Q1 2022 Earnings Presentation

June 9, 2022

Forward-Looking Statements Disclaimer

This presentation contains forward-looking statements within the meaning of the the Private Securities Litigation Reform Act of 1995. All statements contained in this presentation that do not relate to matters of historical fact should be considered forward looking statements. These statements include, but are not limited to, statements regarding our future results of operations, financial position, and revenue, future product launches, business objectives, and subscriber trends. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. In some cases, you can identify forward-looking statements because they contain words such as “anticipate,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “toward,” “will,” or “would,” or the negative of these words or other similar terms or expressions. You should not put undue reliance on any forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved, if at all.

Forward-looking statements are based on information available at the time those statements are made and were based on current expectations, estimates, forecasts, and projections as well as the beliefs and assumptions of management as of that time with respect to future events. These statements are subject to risks and uncertainties, many of which involve factors or circumstances that are beyond our control, that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this presentation may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. These risks and uncertainties include our ability to manage our growth effectively; risks related to the COVID-19 pandemic; the highly competitive and rapidly changing nature of the global fashion industry; our ability to cost-effectively grow our customer base; any failure to retain customers; our ability to accurately forecast customer demand, manage our offerings effectively and plan for future expenses; risks related to shipping, logistics and our supply chain; our reliance on the effective operation of proprietary technology systems and software as well as those of third-party vendors and service providers; our ability to remediate our material weaknesses in our internal control over financial reporting; laws and regulations applicable to our business; failure to adequately maintain and protect our intellectual property and proprietary rights; compliance with data privacy, data security, data protection and consumer protection laws and industry standards; risks associated with our brand partners; reliance on third parties for elements of the payment processing infrastructure underlying our business; dependence on online sources to attract consumers and promote our business which may be affected by third-party interference or cause our customer acquisition costs to rise; failure by us, our brand partners, or third party manufacturers to comply with our vendor code of conduct or other laws; and risks related to our Class A capital stock and ownership structure. Additional information regarding these and other risks and uncertainties that could cause actual results to differ materially from the Company’s expectations is included in our Annual Report on Form 10-K for the year-ended January 31, 2022. Except as required by law, we do not undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments, or otherwise.

This presentation is a high-level summary of our fiscal first quarter 2022 financial results. For more information please refer to our press release dated June 9, 2022 and filings with the SEC.

Q1'22 Key Metrics and Financial Highlights

Total Revenue	Active Subscribers	Total Subscribers
$67.1M	**135.0K**	**177.2K**
up 100% YoY	*up 82% YoY*	*up 70% YoY*

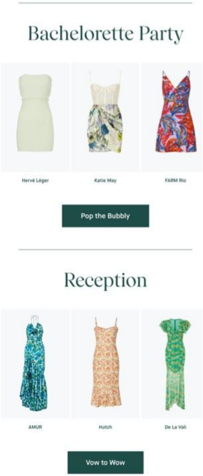
Gross Profit / Margin	Net Loss / Margin	Adj. EBITDA / Margin
$22.5M / 34%	**$(42.5)M / (63)%**	**$(8.8)M / (13)%**
Margin up 9 pts YoY	*Margin up 63 pts YoY*	*Margin up 5 pts YoY*

Note: Active Subscribers represent the number of subscribers with an active membership as of the last day of any given period and excludes paused subscribers. Total subscribers includes both active and paused subscribers.

Q1’22 Top Line Business Highlights

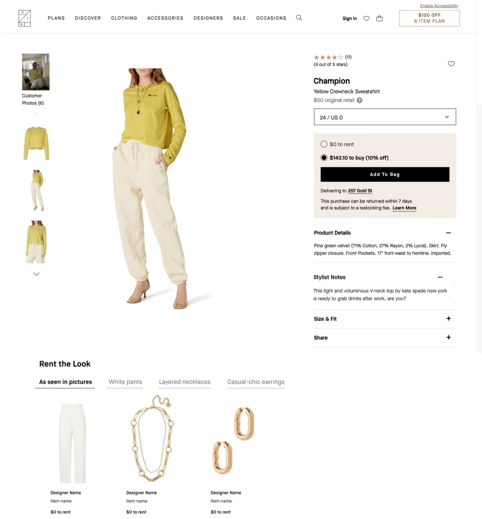
1. EVENTS RESURGENCE

- ~3x YoY increase in events/wedding content across owned channels
- Launched partnerships (e.g. Zola) with a strong pipeline ahead



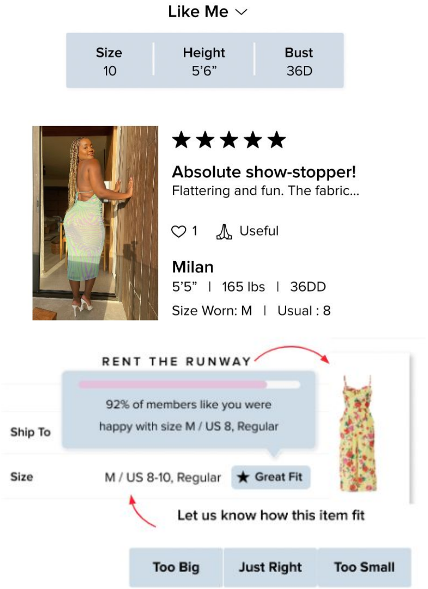
2. SEARCH & DISCOVERY

- Back-end infrastructure investments to support an enhanced search experience for the consumer



3. FIT

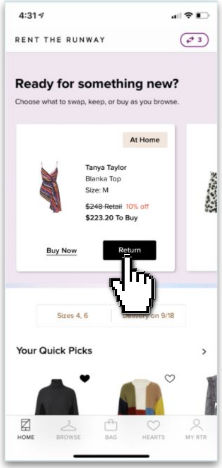
- Tested personalized fit recommendations, highlighting individualized styles with a high fit likelihood



Q1’22 Bottom Line Business Highlights

1. EXPAND AT-HOME PICKUP

- Expanded to over 20 markets covering over 1/3 of subscriber base
- On track to offer to over 50% of subscriber base by year-end
- Reduces transportation costs, while simplifying returns experience



2. BUILD UPON WAREHOUSE TECHNOLOGY TO REDUCE FULFILLMENT EXPENSES

- Completed rollout of RFID on all products
- Leveraged RFID technology to sort items into correct cleaning process and launched digital issue tagging to maximize inventory ROI
- Continued rollout of new, less expensive, more sustainable packaging

3. GROW EXCLUSIVE DESIGNS TO ~30% OF UNITS ACQUIRED

- In Q1’22, launched six new Exclusive Designs collections and one new designer
- In Q2’22, launching four new designers and remain on track to offer nearly 20 Exclusive Design partners for fiscal year 2022, around half of which are new
- ~50% lower cost to RTR than Wholesale, with higher ROI than any styles on our site

Busayo

Esteban Cortazar

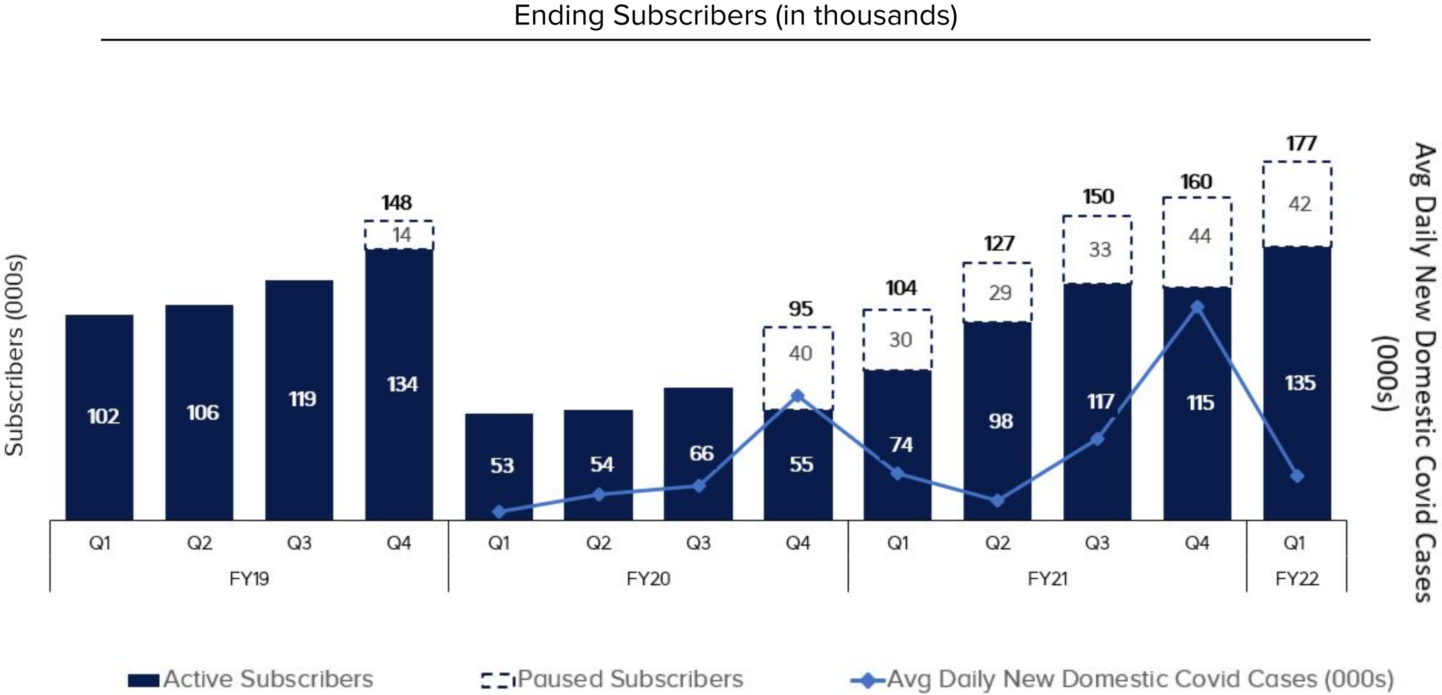
Osman

Framework for Revenue Growth and Path to Profitability

Grow Revenue		Leverage 3 Main Expense Categories	
Active Subscribers	**Ongoing**: Grow Subs **Approach**: Organic virality + efficient marketing	Fulfillment Costs	**Ongoing**: Optimize Fulfillment **Approach**: Diversify transportation + increase Ops productivity
ARPU[1]	**Ongoing**: Grow ARPU **Approach**: Increase add-on activity + moderate price increases	Operating Expenses[2]	**Phase 1**: Cover Opex **Approach**: Leverage with scale, even with strategic investments **Target**: **Adj. EBITDA breakeven in 2-4 quarters**
Reserve + Other Revenue	**Ongoing**: Grow Reserve and Resale **Approach**: Events/Reserve and Resale as funnels + subscribers buying items	Rental Product Spend	**Phase 2**: Cover all Capex **Approach**: > 2/3 of acquisition via capital-efficient channels **Target**: **FCF profitability in mid-term**

[1] *On a quarterly basis, we define ARPU as subscription rental net revenue (which does not include Reserve and Other revenue generated by subscribers), divided by the average of the active subscriber count at the end of the current and prior fiscal quarters, divided by three months. On an annual basis, we define ARPU as the weighted average of the quarterly ARPUs in the year.*
[2] *Includes Technology, Marketing and General and Administrative Expense.*

Q1'22 Ending Active Subscribers, A New Record Level, +82% YoY

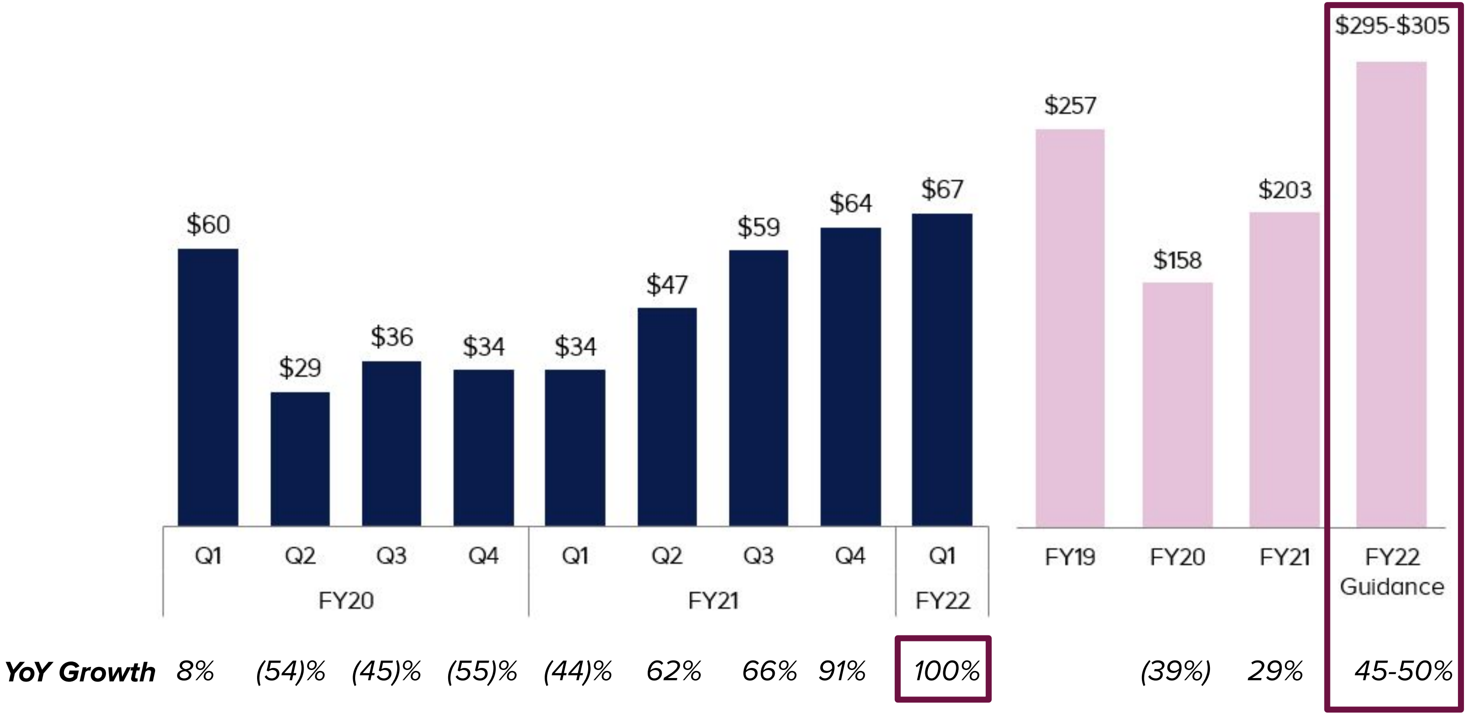


YoY Active Sub Growth	*(48)%*	*(49)%*	*(45)%*	*(59)%*	*40%*	*80%*	*78%*	*110%*	*82%*
Pause % of Total Subs				*42%*	*29%*	*23%*	*22%*	*28%*	*24%*

Note: FY19 ended January 31, 2020, FY20 ended January 31, 2021, FY21 ended January 31, 2022. Active Subscribers represent the number of subscribers with an active membership as of the last day of any given period and excludes paused subscribers. Total subscribers includes both active and paused subscribers. Paused subscribers in prior periods not disclosed.

Strong Q1'22 Revenue Growth, Up 100% YoY

Total Revenue, Net ($ in millions)



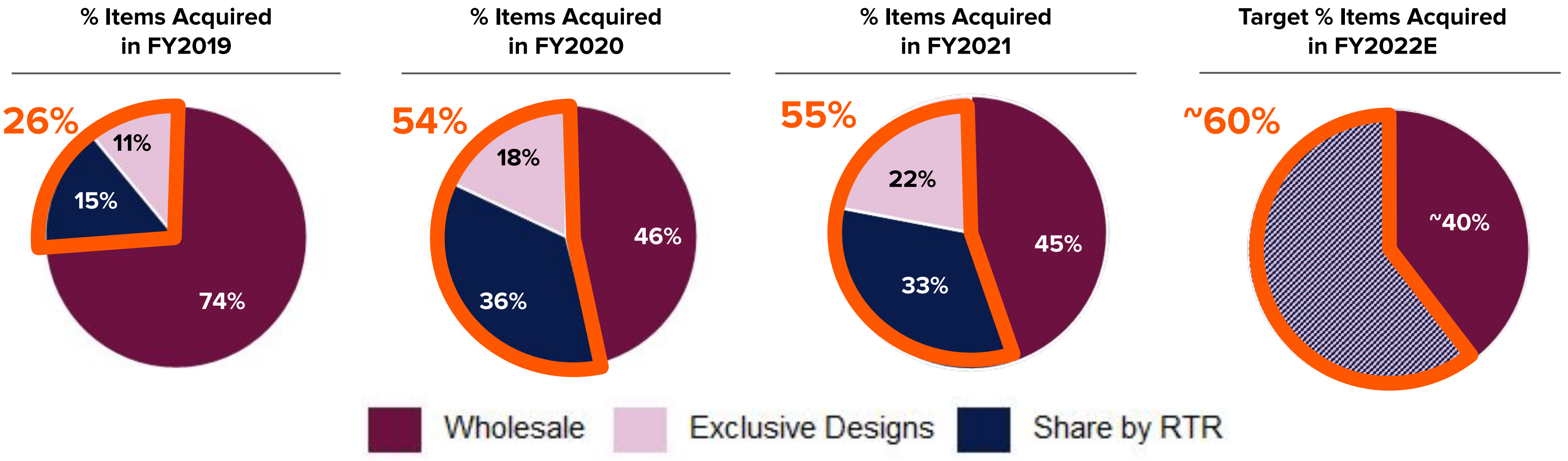
Doubled revenue YoY

86% of revenue from subscribers in Q1'22

28% of subscribers added one or more paid slots into their subscriptions in Q1'22

Note: FY19 ended January 31, 2020, FY20 ended January 31, 2021, FY21 ended January 31, 2022, and FY22 ends January 31, 2023. Calculations based on unrounded figures.

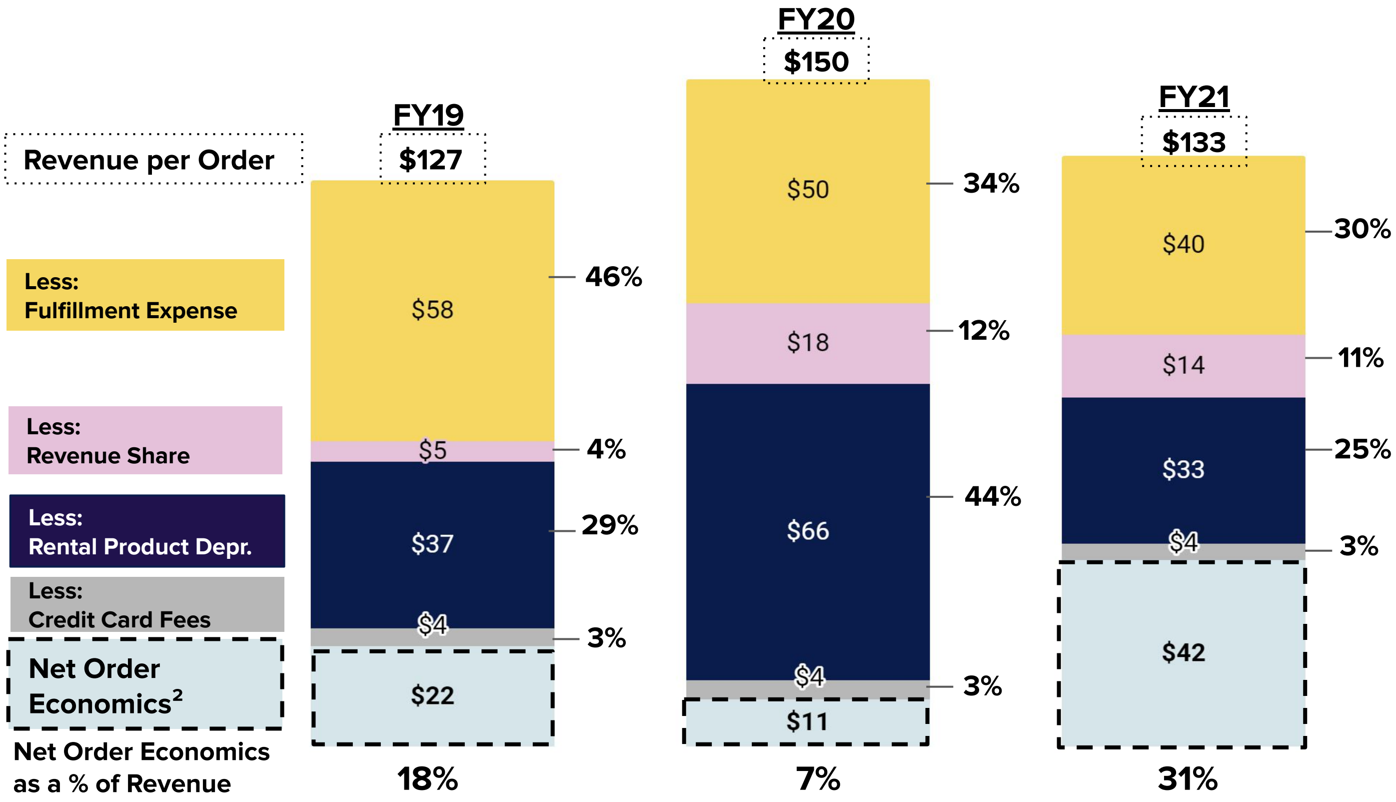
Targeting ~60% of FY22 Product Acquired via Non-Wholesale Channels



Mix shift towards non-Wholesale channels contributed to a **14% reduction** in the upfront cost per unit between 2019 and 2021 ($95 in 2021 vs. $111 in 2019)

We plan for **~60% of product to be acquired through non-Wholesale channels in FY22**, and expect at least 2/3 of our product acquisition through these channels in the mid-term

Improved Order Economics[1] Strengthen LTV/CAC



Net Order Economics in FY21 were 13 points higher than FY19, benefiting from:

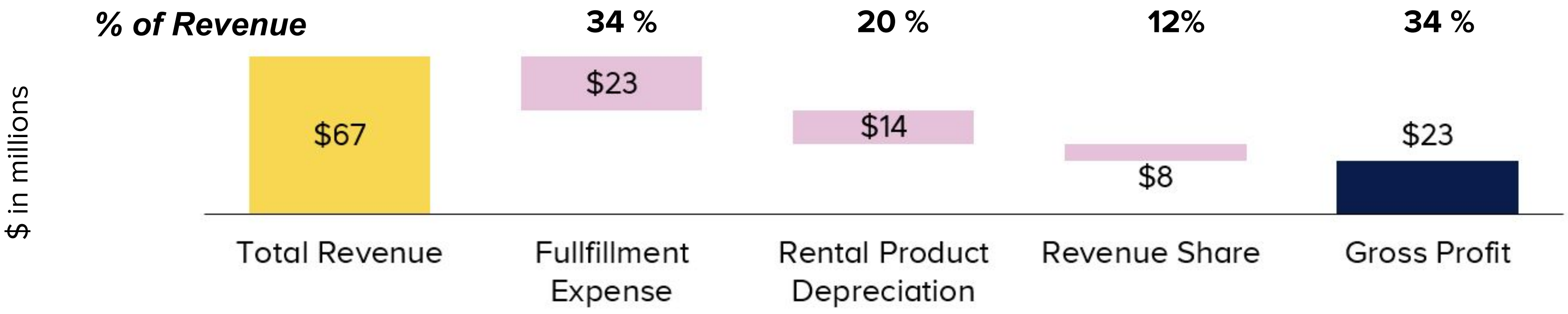
(1) Lower fulfillment costs due to structural program changes
(2) Lower rental product depreciation due to higher mix of non-Wholesale items
(3) Offset by higher revenue share from Share by RTR

Revenue per Order in FY21 benefited from higher proportion of subscription revenue and add-ons vs. FY19; FY20 benefited from prior program pricing

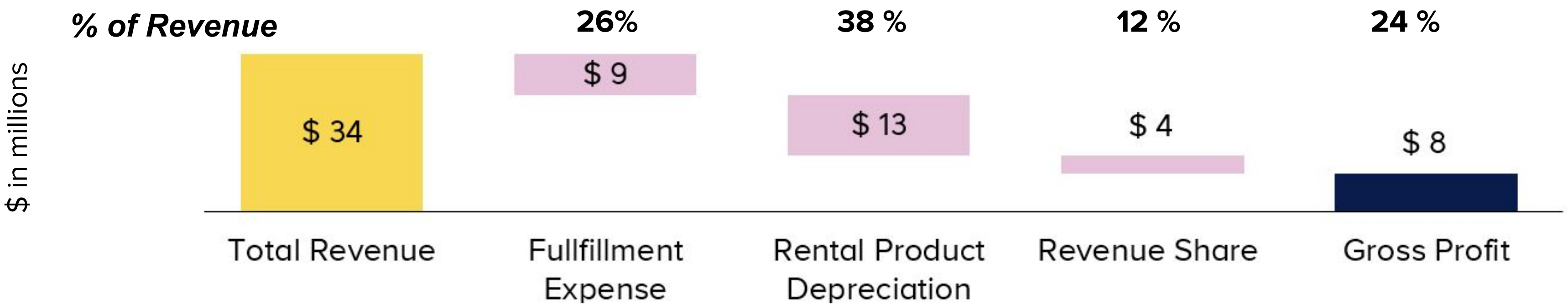
Calculations based on unrounded figures.
[1] Orders defined as the sum of active subscription months and Reserve orders in the period.
[2] Net Order Economics calculated as revenue per order less fulfillment cost per order, revenue share cost per order, rental product depreciation per order, and credit card fees per order.

Our Business Model - Revenue to Gross Profit

Fiscal Quarter Ended April 30, 2022



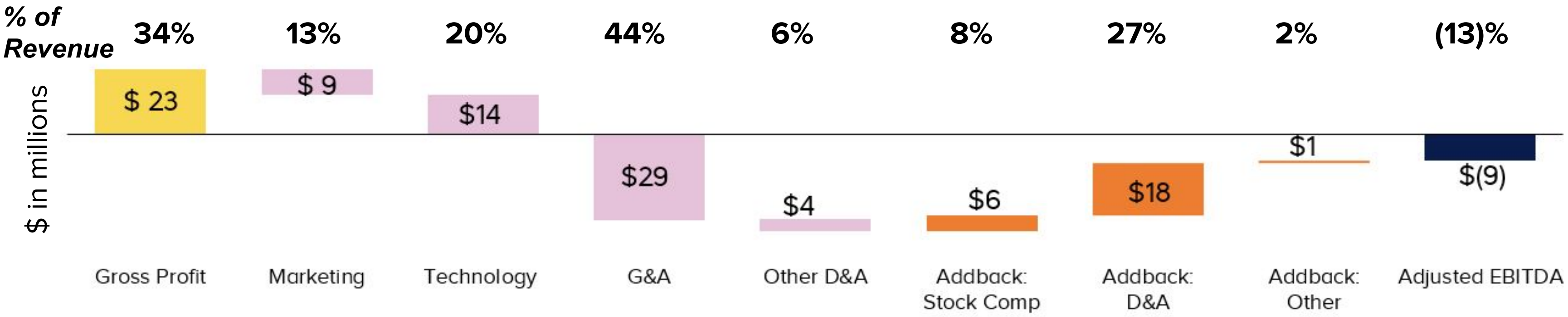
Fiscal Quarter Ended April 30, 2021



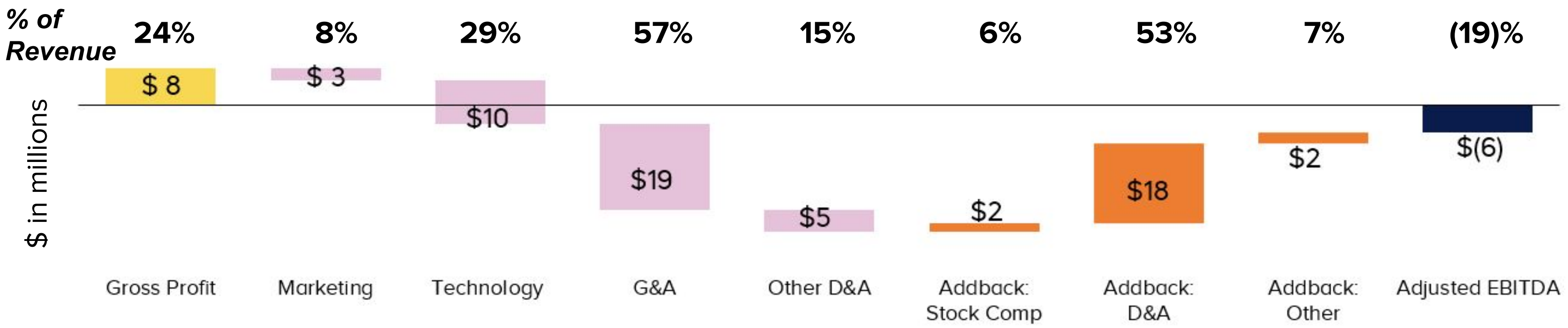
Note: Calculations based on unrounded figures.

Our Business Model - Gross Profit to Adjusted EBITDA

Fiscal Quarter Ended April 30, 2022

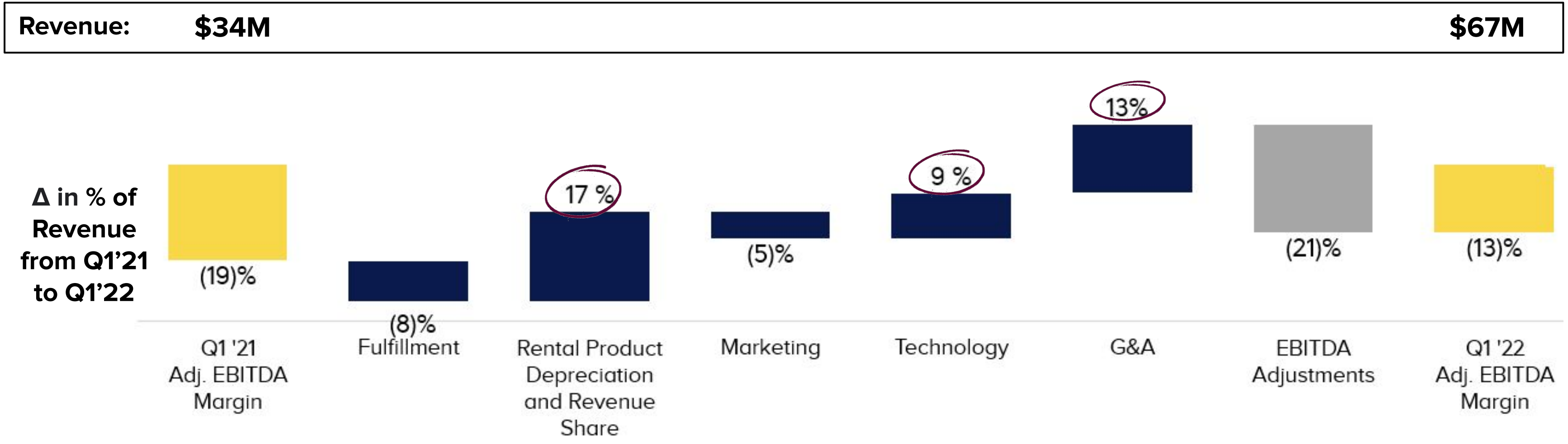


Fiscal Quarter Ended April 30, 2021



Note: See GAAP to Non-GAAP Reconciliation in appendix. Calculations based on unrounded figures.

Demonstrating Our Operating Leverage with Scale



Q1 2021 → Q1 2022

- **17% of Product depreciation and revenue share absorbed** over higher revenue due to better matching of product supply to active subscribers and revenue
- **Technology and G&A combined improved 22%** with acceleration of revenue and fixed cost leverage
- **Fulfillment increased 8%**, due to increases in transportation costs, partially offset by productivity gains
- **Marketing deleveraged 5%**, due to re-ramping marketing spend back to ~10% of revenue annually

Note: EBITDA Adjustments include depreciation, stock compensation and other adjustments included in the preceding buckets. Please see appendix for Adjusted EBITDA reconciliation.

Q2 2022 and Fiscal Year 2022 Guidance

Q2 2022 Guidance

Total Revenue:	\$72.0M - \$74.0M
Adjusted EBITDA[1]:	\$(4.0)M - \$(3.0)M

Fiscal Year 2022 Guidance

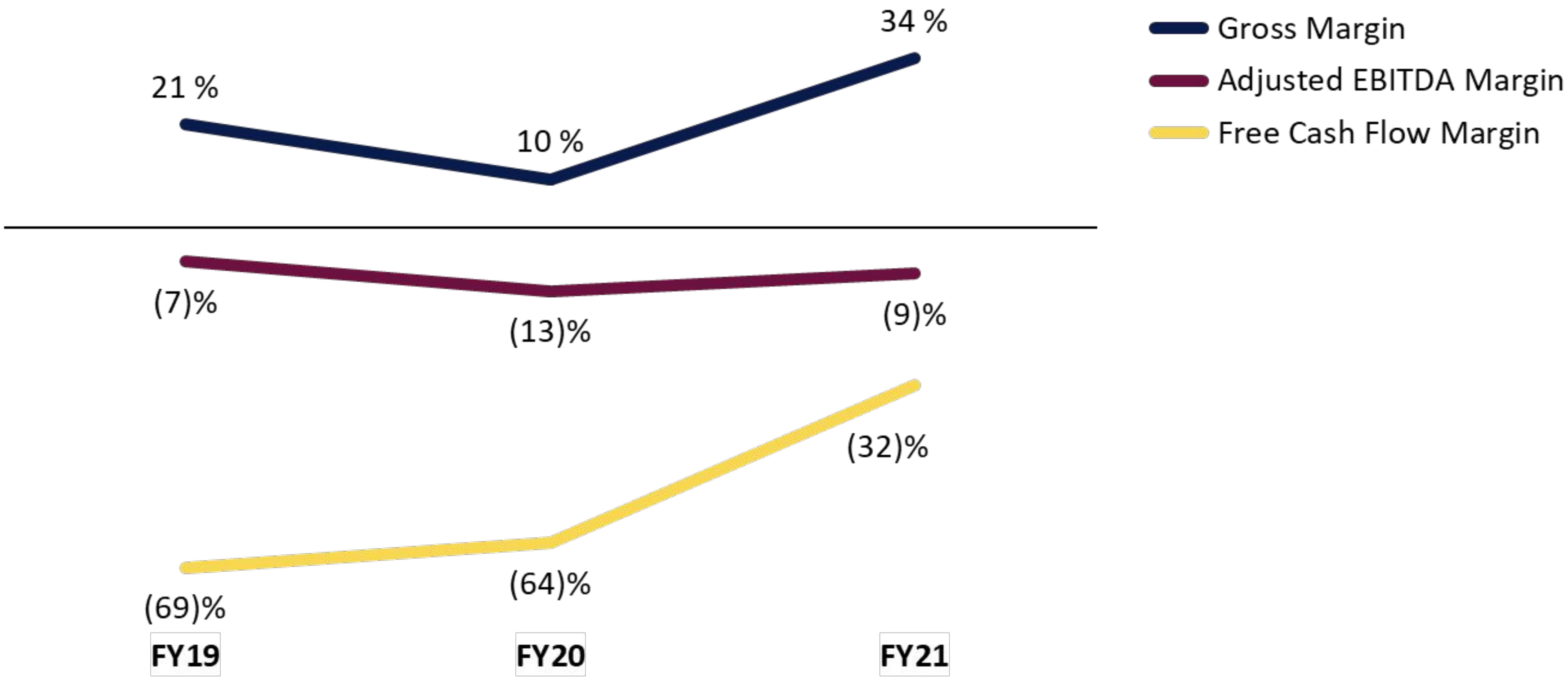
Total Revenue:	\$295M - \$305M
Adjusted EBITDA[1]:	(6)% - (5)% of Revenue
Rental Product Acquired[2]:	~\$60M
Share-based Compensation:	\$28M - \$29M

[1] A reconciliation of Adjusted EBITDA and Adjusted EBITDA margin guidance to the closest corresponding GAAP measure is not available without unreasonable efforts on a forward-looking basis due to the high variability, complexity, and low visibility with respect to the charges excluded from these non-GAAP measures, in particular, depreciation and amortization, write-off of liquidated assets, other (income)/expense, and non-recurring expenses which can have unpredictable fluctuations based on unforeseen activity that is out of our control and/or cannot reasonably be predicted.

[2] Purchases of Rental Product as presented on the Consolidated Statement of Cash Flows may vary from Rental Product Acquired (presented above) due to timing of payments for rental product. Rental Product Acquired reflects the cost of owned rental product received in the period. See appendix for reconciliation of Purchases of Rental Product to Rental Product Acquired.

Appendix

Continuing to Improve Annual Margins



Note: See GAAP to Non-GAAP Reconciliation in appendix. Free cash flow margin defined as net cash used in operating activities plus net cash used in investing activities, as a percentage of total revenue.

Product Acquisition Strategy Has Meaningfully Improved Annual FCF[1]

($ in millions)

Product Costs - Gross Margin Impact

	FY19	FY20	FY21
Product Depreciation	29%	44%	25%
Revenue Share	4%	12%	11%
Total as a % of Revenue [2]	**33%**	**57%**	**35%**

Product Costs - Cash Impact

	FY19	FY20	FY21
Purchases of Rental Product	$118	$55	$31
Revenue Share	$10	$19	$21
Total [2]	**$127**	**$74**	**$52**
Total as a % of Revenue	**50%**	**47%**	**26%**

Product costs are **the most significant component** of our cash consumption

On the P&L, product costs have reduced by ~20% of revenue YoY due to better matching of product with growth of subscribers and revenue, **improving gross margins**

We have **significantly reduced the cash outlay to invest in products**, with FY21 at approximately half of FY19 as a % of revenue, **improving FCF**

[1] Free cash flow defined as net cash used in operating activities plus net cash used in investing activities.
[2] Calculations based on unrounded figures.

Condensed Consolidated Statements of Operations

	Three Months Ended 4/30/22	Three Months Ended 4/30/21	Year Ended 1/31/22	Year Ended 1/31/21
(in millions)				
Total revenue, net	$67.1	$33.5	$203.3	$157.5
Fulfillment	22.9	8.8	61.9	53.0
Technology	13.6	9.7	45.3	37.7
Marketing	8.7	2.6	26.5	8.1
General and administrative	29.2	19.0	104.4	77.2
Rental product depreciation and revenue share	21.7	16.6	71.7	89.0
Other depreciation and amortization	4.2	5.1	19.4	23.0
Total costs and expenses	100.3	61.8	329.2	288.0
Operating loss	(33.2)	(28.3)	(125.9)	(130.5)
Interest income / (expense), net	(9.3)	(14.5)	(53.0)	(46.6)
Other income / (expense) and gains / (losses) [1]	-	0.5	(33.2)	6.0
Income tax benefit / (expense)	-	-	0.3	-
Net loss	$(42.5)	$(42.3)	$(211.8)	$(171.1)
Net loss per share attributable to common stockholders, basic and diluted	$(0.67)	$(3.75)	$(8.51)	$(15.36)
Weighted average basic and diluted shares outstanding	63.4	11.3	24.9	11.1

(1) The year ended 1/31/22 primarily includes a $(24.9) million non-recurring and non-cash loss on warrant liability revaluation, a $(12.2) million loss on debt extinguishment related to the Ares debt paydown upon the IPO, partially offset by $4.0 million of insurance claim proceeds. The year ended 1/31/21 includes $5.0 million of insurance claim proceeds, $1.3 million of proceeds from monetization of tax credits, a $0.4 million gain on warrant revaluation, partially offset by a $(0.6) million loss on debt extinguishment.

Condensed Consolidated Balance Sheets

(in millions)	As Of 4/30/22	As Of 1/31/22
Cash and cash equivalents	$219.0	$247.6
Restricted cash, current	5.0	5.4
Prepaid expenses and other current assets	10.8	11.7
Rental product, net	81.7	76.3
Fixed assets, net	54.0	57.2
Operating lease and other assets	45.5	49.3
Total assets	$416.0	$447.5
Total current liabilities	74.9	68.8
Long-term debt, net	265.2	260.8
Operating lease and other liabilities	41.8	46.8
Total liabilities	$381.9	$376.4
Total stockholders' equity (deficit)	$34.1	$71.1
Total liabilities, redeemable preferred stock and stockholders' equity (deficit)	$416.0	$447.5

Condensed Consolidated Statements of Cash Flows

(in millions)	Three Months Ended 4/30/22	Three Months Ended 4/30/21	Year Ended 1/31/22	Year Ended 1/31/21
Net loss	$(42.5)	$(42.3)	$(211.8)	$(171.1)
Net cash (used in) provided by operating activities	(17.4)	(9.0)	(42.3)	(42.8)
Net cash (used in) provided by investing activities	(10.8)	(1.3)	(22.5)	(58.4)
Net cash (used in) provided by financing activities	(1.6)	17.9	215.2	168.5
Net increase in cash and cash equivalents and restricted cash	(29.8)	7.6	150.4	67.3
Cash and cash equivalents and restricted cash at beginning of period	259.6	109.2	109.2	41.9
Cash and cash equivalents and restricted cash at end of period	$229.8	$116.8	$259.6	$109.2

Selected Cash Flows Detail and Supplemental Cash Flow Information

(in millions)	Three Months Ended 4/30/22	Three Months Ended 4/30/21	Year Ended 1/31/22	Year Ended 1/31/21
INVESTING ACTIVITIES				
Purchases of rental product	$(13.4)	$(4.4)	$(30.8)	$(54.9)
Proceeds from liquidation of rental product	0.6	1.6	5.7	2.4
Proceeds from sale of rental product	4.0	2.8	12.9	17.9
Purchases of fixed and intangible assets	(2.0)	(1.3)	(10.3)	(23.8)
Net cash (used in) provided by investing activities	$(10.8)	$(1.3)	$(22.5)	$(58.4)
SUPPLEMENTAL CASH FLOW INFORMATION				
Rental product received in the prior period	$6.5	$3.6	$3.6	$3.7
Purchases of rental product not yet settled	$(12.7)	$(3.5)	$(6.5)	$(3.6)

Reconciliation of Purchases of Rental Product to Rental Product Acquired

(in millions)	Three Months Ended 4/30/22	Three Months Ended 4/30/21	Year Ended 1/31/22	Year Ended 1/31/21	
Purchases of rental product	$(13.4)	$(4.4)	$(30.8)	$(54.9)	Cost of owned rental product paid for in the period, as presented on the Condensed Consolidated Statements of Cash Flows.
Plus: Purchases of rental product not yet settled	(12.7)	(3.5)	(6.5)	(3.6)	Cost of owned rental product received in the period, but not yet paid for, as presented on the Supplemental Cash Flow Information table.
Plus: Rental product received in the prior period	6.5	3.6	3.6	3.7	Cost of owned rental product paid for in the period, but received in the period immediately preceding, as presented on the Supplemental Cash Flow Information table.
Rental Product Acquired	$(19.6)	$(4.3)	$(33.7)	$(54.8)	Cost of owned rental product received in the period.

Reconciliation of Net Loss to Adjusted EBITDA

(in millions)	Three Months Ended 4/30/22	Three Months Ended 4/30/21	Year Ended 1/31/22	Year Ended 1/31/21	Year Ended 1/31/20
Net loss	$(42.5)	$(42.3)	$(211.8)	$(171.1)	$(153.9)
Interest (income) / expense, net	9.3	14.5	53.0	46.6	24.0
Rental product depreciation	13.6	12.7	50.3	69.9	75.7
Other depreciation and amortization	4.2	5.1	19.4	23.0	21.6
Share-based compensation	5.5	1.9	26.6	8.2	6.8
Write-off of liquidated assets	0.6	1.4	4.8	3.3	4.1
Non-recurring adjustments	0.3	1.0	5.3	4.2	3.8
Income Tax (Benefit) / Expense	-	-	(0.3)	-	(0.2)
(Gain) / loss on warrant liability revaluation, net	-	(0.5)	24.9	(0.4)	-
(Gain) / loss on debt extinguishment, net	-	-	12.2	0.6	-
Other (income) / expense, net	-	-	(3.9)	(6.2)	0.1
Other (gains) / losses	0.2	-	0.3	1.6	-
Adjusted EBITDA	$(8.8)	$(6.2)	$(19.2)	$(20.3)	$(18.0)
Adjusted EBITDA Margin	(13.1)%	(18.5)%	(9.4)%	(12.9)%	(7.0)%

Note: For additional information on each line item see the footnotes to the Adjusted EBITDA reconciliation in our Q1 2022 earnings press release, which is included as ex. 99.1 to our Form 8-K filed with the SEC on June 9, 2022

Reconciliation of Cash Used by Operating Activities to Free Cash Flow

(in millions)	Three Months Ended 4/30/22	Three Months Ended 4/30/21	Year Ended 1/31/22	Year Ended 1/31/21	Year Ended 1/31/20
Net cash (used in) provided by operating activities	$(17.4)	$(9.0)	$(42.3)	$(42.8)	$(37.6)
Purchases of rental product	(13.4)	(4.4)	(30.8)	(54.9)	(117.7)
Proceeds from liquidation of rental product	0.6	1.6	5.7	2.4	3.6
Proceeds from sale of rental product	4.0	2.8	12.9	17.9	19.3
Purchases of fixed and intangible assets	(2.0)	(1.3)	(10.3)	(23.8)	(43.8)
Free Cash Flow	$(28.2)	$(10.3)	$(64.8)	$(101.2)	$(176.2)
Free Cash Flow Margin [1]	(42.0)%	(30.7)%	(31.9)%	(64.3)%	(68.6)%

(1) Free Cash Flow Margin calculated as Free Cash Flow as a percentage of revenue.

Operating Expense Detail

(in millions)	Three Months Ended 4/30/22	Three Months Ended 4/30/21
Technology	$13.6	$9.7
Marketing	8.7	2.6
General and administrative	29.2	19.0
Total operating expenses	$51.5	$31.3
Less: Share-based compensation	5.5	1.9
Total operating expenses excluding share-based compensation	$46.0	$29.4
Operating expenses including share-based compensation as a % of revenue	76.8%	93.4%
Operating expenses excluding share-based compensation as a % of revenue	68.6%	87.8%

Share-based Compensation Details

(in millions)		
Share-based compensation		
Technology	$1.2	$0.4
Marketing	0.2	0.1
General and administrative	4.1	1.4
Total	$5.5	$1.9
Share-based compensation as a % of revenue	8.2%	5.7%