015

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W  
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28  
29  
30  
31

Transaction Timeline

July 14, 2015

Bank meeting

July

28, 2015

Commitments

due

July

29, 2015

Pricing and allocation

Week

of

August

17

th

Expected close of acquisition and financing

Timetable of Events

August 2015



S  
M  
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31

Bank Holiday  
September 2015

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27  
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10

11

11

Key Credit Highlights

1

Largest specialty apparel retailer focused exclusively on the female consumer

Strong, well-defined brand equity

Increased diversification provided by a growing portfolio of brands

ascena operating model and acquisition experience mitigate integration risk  
Recently completed capital investments have created best-in-class shared  
services platform and improved margins  
Experienced management team

2

3

4

5

7

Strong free cash flow generation with a focus on deleveraging

6

Acquisition Rationale

13  
Youthful  
Mature  
Powerful, Diversified Portfolio of Brands Focused  
on Women of all Ages, Sizes and Demographics  
Customer  
Demographic

Apparel and accessories designed to match the energetic lifestyle of tween girls  
Plus-size fashionable apparel with a moderate price range  
Hometown retailer offering up-to-date fashion including both a core and plus-size offering  
Career & casual fashions for the working woman  
Plus-size classic apparel and accessories for wear-to-work and casual lifestyles  
Polished, modern feminine classics for every generation of working women  
Modern, feminine and versatile clothing for a wide range of women; focuses on everyday fashion  
Store Count  
997  
770  
940

830

381

360

674

Pro forma for the acquisition, ascena's portfolio will have six \$1 billion differentiated brands



14

Creates one of the largest and most diversified specialty apparel retail companies

2

4

Financially compelling transaction

3

Significant synergy value creation

Combination is expected to generate significant cash flow, while both maintaining prudent levels of capital expenditures and enabling rapid deleveraging

Modest leverage with significant equity value representing approximately 60% of pro forma capitalization

Estimated annual cost opportunities of \$235 million, including approximately \$150 million in ANN transaction synergies and \$85 million in ANN identified cost savings

All actions to achieve the transaction synergies are planned to be taken within 24 months after close

Collaboration and shared best practices support greater efficiency / performance

Preeminent specialty apparel retail company focused exclusively on women provides enhanced access to best-of-breed talent and career opportunities

Over 4,950 stores in North America with \$7.4 billion of combined LTM Net Sales and \$896 million of combined LTM

Adjusted

EBITDA

(including

total

identified

cost

opportunities)

(1)

Over 65,000 associates, approximately 96% of whom are women

Highly complementary organizations and management teams

1

Strong fit creates a well-balanced and diversified portfolio of brands with minimal overlap

Leverages Ascena's strong shared-services platform capabilities and infrastructure investment

Leverages ANN's deep omni-channel knowledge base

Combination of Leading Specialty Apparel Retail

Companies

(1)

Please see Adjusted EBITDA reconciliation on page 57 for more detail.

15  
FY 16  
FY 17  
FY 18  
Non-Merchandise Procurement  
Financially Compelling Transaction  
\$235 Million Total Identified Cost Opportunities

Distribution and  
Fulfillment

Transportation

Sourcing

Other

\$150 million of identified cost

synergies with all actions to be taken

within 24 months after close and full

amounts realized in third full year after

close

Synergy capture requires

approximately \$35-40 million of capital

expenditures

ANN's Sourcing Initiatives expected to generate at least \$50 million in incremental annualized gross margin by December 2017

ANN's SG&A Optimization Program is expected to generate ongoing annual savings of \$35 million by December 2016

\$150 million of ANN Transaction Synergies

\$85 million of ANN Cost Savings

Note:

July

fiscal

year

end.

\$

in

millions.

\$10

\$20

\$80

\$90

\$150

Cumulative

Expected

Synergies:

16

16

Overview of ANN Transaction Synergies

\$150 Million of Identified Cost Synergies

Extend existing ascena contract rates across ANN volume

Leverage increased volume at origin to drive full container shipment

Increase packaging productivity through reduced cross dock

Transportation

Leverage scale and consolidate suppliers across multiple areas, including IT support contracts, facilities, marketing collateral, transportation contracts, and general services and supplies

Non-Merchandise

Procurement

Optimize combined supply base and leverage increased scale

Sourcing

Newly designed, highly efficient

D.C.

in

Etna

servicing

all

ascena

stores

Newly designed, highly efficient e-commerce facility in Greencastle serving all ascena

e-commerce business

Leverage daily delivery and increased allocation capability across ANN volume

Distribution and

Fulfillment

Other

Elimination of ANN public company costs

Elimination of duplicate functions and roles

Leveraging best practices across functional areas to minimize operating expenses

ascena Company Overview

18  
18  
1940s  
1960s  
1980s  
2000  
2005



2009

2011

2012

1931:

First maurices

store opens in

Duluth, MN

1983:

DBRN began

trading on NASDAQ

1962: First dressbarn

store opens in

Stamford, CT

1987: Limited Too (now

Justice) is created by

The Limited, Inc.

2009:

dressbarn

acquires Justice

2005: dressbarn

acquires maurices

2011:

ascena

retail group, inc.

becomes the successor reporting

company to The Dress Barn, Inc.

2015

2012: ascena

acquires Charming

Shoppes, Inc.

2015: ascena

enters into

definitive

agreement to

acquire ANN INC.

1900s

1960: First Catherines

store opens in

Memphis, TN

1900: First Lane

Bryant store opens

in New York, NY

Corporate History

19

19

Justice Brand Overview

Pure Play Tween Fashion Specialty Store

Merchandise Mix

997 Store Locations

Offers fashionable apparel to 5-12 year old tween girls in an

energetic environment

A market share leader in a \$7 billion+ addressable market

Products include hottest tween fashions in jeans, shorts, dresses, skirts and school uniforms

Stores concentrated in high traffic malls and strip centers

Headquartered in New Albany, OH

Malls:

56%

Strips:

22%

Outlets:

11%

Lifestyle Centers:

10%

Apparel

68%

Lifestyle

11%

Accessories

10%

Intimates

8%

Footwear

4%

Core

30%

Fashion

50%

Over the

Top

20%

20

Justice Brand Overview

Brand Strategy and Key Operating Metrics

Strategy

New pricing and promotional cadence focused on aggressive opening price points and narrow but powerful category promotions

Style Buys

everyday low price items with  
aggressive ticket prices set equal to the out the door  
price of key competitors

Frequent, narrow rotating promotional events across  
the fashion assortment

Fully aligned store and ecommerce channel  
promotions, reflecting omni-channel operating  
philosophy  
Integrated communication strategy around value and trust

Comp

Sales

7.8 %

8.2 %

3.0 %

(3.9) %

N/A

Store

Count

902

942

971

997

997

Operating Income and Margin (\$ in millions)

Net Sales (\$ in millions)

Transitional Stabilization Activity

In March, Justice hired Brian Lynch, a turnaround veteran  
with over 35 years of industry experience at Ann Taylor and  
the Gap, to be the new President of Justice

De-risk business through 20%+ reduction in inventory and  
accelerate turn rate

Align inventory levels to new promotional strategy

Refine merchandise mix to increase focus on everyday and  
core fashion assortment

Reduce level of embellishment to deliver key product  
aesthetic (fabric, wash, quality) while reducing product cost

(1)

Operating income includes fully allocated costs.

\$1,150

\$1,307

\$1,407

\$1,384

\$1,321

FY2011

FY2012

FY2013

FY2014  
LTM Apr-15  
\$ 129  
\$ 172  
\$ 188  
\$ 103  
\$ 26  
11.2%  
13.2%  
13.4%  
7.4%  
2.0%  
FY2011  
FY2012  
FY2013  
FY2014  
LTM Apr-15  
20  
(1)

21  
21  
Lane Bryant Brand Overview  
Plus-Size  
Fashionable  
Apparel

All  
Women  
Deserve  
Great  
Fashion  
Merchandise Mix  
770 Store Locations  
Caters to women ranging in age from 25 to 45 years old in sizes  
14  
28 through private labels Lane Bryant, Cacique, Livi Active,  
and 6  
th  
& Lane as well as designer collaborations  
Widely recognized brand name in women's specialty fashion  
Assortment includes intimate apparel, wear-to-work, casual  
sportswear, accessories, select footwear and social occasion  
apparel as well as activewear under its recently launched Livi  
Active brand  
Stores concentrated in strip centers and high traffic malls  
Headquartered in Columbus, OH  
Strips:  
51%  
Malls:  
25%  
Outlets:  
15%  
Lifestyle Centers:  
8%  
Casual  
33%  
Wear-to-  
Work  
18%  
Emerging  
9%  
Accessories  
6%  
Intimates  
34%  
Fashion  
44%  
Core  
50%  
Accessories  
6%



22

22

Lane Bryant Brand Overview

Brand Strategy and Key Operating Metrics

Strategy

Key revenue drivers

Omni-channel

Activewear (Livi Active) and knits

Cacique intimates

Operating leverage opportunities

Promotional effectiveness

Sourcing / speed

Cost structure

Develop new / enhance existing marketing programs

Re-anchor brand equity in fashion, fit, and lifestyle  
relevance

Increase cross-shopping between apparel customers  
and Cacique intimates while expanding and acquiring  
new customers

Improve fleet productivity through location repositioning  
and omni-channel interaction

Operating Income and Margin (\$ in millions)

(2)

Comp

Sales

2.9 %

1.6 %

3.0 %

N/A

Store

Count

805

788

771

770

Net Sales (\$ in millions)

(1)

(1)

FY

2012

net

sales

represent

full

year

of

sales

of

which

\$120  
million  
is  
included  
in  
ascena  
historical  
results.

(2)

Operating income includes fully allocated costs.

\$1,028

\$1,050

\$1,080

\$1,088

FY2012

FY2013

FY2014

LTM Apr-15

(\$10)

\$(10)

\$(3)

\$(14)

(8.4)%

(0.9)%

(0.2)%

(1.3)%

FY2012

FY2013

FY2014

LTM Apr-15

23  
23  
maurices Brand Overview  
Small  
Market  
Fashion  
Destination

Simply  
the  
Best  
Hometown  
Specialty  
Retailer  
Merchandise Mix  
940 Store Locations  
Up-to-date casual, career and dressy fashion designed to appeal  
to females ages 20-35 in missy and plus-size  
Net promoter score over 85%  
Proprietary label covers casual clothing, career wear, dressy  
apparel, activewear and accessories  
Stores concentrated in smaller and metro fringe markets  
(approximately 25,000 to 150,000 people)  
Headquartered in Duluth, MN  
Strips:  
57%  
Malls:  
36%  
Outlets:  
5%  
Lifestyle Centers:  
2%  
Casual  
Denim  
56%  
Wear-to  
Work  
11%  
Plus  
20%  
Accessories  
13%  
Fashion  
64%  
Core  
26%  
Trendy  
10%

24  
24  
maurices Brand Overview  
Brand Strategy and Key Operating Metrics  
Strategy  
Key revenue drivers

Omni-channel

PLUS assortment expansion  
Operating leverage opportunities

Internal sourcing penetration

Differentiated product developed by the new  
internal design / product development teams  
Develop new / enhance existing marketing programs

Enhance brand expansion strategy and refine  
customer acquisition models

Improve prospecting, marketplace expansion, and  
search optimization initiatives to drive increased  
traffic

Comp  
Sales  
10.2 %  
1.6 %  
2.5 %  
1.1 %

N/A  
Store  
Count

784  
832  
877  
922  
940

Operating  
Income  
and  
Margin

(\$  
in  
millions)

(1)  
Net Sales (\$ in millions)

(1)  
Operating income includes fully allocated costs.

(2)  
FY 2014 operating income and margin exclude a \$13 million impairment charge taken in Q4 2014.

(2)  
\$776  
\$853  
\$918  
\$971  
\$1,034

FY2011  
FY2012  
FY2013  
FY2014  
LTM Apr-15  
\$ 105  
\$ 103  
\$ 108  
\$ 102  
\$ 118  
13.5%  
12.0%  
11.7%  
10.5%  
11.4%  
FY2011  
FY2012  
FY2013  
FY2014  
LTM Apr-15



25  
25  
Career  
&  
Casual  
Fashion  
for

the  
Working  
Woman

Inspiring  
Women

to  
Look

&  
Feel

Beautiful  
Merchandise Mix

830 Store Locations

Offers private label and contemporary fashions at great value to  
women in their mid-30s to mid-50s

Positively trending net promoter scores since 2013

Provides moderate-to-better quality career, special occasion, casual  
fashion in missy, petites, and plus sizes

Stores located primarily in strip shopping centers in major trading and  
high-density markets, and in surrounding suburban areas

Headquartered in Mahwah, NJ

dressbarn Brand Overview

Strips:

73%

Outlets:

20%

Malls:

7%

Career

34%

Casual

37%

Dresses

19%

10%

Updated

60%

Classic

25%

Core

15%

Non-Apparel

26  
26  
dressbarn Brand Overview  
Brand Strategy and Key Operating Metrics  
Strategy  
Key revenue drivers

Omni-channel; accelerate e-commerce

Dresses (DRESSBAR)

Knits

Casual bottoms

Operating leverage opportunities

Internal sourcing penetration

Inventory management

Design / product development

Develop new / enhance existing marketing programs

Leverage DRESSBAR launch

Drive engagement and retention through

SMARTgirl targeting

Drive store productivity by optimizing existing fleet and  
new prototype roll-out

Comp

Sales

1.6 %

3.4 %

(2.1) %

(0.8) %

N/A

Store

Count

830

827

826

820

830

Net Sales (\$ in millions)

(1)

Operating income includes fully allocated costs.

Operating Income and Margin (\$ in millions)

(1)

\$987

\$1,038

\$1,021

\$1,022

\$1,028

FY2011

FY2012

FY2013

FY2014

LTM Apr-15

\$ 68

\$ 53

\$ 32

\$ 39

\$ 28

6.9%

5.1%

3.1%

3.9%

2.7%

FY2011

FY2012

FY2013

FY2014

LTM Apr-15

27  
27  
Catherines Brand Overview  
Plus-Size  
Classic  
Apparel

To  
serve  
the  
lifestyle  
and  
fit  
needs  
of  
women  
size  
18+  
Merchandise Mix  
381 Store Locations  
Carries plus-size apparel for all occasions for customers generally 45  
years or older  
Known for offering full range of plus sizes (16-  
34 and 0X-  
5X) and  
particularly known for extended sizes (28-  
34)  
Offers current and updated apparel wardrobe options, covering  
customers' casual and wear-to-work needs; also carries a full line of  
intimate apparel, footwear, and accessories  
Retail stores primarily located in strip shopping centers  
Headquartered in Bensalem, PA  
Strips:  
84%  
Malls:  
14%  
Outlets:  
1%  
Lifestyle Centers:  
1%  
Updated  
60%  
Core  
25%  
Fashion  
15%  
Casual  
52%  
Wear-  
to-Work  
17%  
Intimates  
15%  
Other  
16%

28

Catherines Brand Overview

Brand Strategy and Key Operating Metrics

Strategy

Net Sales (\$ in millions)

(1)

Key revenue drivers / expanded assortment



Activewear

Dresses

Footwear

Black Label

Swimwear

Increase engagement through fashion execution and novelty

Grow and reposition store fleet

Focus marketing activity on direct mail events and

Catherines Cash bounceback coupons

Operating Income and Margin (\$ in millions)

(2)

Comp

Sales

10.7 %

9.3 %

7.5 %

N/A

Store

Count

422

397

386

381

(1)

FY

2012

net

sales

represent

full

year

of

sales

of

which

\$36

million

is

included

in

ascena

historical

results.

(2)

Operating income includes fully allocated costs.

\$304

\$319

\$332

\$345

FY2012

FY2013

FY2014

LTM Apr-15

(\$4)

\$ 17

\$ 24

\$ 29

(11.1)%

5.3%

7.3%

8.4%

FY2012

FY2013

FY2014

LTM Apr-15

28

29  
29  
Revenue Growth  
SSS  
Growth  
(1)  
8 %

5 %  
 (3) %  
 0 %  
 9 %  
 6 %  
 5 %  
 0 %  
 (2) %  
 N/A

Note: Based on ascena fiscal year ending July. maurices acquired in January 2005, Justice acquired in November 2009, Lane I  
 Catherines based on full year of sales for FY12. Excludes ANN.

(1)  
 SSS growth represents store comparable sales.

4.6 %  
 12- 14 CAGR

2.5 %  
 2.9 %  
 6.7 %  
 (0.7) %

Store  
 Count

1,339  
 1,428  
 1,503  
 1,559  
 2,477  
 2,516  
 3,828  
 3,859  
 3,896  
 3,918  
 \$876  
 \$935  
 \$888  
 \$906  
 \$982  
 \$987  
 \$1,038  
 \$1,021  
 \$1,022  
 \$1,028  
 \$424  
 \$492  
 \$557  
 \$588  
 \$681  
 \$776  
 \$853  
 \$918  
 \$971

\$1,034

\$712

\$1,150

\$1,307

\$1,407

\$1,384

\$1,321

\$120

\$1,050

\$1,080

\$1,088

\$36

\$319

\$332

\$345

\$1,300

\$1,427

\$1,445

\$1,494

\$2,375

\$2,914

\$3,353

\$4,715

\$4,791

\$4,816

FY06

FY07

FY08

FY09

FY10

FY11

FY12

FY13

FY14

LTM Apr-15

dressbarn

maurices

Justice

Lane Bryant

Catherines

30

E-Commerce Penetration

(1)

E-commerce growth represents growth from YTD April 2014 to YTD April 2015.

10.9 %

18.9 %

9.6 %

4.5 %

15.3 %

Justice

Lane

Bryant

maurices

dressbarn

Catherines

E-commerce

Growth

(1)

12.5%

14.2%

31.0%

5.4%

19.6%

E-commerce Penetration By Brand

YTD April 2015 full year e-commerce penetration of 11% is up ~300bp vs. FY 2013 for consolidated ascena ascena continues to make investments to enhance its world class omni-channel capabilities

In-store associate ordering system

In-house e-commerce fulfillment

Customer-facing brand site re-platform

Distributed order management

30

ANN Business Overview



32

32

Overview of ANN

Fashion

Polished, professional, sophisticated

Stylish, casual, relaxed

LTM Apr Net

Sales

(\$ in millions)

\$ 944

\$ 1,596

Store Count

242 full-line

118 factory

360 total

546 full-line

128 outlet

674 total

Note: Store count as of May 2, 2015. LOFT net sales and store count include Lou & Grey. Lou & Grey is an exploratory brand

33  
33  
ANN Corporate History  
1950s  
1970s  
1990s  
2000

2004

2007

2006

2012

1954: First Ann

Taylor opens in New  
Haven, CT

1991: Ann Taylor goes  
public (NYSE: ANN)  
and has 220 locations  
by the end of the year

1977: Ann Taylor  
opens New York City  
Flagship on 57  
th

street

2000:

AnnTaylor.com  
launches

2006: Ann Taylor  
LOFT becomes a  
billion dollar brand

2004:

AnnTaylorLOFT.com  
launches

2015: ANN INC.  
enters into definitive  
agreement to be  
acquired by ascena  
Retail Group

2015

2012: Ann Taylor  
opens its first  
international store  
in Toronto, Canada.

2013

2013: Ann Taylor  
launches  
international  
shipping to 100+  
countries

1998: Ann Taylor LOFT  
opens its first store

2009

2009: Ann Taylor  
LOFT changes  
name to LOFT

34

34

Ann Taylor Brand Overview

Ann Taylor is polished, modern feminine classics with an iconic style point of view for every aspect of her life

Customer Characterizations

Note: ANN fiscal year ends January. LTM period represents twelve months ended May 2, 2015.

Ann Taylor Brand Sales (\$ in millions)

Comp %  
(23.8) %  
18.7 %  
5.2 %  
1.1 %  
1.1 %  
(2.2) %  
N/A  
Store Count  
\$771  
\$864  
\$908  
\$945  
\$960  
\$953  
\$944  
2009A  
2010A  
2011A  
2012A  
2013A  
2014A  
LTM  
Apr-15  
291  
266  
280  
275  
268  
245  
242  
92  
92  
99  
101  
108  
116  
118  
383  
358  
379  
376  
376  
361  
360  
2009A  
2010A  
2011A  
2012A  
2013A

2014A  
LTM  
Apr-15  
Ann Taylor Stores  
Ann Taylor Factory

35

35

LOFT Brand Overview

LOFT offers modern, feminine and versatile clothing for a wide range of women

Customer Characterizations

Note: ANN fiscal year ends January. LTM period represents twelve months ended May 2, 2015.

(1)



Edgar Filing: ANN INC. - Form 425

LOFT Stores includes 5 standalone Lou & Grey stores in 2014 and 6 standalone Lou & Grey stores in LTM April 2015.

LOFT Brand Sales (\$ in millions)

Comp %

(11.9) %

5.0 %

8.0 %

4.8 %

3.0 %

(1.7) %

N/A

Store Count

(1)

506

502

500

512

539

542

546

18

36

74

96

110

127

128

524

538

574

608

649

669

674

2009A

2010A

2011A

2012A

2013A

2014A

LTM

Apr-15

LOFT Stores

LOFT Outlet

\$1,057

\$1,117

\$1,305

\$1,430

\$1,534

\$1,581

\$1,596

2009A  
2010A  
2011A  
2012A  
2013A  
2014A  
LTM  
Apr-15

36

36

ANN services customers with a single, channel-agnostic view of inventory and customer-specific preferences

Omni-channel database centrally stores online and offline transactions, offering visibility into client transactions

across brands / channels

Robust inventory management engine with capability to order in store and ship from another store, buy online and ship from a store, and buy anywhere and return anywhere

All Ann Taylor and LOFT stores now have endless aisle capability, which give customers seamless access to online inventory from the store

Enhanced mobile capability launched at both brands in the third quarter of fiscal 2014 drove ~50% increase in mobile conversion rates

ANN's dynamic analytical models allow for segmentations of client file highlighting paths to maximize ROI

Ability to track and prospect high-value customers and optimize marketing acquisition, cultivation, and retention programs

Ability to analyze clients' propensity to purchase certain categories, quantify risk of editing categories, and surface assortment opportunities

Capabilities to assist with planning and advise on store openings, closing, and retention of omni-channel customers

Leading Omni-Channel Strategy with Best in Class

Customer Relationship Management

Omni-channel clients spend an average of over 3x single channel clients

Greater

than

3x

Online

37

37

Strategic Initiatives

Ann Taylor:

Drive tops business by offering a more  
balanced assortment across silhouettes,

color choices, and end use

Utilize test and chase strategies and increase product pipeline speed to deliver fashion newness and drive full price sell-through

Enhance fit and versatility throughout the assortment to address multiple wear occasions

LOFT:

Drive dramatic growth in the tops category by balancing mix of fabrication, increasing the fashion component, and adding diversity of style and silhouette

Engage clients across multiple channels to increase brand awareness, traffic, and retention

Increase Sales Productivity via Brand Initiatives

Improve Operating Margin

Continue to evolve inventory management approach

Expand merchandise test and chase strategy to increase quick response capabilities

Leverage best-in-class CRM and customer insights to improve marketing and merchandising effectiveness

Continue to expand and leverage leading omni-channel capabilities

Optimize organizational cost structure

Continue to utilize low cost and scalable shared services platform

Continue to optimize the real estate portfolio for profitability

38  
38  
Revenue Growth by Brand  
Comp  
Sales  
Growth  
4.5 %

(2.2) %  
(13.4) %  
(17.4) %  
10.7 %  
6.8 %  
3.3 %  
2.3 %  
(1.9) %  
N/A

Note: Reflects ANN's fiscal year ended January. Other sales represents non-merchandise sales.

12- 14 CAGR

5.1 %  
0.4 %  
Store  
Count  
869  
929  
935  
907  
896  
953  
984  
1,025  
1,030  
1,034  
3.3 %  
\$913  
\$867  
\$689  
\$771  
\$864  
\$908  
\$945  
\$960  
\$953  
\$944  
\$1,146  
\$1,174  
\$1,088  
\$1,057  
\$1,117  
\$1,305  
\$1,430  
\$1,534  
\$1,581  
\$1,596  
\$ 284  
\$ 356  
\$ 417  
\$2,343



\$2,397  
\$2,195  
\$1,829  
\$1,980  
\$2,212  
\$2,376  
\$2,493  
\$2,533  
\$2,541  
FY06  
FY07  
FY08  
FY09  
FY10  
FY11  
FY12  
FY13  
FY14  
LTM  
Apr-15  
Ann Taylor  
LOFT  
Other

39

39

Lou & Grey Strategic Overview

Lou & Grey offers a casual, effortless aesthetic, combining comfort with style in a way that resonates with how women are dressing today

Currently available in LOFT stores

Leverages LOFT's existing and growing customer base to promote the Lou & Grey offerings

6 standalone stores open as of May 2, 2015

Opened first proof-of-concept store in Westport, CT in April 2014

Locations include Boston, Chicago, Atlanta, San Jose, Raleigh and Pasadena

Majority of clients are completely new to ANN INC.

Curates the Lou & Grey assortment with third-party merchandise, including jewelry, organic beauty products, books and shoes from other brands

Source: Andrea Brizzi Photography

Key Credit Highlights

41

41

Key Credit Highlights

1

Largest specialty apparel retailer focused exclusively on the female consumer

Strong, well-defined brand equity

Increased diversification provided by a growing portfolio of brands

ascena operating model and acquisition experience mitigate integration risk  
Recently completed capital investments have created best-in-class shared  
services platform and improved margins  
Experienced management team

2

3

4

5

7

Strong free cash flow generation with a focus on deleveraging

6

42

42

Largest Specialty Apparel Retailer Focused Exclusively  
on the Female Consumer

1

LTM Net Sales (\$ in millions)

Third largest specialty retail brand and most diversified women's apparel retail brand

Note: LTM Net Sales represents net sales as of latest public filing.

16,318

11,575

7,356

4,816

3,631

3,376

3,336

2,687

2,570

2,541

2,207

1,839

1,836

1,756

1,153

1,100

923

483

427

419

\$ 0

\$ 2,000

\$ 4,000

\$ 6,000

\$ 8,000

\$ 10,000

\$ 12,000

\$ 14,000

\$ 16,000

\$ 18,000



43

43

Increased Diversification Provided by a Growing  
Portfolio of Brands

Combined company has seven core brands that cater to women of all sizes, ages and demographics  
Six brands generate \$1 billion or more in annual sales

2

LTM Apr-15 Revenue -

\$7,356 million

LTM Apr-15 Store Count -

4,952 total stores

LTM Apr-15 Operating Income

(1)

-

\$304 million

(1)

Lane Bryant s LTM April 2015 operating income was \$(14.1) million. ANN INC. does not report operating income separately

Ann Taylor

13%

LOFT

22%

Justice

18%

dressbarn

14%

Lane Bryant

15%

maurices

14%

Catherines

5%

Ann Taylor

7%

Loft

14%

Justice

20%

Lane Bryant

16%

maurices

19%

dressbarn

17%

Catherines

8%

Ann Taylor

LOFT

43%

+

Justice

7%

maurices

33%

dressbarn

9%

Catherines

9%

44  
44  
Increased Diversification Provided by a Growing  
Portfolio of Brands  
Last  
twelve  
quarters

comparable  
stores  
growth  
by  
brand  
(1)  
Last  
twelve  
quarters  
consolidated  
comparable  
stores  
growth  
(1)  
2

Volatility of comps is dampened by portfolio effect of brands

Note:

Weighted  
average  
comparable  
sales  
growth  
calculated  
using  
ascena's  
quarterly  
comparable  
store  
sales  
and  
ANN's  
quarterly  
comparable  
store  
sales  
weighted  
by  
total  
revenue.

(1)

ANN's quarterly comparable stores growth calendarized to ascena's July fiscal year end.

0.9%

(1.3)%

3.6%

2.5%

1.6%

(1.9)%

(2.3)%

(2.8)%

0.9%

(1.3)%  
4Q12  
1Q13  
2Q13  
3Q13  
4Q13  
1Q14  
2Q14  
3Q14  
4Q14  
1Q15  
2Q15  
3Q15

Weighted Average Comparable Stores Growth  
Trailing Twelve Month Average

(15)%  
(10)%  
(5)%  
0%  
5%  
10%  
15%  
4Q12  
1Q13  
2Q13  
3Q13  
4Q13  
1Q14  
2Q14  
3Q14  
4Q14  
1Q15  
2Q15  
3Q15  
3.7%  
4.1%

Ann Taylor  
Loft  
Justice  
Lane Bryant  
maurices  
dressbarn  
Catherines

45

45

Strong, Well-Defined Brand Equity

3

Iconic specialty brand  
serving the professional,  
modern woman across

generations

Market share leader in

women's specialty

apparel, focused on

casual, relaxed apparel

Mind share leader amongst

tween girls

Fashionable plus-size

apparel for the 25-45 year

old woman

Fashion destination

offering missy and plus-

sizes for 20-35 year old

women in small-

and mid-

sized markets

Career and casual

fashions in missy and

plus-sizes at great value

for the working woman

Classic career and everyday

fashion plus-size apparel for

45+ year old women

Highly desirable

brands each

resonating with its

target consumer

46

46

ascena Operating Model and Acquisition  
Experience Mitigate Integration Risk

4

Full leadership team, including president,  
and heads of finance and HR



Ownership of supply chain and central IT  
Runs all non-customer-facing back office  
activities

Partners with brands on  
development of strategic  
plan and financial  
architecture

Responsible for capital  
allocation decisions

Full leadership teams, including president and heads of planning,  
merchandising, marketing, finance, stores, real estate, and HR

Responsible for all customer-facing activity, development of  
brand-specific financial architecture, and execution against  
seasonal earnings growth targets

47  
47  
ascena Operating Model and Acquisition  
Experience Mitigate Integration Risk  
4  
Target  
Acquired

Date

Acquired

Equity

Purchase

Price

(1)

Revenue

Acquired

Revenue

Acquired as

% of ASNA

(2)

Current LTM

Revenue

January

2005

\$329 million

\$349 million

(LTM 11/04)

46%

\$1,034

million

November

2009

\$335 million

\$996

million

(LTM 10/09)

65%

\$1,321

million

June 2012

\$1,028

million

\$1,290 million

(Catherines +

Lane Bryant,

LTM 1/12)

42%

\$1,433 million

(Catherines +

Lane Bryant)

2H

2015

\$2,194 million

\$2,541 million

53%

\$2,541 million

Note: Current LTM as of April 2015.

(1)

Excludes the assumption of debt, includes cash acquired.

(2)

Percentage

based

on

LTM

ascena

revenue

at

time

of

transaction.

We view ANN as an excellent strategic fit with limited overlap and believe stated ~\$150M of synergies (within 3 years after closing), as well as significant year-1 accretion, are achievable and may prove conservative

-SunTrust Research Report (May 2015)

We believe new entity will combine best of both retailers leveraging ANN's 1) superior omni-channel offering, 2) exposure to higher HHI & 3) fashion leadership in women's specialty retail, while leveraging ASNA's strength in 1) shared services infrastructure & 2) mgmt.'s detailed experience in M&A.

-Cowen Research Report (May 2015)

Favorable Third Party Response to ANN Acquisition

The deal makes ascena

one of the most

dominant players in women's clothing.

Adding the stylish Ann Taylor to the portfolio brings a deep customer base of suburban working women. [ascena] now has a reach into key every-women demographics

-Time Magazine (June 2015)

48

48

Recently Completed Capital Investments Have Created  
Best-in-Class Shared Services Platform and Improved  
Margins

FY 13

FY 14

FY 15

FY 16

Etna Distribution Center

Greencastle Fulfillment Center

Oracle Point of Sale

Oracle Retail Merchandising System

Oracle Financials

World class productivity / largest North

American case automated storage and  
retrieval system

Flexibility to adjust delivery frequency (daily  
vs. weekly)

Highly scalable

Significant cost per unit savings

Next day fulfillment

Highly scalable

5

Total Capital Investment: \$135M

Annual Synergy: \$50M

Cash-on-cash-IRR: 32%

Total Capital Investment: \$55M

Annual Synergy: \$15M

Cash-on-cash-IRR: 10%

49  
5  
Multiple  
DC  
Footprint  
(\$  
/

unit)

Pre-Etna

Etna

All Brands

Current State

Third Party Fulfillment Rates (\$ / unit)

Pre-Greencastle

Internal Fulfillment

All Brands

Target Rate

Etna Distribution Center is Delivering World Class Productivity to All Brands

Greencastle Fulfillment Center is Expected to Deliver Significant Productivity Gains

Recently Completed Capital Investments Have Created

Best-in-Class Shared Services Platform and Improved

Margins

Note: Includes transportation / shipping costs.

\$0.18

\$0.38

\$0.27

\$0.31

\$0.37

\$0.20

\$0.00

\$0.10

\$0.20

\$0.30

\$0.40

Savings

per

Unit

\$0.07

Pre-transition

avg. \$0.27

\$2.56

\$2.46

\$3.99

\$3.25

\$2.74

\$1.69

\$0.00

\$1.00

\$2.00

\$3.00

\$4.00

Savings

per

Unit



\$1.09

Pre-transition

avg. \$2.78

50

Strong Free Cash Flow Generation with a Focus  
on Deleveraging

6

Bridge from Pro Forma LTM Apr 2015 Adjusted EBITDA to FCF  
~40% Free Cash Flow Conversion

Management is focused on deleveraging and ultimately targets a debt free balance sheet

No historical or planned dividend payouts or share repurchases

\$359

\$402

\$250

\$260

\$100

\$235

\$896

\$91

\$96

Adjusted EBITDA

Normalized Capital

Expenditures

Pro Forma

Cash Interest Expense

Pro Forma

Cash Taxes

(38% tax rate)

Pro Forma

Free Cash Flow

ascena

ANN

Total Cost Opportunities

~19% of

Funded

Note: Excludes changes in working capital which are estimated to be nominal. Approximately \$50 million of pro forma free cash flow and \$50 million of incremental tax for repatriation. LTM ascena Adjusted EBITDA based on period ended April 25, 2015 and LTM ANN Adjusted EBITDA reconciliation on page 57.

51  
51  
7  
Experienced Management Team  
Senior Manager  
Title  
Years in Industry

Years with Company

Elliot S. Jaffe

Co-founder / Chairman of Board,

ascena

63

53

David Jaffe

President and CEO, ascena

30

23

John Sullivan

President

and

COO,

ascena

Shared

Services Group

33

4

Robb Giammatteo

CFO, ascena

15

2

Heather Plutino

Treasurer, ascena

19

8

Kay Krill

President and CEO, ANN INC.

38

21

Gary Muto

President, ANN INC. Brands

34

7

Michael Nicholson

COO / CFO, ANN INC.

15

8

Brian Lynch

President and CEO, Justice

36

1

Linda Heasley

President

and CEO, Lane Bryant

22

3

George Goldfarb

President,

maurices

30

30

Jeff Gerstel

President,

dressbarn

23

9

Brett Schneider

Co-leader and CFO, Catherines

19

19

Joan Munnely

Co-leader and CMO, Catherines

40

5

Historical Financials

53  
Combined Historical Financials  
July Fiscal Year End  
Revenue  
Gross Margin  
(1)  
Capital Expenditures



(3)  
Adjusted EBITDA

(2)  
%

margin

55.7 %

55.6 %

54.9 %

54.8 %

54.6 %

53.9 %

%

margin

11.5 %

12.5 %

12.3 %

10.7 %

9.7 %

9.0 %

(1)

Gross  
margin

represents

each

standalone

company s

definition

of

gross

margin.

ascena s

gross

margin

reflects

non-GAAP

gross

margin.

(2)

Please see Adjusted EBITDA reconciliation on page 57.

(3)

ascena

LTM April 2015 capital expenditures exclude approximately \$21 million of accrual adjustments.

Note: Each year shown as FYE July with ANN financials calendarized for July year end. LTM ascena based on period ended A

\$2,375

\$2,914

\$3,353

\$4,715

\$4,791

\$4,816

\$1,891

\$2,102  
\$2,286  
\$2,433  
\$2,520  
\$2,541  
\$4,266  
\$5,016  
\$5,639  
\$7,148  
\$7,311  
\$7,356  
2010  
2011  
2012  
2013  
2014  
LTM Apr-15  
\$1,315  
\$1,628  
\$1,847  
\$2,597  
\$2,660  
\$2,680  
\$1,060  
\$1,162  
\$1,251  
\$1,322  
\$1,328  
\$1,288  
\$2,375  
\$2,790  
\$3,099  
\$3,920  
\$3,988  
\$3,969  
2010  
2011  
2012  
2013  
2014  
LTM Apr-15  
\$65  
\$102  
\$150  
\$291  
\$478  
\$322  
\$31  
\$104  
\$117

\$148

\$137

\$100

\$96

\$206

\$267

\$439

\$614

\$422

2010

2011

2012

2013

2014

LTM Apr-15

\$297

\$392

\$439

\$496

\$438

\$402

\$193

\$237

\$254

\$266

\$268

\$260

\$490

\$629

\$693

\$761

\$707

\$661

2010

2011

2012

2013

2014

LTM Apr-15

ascena

ANN

54  
54  
Historical Capital Expenditures Breakdown  
ascena s  
significant transformational capital expenditures from 2013 to LTM 2015 developed capability in  
shared services, which will facilitate absorption of ANN volume into the supply chain  
Ongoing pro forma capital expenditures are approximately \$350 million, including stores-related spend, IT

and  
 corporate;  
 roughly  
 75%  
 of  
 capital  
 expenditures  
 will  
 support  
 the  
 store  
 fleet

(1)  
 (1)

Excludes capital expenditures related to the integration of the ANN acquisition, which are anticipated to be \$35-40 million.

(2)

ascena

LTM April 2015 capital expenditures exclude approximately \$21 million of accrual adjustments.

Note: Each year shown as FYE July with ANN financials calendarized for July year end. LTM ascena based on period ended A

FY 2013

FY 2014

LTM Apr-15 <sup>2</sup>

ascena Capital Expenditures:

Stores

\$  
 167

\$  
 220

\$  
 188

IT  
 18

30  
 7

Total Brands Capital Expenditures

\$  
 185

\$  
 250

\$  
 195

Corporate IT Capital Expenditures

\$  
 10

\$  
 21

\$  
 13

IT  
 \$

20  
 \$  
 35  
 \$  
 41  
 DC  
 51  
 63  
 21  
 dressbarn and ascena Corporate Offices in Mahwah, NJ  
 20  
 48  
 2  
 Shared Services Offices in Etna, OH  
 -  
 20  
 4  
 AGS Sourcing Offices in Hong Kong  
 -  
 15  
 1  
 maurices Corporate Offices in Duluth, MN  
 -  
 10  
 17  
 Total Transformational Capital Expenditures  
 \$  
 91  
 \$  
 191  
 \$  
 86  
 E-commerce Project Capital Expenditures  
 \$  
 0  
 \$  
 0  
 \$  
 28  
 Other Capital Expenditures  
 \$  
 5  
 \$  
 16  
 \$  
 0  
 Total ascena Capital Expenditures  
 \$  
 291  
 \$

478

\$

322

ANN Capital Expenditures:

Total ANN Capital Expenditures

\$

148

\$

137

\$

100

Total Pro Forma Capital Expenditures

\$

439

\$

614

\$

422

Public Q&A



Appendix

57  
57  
Adjusted EBITDA Reconciliation  
2010  
2011  
2012  
2013

2014

LTM Apr-15

ANN Reported Operating Income

\$

73

\$

139

\$

156

\$

162

\$

140

\$

125

(+) D&A

100

94

93

103

111

110

Reported EBITDA

\$

172

\$

233

\$

249

\$

266

\$

251

\$

235

(+) Pre-tax restructuring charge

5

5

6

-

17

6

(+) Pre-tax charge associated with closure of stores

-

-  
-  
-  
-  
5

(+) Asset impairment charge  
15

-  
-  
-  
-  
-

(+) Incremental air freight costs in response to west coast port situation

-  
-  
-  
-  
-

13

ANN Adjusted EBITDA

\$  
193  
\$  
237  
\$  
254  
\$  
266  
\$  
268  
\$  
260

2010  
 2011  
 2012  
 2013  
 2014  
 LTM Apr-15 <sup>1</sup>  
 ascena Reported Operating Income  
 \$  
 218  
 \$  
 290  
 \$  
 293  
 \$  
 265  
 \$  
 211  
 \$  
 140  
 (+) D&A  
 72  
 90  
 107  
 176  
 194  
 212  
 Reported EBITDA  
 \$  
 289  
 \$  
 380  
 \$  
 400  
 \$  
 441  
 \$  
 404  
 \$  
 352  
 (+) Non-recurring inventory purchase accounting adjustments  
 -  
 -  
 14  
 20  
 -

-

(+) Acquisition-related, integration & restructuring costs

7

12

25

35

34

28

(+) Impairment of intangible assets

-

-

-

-

-

13

(+) Incremental air freight costs in response to west coast port situation

-

-

-

-

-

7

(+) One-time costs related to the scheduled closure of Brothers

-

-

-

-

-

2

ascena Adjusted EBITDA

\$

297

\$

392

\$

439

\$

496

\$

438

\$

402

Pro Forma Adjusted EBITDA

\$

490

\$

629

\$

693

\$

761

\$

707

\$

661

Pro Forma ANN Transaction Synergies

150

ANN Identified Cost Savings

85

Pro Forma Adjusted EBITDA (including total cost opportunities)

\$

896

(1)

Historical ascena

SEC filings did not include adjustments for impairment of intangible assets or incremental air freight costs.

Note:

Each

year

shown

as

FYE

July

with

ANN  
financials  
calendarized  
for  
July  
year  
end.  
LTM  
ascena  
based  
on  
period  
ended  
April  
25,  
2015  
and  
LTM  
ANN  
based  
on  
period  
ended  
May  
2,  
2015.