

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended April 30, 2022 OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-37499

BARNES & NOBLE EDUCATION, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

46-0599018
(I.R.S. Employer Identification No.)

120 Mountain View Blvd. Basking Ridge NJ
(Address of Principal Executive Offices)

07920
(Zip Code)

Registrant's Telephone Number, Including Area Code: (908) 991-2665

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Trading Symbol	Name of Exchange on which registered
Common Stock, \$0.01 par value per share	BNED	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant was approximately \$523 million based upon the closing market price of \$10.38 per share of Common Stock on the New York Stock Exchange as of October 30, 2021. As of June 17, 2022, 52,045,951 shares of Common Stock, par value \$0.01 per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for the 2022 Annual Meeting of Stockholders are incorporated by reference into Part III.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES

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DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and information relating to us and our business that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this communication, the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “will,” “forecasts,” “projections,” and similar expressions, as they relate to us or our management, identify forward-looking statements. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this Form 10-K may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

Such statements reflect our current views with respect to future events, the outcome of which is subject to certain risks, including, among others:

- risks associated with public health crises, epidemics, and pandemics, such as the COVID-19 pandemic, including the duration, spread, severity, and any recurrences thereof, and the impact such public health crises have on the overall demand for BNED products and services, our operations, the operations of our suppliers and other business partners, and the effectiveness of our response to these risks;
- general competitive conditions, including actions our competitors and content providers may take to grow their businesses;
- a decline in college enrollment or decreased funding available for students;
- decisions by colleges and universities to outsource their physical and/or online bookstore operations or change the operation of their bookstores;
- implementation of our digital strategy may not result in the expected growth in our digital sales and/or profitability;
- risk that digital sales growth does not exceed the rate of investment spend;
- the performance of our online, digital and other initiatives, integration of and deployment of, additional products and services including new digital channels, and enhancements to higher education digital products, and the inability to achieve the expected cost savings;
- the risk of price reductions or changes in formats of course materials by publishers, which could negatively impact revenues and margin;
- the general economic environment and consumer spending patterns;
- decreased consumer demand for our products, low growth or declining sales;
- the strategic objectives, successful integration, anticipated synergies, and/or other expected potential benefits of various acquisitions, may not be fully realized or may take longer than expected;
- the integration of the operations of various acquisitions into our own may also increase the risk of our internal controls being found ineffective;
- changes to purchase or rental terms, payment terms, return policies, the discount or margin on products or other terms with our suppliers;
- our ability to successfully implement our strategic initiatives including our ability to identify, compete for and execute upon additional acquisitions and strategic investments;
- risks associated with operation or performance of MBS Textbook Exchange, LLC’s point-of-sales systems that are sold to college bookstore customers;
- technological changes;
- risks associated with counterfeit and piracy of digital and print materials;
- our international operations could result in additional risks;
- our ability to attract and retain employees;
- risks associated with data privacy, information security and intellectual property;
- trends and challenges to our business and in the locations in which we have stores;
- non-renewal of managed bookstore, physical and/or online store contracts and higher-than-anticipated store closings;
- disruptions to our information technology systems, infrastructure, data, supplier systems, and customer ordering and payment systems due to computer malware, viruses, hacking and phishing attacks, resulting in harm to our business and results of operations;
- disruption of or interference with third party web service providers and our own proprietary technology;

- work stoppages or increases in labor costs;
- possible increases in shipping rates or interruptions in shipping service;
- product shortages, including decreases in the used textbook inventory supply associated with the implementation of publishers' digital offerings and direct to student textbook consignment rental programs, as well as the risks associated with the impacts that public health crises may have on the ability of our suppliers to manufacture or source products, particularly from outside of the United States;
- changes in domestic and international laws or regulations, including U.S. tax reform, changes in tax rates, laws and regulations, as well as related guidance;
- enactment of laws or changes in enforcement practices which may restrict or prohibit our use of texts, emails, interest based online advertising, recurring billing or similar marketing and sales activities;
- the amount of our indebtedness and ability to comply with covenants applicable to current and /or any future debt financing;
- our ability to satisfy future capital and liquidity requirements;
- our ability to access the credit and capital markets at the times and in the amounts needed and on acceptable terms;
- adverse results from litigation, governmental investigations, tax-related proceedings, or audits;
- changes in accounting standards; and
- the other risks and uncertainties detailed in the section titled "Risk Factors" in *Part I - Item 1A* of this Form 10-K.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those described as anticipated, believed, estimated, expected, intended or planned. Subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements in this paragraph. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this Form 10-K.

AVAILABILITY OF INFORMATION

Our website address is www.bned.com and our Investor Relations website address is investor.bned.com. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (Exchange Act), are filed with the U.S. Securities and Exchange Commission (SEC), which maintains an Internet site at www.sec.gov to access such reports. We are subject to the informational requirements of the Exchange Act and file or furnish reports, proxy statements, and other information with the SEC. Such reports and other information filed by the Company with the SEC are available free of charge on our website at investor.bned.com when such reports are available on the SEC's website. We use our investor.bned.com website as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD. Accordingly, investors should monitor investor.bned.com, in addition to following our press releases, SEC filings and public conference calls and webcasts.

The contents of the websites referred to above are not incorporated into this filing. Further, our references to the URLs for these websites are intended to be inactive textual references only.

PART I

Item 1. BUSINESS

Unless the context otherwise indicates, references to “we,” “us,” “our” and “the Company” refer to Barnes & Noble Education, Inc. or “BNED”, a Delaware corporation. References to “Barnes & Noble College” or “BNC” refer to our subsidiary Barnes & Noble College Booksellers, LLC. References to “MBS” refer to our subsidiary MBS Textbook Exchange, LLC.

Our fiscal year is comprised of 52 or 53 weeks, ending on the Saturday closest to the last day of April. “Fiscal 2022” means the 52 weeks ended April 30, 2022, “Fiscal 2021” means the 52 weeks ended May 1, 2021, and “Fiscal 2020” means the 53 weeks ended May 2, 2020.

OVERVIEW

General

Barnes & Noble Education, Inc. (“BNED”) is one of the largest contract operators of physical and virtual bookstores for college and university campuses and K-12 institutions across the United States. We are also one of the largest textbook wholesalers, inventory management hardware and software providers, and a leading provider of digital education solutions. We operate 1,427 physical, virtual, and custom bookstores and serve more than 6 million students, delivering essential educational content, tools and general merchandise items within a dynamic omnichannel retail environment. Additionally, we offer direct-to-student products and services to help students study more effectively and improve academic performance.

The strengths of our business include our ability to compete by developing new products and solutions to meet market needs, our large operating footprint with direct access to students and faculty, our well-established, deep relationships with academic partners and stable, long-term contracts and our well-recognized brands. We provide product and service offerings designed to address the most pressing issues in higher education, including equitable access, enhanced convenience and improved affordability through innovative course material delivery models designed to drive improved student experiences and outcomes. We offer our *BNC First Day*[®] inclusive access programs, consisting of *First Day* and *First Day Complete*, in which course materials, including both physical and digital content, are offered at a reduced price through a course fee or included in tuition, and delivered to students on or before the first day of class. See *Retail Segment* discussion for additional information. During Fiscal 2022, *First Day* total revenue increased 91% from the prior year period.

We expect to continue to introduce scalable and advanced digital solutions focused largely on the student, expand our e-commerce capabilities and accelerate such capabilities through our merchandising partnership with Fanatics Retail Group Fulfillment, LLC, Inc. (“Fanatics”) and Fanatics Lids College, Inc. (“FLC”) (collectively referred to herein as the “FLC Partnership”), increase market share with new accounts, and expand our strategic opportunities through acquisitions and partnerships. We expect gross general merchandise sales and overall profitability to increase over the long term, as our product assortments continue to emphasize and reflect changing consumer trends, and we evolve our presentation concepts and merchandising of products in stores and online, which we expect to be further enhanced and accelerated through the FLC Partnership. Through this partnership, we receive unparalleled product assortment, e-commerce capabilities and powerful digital marketing tools to drive increased value for customers and accelerate growth of our logo and emblematic general merchandise business. Comparable Store general merchandise sales increased by 76.1%, as compared to a 45.9% decline a year ago. See *Retail Segment* discussion for additional information.

We believe the *Barnes & Noble* brand (licensed from our former parent) along with our subsidiary brands, *BNC* and *MBS*, are synonymous with innovation in bookselling and campus retailing, and are widely recognized and respected brands in the United States. Our large college footprint, reputation, and credibility in the marketplace not only support our marketing efforts to universities, students, and faculty, but are also important to our relationship with leading publishers who rely on us as one of their primary distribution channels, and for being a trusted source for students in our direct-to-student digital solutions business.

Technology-enabled learning is a rapid growth area in the higher education industry, as a growing number of students are enrolling in online services to complement print and digital course materials and classroom activities. We continue to enhance our digital content and services in an efficient, low-cost/high-value manner to complement our course materials business. Through our suite of online services, offered by both Student Brands and *bartleby.com*[®], we provide critical services for students to achieve success throughout their academic journey accessible anytime and anywhere. See *DSS Segment* discussion for additional information.

COVID-19 Business Impact

During Fiscal 2022, our business continued to be significantly negatively impacted by the COVID-19 pandemic. Despite the introduction of COVID-19 vaccines, the pandemic remains highly volatile and continues to evolve. We cannot accurately predict the duration or extent of the impact of the COVID-19 virus, including variants, on enrollments, campus activities, university budgets, athletics and other areas that directly affect our business operations. Although most four year schools

returned to a traditional on-campus environment for learning in the Fall semester, as well as hosted traditional on campus sporting activities, there is still uncertainty about the duration and extent of the impact of the COVID-19 pandemic, including on enrollments at community colleges and by international students, the continuation of remote and hybrid class offerings, and its effect on our ability to source products, including textbooks and general merchandise offerings.

As we entered the Spring rush period in early January 2022, we continued to experience the ongoing effects of COVID-19 with the surge of the Omicron variant further impacting students return to campus and on-campus activities. In early January, while the majority of schools brought students back to campus, some schools chose to conduct classes virtually for the beginning of the semester, while other schools chose to delay their start dates (and some schools both delayed the start of the semester and started classes virtually), thus reducing and/or delaying sales later into the quarter or shifting some sales to our fourth quarter. We will continue to assess our operations and will continue to consider the guidance of local governments and our campus partners to determine how to operate our bookstores in the safest manner for our employees and customers. Please see our *Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Overview* for further discussion.

Segments

We identify our segments in accordance with the way our business is managed (focusing on the financial information distributed) and the manner in which our chief operating decision maker allocates resources and assesses financial performance. We have three reportable segments: Retail, Wholesale and DSS. Additionally, unallocated shared-service costs, which include various corporate level expenses and other governance functions, continue to be presented as "Corporate Services". The following discussion provides information regarding the three segments.

RETAIL SEGMENT

General

The *Retail Segment* operates 1,427 college, university, and K-12 school bookstores, comprised of 805 physical campus bookstores and 622 virtual bookstores. Our bookstores typically operate under agreements with college, university, or K-12 schools to be the official bookstore and the exclusive seller of course materials and supplies, including physical and digital products. The majority of the physical campus bookstores have school-branded e-commerce sites which we operate independently or along with our merchant partners, and which offer students access to affordable course materials and affinity products, including emblematic apparel and gifts. Our physical and virtual bookstores, e-commerce sites and digital platforms serve and interact with the key constituents in our business ecosystem and enable us to act as a key partner for students, universities and publishers.

The Retail Segment offers existing and prospective clients the flexibility of physical, virtual or custom store solutions, which afford students a ship-to-campus option where course materials are conveniently delivered to a centralized campus location. Students have access to the right course materials at the right time, combined with a superior in-house customer service department to help with ordering, delivery, and digital content inquiries. At certain institutions, students also have the flexibility of using financial aid, and proprietary campus debit cards for their course material purchases.

The Retail Segment also offers our *First Day* and *First Day Complete* inclusive access programs, in which course materials, including both physical and digital content, are offered at a reduced price through a course fee or included in tuition, and delivered to students on or before the first day of class. We have entered into several agreements with major publishers, including Cengage Learning, McGraw-Hill Education and Pearson Education, to distribute their digital content through *First Day*. In Fiscal 2022, *First Day* total sales increased by 91% from the prior year. See *First Day Inclusive Access Programs* discussion below. In addition to *First Day* programs, the Retail Segment offers a suite of digital content and services to colleges and universities, including a variety of open education resources ("OER") courseware.

In Fiscal 2022, in the Retail Segment, we signed contracts for 92 new physical and virtual bookstores for estimated first year annual sales of approximately \$128 million, which is generally fully achieved as the store becomes fully-operational in their first full year of operations. On a net basis, we generated \$102 million in net new business, as we looked to prune some under-performing, less profitable stores, and certain other contracts were awarded to competitors. Currently, we estimate that approximately 30% of college and university affiliated bookstores in the United States are operated by their respective institutions. We anticipate an increasing trend towards outsourcing by schools in the campus bookstore market, and we intend to aggressively pursue profitable new business opportunities to grow our Retail business footprint. We evaluate each new contract based on established profitability measures to ensure we maintain a portfolio of profitable accounts. Our ability to offer existing and prospective clients physical, virtual and custom store solutions is a key element of our competitive strategy.

During Fiscal 2020 to Fiscal 2022, our business experienced an unprecedented and significant impact as a result of COVID-19 related campus and school closures. Please see our *Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* for further discussion on the impact of COVID-19 on our business. Many colleges and K-12 schools were required to cease in-person classes in an attempt to limit the spread of the COVID-19 virus and

ensure the safety of their students. Although many academic institutions have reopened, some are providing alternatives to traditional in-person instruction, including online and hybrid learning options and significantly reduced classroom sizes. Overall undergraduate higher education enrollment has been significantly negatively impacted by COVID-19.

As colleges and universities moved to online remote learning, our wholesale operations continued to serve our bookstore and virtual retail customers. Additionally, during the height of the pandemic, our Wholesale operations assumed direct-to-student fulfillment of course material orders for the Retail Segment campus bookstores that were not fully operational due to COVID-19 campus store closures. During Fiscal 2021, our Retail and Wholesale businesses responded very quickly to the store closures, transitioning more than 300 stores to a Custom Store Solutions, or “CSS,” model. Through the CSS model, a customer places their courseware order on a bookstore website, and that order is then directed to the MBS warehouse, which fills and ships the order directly to the customer. This back-end solution is unnoticed by the customer but ensures there is no service delay. It underscores the strength of the virtual and fulfillment capabilities that MBS provides for the company and allows us to support customers through a difficult and uncertain time.

First Day Inclusive Access Programs

We provide product and service offerings designed to address the most pressing issues in higher education, including equitable access, enhanced convenience and improved affordability through innovative course material delivery models designed to drive improved student experiences and outcomes. We offer our *BNC First Day*[®] inclusive access programs, consisting of *First Day* and *First Day Complete*, in which course materials, including both physical and digital content, are offered at a reduced price through a course fee or included in tuition, and delivered to students on or before the first day of class.

- Through First Day, digital course materials are adopted by a faculty member for a single course, and students receive their materials through their learning management system.
- First Day Complete is adopted by an institution and includes all classes, providing students both physical and digital materials. The First Day Complete model drives substantially greater unit sell-through for the bookstore.

Offering courseware sales through our inclusive access First Day and First Day Complete models is a key, and increasingly important strategic initiative of ours to meet the market demands of substantially reduced pricing to students, as well as the opportunity to improve student outcomes, while, at the same time, increasing our market share, revenue and relative gross profits of courseware sales given the higher volumes of units sold in such models as compared to historical sales models that rely on individual student marketing and sales. We expect these programs to allow us to ultimately reverse historical long-term trends in courseware revenue declines, which has occurred at the majority of schools where such programs have been adopted.

Partnership with Fanatics and FLC

In December 2020, we entered into the FLC Partnership. Through this partnership, we receive unparalleled product assortment, e-commerce capabilities and powerful digital marketing tools to drive increased value for customers and accelerate growth of our general merchandise business. Fanatics’ cutting-edge e-commerce and technology expertise offers our campus stores expanded product selection, a world-class online and mobile experience, and a progressive direct-to-consumer platform. Coupled with Lids (FLC’s parent company), the leading standalone brick and mortar retailer focused exclusively on licensed fan and alumni products, our campus stores have improved access to trend and sales performance data on licensees, product styles, and design treatments.

We maintain our relationships with campus partners and remain responsible for staffing and managing the day-to-day operations of our campus bookstores. We also work closely with our campus partners to ensure that each campus store maintains unique aspects of in-store merchandising, including localized product assortments and specific styles and designs that reflect each campus’s brand. We leverage Fanatics’ e-commerce technology and expertise for the operational management of the emblematic merchandise and gift sections of our campus store websites. FLC manages in-store assortment planning and merchandising of emblematic apparel, headwear, and gift products for our partner campus stores.

In December 2020, Fanatics, Inc. and Lids Holdings, Inc. jointly made a strategic equity investment in BNED. On April 4, 2021, as contemplated by the FLC Partnership’s merchandising agreement, we sold our logo and emblematic general merchandise inventory to FLC, which was finalized during the first quarter of Fiscal 2022. As contemplated by the FLC Partnership’s e-commerce agreement, we began to transition certain of our e-commerce sites to Fanatics e-commerce sites for logo and emblematic products during the first quarter of Fiscal 2022. As the logo and emblematic general merchandise sales are fulfilled by FLC and Fanatics, we recognize commission revenue earned for these sales on a net basis in our consolidated financial statements, as compared to the recognition of logo and emblematic general merchandise sales on a gross basis prior to April 4, 2021. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies and Note 5. Equity and Earnings Per Share*.

Contracts

Physical and Custom Campus Bookstore Solutions

We operate 805 physical campus bookstores. Our physical bookstores are typically operated under management agreements with the college or university to be the official college or university bookstore and the exclusive seller of course materials and supplies, including physical and digital products sold in-store, online or through learning management systems. We pay the school a percentage of sales for the right to be the official college or university bookstore and the use of the premises; approximately half of our agreements do not have any minimum guaranteed amount to be paid to our partners. In addition, we have the non-exclusive right to sell all items typically sold in a college bookstore both in-store and online. We also have the ability to integrate the store's systems with the colleges and university's systems in order to accept student financial aid, university debit cards and other forms of payment. Our decentralized management structure empowers local teams to make decisions based on the local campus needs and fosters collaborative working relationships with our partners.

We also offer "Custom Store Solutions", as discussed above, where an institution has a physical on-campus store for general merchandise sales, but course materials are offered virtually and fulfilled direct-to-student (either to an individual address or a central campus pick-up point). Additionally, our virtual-only solutions, discussed below, also have the ability to offer ship-to-campus options.

The physical bookstore management contracts with colleges and universities typically include five-year terms with renewal options and are typically cancellable by either party without penalty with 90 to 120 days' notice. Our campus bookstores have an average relationship tenure of 15 years. From Fiscal 2019 through Fiscal 2022, approximately 90% of these contracts were renewed or extended, often before their termination dates.

Virtual Campus Bookstore Solutions

We operate 622 virtual campus bookstores. Our virtual bookstores operate under a contract with the school as the exclusive online seller of course materials. We operate as the institution's official source of course materials with exclusive rights to book lists and access to online programs that link course materials to the courses offered by the school. Our virtual-only solutions typically ship course materials directly to students, but also have the ability to offer ship-to-campus options.

Virtual bookstore agreements typically have a term that ranges between three to five years, with automatic renewal periods. For the past three years, we have retained over 90% of our contracts annually, with the majority of the contracts being automatically renewed as per the contract terms or renewed before their expiration dates. We pay the school a percentage of sales for the right to be the official college or university bookstore.

We also operate Textbooks.comSM which is one of the largest e-commerce sites for new and used textbooks. This division is primarily for direct-to-student sales.

Customers and Distribution Network

As of April 30, 2022, we operate 805 physical college and university bookstore operations and 622 virtual bookstore operations (407 K-12 virtual stores or 65% and 215 Higher Education virtual stores or 35%) located in the United States, in 50 states and the District of Columbia. Our Retail sales team is organized by specific territory and offer all solutions (physical, virtual or custom store solutions) to public, state, private, community college, trade and technical, for-profit, online education institutions, including K-12 locations, within their respective territories.

Product and Service Offerings

We offer a broad suite of affordable course materials, including new and used print textbooks (which are available for sale or rent), digital textbooks and publisher hosted digital courseware, at our physical and virtual bookstores, as well as directly to students through Textbooks.com. We offer a robust used textbook selection, unique guaranteed buyback program, dynamic pricing, and marketplace offerings.

We service our physical and virtual bookstores with a comprehensive e-commerce experience and a broad suite of affordable course materials. Additionally, our physical campus stores are social and academic hubs through which students can access affordable course materials, along with emblematic apparel and gifts, trade books, technology, school supplies, café offerings, convenience food and beverages, and graduation products. The majority of physical campus stores also have school-branded e-commerce sites which we operate independently or along with our merchant partners, and which offer the same products as the on campus stores.

Product and service offerings include:

- *Course Material Sales and Rentals.* Sales and rentals of course materials are a core revenue driver, and our faculty and student platforms operate as a seamless extension of our partner schools' registration, student information and learning management systems. Students can purchase course materials, including new and used print, eTextbooks, and publisher digital courseware platforms, which are available for sale or rent. We work directly with faculty to ensure the course

materials they have chosen for their courses are available in all required formats before the start of classes. Our wholesale distribution channel enables our Retail Segment to optimize textbook sourcing, so they are able to more efficiently source and distribute a comprehensive inventory of affordable course materials to customers. In Fiscal 2022, we continued to make significant progress in the ongoing rollout of BNC Adoption & Insights Portal (“AIP”), an innovative platform that provides enhanced support for faculty and academic leadership to research, submit and monitor course material selections, further driving affordability and student success.

- *Inclusive Access.* As discussed above, we offer our *BNC First Day*[®] inclusive access programs, consisting of *First Day* and *First Day Complete* in which course materials are offered at a reduced price through a course fee or included in tuition, and delivered to students on or before the first day of class. We have partnered with VitalSource[®], to use their technology to power our *First Day* inclusive access platform, for digitally formatted courseware, allowing us to accelerate and optimize *First Day* implementations. We have entered into several agreements with major publishers, including Cengage Learning, McGraw-Hill Education and Pearson, to provide their digital content through *First Day*. The seamless delivery is made possible by our *First Day* technology and publishers' technology integrations with campus systems. These initiatives provide students, faculty and institutions greater access to more affordable course materials. *First Day* offers the inclusive access model on a class-by-class basis, as adopted by the individual instructors on a campus, as compared to our *First Day Complete* program, in which the entire school adopts the inclusive access model for essentially all of their courses. In Fiscal 2022, *First Day* programs' total sales increased by 91% from the prior year. *First Day Complete* offers the delivery of both digital and physical courseware priced at substantial discounts compared to traditional individual student sales offerings. Offering courseware sales through our inclusive access *First Day* and *First Day Complete* models is a key and increasingly important strategic initiative of ours to meet the market demands of substantially reduced pricing to students while, at the same time, increasing our market share, revenue and relative gross margins of courseware sales given the higher volumes of units sold in such models as compared to historical sales models that rely on individual student marketing and sales.
- *eTextbooks.* We have partnered with VitalSource[®], a global leader in building, enhancing and delivering digital content, on our digital reading platform and digital content catalog. The partnership with VitalSource allows us to use its technology to power our *First Day* inclusive access platform, for digitally formatted courseware, allowing us to accelerate and optimize *First Day* implementations.
- *BNC OER+.* *BNC OER+*, a turnkey solution for colleges and universities, offers advanced, affordable learning materials built on a high-quality foundation of OER and enhanced with digital content that includes videos, activities and auto-graded practice assessments that faculty can easily customize to align with class objectives. *BNC OER+* significantly reduces course material costs for students and is easy for faculty to implement. *BNC OER+* is delivered digitally and can be seamlessly integrated with an institution's campus LMS. Optional print companions of the eTextbook are available to students. In Fiscal 2022, we offered 385 courses, including general education courses, sociology, psychology, economics, business, early childhood and criminal justice. In Fiscal 2022, we had *BNC OER+* sales to over 5,400 students at 51 unique colleges and universities, including technical colleges and online programs.
- *General Merchandise.* For our physical campus bookstores and custom store solutions, we drive general merchandise sales through both in-store and online channels and feature collegiate and athletic apparel, other custom-branded school spirit products, lifestyle products, technology products, supplies, graduation products and convenience items. We continue to see significant growth in our general merchandise e-commerce sales, which has been further bolstered through our FLC Partnership, as discussed above. We have made continued progress in the development of our next generation e-commerce platform, which launched in Fiscal 2021.

We operate 8 True Spirit e-commerce websites, which are dedicated virtual stores that appeal specifically to the alumni and sports fan base. We also operate pop-up retail locations at major sporting events, such as football and basketball games, for our partner colleges and universities. The True Spirit e-commerce websites for athletic branded merchandise and the physical pop-up retail locations continue to build our partner schools' brands through alumni and athletics, fostering school spirit and capturing the excitement of collegiate sports. We utilize event driven direct marketing strategies for events, such as tournament playoffs or homecoming events, to target an online population of students, alumni and sports fans, with emails and search engine marketing.
- *Cafés and Convenience Stores.* At our physical campus locations, we operate 73 customized cafés, featuring Starbucks Coffee[®], as well as regional coffee roasters, and 11 stand-alone convenience stores. Our Café locations and convenience marketplaces offer diverse grab-and-go options including organic, vegan, gluten-free and regional fresh food products. These offerings increase traffic and time spent in our physical stores. As market needs change, we are adapting our model to include more grab-and-go pre-packed fresh food items, simplified menus to reduce food waste and new technology to reduce operating complexity and make the customer experience more efficient.
- *Brand Partnerships.* Through our unique relationship with students, colleges and universities, and our premier position on campus and online, we operate as a media channel for brands looking to target the college demographic, and derive

revenue from these marketing programs. We also focus on promoting lifestyle products to students and faculty by promoting various brands to connect on a much more personal level. We create strategic, integrated campaigns which include research, email, social media, display advertising, on-campus events, signage, and sampling. Our client list includes brands such as Capital One, College Ave, DirecTV, Dell, Medify Air, Samsung, Shutterfly, The Wall Street Journal, United Airlines, and Verizon. Revenue from these services have higher margin rates due to the relatively low incremental cost structure to provide these services.

Merchandising and Supply Chain Management

Our purchasing procedures vary based on type of bookstore (physical or virtual) and by product type (i.e., course materials, general merchandise or trade books).

Course Materials and Trade Books

Purchases are made at the bookstore level with strategic corporate oversight to determine purchase quantities and maintain appropriate inventory levels. After titles are adopted for an upcoming term, we determine how much inventory to purchase based on several factors, including student enrollment and the previous term's course material sales history. For physical campus bookstores, we use an automated sourcing system to determine if another store has the necessary new or used textbooks on hand and may transfer the inventory to the appropriate store.

The Retail Segment fulfillment order is directed first to our wholesale business before other sources of inventory are utilized. Our wholesale business significantly increases our textbook supply at competitive prices, as well as our ability to liquidate non-returnable inventory. Our broad wholesale distribution channel and warehousing systems also drive inventory efficiencies by using real-time information regarding title availability, edition status and market prices, allowing the Retail Segment to optimize its course material sourcing and purchasing processes.

After internal sourcing, the bookstore purchases remaining inventory needs from outside suppliers and publishers. For course material sales and rentals, we utilize sophisticated inventory management platforms to manage pricing and inventory across all stores. Our primary suppliers of new textbooks are publishers, including Pearson Education, Cengage Learning, McGraw-Hill Education, Macmillan Learning, and John Wiley & Sons. Both unsold textbooks and trade books are generally returnable to publishers for full credit. Our primary suppliers of used textbooks are students, through returns of previously rented and purchased books. We offer a "Cash for Books" program in which students can sell their books back to the physical or virtual bookstore at the end of the semester, typically in December and May. Students typically receive up to 50% of the price they originally paid for the book if it has been adopted for a future class or the current wholesale price if it has not. Recently, the impact of fewer students on campus due to COVID-19 has significantly impacted our on-campus buyback programs which supplies Wholesale's used textbook inventory for future selling periods.

The larger physical bookstores feature an expanded selection of trade books (general reading). Merchants meet with publishers on a regular basis to identify new titles and trends to support this changing business.

General Merchandise

General merchandise vendors and product selection is driven by our central merchant organization that is responsible for curating the overall product assortment for the academic year, as well as in partnership with FLC for logo and emblematic general merchandise. Benchmarks are established across school type, region and the demographics of each of our schools to allow for store level insights and customization for a product assortment that is unique to address the needs of each school that we serve. Our ability to support and promote our partner schools' brands strengthens our relationships with the administration, faculty, alumni, fans, parents and students.

Our ability to source school supplies and general merchandise sold in our campus bookstores, including technology-related products and emblematic clothing is impacted by broader macro-economic global supply chain issues.

Customer Engagement and Marketing

Campus Community

Our campus relationships and contractual agreements allow us to seamlessly integrate into the college and university community. With direct access to our customer base through both physical and digital channels, we drive awareness, revenue and loyalty for the schools that we serve. We actively market and promote to all segments of our customer base for our physical and virtual bookstores, as well as *Textbooks.com*. We develop fully-integrated marketing programs to drive engagement with the students, parents, alumni and fans to promote all of our product and services, with a focus on academic course material needs, as well as school spirit, supply, graduation and technology categories. Textbooks.com marketing strategies target an online population of students, lifelong learners, parents and general textbook shoppers through a variety of channels including email, search engine marketing and affiliate marketing.

We have robust research capabilities that keep us ahead of the rapidly changing needs and behaviors of our customers, which allow us to proactively respond with relevant and dynamic solutions. Our Barnes & Noble College Insights® platform

connects us to a community of over 11,000 students who help guide and inform our strategies and direction. In addition, we expect to benefit from the FLC Partnership for insights on logo and emblematic merchandise, brand selection and style preferences, as FLC may be able to identify certain retail trends for similar age demographics at their 1,100 Lids retail locations. We believe Lids has its finger on the pulse of the buyer behavior of the 12-20 year old student consumer to identify and act on trends prior to other retailers.

Our customizable technology delivers a seamless experience providing students and faculty with the ability to research, locate and purchase the most affordable course materials. Our platforms include single sign-on (“SSO”), student information system integration, registration integration, learning management system integration, real-time financial aid platform, point of sale platform and course fee solutions. Through our fully-integrated purchasing process, students can purchase their course materials in-store, online, or when registering for classes.

Faculty and School Administrators

We support faculty and academic leadership with our proprietary online platform which allows content search, discovery and course material adoption, enabling them to offer course materials that are both relevant and affordable for their students.

Seasonality

Our retail business is highly seasonal, with the major portion of sales and operating profit realized during the second and third fiscal quarters, when college students generally purchase and rent textbooks for the upcoming semesters. Revenue from the rental of physical textbooks is deferred and recognized over the rental period commencing at point of sale. Revenue from the rental of digital textbooks is recognized at time of sale.

WHOLESALE SEGMENT

General

The *Wholesale Segment* is comprised of the wholesale and virtual retail fulfillment, and support operations of our MBS subsidiary. The Wholesale Segment enables the Company to generate more value from the textbook marketplace through inventory and procurement synergies. Since our acquisition of MBS in 2017, we have achieved certain operational and cost synergies by our ongoing integration of various activities and functions, such as new business sales, inventory management, customer support, and information technology support, amongst other activities.

We are one of the largest textbook wholesalers in the country, providing a comprehensive selection of new and used textbooks at a lower cost of supply to approximately 3,100 physical bookstores, including our Retail Segment's 805 physical campus bookstores. Our wholesale business also sources and distributes new and used textbooks to our 622 virtual bookstores. Additionally, through our Wholesale Segment, we sell hardware and a software suite of applications that provides inventory management and point-of-sale solutions to approximately 350 college bookstores.

As discussed in the *Overview* above, our business experienced an unprecedented and significant impact as a result of COVID-19 related campus and school closures. As colleges and universities moved to online remote learning, our wholesale operations continued to serve our bookstore and virtual retail customers. Additionally, the Wholesale operations assumed direct-to-student fulfillment of course material orders for the Retail Segment campus bookstores that were not fully operational due to COVID-19 campus store closures. Together, our Retail and Wholesale businesses responded very quickly to the store closures during Fiscal 2021, transitioning more than 300 stores to a Custom Store Solutions, or “CSS,” model. Through the CSS model, a customer places their courseware order on a bookstore website, and that order is then directed to the MBS warehouse, which fills and ships the order directly to the customer. This back-end solution is unnoticed by the customer but ensures there is no service delay. It underscores the strength of the virtual and fulfillment capabilities that MBS provides for the company and allowed us to support customers through a difficult and uncertain time.

Product and Service Offerings

Product and Service offerings include:

- *Wholesale Textbook Distribution.* Our large inventory of used textbooks consists of approximately 280,000 textbook titles in stock, and utilizes a highly automated distribution facility that is capable of processing over 21 million textbooks annually.

Additionally, we are a national distributor for rental textbooks offered through McGraw-Hill Education's consignment rental program (which includes approximately 860 titles) and Pearson Education's consignment rental program (which includes approximately 698 titles). Through our centrally located, advanced distribution center, we offer the seamless integration of these consignment rental programs and centralized administration and distribution to 1,644 stores, including the Retail Segment stores. These consignment rental programs are available to our wholesale customers, including institutionally run and contract managed campus bookstores, as well as our physical and virtual bookstores.

- *Wholesale Inventory Management, Hardware and POS Software.* We sell hardware and a software suite of applications that provides inventory management and point-of-sale solutions to approximately 350 college bookstores. We provide on-site installation for point-of-sale terminals and servers, and offer technical assistance through user training and our support center facility. The cost savings and ease of deployment ensure clients get the most out of their management systems and create strong customer loyalty.

Supply Chain Management

An extensive national sales force secures a steady supply of high demand used textbooks, which is critical to the success of the wholesale business. A primary supplier of used textbooks are students, through the return of previously rented and purchased books to their campus bookstore. We purchase new and used textbooks from our physical and virtual bookstores, other bookstore operators, institutional bookstores, book dealers, publishers, other distributors and other wholesalers. We offer a “Cash for Books” program in which students can sell their books back to the store at the end of the semester, typically in December and May. Recently, the impact of fewer students on campus due to COVID-19 has significantly impacted our on-campus buyback programs which supply Wholesale’s used textbook inventory for future selling periods. Our ability to source new and used textbooks is also impacted by broader macro-economic global supply chain issues.

Our broad wholesale distribution channel and warehousing systems also drives inventory efficiencies, allowing us to optimize our textbook sourcing, purchasing and liquidation processes. We leverage our wholesale distribution channel and warehousing systems to more efficiently source and distribute a robust, comprehensive inventory of affordable course materials to our bookstore customers. Through our proprietary Database Buying Guide, we have access to the best maintained, most accurate, and most complete source of college textbook information available - a key asset that allows us to develop superior supply and demand insights and risk management capabilities.

Customer Marketing Strategies

We have developed deep relationships with our wholesale customer base as a result of our substantial inventory of used textbooks, a comprehensive catalog of textbooks, and superior service and systems support. We continue to maintain a portfolio of profitable accounts, given the demand for used and new textbooks has historically been greater than the available supply.

Seasonality

Our wholesale business is highly seasonal, as a major portion of sales and operating profit is realized during the first, second and third fiscal quarters, when textbooks are sold for retail distribution.

DIGITAL STUDENT SOLUTIONS SEGMENT

General

The *Digital Student Solutions (“DSS”) Segment* provides a suite of supplemental learning and study tools that are intended to complement the work that happens in classrooms and tutoring centers on campus. These resources, available 24 hours a day, 7 days a week, enable students to get the support they need when they need it. DSS is comprised of the operations of Student Brands, LLC, a leading direct-to-student subscription-based writing services business, and *bartleby*[®], a direct-to-student subscription-based offering providing textbook solutions, expert questions and answers, writing and tutoring services.

We offer these online solutions to students via the internet, and market our offerings directly to students in our physical and virtual bookstore footprint and nationally to students through search engine optimization. Our physical and virtual bookstore footprint, and associated student relationships, present a sizable addressable market for our digital products and services.

We continue to expand our ecosystem of products and services through our own internal development, as well as by partnering with other companies to provide products and services designed to improve student success and outcomes.

Customers and Service Offerings

Student Brands

Student Brands provides writing services in a direct-to-student subscription-based model. Subscription revenue is deferred and recognized over the service period. Student Brands also generates revenue from digital advertisements.

Student Brands has a community of online learners, across its digital properties, which include *bartleby.com*, *123HelpMe.com*, *PaperRater.com* and *StudyMode.com* in the United States and *TrabalhosFeitos.com*, *Etudier.com* and *Monografias.com* in Brazil, France and Mexico, respectively.

Student Brands addresses writing pain points; students can search for a topic, develop an outline, and access authenticity technology. The content database allows students to leverage academic resources and references, with millions of essays across 4 languages. Student Brands utilizes deep data analytics and artificial intelligence to drive its content management system, the

“Content Brain” which is also leveraged across the *bartleby* service offering. The study tools supplement the student’s learning ecosystem by assisting across multiple subjects and varied assignments on a digital platform.

bartleby

Bartleby is a central offering in our direct-to-student digital products and services, accessible anytime and anywhere. The *bartleby* product offerings consist of *bartleby+*TM, *bartleby learn*TM, *bartleby write*TM, and the recently launched *bartleby institutional*TM, which together comprised millions of textbook solutions, question and answer solutions, as well as 24/7 virtual writing assistant that helps students with spelling, grammar, citation building across various formats, plagiarism checks, essay building guideposts, preliminary scoring of essay quality and grade level.

We offer these products to students and market our offerings directly to institutions, as well as in our physical and virtual bookstore footprint and online through search engine optimization. We provide these services in a subscription-based model. Subscription revenue is deferred and recognized over the service period.

Customer Marketing Strategies

The ability to address student needs and help improve their success in the classroom and beyond through the *bartleby* suite of solutions is central to our marketing strategy. We are uniquely positioned to do so by leveraging our bookstore relationships, both physical and virtual, to help accelerate the adoption of our digital products and services. By leveraging our physical and virtual bookstore footprints among students and faculty of both K-12 schools and higher education institutions, we have substantially more opportunities to engage and market to this audience. Our digital marketing efforts are also complemented by leveraging our search engine optimization efforts and through marketing investment in a multi-channel approach that includes other channels such as search engine marketing (“SEM”). For *bartleby* homework solutions and writing services utilizing marketing and promotional offers, both within our managed bookstore footprint and nationally to students, representing a small percentage of the total addressable market opportunity.

Seasonality

Revenues and operating profit are realized relatively consistently throughout the year, although quarterly results may fluctuate depending on the timing of the start of the various schools' semesters.

COMPETITION

We operate within a competitive and rapidly changing business environment, and each of our lines of business face competition for the products and services they offer. As it relates to our full service campus bookstore operations, Follett is the primary competitor for institutional contracts. We also compete with other vendors for mostly smaller accounts, including BBA Solutions, Texas Book Company, and Slingshot. Our online/virtual course material store operations primarily face competition from eCampus and Akademos, and on occasion, Ambassador Educational Solutions. We also face competition from direct-to-student course material channels, including Amazon, Chegg.com, publishers (e.g., Cengage Learning, Pearson Education and McGraw-Hill Education) that bypass the retail distribution channel by selling directly to students and institutions and other third-party websites and/or local bookstores. We face competition from eTextbook/digital content providers VitalSource Technologies, Inc. and Red Shelf, which offer independent bookstores a catalog of digital content and distribution services and also have direct-to-student selling channels for digital materials.

Competitors for institutional contracts for our café and convenience general merchandise offerings include Sodexo and Aramark. Our general merchandise business also faces competition from direct-to-student sales from Walmart, Amazon, Dick’s Sporting Goods, other third-party online retailers, physical and online office supply stores and local and national retailers that offer college-themed and other general merchandise.

Competitors for our wholesale new and used textbook inventory and distribution include Amazon, BBA Solutions, Nebraska Book Company and Texas Book Company.

Our DSS Segment faces competition from other digital student solutions providers including Chegg.com, CourseHero, Grammarly, and Quizlet. As we develop a wider range of products and services, our competitive landscape will change and include other competitors in the broader student services market.

TRENDS AND OTHER BUSINESS CONDITIONS AFFECTING OUR BUSINESS

The market for educational materials continues to undergo significant change. As tuition and other costs rise, colleges and universities face increasing pressure to attract and retain students and provide them with innovative, affordable educational content and tools that support their educational development.

Current trends, competition and other factors affecting our business include:

- *Overall Economic Environment, College Enrollment and Consumer Spending Patterns.* Our business is affected by the impact of the COVID-19 pandemic, the overall economic environment, funding levels at colleges and universities, by changes in enrollments at colleges and universities, and spending on course materials and general merchandise.
 - *Impact of the COVID-19 Pandemic:* The COVID-19 pandemic has materially and adversely impacted certain segments of the U.S. economy, with legislative and regulatory responses including unprecedented monetary and fiscal policy actions across all sectors, and there is significant uncertainty as to timing of stabilization and recovery, including the ability to gain adequate herd-immunity levels through vaccine programs and their resilience to future virus variants. Many colleges and K-12 schools have been required to cease in-person classes in an attempt to limit the spread of the COVID-19 virus and ensure the safety of their students. Although many academic institutions have reopened, some are providing alternatives to traditional in-person instruction, including online and hybrid learning options and significantly reduced classroom sizes. While many athletic conferences resumed their sport activities, other events, such as parent and alumni weekends and prospective student campus tour activities, may still have been curtailed. Additionally, our business, like many others has been affected by the challenging labor market and the ability to recruit employees.
 - *Economic Environment:* Retail general merchandise sales are subject to short-term fluctuations driven by the broader retail environment and other economic factors, such as interest rate fluctuations and inflationary considerations. The broader macro-economic global supply chain issues have impacted our ability to source textbooks, school supplies and general merchandise sold in our campus bookstores, including technology-related products and emblematic clothing. A significant reduction in U.S. economic activity could lead to decreased consumer spending.
 - *Enrollment Trends.* The growth of our business depends on our ability to attract new customers and to increase the level of engagement by our current student customers. We continue to see downward enrollment trends. Enrollment trends, specifically at community colleges, generally correlate with changes in the economy and unemployment factors, e.g., low unemployment tends to lead to low enrollment and higher unemployment rates tend to lead to higher enrollment trends, as students generally enroll to obtain skills that are in demand in the workforce. Enrollment trends have been negatively impacted overall by COVID-19 concerns at physical campuses. Additionally, enrollment trends are impacted by the dip in the United States birth rate resulting in fewer students at the traditional 18-24 year-old college age. Online degree program enrollments continue to grow, even in the face of declining overall higher education enrollment.
- *Increased Use of Online and Digital Platforms as Companions or Alternatives to Printed Course Materials.* Students and faculty can now choose from a wider variety of educational content and tools than ever before, delivered across both print and digital platforms.
- *Increasing Costs Associated with Defending Against Security Breaches and Other Data Loss, Including Cyber-Attacks.* We are increasingly dependent upon information technology systems, infrastructure and data. Cyber-attacks are increasing in their frequency, sophistication and intensity, and have become increasingly difficult to detect. We continue to invest in data protection, including insurance, and information technology to prevent or minimize these risks and, to date, we have not experienced any material service interruptions and are not aware of any material breaches.
- *Distribution Network Evolving.* The way course materials are distributed and consumed is changing significantly, a trend that is expected to continue. The market for course materials, including textbooks and supplemental materials, is intensely competitive and subject to rapid change.
 - *Disintermediation.* We are experiencing growing competition from alternative media and alternative sources of textbooks and other course materials. In addition to the official physical or virtual campus bookstore, course materials are also sold through off-campus bookstores, e-commerce outlets, digital platform companies, publishers, including Cengage, Pearson and McGraw Hill, bypassing the bookstore distribution channel by selling or renting directly to students and educational institutions, and student-to-student transactions over the Internet.
 - *Supply Chain and Inventory.* Since the demand for used textbooks has historically been greater than the available supply, our financial results are highly dependent upon Wholesale's ability to build its textbook inventory from suppliers in advance of the selling season. Recently, the impact of fewer students on campus due to COVID-19 has significantly impacted our on-campus buyback programs which supplies Wholesale's used textbook inventory for future selling periods. Some textbook publishers have begun to supply textbooks pursuant to consignment or rental programs which could impact used textbook supplies in the future. Additionally, Wholesale is a national distributor for rental textbooks offered through McGraw-Hill Education's and Pearson Education's consignment rental program, both of which are relatively nascent. The broader macro-economic global supply chain issues may also impact our ability to

source school supplies and general merchandise sold in our campus bookstores, including technology-related products and emblematic clothing.

- *Price Competition.* In addition to the competition in the services we provide to our customers, our textbook and other course materials business faces significant price competition. Students purchase textbooks and other course materials from multiple providers, are highly price sensitive, and can easily shift spending from one provider or format to another.
- *A Large Number of Traditional Campus Bookstores Have Yet to be Outsourced.*
 - *Outsourcing Trends.* We continue to see the trend towards outsourcing in the campus bookstore market and also continue to see a variety of business models being pursued for the provision of course materials (such as inclusive access programs and publisher subscription models) and general merchandise.
 - *New and Existing Bookstore Contracts.* We expect awards of new accounts resulting in new physical and virtual store openings will continue to be an important driver of future growth in our business. We also expect that certain less profitable or essential bookstores we operate may close. Such stores could be included in contracts for stores we operate that may be deemed non-essential; and such stores could be operated by others or independently by schools. The scope of any such store closures remains uncertain, although we are not aware, at this time, of any significant volume of stores which we operate that are likely to close or have informed us of upcoming closures.

GOVERNMENT LAWS AND REGULATIONS

We are subject to a number of laws and regulations that affect companies conducting business on the Internet and in the education industry, many of which are still evolving and could be interpreted in ways that could harm our business. For example, we often cannot be certain how existing laws and regulations, or new laws and regulations, will apply in the e-commerce and online context, including, but not limited to such topics as privacy, antitrust, credit card fraud, advertising, taxation, sweepstakes, promotions, content regulation, financial aid, scholarships, student matriculation and recruitment, quality of products and services and intellectual property ownership and infringement.

Numerous laws and regulatory schemes have been adopted at the national and state level in the United States, and in some cases internationally, that have a direct impact on our business and operations. For example:

The Controlling and Assault of Non-Solicited Pornography and Marketing Act of 2003 (“CAN-SPAM Act”) and similar laws adopted by most U.S. states, which pertain directly or indirectly to commercial email, regulate unsolicited commercial emails, create criminal penalties for emails containing fraudulent headers and control other abusive online marketing practices. Similarly, the U.S. Federal Trade Commission (“FTC”) has guidelines that impose responsibilities on us with respect to communications with consumers and impose fines and liability for failure to comply with rules with respect to advertising or marketing practices they may deem misleading or deceptive.

The Telephone Consumer Protection Act of 1991 (“TCPA”) restricts telemarketing and the use of automated telephone equipment. The TCPA limits the use of automatic dialing systems, artificial or prerecorded voice messages, SMS text messages and fax machines. It also applies to unsolicited text messages advertising the commercial availability of goods or services. Additionally, a number of states have enacted statutes that address telemarketing. For example, some states, such as California, Illinois and New York, have created do-not-call lists. Other states, such as Oregon and Washington, have enacted “no rebuttal statutes” that require the telemarketer to end the call when the consumer indicates that he or she is not interested in the product being sold. Restrictions on telephone marketing, including calls and text messages, are enforced by the FTC, the Federal Communications Commission, states and through the availability of statutory damages and class action lawsuits for violations of the TCPA.

The Restore Online Shopper Confidence Act (“ROSCA”), and similar state laws, impose requirements and restrictions on online services that automatically charge payment cards on a periodic basis to renew a subscription service, if the consumer does not cancel the service.

Laws and regulations related to the Program Participation Agreement of the U.S. Department of Education, which define the terms and conditions that an institution must meet to begin and continue participation in the Title IV federal student aid programs, and other similar laws regulate the recruitment of students to colleges and other institutions of higher learning.

The Digital Millennium Copyright Act (“DMCA”) provides relief for claims of circumvention of copyright protected technologies and includes a safe harbor intended to reduce the liability of online service providers for hosting, listing or linking to third-party content that infringes copyrights of others.

The Communications Decency Act provides that online service providers will not be considered the publisher or speaker of content provided by others, such as individuals who post content on an online service provider’s website.

The Company is subject to certain laws relating to the collection, use, retention, security and transfer of personal information. In many cases, these laws and regulations apply to not only third-party transactions, but also may impact transfers of personal information among the company and its affiliates. For example:

The General Data Protection Regulation (“GDPR”), became effective on May 18, 2018. This European Union (“EU”) law governing data practices and privacy applies to all of our activities conducted from an establishment in the EU or related to certain of our products and services offered in the EU, and imposes a range of new compliance obligations regarding the handling of personal data.

The California Consumer Privacy Act (“CCPA”), became effective on January 1, 2020, with enforcement commencing on July 1, 2020. CCPA provides consumers the right to know what personal data companies collect, how it is used, and the right to access, delete and opt out of sale of their personal information to third parties. It also expands the definition of personal information and gives consumers increased privacy rights and protections for that information. The CCPA also includes special requirements for California consumers under the age of 16.

The California Privacy Rights Act (“CPRA”) took effect on December 16, 2020, but most provisions of CPRA will not become operative until January 1, 2023. CPRA amends and adds to CCPA by strengthening rights of California consumers, further restricting business use of consumer personal information, and establishing a new government agency for enforcement.

The Virginia Consumer Data Protection Act (“VCDPA”), similar in scope to CCPA, will also go into effect on January 1, 2023. VCDPA is the second U.S. state-level consumer privacy law after CCPA, but unlike California, will not apply to employees and business contacts, nor provide for a private right of action. VCDPA also defines the “sale” of personal information narrowly, including only exchanges for monetary consideration.

Colorado is the third state to enact a comprehensive data privacy statute, the Colorado Privacy Act (“CPA”). CPA takes effect on July 1, 2023. Although similar in scope to VCDPA, CPA defines “sale” of personal information in the same manner as CCPA, which includes any exchange for monetary or any other valuable consideration.

The fourth U.S. state privacy law to be enacted, the Utah Consumer Privacy Act (“UCPA”), is somewhat narrower in scope than other state privacy laws, and adopts the VCDPA’s definition of “sale” of personal information. UCPA goes into effect on December 31, 2023.

On April 29, 2022, the Connecticut General Assembly advanced a bill that is likely to become the fifth state privacy law in the U.S. The Connecticut bill, which resembles UCPA, CPA and VCDPA, would take effect on July 1, 2023. In the absence of federal consumer privacy legislation, at least ten other U.S. states have active privacy legislation bills pending.

HUMAN CAPITAL

Overview

As of April 30, 2022, we had approximately 4,600 domestic employees, of which approximately 3,000 were full-time and the remaining were regularly scheduled part-time employees, and approximately 270 full-time international employees. In addition, we employed approximately 7,200 temporary and seasonal domestic employees during peak periods during Fiscal 2022. Of our approximate 3,200 full-time employees, 2,620 work in our Retail Segment, 210 work in our Wholesale Segment, 340 work in our Digital Student Solutions Segment and 30 work in corporate support functions. Our employees are not represented by unions, except for 11 employees. We believe that our relationship with our employees is good.

Personnel recruitment and training

We believe our continued success is dependent in part on our ability to attract, retain and motivate quality employees. Our success depends on our ability to promote and recruit qualified corporate personnel, regional and store managers and full-time and part-time store employees. Regional managers are primarily responsible for recruiting new store managers, while store managers are responsible for the hiring and training of store employees. Many of our part-time retail store employees are students attending the colleges and universities we serve. To attract and retain motivated and talented people, we look for opportunities to promote from within the Company.

We invest in our employees through structured training programs that offer all employees opportunities for development. We create, manage, or offer a large collection of courses for employees that cover a range of subjects such as goal setting, how to be an effective leader, situational leadership, and effective communication.

Compensation and benefits

We are committed to providing competitive pay and benefits to our employees. Corporate and store management, including store directors, regional managers and store managers, are compensated with base pay plus annual bonuses based on performance. We also offer equity awards to employees in several levels of management. Non-management employees are compensated on an hourly basis in addition to periodic contests and rewards. Many of our employees participate in one of our

various incentive programs, which provide the opportunity to receive additional compensation based upon department or Company performance. We also provide our eligible employees the opportunity to participate in a 401(k) retirement savings plan which includes a 100% Company match of the employee's elective contributions up to 4% of eligible compensation. We offer a competitive benefits package for eligible employees and an employee discount on merchandise purchased from our stores.

We also offer an employee assistance program that provides employees and their family members immediate support and guidance, including access to free short-term licensed counseling services, as well as assessments and referrals for further services. Employees have 24-hour access by phone and through an interactive website to find information and resources for hundreds of everyday work and life issues, search for clinicians, submit online service requests and participate in interactive, customizable self-improvement programs.

Inclusion and Diversity

We are focused on creating an inclusive culture and a diverse employee base to better serve our diverse customer base. We provide programming to our employees on inclusion and diversity topics. Approximately, 64% of our full-time and part-time domestic employees identify as women and approximately 33% identify as ethnically diverse.

We have required all employees to complete training aimed at preventing harassment and discrimination and will be adding training in Fiscal 2023 regarding inclusion and diversity and unconscious bias. We have also created a D&I taskforce and engaged an outside consultant to evaluate current practices and impressions and assist us in educating employees on aspects of diversity and inclusion about which they may not have been aware.

Safety

Employee safety is a top priority. We have developed policies to ensure the safety of each employee and compliance with Occupational Safety and Health Administration ("OSHA") standards. In response to the COVID-19 pandemic, we implemented measures to protect our employees and our customers consistent with OSHA standards and Centers for Disease Control and Prevention ("CDC") guidelines such as temporary store closures, increased sanitization efforts at our stores, distribution centers and headquarters offices, limiting travel, physical distancing, adopting a mask policy for all customers and employees, and remote work arrangements for the majority of non-retail employees.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following sets forth information regarding our executive officers, including their positions (ages as of June 29, 2022):

Name	Age	Position
Michael P. Huseby	67	Chief Executive Officer and Director
Thomas D. Donohue	52	Executive Vice President, Chief Financial Officer
David G. Henderson	64	Executive Vice President, Strategic Services, and President, MBS Textbook Exchange, LLC
Michael C. Miller	50	Executive Vice President, Corporate Development & Affairs, Chief Legal Officer, and Secretary
David W.B. Nenke	56	Executive Vice President, Consumer Digital and President, Digital Student Solutions
Seema C. Paul	58	Senior Vice President, Chief Accounting Officer
Jonathan Shar	53	Executive Vice President, BNED Retail and President, Barnes & Noble College Booksellers, LLC

Michael P. Huseby, age 67, serves as our Chief Executive Officer and a member of the Board of Directors. He was a member of the Board of Directors of Barnes & Noble from January 2014 and served as the Chief Executive Officer of Barnes & Noble until the complete legal and structural separation of the Company from Barnes & Noble on August 2, 2015. Mr. Huseby was elected to the Board of Directors of the Company and was appointed Executive Chairman effective August 2, 2015. Effective September 19, 2017, Mr. Huseby became Chief Executive Officer of the Company in addition to his role as Chairman of the Board of Directors. Mr. Huseby served as Chairman of the Board of Directors of the Company from August 2, 2015 to June 25, 2022. Previously, Mr. Huseby was appointed President of Barnes & Noble in July 2013, and Chief Financial Officer of Barnes & Noble in March 2012. From 2004 to 2011, Mr. Huseby served as Executive Vice President and Chief Financial Officer of Cablevision Systems Corporation, a leading telecommunications and media company, which was acquired by the Altice Group in June 2016. He served on the Cablevision Systems Corporation Board of Directors in 2000 and 2001. Prior to joining Cablevision, Mr. Huseby served as Executive Vice President and Chief Financial Officer of Charter Communications, Inc., a large cable operator in the United States. Mr. Huseby served on the Board of Directors of Charter Communications from May 2013 through May 2016. Mr. Huseby served as Executive Vice President, Finance and Administration, of AT&T Broadband, a leading provider of cable television services from 1999 to 2002, when it was sold to Comcast Corporation. In

addition, Mr. Huseby spent over 20 years at Arthur Andersen, LLP and Andersen Worldwide, S.C., where he held the position of Global Equity Partner serving a myriad of clients, including a number of large publicly-traded companies. Mr. Huseby served on the Board of Directors of CommerceHub, Inc., a cloud-based e-commerce fulfillment and marketing software platform company previously listed on Nasdaq, from July 2016 until May 2018 with his tenure ending upon the consummation of the sale of CommerceHub to financial sponsors. While on the Board of CommerceHub, Mr. Huseby served as chair of the Audit Committee and as a member of the Compensation Committee.

Thomas D. Donohue, age 52, serves as our Executive Vice President, Chief Financial Officer. In this role he is responsible for overseeing accounting, tax and enterprise risk management, internal audit, treasury and investor relations. Previously, he served as Senior Vice President, Treasurer and Investor Relations for the Company since 2015. Prior to joining Barnes & Noble Education, Mr. Donohue served as Treasurer of Barnes & Noble, Inc. since June 2012. Prior to joining Barnes & Noble, he spent 12 years at the Interpublic Group of Companies, a global provider of advertising and marketing services, where he served as Vice President, Assistant Treasurer, International.

David G. Henderson, age 64, serves as Executive Vice President, Strategic Services, and President, MBS Textbook Exchange, LLC. Mr. Henderson has been with MBS for more than 25 years, where he held various sales and marketing roles before being named President in 2017. Prior to joining MBS in 1993, Mr. Henderson served as Vice President of Sales at First Financial Management Corporation. He has also held management roles at Toy Distributors and Best Products, Inc.

Michael C. Miller, age 50, serves as our Executive Vice President, Corporate Development & Affairs, Chief Legal Officer, and Corporate Secretary. Previously, Mr. Miller served as Executive Vice President, Corporate Strategy and General Counsel. Mr. Miller joined Barnes & Noble Education in April 2017. Before joining the Company, he served as Executive Vice President, General Counsel and Secretary of Monster Worldwide, Inc. from December 2008 through December 2016, as Vice President and Deputy General Counsel from July 2008 to December 2008, and as Vice President and Associate General Counsel from October 2007 to July 2008. Prior to Monster, Mr. Miller was Senior Counsel for Motorola, Inc. from February 2007 to September 2007. From June 2002 to January 2007, he served in various capacities as Senior Corporate Counsel for Symbol Technologies, Inc. Prior to joining Symbol, Mr. Miller was associated with both Sullivan & Cromwell, LLP and Winthrop, Stimson, Putnam & Roberts in New York.

David W.B. Nenke, age 56, has served as our Executive Vice President, Consumer Digital and President, Digital Student Solutions (DSS) since September 2021. Mr. Nenke joined the Company in March 2021 as President of DSS. In his current role, Mr. Nenke is responsible for the overall management and operations of the Company's direct-to-consumer DSS segment. This includes driving strategic growth and innovation for the Company's *bartleby*[®] suite of solutions, in addition to overseeing content strategy, marketing, technology, sales, operations, finance and product management within DSS. Prior to joining the Company, Mr. Nenke held management positions at Amazon.com from January 2008 to July 2020. Mr. Nenke served as General Manager of Amazon Explore from August 2018, where he led a global team in the development and launch of Amazon Explore, an interactive live streaming retail service. Prior to that, from September 2014, he served as General Manager of Amazon Cloud Drive and General Manager of Amazon Grocery, respectively. He also held the role of Director of Finance, Consumables, at Amazon, as well as senior level finance roles at Coles Group and Cable & Wireless Optus.

Seema C. Paul, age 58, has served as our Senior Vice President, Chief Accounting Officer since July 2015. In this role she manages the external reporting, technical accounting, and corporate accounting functions of the Company. Prior to joining the Company, Ms. Paul held positions of increasing responsibility at Covanta Holding Corporation, including Corporate Controller from July 2014 to July 2015, Senior Director-External Reporting & Technical Accounting from June 2013 to July 2014, Director-External Reporting from January 2011 to May 2013 and Manager-External Reporting from August 2005 to December 2010. Ms. Paul is a Certified Public Accountant and has held various senior financial roles with several large companies, including Net2Phone, Sybase, Inc. and Liberty Mutual Insurance Company.

Jonathan Shar, age 53, has served as our Executive Vice President, BNED Retail and President, Barnes & Noble College Booksellers, LLC since October 2021. Prior to that, he served as Executive Vice President, Retail. Mr. Shar has overall responsibility for the growth and profitability of the Company's Retail segment, including the development and implementation of client-focused solutions that deliver innovation and increased value to the higher education marketplace. Previously, Mr. Shar served as Senior Vice President, Revenue and Product Development for the Company. Prior to joining BNED in 2018, Mr. Shar was Chief Marketing Officer at Akademos, Inc., an e-commerce and digital marketing company that provides online bookstore services, from 2014 to 2018. He previously was the General Manager of NOOK Digital Content at Barnes & Noble, Inc. where he oversaw business development, product development and marketing for the Global NOOK Newsstand, NOOK Video and NOOK Apps digital businesses. Prior to his nearly five years with NOOK, he served as Senior Vice President and General Manager at CNNMoney, responsible for the CNNMoney website and mobile franchise. Prior to that, he was Vice President of Consumer Marketing at Sports Illustrated Group and Director of Consumer Marketing for FORTUNE Magazine Group.

Item 1A. RISK FACTORS

The risks and uncertainties set forth below, as well as other risks and uncertainties described elsewhere in this Annual Report on Form 10-K including in our consolidated financial statements and related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” or in other filings by BNED with the SEC, could adversely affect our business, financial condition, results of operations and the trading price of our common stock. Additional risks and uncertainties that are not currently known to us or that are not currently believed by us to be material may also harm our business operations and financial results. Because of the following risks and uncertainties, as well as other factors affecting our financial condition and operating results, past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.

Risks Relating to the COVID-19 Pandemic

The impact of public health crises, epidemics, and pandemics, such as the COVID-19 pandemic, including the duration, spread, severity, and any recurrences thereof, and the impact such public health crises have on the overall demand for BNED products and services, our operations, and the operations of our suppliers and other business partners is uncertain and difficult to predict, but the COVID-19 pandemic and the measures taken to contain it has had a material adverse effect on our business and revenues to date and may have a material adverse effect on our business, financial condition, results of operations, stock price, and liquidity in the future.

The COVID-19 pandemic has materially and adversely impacted the U.S. economy and financial markets, with legislative and regulatory responses including unprecedented monetary and fiscal policy actions across all sectors, and there is significant uncertainty as to timing of stabilization and recovery. Our business, results of operations and financial condition were adversely affected by the COVID-19 pandemic in the fourth quarter of 2020, especially beginning in mid-March, and such impact has continued throughout Fiscal 2022. The COVID-19 pandemic, and measures taken to contain it, have subjected our business, results of operations, financial condition, stock price and liquidity to a number of material risks and uncertainties, all of which may continue or worsen.

Many colleges and K-12 schools were required or opted to cease or limit in-person classes in an attempt to limit the spread of COVID-19 and ensure the safety of their students and faculty. Although most academic institutions have reopened, some are still utilizing online learning as an alternative to traditional in-person instruction. An increase in the spread of COVID-19 variants or other public health crises could force schools to close again. In addition, as a result of individual health concerns or financial difficulties, enrollment could be negatively impacted. If colleges and schools are required to or choose to close or significantly fewer students and visitors are on campus, we may experience lower customer engagement with our products and services, which could lead to a materially adverse impact on our business and result of operations.

Public health crises, epidemics, and pandemics, such as COVID-19, related governmental reactions and economic conditions may have a negative impact on our business, liquidity, results of operations, and stock price due to the occurrence of some, or all, of the following events or circumstances:

- the closing or limited operations of our campus retail stores;
- reductions in government funding of education could negatively impact the budgets of public educational institutions and K-12 schools, which could impact the demand for our products and services;
- our inability to realize our expected return on textbooks in our print textbook library as educators transition to online curriculums and the lack of supply of used textbooks as a result of limited on-campus buyback opportunities;
- disruptions to the operations of our logistics and distribution partners, which could impact our ability to timely deliver our print textbooks to students;
- our partners’ inability to fill our textbook or general merchandise orders due to disruptions to their operations, supply chains or overwhelming demand from their own customers;
- system interruptions that slow our website or make our website unavailable as our third-party software and service providers experience increased usage;
- a significant reduction in U.S. economic activity and increased unemployment, which could lead to decreased enrollment and consumer spending;
- the potential negative impact on the health of our employees, particularly if a significant number of them are impacted, could affect our ability to ensure business continuity during the period of disruption related to the pandemic;
- governmental orders have forced many of our on-site and management office employees to work remotely, which may adversely impact our ability to effectively manage our business and maintain our financial reporting processes and

related controls, as well as introduce operational risk, including an increased vulnerability to potential cyber security attacks; and

- actions we have taken and may take in the future in response to the COVID-19 pandemic, including significantly reducing our non-essential capital expenditures, reducing our workforce, and other cost reduction efforts, may negatively impact our operations.

Taken individually, or together in any combination, the above could cause a material adverse effect on our business, financial condition, results of operations, and liquidity, although the extent of the potential effect will depend on future actions and outcomes, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the public health crisis, the short-term and long-term economic impact of the public health crisis, the actions taken to mitigate the impact of the public health crisis, the availability of vaccinations and the pace of economic and financial market recovery when the public health crisis subsides, among others. In addition, our results of operations significantly impact our determination of whether we will record a valuation allowance against certain deferred tax assets. If economic conditions caused by the COVID-19 pandemic specifically do not recover as currently estimated by management or current market factors change, there could be a further impact on our results of operations. It is possible we will conclude, in future periods that a higher valuation allowance, than has currently been recorded, will be appropriate. Further, many of the Risk Factors described in this report may be more likely to occur and be further intensified as a result of the impact of the COVID-19 pandemic.

Risks Relating to Our Business and Industry

We face significant competition for our products and services, and we expect such competition to increase.

We operate within a competitive and rapidly changing business environment, in general, and each of our lines of business faces competition for the products and services they offer. We face competition from other college bookstore operators and educational content providers, including Follett Corporation, a contract operator of campus bookstores; Texas Book Company, bookstore management and operations; Slingshot; and BBA Solutions, a college textbook retailer. Our online/virtual course material store operations also face competition from eCampus, an online provider of course materials, and Akademos, a virtual bookstore and marketplace for academic institutions, and on occasion, Ambassador Educational Solutions. We also face competition from other third-party sellers and local bookstores, as well as direct-to-student platforms including, bn.com, the e-commerce platform of Barnes & Noble, Inc.; Chegg.com, an online textbook rental company; publishers, including Cengage Learning, Pearson Education and McGraw-Hill Education, which bypass the traditional retail distribution channel by selling directly to students and institutions. We face competition from e-Textbook/digital content providers, VitalSource Technologies, Inc., and Red Shelf. Our wholesale business competes with Amazon, BBA Solutions, Nebraska Book Company, and Texas Book Company. Competitors that compete with our general merchandise offerings include Amazon, Sodexo and Aramark, online retailers, physical and online office supply stores and local and national retailers that offer college themed and other general merchandise. Students often purchase from multiple textbook providers, are highly price sensitive, and can easily shift spending from one provider or format to another. As a consequence, in addition to being competitive in the services we provide to our customers, our textbook business faces significant price competition. Some of our competitors have adopted, and may continue to adopt, aggressive pricing policies and devote substantial resources to marketing, website and systems development. In addition, a variety of business models are being pursued for the provision of print and digital textbooks, some of which may be more profitable or successful than our business model. Furthermore, the market for course materials is diluted from counterfeiting and piracy of digital and print copies or illegal copies of selected chapters made by students or others; user-generated and faculty-created content; and sharing or non-purchase of required course materials by students.

Our Digital Student Solutions business faces competition from other providers of online instruction platforms and other direct-to-student writing skills, study tools and tutor services, such as Chegg.com, CourseHero, Grammarly, and Quizlet. As we develop a wider range of products and services, our competitive landscape will change and include other competitors in the broader student services market. We have been focused on expanding these offerings, in many instances through the acquisition of other companies, like Student Brands, LLC, or through commercial arrangements. In Fiscal 2019, we launched *bartleby* textbook solutions and expert question and answers, our first internally developed product within DSS, on *bartleby.com*. Our newer products and services, or any other products and services we may introduce or acquire, may not be integrated effectively into our business, achieve or sustain profitability or achieve market acceptance at levels sufficient to justify our investment. Our ability to fully integrate new products and services into our platforms or achieve satisfactory financial results from them is unproven. Because we have a limited history in operating a fully digital platform, and the market for our products and services, including newly acquired or developed products and services, is rapidly evolving, it is difficult for us to predict our operating results, particularly with respect to our newer offerings, and the ultimate size of the market for our products and services. If the market for a learning platform does not develop as we expect, or if we fail to address the needs of this market, our business will be harmed.

We have encountered and will continue to encounter these risks and, if we do not manage them successfully, our business, financial condition, results of operations and prospects may be materially and adversely affected.

We may not be able to enter into new managed bookstore contracts or successfully retain or renew our managed bookstore contracts on profitable terms.

An important part of our business strategy for our retail operation is to expand sales for our college bookstore operations by being awarded additional contracts to manage physical and/or virtual bookstores for colleges and universities, and K-12 schools, across the United States. Our ability to obtain those additional contracts is subject to a number of factors that we are not able to control. In addition, the anticipated strategic benefits of new and additional college and university bookstores may not be realized at all or may not be realized within the time frames contemplated by management. In particular for the operation of physical bookstores, contracts for additional managed stores may involve a number of special risks, including adverse short-term effects on operating results, diversion of management's attention and other resources, standardization of accounting systems, dependence on retaining, hiring and training key personnel, unanticipated problems or legal liabilities, and actions of our competitors and customers. Because certain terms of any contract are generally fixed for the initial term of the contract and involve judgments and estimates that may not be accurate, including for reasons outside of our control, we have contracts that are not profitable and may have such contracts in the future. The retail price charged to the consumer for textbooks is set by our contracts with colleges and universities to be a maximum markup based on the publishers' costs and as colleges continue to focus on affordability those prices have been reduced, which has negatively impacted our revenue and margin and further reductions could continue to have a negative impact. Even if we have the right to terminate a contract, we may be reluctant to do so even when a contract is unprofitable due to, among other factors, the potential effect on our reputation.

In addition, we may face significant competition in retaining existing physical and virtual store contracts and when renewing those contracts as they expire. Our physical bookstore contracts are typically for five years with renewal options, and most contracts are cancellable by either party without penalty with 90 to 120 days' notice. Our virtual bookstore contracts are typically for three to five years, and most are cancellable without penalty with notice. Despite the lower startup and ongoing operating expense associated with virtual stores, the loss of such contracts could impact revenue and profitability. We may not be successful in retaining our current contracts, renewing our current contracts or renewing our current contracts on terms that provide us the opportunity to improve or maintain the profitability of managing stores that are the subject matter of such contracts.

We face the risk of disruption of supplier relationships.

The products that we sell originate from a wide variety of domestic and international vendors. During Fiscal 2022, our four largest retail suppliers, excluding our wholesale business which fulfills orders for all our physical and virtual bookstores, accounted for approximately 28% of our merchandise purchased, with the largest supplier accounting for approximately 9% of our merchandise purchased. Our wholesale business sources over 90% of its inventory from two primary channels, approximately 50% from retail bookstores (including our retail bookstores) and approximately 44% from third-party suppliers. While we believe that our relationships with our suppliers are good, suppliers may modify the terms of these relationships due to general economic conditions or otherwise or, especially with respect to wholesale inventory, publishers could terminate distribution to wholesalers, including our wholesale business.

We do not have long-term arrangements with most of our suppliers to guarantee availability of merchandise, content or services, particular payment terms or the extension of credit limits. If our current suppliers were to stop selling merchandise, content or services to us on acceptable terms, including as a result of one or more supplier bankruptcies due to poor economic conditions, we may be unable to procure the same merchandise, content or services from other suppliers in a timely and efficient manner and on acceptable terms, or at all. Furthermore, certain of our merchandise is sourced indirectly from outside the United States. Political or financial instability, merchandise quality issues, product safety concerns, trade restrictions, work stoppages, tariffs, foreign currency exchange rates, transportation capacity and costs, inflation, civil unrest, natural disasters, public health crises, epidemics, and pandemics, and other factors relating to foreign trade are beyond our control and could disrupt our supply of foreign-sourced merchandise.

We face the risk of fluctuating inventory supplies as a consequence of changes in the way publishers distribute course materials.

Our traditional retail and wholesale businesses are dependent on the continued supply of textbooks. The publishing industry generally has suffered recently due to, among other things, changing consumer preferences away from the print medium and the economic climate. A significant disruption in this industry generally or a significant unfavorable change in our relationships with key suppliers could adversely impact our business. In addition, any significant change in the terms that we have with our key suppliers, including purchase or rental terms, payment terms, return policies, the discount or margin on products or changes to the distribution model of textbooks, could adversely affect our financial condition and liquidity. For example, some textbook publishers have proposed to supply textbooks on consignment terms, instead of selling to us, which would eliminate those titles from the used textbook inventory supply. With respect to our wholesale business, the demand for used and new textbooks is typically greater than the available supply, and our wholesale business is highly dependent upon its ability to build its textbook inventory from publishers and suppliers in advance of the selling season. These publisher and

supplier relationships are not generally governed by long-term contracts and publishers and suppliers could choose not to sell to us. Any negative impact on our ability to build our textbook inventory could have an adverse impact on financial results.

In response to changes in the market over the last few years, we have also significantly increased our textbook rental business, offering students a lower cost alternative to purchasing textbooks, which is also subject to certain inventory risks, such as textbooks not being resold or re-rented due to textbooks being returned late or in poor condition, faculty members not continuing to adopt or use certain textbooks, or, as discussed below, changes in the way publishers supply textbooks to us.

Some textbook publishers rent textbooks on consignment terms directly to students. Accordingly, we have entered into agreements with a number of textbook publishers to administer their consignment rental programs with distributors and their direct to student textbook consignment rental programs. These programs, if successful, will result in a substantial decrease in the supply of those titles from the used textbook inventory supply, which impacts our wholesale business.

Our wholesale business is a national distributor for rental textbooks offered through McGraw-Hill Education's consignment rental program (which includes approximately 860 titles) and Pearson Education's consignment rental program (which includes approximately 698 titles). Through its centrally located, advanced distribution center, our wholesale business offers the seamless integration of these consignment rental programs and centralized administration and distribution to approximately 1,644 stores, including our Retail Segment stores. These consignment rental programs are available to our wholesale customers, including institutionally run and contract-managed campus bookstores, as well as our physical and virtual bookstores.

In addition, the profit margins associated with the traditional distribution model are fairly predictable and constant, but the move to a model of increased consignment rental programs combined with pressure to provide more affordable course materials to students could result in lower profit margins for a substantial part of our wholesale and retail business.

Our wholesale business may not be able to manage its inventory levels effectively, which may lead to excess inventory or inventory obsolescence.

Our wholesale business sources new textbooks from publishers and new and used textbooks from other suppliers to resell to its customers. If it is unable to appropriately manage its inventory and anticipate the release of new editions of titles, faculty's change in choice of titles, return rate, or use of alternative educational material, our wholesale business could be exposed to risks of excess inventory and less marketable or obsolete inventory. This may lead to excess or obsolete inventory that might have to be sold at a deep discount, which may impact its revenues and profit margin and may have a negative impact on our financial condition and results of operations.

Our business is dependent on the overall economic environment, college enrollment and consumer spending patterns.

A deterioration of the current economic environment could have a material adverse effect on our financial condition and operating results, as well as our ability to fund our growth and strategic business initiatives. Our business is affected by funding levels at colleges and universities and by changes in enrollments at colleges and universities, changes in student enrollments and lower spending on course materials and general merchandise. The growth of our business depends on our ability to attract new students and to increase the level of engagement by current student customers. To the extent we are unable to attract new students or students spend less generally, our business could be adversely affected.

Our business depends on our ability to attract and retain talented employees, including senior management.

Management believes that our continued success will depend to a significant extent upon the efforts and abilities of certain of our executive officers and senior management, many of whom have significant experience and strong commercial relationships in our industry and capital market relationships. The loss of any of these individuals could harm our business, financial condition and results of operations. We do not maintain "key man" life insurance on any of our officers or other employees. Experienced management and technical, marketing and support personnel in our industry are in high demand, and competition for their talents is intense. If we are less successful in our recruiting efforts, or if we are unable to retain key employees, our ability to develop and deliver successful products and services may be adversely affected.

Our business is seasonal.

Our business is seasonal, particularly with respect to textbook sales and rentals, with sales and rentals attributable to our retail businesses generally highest in the second and third fiscal quarters, when college students generally purchase textbooks for the upcoming semesters, and lowest in the first and fourth fiscal quarters. Sales attributable to our wholesale business are generally highest in our first, second and third quarter as it sells textbooks for retail distribution. Less than satisfactory net sales during our peak fiscal quarters could have a material adverse effect on our financial condition or operating results for the year, and our results of operations from those quarters may not be sufficient to cover any losses that may be incurred in the other fiscal quarters of the year.

Our international operations could result in additional risks.

Our operations are substantially limited to the United States; however, we have operations in India, offer services and products to students and other customers internationally, contract with service providers outside the United States and may continue to expand internationally in accordance with applicable laws and regulations. Such international expansion may result in additional risks that are not present domestically and could adversely affect our business or our results of operations, including compliance with additional United States laws and regulations and those of other nations applicable to international operations; cultural and language differences; currency fluctuations between the U.S. dollar and foreign currencies, which are harder to predict in the current adverse global economic climate; restrictions on the repatriation of earnings; potentially adverse tax consequences and limitations on our ability to utilize losses generated in our foreign operations; different legal and regulatory requirements and other barriers to conducting business; and different or less stable political and economic environments. Further, conducting business abroad subjects us to increased legal and regulatory compliance and oversight. For example, in connection with our international operations, we are subject to laws prohibiting certain payments to governmental officials, such as the Foreign Corrupt Practices Act. A failure to comply with applicable laws and regulations could result in regulatory enforcement actions, as well as substantial civil and criminal penalties assessed against us and our employees.

We are dependent upon access to the capital markets, bank credit facilities, and short-term vendor financing for liquidity needs.

We must have sufficient sources of liquidity to fund working capital requirements. We believe that the combination of cash-on-hand, cash flow received from operations, funds available under our credit agreements and short-term vendor financing will be sufficient to meet our normal working capital and debt service requirements for at least the next twelve months. If these sources of liquidity do not satisfy our requirements, we may need to seek additional financing. In addition, we may require additional capital in the future to sustain or grow our business. The future availability of financing will depend on a variety of factors, such as economic and market conditions, and the availability of credit. These factors could materially adversely affect our costs of borrowing, and our financial position and results of operations would be adversely impacted. Volatility in global financial markets may also limit our ability to access the capital markets at a time when we would like, or need, to raise capital, which could have an impact on our ability to react to changing economic and business conditions. Accordingly, if the economy worsens, our business, results of operations and financial condition could be materially and adversely affected.

Risks relating to our Strategic Plan

Our results also depend on the successful implementation of our strategic initiative to grow our digital products and services. We may not be able to implement this strategy successfully, on a timely basis, or at all.

In response to our changing business environment and to adapt to industry trends, we are focused on our digital initiatives to retain and expand existing customer relationships, acquire new accounts, expand sales channels and marketing efforts, integrate and develop direct-to-student digital solutions, and develop and market higher education digital products. While we believe we have the capital resources, experience, management resources and internal systems to successfully operate our digital business, we may not be successful in implementing this strategy. The implementation of our digital strategy is a complex process and relies on leveraging our core products, services and relationships to help accelerate the adoption of our new digital products and services. Success of our future operating results will be dependent upon rapid customer adoption of our new digital products and services and our ability to scale our business to meet customer demand appropriately. If colleges and universities, faculty and students are not receptive to our new products and services or our new products and services do not meet the expectations of these constituencies, there could be a negative impact on the implementation of our strategy. To successfully execute on this strategy, we need to continue to further evolve the focus of our organization towards the delivery of cost effective and unique solutions for our customers. Any failure to successfully execute this strategy could adversely affect our operating results. Further, even if successfully implemented, our business strategy may not ultimately produce positive results.

Part of our strategy includes pursuing strategic acquisitions and partnerships, and we may not be able to identify and successfully complete such transactions.

As part of our strategy, we will continue to seek, and may, in the future acquire, businesses or business operations, or enter into other business transactions to grow our business and expand our product and service offerings. We may not be able to identify suitable candidates for additional business combinations and strategic investments, obtain financing on acceptable terms for such transactions, obtain necessary regulatory approvals, if any, or otherwise consummate such transactions on acceptable terms, or at all. In addition, we compete for acquisitions with other potential acquirers, some of which may have greater financial or operational resources than we do. This competition may increase costs of acquiring desirable businesses, and, as a result, we may be unable to make acquisitions or be forced to pay more or agree to less advantageous acquisition terms for the businesses that we are able to acquire. Any strategic acquisitions or investments that we are able to identify and complete may also involve a number of risks, including our inability to successfully or profitably integrate, operate, maintain and manage our newly acquired operations or employees; the diversion of our management's attention from our existing

business to integrate operations and personnel; possible material adverse effects on our results of operations during the integration process; becoming subject to contingent or other liabilities, including liabilities arising from events or conduct predating the acquisition that were not known to us at the time of the acquisition; and our possible inability to achieve the intended objectives of the transaction, including the inability to achieve cost savings and synergies. Acquisitions may also have unanticipated tax, legal, regulatory and accounting ramifications, including recording goodwill and non-amortizable intangible assets that are subject to impairment testing on a regular basis and potential periodic impairment charges and incurring amortization expenses related to certain intangible assets.

We intend to offer new products and solutions to students to grow our business. If our efforts are not successful, our business and financial results would be adversely affected.

Our ability to attract and retain students and increase their engagement with our learning platform depends on our ability to connect them with the product, person or service they need to save time, save money, and get homework help. For example, in Fiscal 2019, we launched *bartleby* textbook solutions and expert question and answers, our first internally-developed product within DSS, on *bartleby.com*. The markets for these new products and services may be unproven, and these products may include technologies and business models with which we have little or no prior development or operating experience or may significantly change our existing products and services. In addition, we may be unable to obtain long-term licenses from third-party content providers necessary to allow a product or service, including a new or planned product or service, to function. If our new or enhanced products and services fail to engage our students or attract new students, or if we are unable to obtain content from third parties that students want, we may fail to grow our student base or generate sufficient revenues, operating margin or other value to justify our investments, and our business would be adversely affected.

In the future, we may invest in new products and services and other initiatives to generate revenues, but there is no guarantee these approaches will be successful. Acquisitions of new companies, products and services create integration risk, while development of new products and services and enhancements to existing products and services involve significant time, labor and expense, and are also subject to risks and challenges, including managing the length of the development cycle, entry into new markets, integration into our existing business, legal and regulatory compliance, evolution in sales and marketing methods, and maintenance and protection of intellectual property and proprietary rights. If we are not successful with our new products and services, we may not be able to maintain or increase our revenues as anticipated or recover any associated acquisition or development costs, and our financial results could be adversely affected.

Risks relating to Data Privacy, Information Technology and Cybersecurity

We face potential data privacy and information security risks with respect to unencrypted, non-deidentified personal information.

Our business involves the receipt, storage, processing and transmission of personal information about customers and employees. In accordance with our published privacy policies, we may share non-deidentified personal information about such persons between our affiliates and with vendors and third parties that assist with certain aspects of our business pursuant to written agreements. Also, in connection with our student financial aid platform and the processing of college and university debit cards, we have access to certain student personal information that has been provided to us by the colleges and universities we serve. Our handling and use of personal information is subject to applicable international, federal and state privacy and information security laws and regulations and industry standards, such as the Payment Card Industry Data Security Standard. As an entity that provides services to institutions of higher education, we are contractually bound to handle certain personal information from student education records in accordance with the requirements of Family Educational Rights and Privacy Act (“FERPA”). Privacy and information security laws, regulations, and applicable industry standards are evolving rapidly, and our on-going compliance with them may result in cost increases due to necessary systems changes and the development of new processes, which may be difficult to timely implement. If we fail to materially comply with these applicable laws, regulations and industry standards, we could be subject to increased legal risk. In addition, even if we materially comply with all applicable laws, regulations and industry standards, and even though we have taken significant steps to protect non-deidentified personal information, e.g., encrypting such personal information in transit and at rest, we could experience a data security breach, and our reputation could be damaged, possibly resulting in a material breach of contract with one or more of our clients, litigation, and/or lost future sales or decreased usage of credit and debit card products. Further, in the event that we disclose unencrypted, deidentified student information in violation of our contractual FERPA obligations, the U.S. Department of Education could require a client to suspend our access to their student information for at least five years. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. A party that is able to circumvent our security measures could misappropriate our proprietary information or our customers' and employees' personal information, and cause interruption in our operations. Any compromise of our data security could result in a violation of applicable laws, regulations or industry standards, significant legal and financial exposure beyond the scope or limits of insurance coverage, increased operating costs associated with remediation, equipment acquisitions or disposal, and added personnel, and a loss of confidence in our security measures, which could harm our business or affect investor

confidence. Data security breaches may also result from non-malicious and non-technical means (for example, inadvertent actions by an employee).

Our business is subject to a variety of domestic and international laws, rules, policies and other obligations regarding data protection.

Although most of our operations are in the United States, we do have some operations and offer some services and products internationally. Our international operations subject us to a complex array of international laws and regulations relating to the collection, use, retention, disclosure, security and transfer of personally identifiable data. Many jurisdictions have passed laws in this area, and other jurisdictions are considering imposing additional restrictions. The interpretation and application of data protection laws in the United States, Europe, and elsewhere are rapidly evolving. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our current data practices. Complying with applicable international laws and regulations could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business.

Further, although we continue to implement internal controls and procedures designed to protect our proprietary and confidential information, and deidentified customer and employee personal data, including sensitive personal data, in order to comply with privacy and information security laws, and regulations, our facilities, and systems may be vulnerable to security breaches and other data loss, including cyber-attacks. Such a security breach or data loss could lead to negative publicity, damage to our reputation, exposure to litigation and liability, theft, modification or destruction of proprietary information and personal data, damage to or inaccessibility of critical systems, manufacture of defective products, production downtimes, operational disruptions and remediation and other significant costs, which could adversely affect our reputation, financial condition and results of operations.

Computer malware, viruses, hacking and phishing attacks could harm our business and results of operations.

We are increasingly dependent upon information technology systems, infrastructure and data. Our computer systems may be vulnerable to service interruption or destruction, malicious intrusion, ransomware and cyber-attacks. Cyber-attacks are increasing in their frequency, sophistication and intensity, and have become increasingly difficult to detect. Cyber-attacks could include the deployment of harmful malware, denial-of service, social engineering, ransomware and other means to affect service reliability and threaten data confidentiality, integrity and availability. Our key business partners face similar risks, and a security breach of their systems could adversely affect our security posture. While we continue to invest in data protection and information security technology to prevent or minimize these risks and, to date, we have not experienced any material service interruptions and are not aware of any material breaches, there can be no assurance that our efforts will prevent service interruptions, or identify breaches in our systems, that could adversely affect our business and operations and/or result in the loss of critical or sensitive information, which could result in financial, legal, business or reputational harm.

Defects, errors, installation difficulties or performance issues with our point-of-sales and other systems could expose us to potential liability, harm our reputation and negatively impact our business.

Our wholesale business sells and services point-of-sales systems to its college bookstore customers. These systems are complex and incorporate third-party hardware and software. Despite testing and quality control, we cannot be certain that defects or errors will not be found in these systems. In addition, because these systems are installed in different environments, we may experience difficulty or delay in installation. Our products may be integrated with other components or software, and, in the event that there are defects or errors, it may be difficult to determine the origin of defects or errors. Additionally, any difficulty or failure in the operation of these systems could cause business disruption for our customers. If any of these risks materialize, they could result in additional costs and expenses, exposure to liability claims, diversion of technical and other resources to engage in remediation efforts, loss of customers or negative publicity, each of which could impact our business and operating results.

We rely upon third party web service providers to operate certain aspects of our service, and any disruption of or interference with such services would impact our operations and our business would be materially and adversely impacted.

Amazon Web Services (“AWS”) and other third-party web service providers provide a distributed computing infrastructure platform for business operations, or what is commonly referred to as a “cloud” computing service. We have architected our software and computer systems so as to utilize data processing, storage capabilities, and other services provided by AWS and other providers.

We rely on third-party software and service providers, including AWS, to provide systems, storage and services, including user log in authentication, for our website. Any technical problem with, cyber-attack on, or loss of access to such third parties’ systems, servers or technologies could result in the inability of our students to rent or purchase print textbooks, interfere with access to our digital content and other online products and services or result in the theft of end-user personal information.

Our reliance on AWS or other third-party providers makes us vulnerable to any errors, interruptions, or delays in their operations. Any disruption in the services provided by AWS could harm our reputation or brand, adversely impact consumers, and/or cause us to lose revenues or incur substantial recovery costs and distract management from operating our business.

Any disruption of or interference with our use of AWS or other third-party service providers would impact our operations and our business would be materially and adversely impacted.

AWS may terminate its agreement with us upon 30 days' notice. Upon expiration or termination of our agreement with AWS, we may not be able to replace the services provided to us in a timely manner or on terms and conditions, including service levels and cost, that are favorable to us, and a transition from one vendor to another vendor could subject us to operational delays and inefficiencies until the transition is complete.

Risks relating to Applicable Laws and Regulations

Laws and regulations have been and may be enacted in the future that restrict or prohibit use of emails or similar marketing activities that we currently rely on.

Our marketing and sales efforts are centered around an active digital community, which includes engaged email subscribers, text messaging, interest-based online advertising, recurring billing and our continuous dialogue with customers on our school-customized social media channels. For example, the following laws and regulations may apply:

- the CAN-SPAM Act of 2003 and similar laws adopted by most U.S. states pertaining directly or indirectly to commercial email regulate unsolicited commercial emails, create civil and criminal penalties for emails containing fraudulent headers and control other abusive online marketing practices;
- the U.S. Federal Trade Commission (the “FTC”) has guidelines that impose responsibilities on companies with respect to communications with consumers and impose fines and liability for failure to comply with rules with respect to advertising or marketing or sales practices they may deem misleading or deceptive;
- the Telephone Consumer Protection Act of 1991 (“TCPA”) restricts telemarketing and the use of automated telephone equipment. The TCPA limits the use of automatic dialing systems, artificial or prerecorded voice messages and SMS text messages. It also applies to unsolicited text messages advertising the commercial availability of goods or services. Additionally, a number of states have enacted statutes that address telemarketing. For example, some states, such as California, Illinois and New York, have created do-not-call lists. Other states, such as Oregon and Washington, have enacted “no rebuttal statutes” that require the telemarketer to end the call when the consumer indicates that he or she is not interested in the product being sold. Restrictions on telephone marketing, including calls and text messages, are enforced by the FTC, the Federal Communications Commission, states and through the availability of statutory damages and class action lawsuits for violations of the TCPA;
- The Restore Online Shopper Confidence Act (“ROSCA”), and similar state laws, impose requirements and restrictions on online services that automatically charge payment cards on a periodic basis to renew a subscription service, if the consumer does not cancel the service;
- The General Data Protection Regulation (“GDPR”) became effective on May 18, 2018. This European Union (“EU”) law governing data practices and privacy applies to all of our activities conducted from an establishment in the EU or related to certain of our products and services offered in the EU, and imposes a range of new compliance obligations regarding the handling of personal data;
- The California Consumer Privacy Act (“CCPA”) became effective on January 1, 2020, with enforcement commencing on July 1, 2020. CCPA provides consumers the right to know what personal data companies collect, how it is used, and the right to access, delete and opt out of sale of their personal information to third parties. It also expands the definition of personal information and gives consumers increased privacy rights and protections for that information. The CCPA also includes additional requirements for California consumers under the age of 16;
- The California Privacy Rights Act (“CPRA”) took effect on December 16, 2020, but most provisions of CPRA will not become operative until January 1, 2023. CPRA amends and adds to CCPA by strengthening rights of California consumers, further restricting business use of consumer personal information, and establishing a new government agency for enforcement;
- The Virginia Consumer Data Protection Act (“VCDPA”), similar in scope to CCPA, will also go into effect on January 1, 2023. VCDPA is the second U.S. state-level consumer privacy law after CCPA, but unlike California, will not apply to employees and business contacts, nor provide for a private right of action. VCDPA also defines the “sale” of personal information narrowly, including only exchanges for monetary consideration;

- Colorado is the third state to enact a comprehensive data privacy statute, the Colorado Privacy Act (“CPA”). CPA takes effect on July 1, 2023. Although similar in scope to VCDPA, CPA defines “sale” of personal information in the same manner as CCPA, which includes any exchange for monetary or any other valuable consideration;

- The fourth U.S. state privacy law to be enacted, the Utah Consumer Privacy Act (“UCPA”), is somewhat narrower in scope than other state privacy laws, and adopts the VCDPA’s definition of “sale” of personal information. UCPA goes into effect on December 31, 2023; and

- On April 29, 2022, the Connecticut General Assembly advanced a bill that is likely to become the fifth state privacy law in the U.S. The Connecticut bill, which resembles UCPA, CPA and VCDPA, would take effect on July 1, 2023. In the absence of federal consumer privacy legislation, at least ten other U.S. states have active privacy legislation bills pending.

Even if no applicable laws or regulations are further enacted, we may discontinue use or support of these activities if we become concerned that students or potential students deem them intrusive or they otherwise adversely affect our goodwill and brand. If our marketing activities are curtailed, our ability to attract new customers may be adversely affected.

Our business could be impacted by changes in federal, state, local or international laws, rules or regulations.

We are subject to laws and regulations applicable to our business. These laws and regulations may cover taxation, data privacy, information security, our access to student financial aid, pricing and availability of educational materials, competition and/or antitrust, content, copyrights, distribution, college distribution, mobile communications, electronic contracts and other communications, consumer protection, the provision of online payment services, unencumbered Internet access to our services, the design and operation of websites and mobile application (including complying with the Americans with Disabilities Act), digital content (including governmental investigations and litigation relating to the agency pricing model for digital content distribution), the characteristics and quality of products and services and labor and employee benefits (including the costs associated with complying with the Patient Protection and Affordable Care Act or any legislation enacted in connection with repeal of the Affordable Care Act). Changes in applicable federal, state, local or international laws, rules or regulations relating to these matters could increase regulatory compliance requirements in addition to increasing our costs of doing business or otherwise impact our business. For example, changes in federal and state minimum wage laws could raise the wage requirements for certain of our employees at our retail locations, which would increase our selling costs and may cause us to reexamine our wage structure for such employees.

Changes in tax laws and regulations might adversely impact our businesses or financial performance.

We collected sales tax on the majority of the products and services that we sold in our respective prior fiscal years that were subject to sales tax, and we generally have continued the same policies for sales tax within the current fiscal year. While management believes that the financial statements included elsewhere in this Form 10-K reflect management’s best current estimate of any potential additional sales tax liability based on current discussions with taxing authorities, we cannot assure you that the outcome of any discussions with any taxing authority will not result in the payment of sales taxes for prior periods or otherwise, or that the amount of any such payments will not be materially in excess of any liability currently recorded. In the future, our businesses may be subject to claims for not collecting sales tax on the products and services we currently sell for which sales tax is not collected. In addition, our provision for income taxes and our obligation to pay income tax is based on existing federal, state and local tax laws. Changes to these laws, in particular as they relate to depreciation, amortization and cost of goods sold, could have a significant impact on our income tax provision, our projected cash tax liability, or both.

Risks relating to Intellectual Property

We rely on third-party digital content and applications, which may not be available to us on commercially reasonable terms or at all.

We contract with certain third parties to offer their digital content. Our licensing arrangements with these third parties do not guarantee the continuation or renewal of these arrangements on reasonable terms, if at all. Some third-party content providers currently, or in the future, may offer competing products and services, and could take action to make it more difficult or impossible for us to license our content in the future. Other content owners, providers or distributors may seek to limit our access to, or increase the total cost of, such content. If we are unable to offer a wide variety of content at reasonable prices with acceptable usage rules, our business may be materially adversely affected.

We rely heavily on proprietary technology and sophisticated equipment to manage certain aspects of our business, including to manage textbook inventory, process deliveries and returns of the textbooks and manage warehousing and distribution.

We use a proprietary system to source, distribute and manage inventory of textbooks and to manage other aspects of our operations, including systems to consider the market pricing for textbooks, general availability of textbook titles and other factors to determine how to buy textbooks and set prices for textbooks and other content in real time. We have invested significant amounts of resources in the hardware and software to develop this system. We rely on the expertise of our engineering and software development teams to maintain and enhance the equipment and software used for our distribution

operations. We cannot be sure that the maintenance and enhancements we make to our distribution operations will achieve the intended results or otherwise be of value to students. If we are unable to maintain and enhance our technology to manage textbook sourcing, distribution and inventory, it could disrupt our business operations and have a material adverse impact on our results.

Our wholesale business is also dependent on sophisticated equipment and related software technology for the warehousing and distribution of the vast majority of textbooks supplied to our retail business and others, which is located at MBS' warehouse facility in Columbia, Missouri. Our ability to efficiently manage our wholesale business depends significantly on the reliability and capacity of these systems. The failure of these systems to operate effectively, problems with maintenance, upgrading or transitioning to replacement systems, especially if such events were to occur during peak periods, could adversely affect our operations, the ability to serve our customers and our results of operations. In addition, substantially all of our wholesale inventory is located in the Columbia warehouse facility. We could experience significant interruption in the operation of this facility or damage or destruction of our inventory due to physical damage to the facility caused by natural disasters, accidents or otherwise. If a material portion of our inventory were to be damaged or destroyed, we would likely incur significant financial loss, including loss of revenue and harm to our customer relationships.

We may not be able to adequately protect our intellectual property rights or may be accused of infringing upon intellectual property rights of third parties.

We regard our trademarks, service marks, copyrights, patents, trade dress, trade secrets, proprietary technology and similar intellectual property as important to our success, and we rely on trademark, copyright and patent law, domain name regulations, trade secret protection and confidentiality or license agreements to protect our proprietary rights, including our use of the *Barnes & Noble* trademark. Laws and regulations may not adequately protect our trademarks and similar proprietary rights. We may be unable to prevent third parties from acquiring domain names that are similar to, infringe upon or diminish the value of our trademarks and other proprietary or licensed rights.

We may not be able to discover or determine the extent of any unauthorized use of our proprietary rights. The protection of our intellectual property may require the expenditure of significant financial and managerial resources. Moreover, the steps we take to protect our intellectual property may not adequately protect our rights or prevent third parties from infringing or misappropriating our proprietary rights. We also cannot be certain that others will not independently develop or otherwise acquire equivalent or superior technology or other intellectual property rights.

Other parties also may claim that we infringe their proprietary rights. Because of the changes in Internet commerce and digital content businesses, current extensive patent coverage, and the rapid rate of issuance of new patents, it is possible that certain of our products, content and business methods may unknowingly infringe existing patents or intellectual property rights of others. Successful intellectual property infringement claims against us could result in monetary liability or a material disruption in the conduct of our business. We cannot be certain that our products, content and business methods do not or will not infringe valid patents, trademarks, copyrights or other intellectual property rights held by third parties. We expect that infringement claims in our markets will increase in number. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. If we were found to have infringed the intellectual property rights of a third party, we could be liable to that party for license fees, royalty payments, lost profits or other damages, and the owner of the intellectual property might be able to obtain injunctive relief to prevent us from using the technology or software in the future. If the amounts of these payments were significant or we were prevented from incorporating certain technology or software into our products, our business could be significantly harmed.

We may incur substantial expenses in defending against these third-party infringement claims, regardless of their merit. As a result, due to the diversion of management time, the expense required to defend against any claim and the potential liability associated with any lawsuit, any significant litigation could significantly harm our business, financial condition and results of operations.

Our digital content offerings depend in part on effective digital rights management technology to control access to digital content. If the digital rights management technology that we use is compromised or otherwise malfunctions, we could be subject to claims, and content providers may be unwilling to include their content in our service.

In addition, the publishing industry has been, and we expect in the future will continue to be, the target of counterfeiting and piracy. We have entered into agreements with major textbook publishers to implement the textbook industry's Anti-Counterfeit Best Practices. These best practices were developed as a mechanism to assist publishers and distributors in the eradication of counterfeit copies of textbooks in the marketplace. While we have agreed to implement the Anti-Counterfeit Best Practices and have in place our anti-counterfeit policies and procedures (which include removing from distribution suspected counterfeit titles) for preventing the proliferation of counterfeit textbooks, we may inadvertently purchase counterfeit textbooks, which may unknowingly be included in the textbooks we offer for sale or rent to students or we may purchase such textbooks through our buyback program. As such, we may be subject to allegations of selling counterfeit books. We have in the past and may continue to receive communications from publishers alleging that certain textbooks sold or rented by us are counterfeit.

When receiving such communications, we cooperate, and will continue to cooperate in the future, with such publishers in identifying fraudulent textbooks and removing them from our inventory. We may implement measures in an effort to protect against these potential liabilities that could require us to spend substantial resources. Any costs incurred as a result of liability or asserted liability relating to sales of counterfeit textbooks could harm our business, reputation and financial condition.

We do not own the Barnes & Noble trademark and instead rely on a license of that trademark and certain other trademarks, which license imposes limits on what those trademarks can be used to do.

In connection with the Spin-Off, Barnes & Noble, Inc. granted us an exclusive, perpetual, fully paid up, non-transferable and non-assignable license to use the trademarks “Barnes & Noble College,” “B&N College,” “Barnes & Noble Education” and “B&N Education” and the non-exclusive, perpetual, fully paid up, non-transferable and non-assignable license to use the marks “Barnes & Noble,” “B&N” and “BN,” solely in connection with the contract management of college and university bookstores and other bookstores associated with academic institutions and related websites, as well as education products and services (including digital education products and services) and related websites. These restrictions may materially limit our ability to use the licensed marks in the expansion of our operations in the future. In addition, we are reliant on Barnes & Noble, Inc. to maintain the licensed trademarks.

Risks Relating to our Common Stock and the Securities Market

Our stock price may fluctuate significantly.

We cannot predict the prices at which our Common Stock may trade. The market price of our Common Stock may fluctuate widely, depending on many factors, some of which may be beyond our control, including:

- actual or anticipated fluctuations in our operating results due to factors related to our businesses;
- success or failure of our business strategies, including our digital education initiative;
- our quarterly or annual earnings or those of other companies in our industries;
- our ability to obtain financing as needed;
- announcements by us or our competitors of significant acquisitions or dispositions;
- changes in accounting standards, policies, guidance, interpretations or principles;
- the failure of securities analysts to cover our Common Stock;
- changes in earnings estimates by securities analysts or our ability to meet those estimates;
- the operating and stock price performance of other comparable companies;
- investor perception of our Company and the higher education industry;
- overall market fluctuations;
- results from any material litigation or government investigation;
- changes in laws and regulations (including tax laws and regulations) affecting our business;
- changes in capital gains taxes and taxes on dividends affecting stockholders; and
- general economic conditions and other external factors.

Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations could adversely affect the trading price of our Common Stock.

Provisions in our Amended and Restated Certificate of Incorporation and Amended and Restated By-laws and of Delaware law may prevent or delay an acquisition of the Company, which could affect the trading price of our Common Stock.

Our Amended and Restated Certificate of Incorporation and our Amended and Restated By-laws contain provisions which, together with applicable Delaware law, may discourage, delay or prevent a merger or acquisition that our stockholders consider favorable, including provisions that:

- authorize the issuance of “blank check” preferred stock that could be issued by our Board of Directors to increase the number of outstanding shares of capital stock, making a takeover more difficult and expensive;
- provide special meetings of the stockholders may be called only by or at the direction of a majority of our Board or the chairman of our Board of Directors; and
- require advance notice to be given by stockholders for any stockholder proposals or director nominations.

In addition, Section 203 of the General Corporation Law of the State of Delaware, or the DGCL, may affect the ability of an “interested stockholder” to engage in certain business combinations, for a period of three years following the time that the stockholder becomes an “interested stockholder”.

These provisions may discourage, delay or prevent certain types of transactions involving an actual or a threatened acquisition or change in control of the Company, including unsolicited takeover attempts, even though the transaction may offer our stockholders the opportunity to sell their Common Stock at a price above the prevailing market price.

Our Amended and Restated By-laws designate courts in the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our Amended and Restated By-laws provide that, subject to limited exceptions, the state and federal courts of the State of Delaware are the sole and exclusive forum for (a) any derivative action or proceeding brought on our behalf, (b) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, (c) any action asserting a claim arising pursuant to any provision of the DGCL, our Amended and Restated Certificate of Incorporation or our Amended and Restated By-laws or (d) any other action asserting a claim that is governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of our capital stock will be deemed to have notice of and to have consented to these provisions. This provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and employees.

Alternatively, if a court were to find this provision of our Amended and Restated By-laws inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

Facilities

We lease various office space in New Jersey, New York, Missouri, California, and India and we lease warehouse space in Missouri.

For our physical campus retail operations, we typically have the exclusive right to operate the official physical school bookstore on college campuses through multi-year management service agreements with our schools. In turn, we pay the school a percentage of store sales and, in some cases, a minimum fixed guarantee. These contracts with colleges and universities are typically five years with renewal options, but can range from one to 15 years, and are typically cancelable by either party without penalty with 90 to 120 days' notice.

As of April 30, 2022, these contracts for the 805 physical stores that we operate expire as follows:

Contract Terms to Expire During (12 months ending on or about April 30)	Number of Physical Campus Stores
2023	122
2024	47
2025	67
2026	67
2027	71
2028 and later	431

Item 3. LEGAL PROCEEDINGS

We are involved in a variety of claims, suits, investigations and proceedings that arise from time to time in the ordinary course of our business, including actions with respect to contracts, intellectual property, taxation, employment, benefits, personal injuries and other matters. We record a liability when we believe that it is both probable that a loss has been incurred and the amount of loss can be reasonably estimated. Based on our current knowledge, we do not believe that there is a reasonable possibility that the final outcome of any pending or threatened legal proceedings to which we or any of our subsidiaries are a party, either individually or in the aggregate, will have a material adverse effect on our future financial results. However, legal matters are inherently unpredictable and subject to significant uncertainties, some of which are beyond our control. As such, there can be no assurance that the final outcome of these matters will not materially and adversely affect our business, financial condition, results of operations or cash flows.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our authorized capital stock consists of 200,000,000 shares of common stock, par value \$0.01 per share, and 5,000,000 shares of preferred stock, par value \$0.01 per share. Our common stock trades on the New York Stock Exchange ("NYSE") under the symbol "BNED."

Following our shareholders approval of an amendment to the Equity Incentive Plan to increase the number of shares available for issuance by an additional 3,000,000 shares of our Common Stock, we have reserved an aggregate of 13,409,345 shares of common stock for future grants in accordance with the Barnes & Noble Education Inc. Equity Incentive Plan. See *Item 8. Financial Statements and Supplementary Data - Note 12. Long-Term Incentive Compensation Expense*.

Repurchase of Shares

On December 14, 2015, our Board of Directors authorized a stock repurchase program of up to \$50 million, in the aggregate, of our outstanding common stock. The stock repurchase program is carried out at the direction of management (which may include a plan under Rule 10b5-1 of the Securities Exchange Act of 1934). The stock repurchase program may be suspended, terminated, or modified at any time. Any repurchased shares will be held as treasury stock and will be available for general corporate purposes. During Fiscal 2022, 2021, and 2020, we did not repurchase shares under the stock repurchase program. As of April 30, 2022, approximately \$26.7 million remains available under the stock repurchase program.

During the years ended April 30, 2022, May 1, 2021, and May 2, 2020, we also repurchased 239,751, 414,174 shares, and 374,733 shares of our common stock in connection with employee tax withholding obligations for vested stock awards, respectively.

Dividends

We paid no other dividends to common stockholders during Fiscal 2022, Fiscal 2021 and Fiscal 2020. We do not intend to pay dividends on our common stock in the foreseeable future and dividend payments are not permitted under current or future financing arrangements. On June 7, 2022, subsequent to the end of Fiscal 2022, we entered into a Term Loan Credit Agreement with TopLids LendCo, LLC and Vital Fundco, LLC and we entered an amendment to the Credit Agreement. See *Part II - Item 8. Financial Statements and Supplementary Data - Note 7 - Credit Facility* and *Note 16. Subsequent Event* for details.

Item 6. SELECTED FINANCIAL DATA

The selected financial information presented below should be read in conjunction with *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* and *Item 8. Financial Statements and Supplementary Data*.

(In thousands of dollars, except for share and per share amounts)	Fiscal Year ^(a)				
	2022 ^(b)	Restated - 2021 ^{(b)(c)}	2020 ^(b)	2019 ^(d)	2018 ^(d)
STATEMENT OF OPERATIONS DATA:					
Sales:					
Product sales and other	\$ 1,398,046	\$ 1,299,740	\$ 1,671,200	\$ 1,838,760	\$ 1,984,472
Rental income	133,354	134,150	179,863	195,883	219,145
Total sales	1,531,400	1,433,890	1,851,063	2,034,643	2,203,617
Cost of sales (exclusive of depreciation and amortization expense): ^(e)					
Product and other cost of sales	1,081,981	1,093,989	1,303,702	1,395,339	1,522,687
Rental cost of sales	76,659	87,240	104,812	111,578	123,697
Total cost of sales	1,158,640	1,181,229	1,408,514	1,506,917	1,646,384
Gross profit	372,760	252,661	442,549	527,726	557,233
Selling and administrative expenses	383,440	338,280	404,472	423,880	433,746
Depreciation and amortization expense	49,381	52,967	61,860	65,865	65,586
Impairment loss (non-cash) ^(f)	6,411	27,630	433	57,748	313,130
Restructuring and other charges ^(e)	944	10,678	18,567	7,233	5,429
Transaction costs ^(f)	—	—	—	654	2,045
Operating loss	(67,416)	(176,894)	(42,783)	(27,654)	(262,703)
Interest expense, net	10,096	8,087	7,445	9,780	10,306
Loss before income taxes	(77,512)	(184,981)	(50,228)	(37,434)	(273,009)
Income tax benefit	(8,655)	(45,171)	(11,978)	(13,060)	(20,443)
Net loss	\$ (68,857)	\$ (139,810)	\$ (38,250)	\$ (24,374)	\$ (252,566)
Loss per common share:					
Basic	\$ (1.33)	\$ (2.81)	\$ (0.80)	\$ (0.52)	\$ (5.40)
Diluted	\$ (1.33)	\$ (2.81)	\$ (0.80)	\$ (0.52)	\$ (5.40)
Weighted average common shares (thousands):					
Basic	51,797	49,669	48,013	47,306	46,763
Diluted	51,797	49,669	48,013	47,306	46,763

(In thousands of dollars, except for share and per share amounts)	Fiscal Year ^(a)				
	2022 ^(b)	Restated - 2021 ^{(b)(c)}	2020 ^(b)	2019 ^(d)	2018 ^(d)
OTHER OPERATING DATA:					
Adjusted EBITDA (non-GAAP) ^(g)	\$ (4,792)	\$ (65,625)	\$ 42,159	\$ 104,942	\$ 126,760
Adjusted Earnings (non-GAAP) ^(g)	\$ (55,614)	\$ (96,523)	\$ (21,126)	\$ 25,412	\$ 56,949
Capital expenditures	\$ 43,533	\$ 37,223	\$ 36,192	\$ 46,420	\$ 42,809
OTHER OPERATING DATA - STORE COUNT:					
Number of physical stores at period end	805	769	772	772	768
Number of virtual stores at period end	622	648	647	676	676

(In thousands of dollars, except for share and per share amounts)	Fiscal Year ^(a)				
	2022 ^(b)	Restated - 2021 ^{(b)(c)}	2020 ^(b)	2019 ^(d)	2018 ^(d)
BALANCE SHEET DATA (at period end):					
Total assets	\$ 1,071,553	\$ 1,031,113	\$ 1,156,432	\$ 946,180	\$ 1,039,211
Total liabilities	\$ 843,179	\$ 738,102	\$ 738,681	\$ 495,552	\$ 571,248
Short-term debt	\$ 40,000	\$ 50,000	\$ 75,000	\$ 100,000	\$ 100,000
Long-term debt	\$ 185,700	\$ 127,600	\$ 99,700	\$ 33,500	\$ 96,400
Total stockholders' equity	\$ 228,374	\$ 293,011	\$ 417,751	\$ 450,628	\$ 467,963

- (a) Our fiscal year is comprised of 52 or 53 weeks, ending on the Saturday closest to the last day of April. “Fiscal 2022” means the 52 weeks ended April 30, 2022, “Fiscal 2021” means the 52 weeks ended May 1, 2021, “Fiscal 2020” means the 53 weeks ended May 2, 2020, “Fiscal 2019” means the 52 weeks ended April 27, 2019, and “Fiscal 2018” means the 52 weeks ended April 28, 2018.
- (b) During Fiscal 2022, Fiscal 2021 and Fiscal 2020, our business experienced an unprecedented and significant impact as a result of the COVID-19 pandemic. The impact of which affects the comparability of our results of operations and cash flows.
- (c) We identified certain out of period adjustments related primarily to Income tax benefit, as well as Restructuring and other charges, for the 52 weeks ended May 1, 2021 and Deferred tax assets, net and Accrued liabilities as of May 1, 2021. The adjustments increased our fiscal year 2021 reported net loss by \$8.0 million but did not have an impact on Adjusted EBITDA (non-GAAP), cash flows or liquidity. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.
- (d) We acquired PaperRater on August 21, 2018. The consolidated financial statements for Fiscal 2019 include the financial results of PaperRater from the acquisition date, August 21, 2018, to April 27, 2019.
We acquired Student Brands, LLC on August 3, 2017. The consolidated financial statements for Fiscal 2018 include the financial results of Student Brands from the acquisition date, August 3, 2017, to April 28, 2018.
- (e) For additional information, see *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* and *Note 9. Supplementary Information*.
- (f) Transaction costs are costs incurred for business development and acquisitions.
- (g) To supplement our results prepared in accordance with GAAP, we use the measure of Adjusted EBITDA and Adjusted Earnings, which are non-GAAP financial measures as defined by the Securities and Exchange Commission (the “SEC”). See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Adjusted Earnings (non-GAAP)* and *- Adjusted EBITDA (non-GAAP)*.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unless the context otherwise indicates, references to “we,” “us,” “our” and “the Company” refer to Barnes & Noble Education, Inc. or “BNED”, a Delaware corporation. References to “Barnes & Noble College” or “BNC” refer to our subsidiary Barnes & Noble College Booksellers, LLC. References to “MBS” refer to our subsidiary MBS Textbook Exchange, LLC.

Our fiscal year is comprised of 52 or 53 weeks, ending on the Saturday closest to the last day of April. “Fiscal 2022” means the 52 weeks ended April 30, 2022, “Fiscal 2021” means the 52 weeks ended May 1, 2021, and “Fiscal 2020” means the 53 weeks ended May 2, 2020.

Overview

Description of business

Barnes & Noble Education, Inc. (“BNED”) is one of the largest contract operators of physical and virtual bookstores for college and university campuses and K-12 institutions across the United States. We are also one of the largest textbook wholesalers, inventory management hardware and software providers, and a leading provider of digital education solutions. We operate 1,427 physical, virtual, and custom bookstores and serve more than 6 million students, delivering essential educational content, tools and general merchandise within a dynamic omnichannel retail environment. Additionally, we offer direct-to-student products and services to help students study more effectively and improve academic performance.

The strengths of our business include our ability to compete by developing new products and solutions to meet market needs, our large operating footprint with direct access to students and faculty, our well-established, deep relationships with academic partners and stable, long-term contracts and our well-recognized brands. We expect to continue to introduce scalable and advanced digital solutions focused largely on the student, expand our e-commerce capabilities and accelerate such capabilities through our merchandising partnership with Fanatics Retail Group Fulfillment, LLC, Inc. (“Fanatics”) and Fanatics Lids College, Inc. (“FLC”) (collectively referred to herein as the “FLC Partnership”), increase market share with new accounts, and expand our strategic opportunities through acquisitions and partnerships.

We expect gross general merchandise sales to increase over the long term, as our product assortments continue to emphasize and reflect changing consumer trends, and we evolve our presentation concepts and merchandising of products in stores and online, which we expect to be further enhanced and accelerated through the FLC Partnership. Through this partnership, we receive unparalleled product assortment, e-commerce capabilities and powerful digital marketing tools to drive increased value for customers and accelerate growth of our logo and emblematic general merchandise business.

We believe the *Barnes & Noble* brand (licensed from our former parent) along with our subsidiary brands, *BNC* and *MBS*, are synonymous with innovation in bookselling and campus retailing, and are widely recognized and respected brands in the United States. Our large college footprint, reputation, and credibility in the marketplace not only support our marketing efforts to universities, students, and faculty, but are also important to our relationship with leading publishers who rely on us as one of their primary distribution channels, and for being a trusted source for students in our direct-to-student digital solutions business.

For a discussion of our business, see *Part I - Item 1. Business*.

First Day Inclusive Access Programs

We provide product and service offerings designed to address the most pressing issues in higher education, including equitable access, enhanced convenience and improved affordability through innovative course material delivery models designed to drive improved student experiences and outcomes. We offer our *BNC First Day*[®] inclusive access programs, consisting of *First Day* and *First Day Complete*, in which course materials, including both physical and digital content, are offered at a reduced price through a course fee or included in tuition, and delivered to students on or before the first day of class.

- Through *First Day*, digital course materials are adopted by a faculty member for a single course, and students receive their materials through their learning management system.
- *First Day Complete* is adopted by an institution and includes all classes, providing students both physical and digital materials. The *First Day Complete* model drives substantially greater unit sell-through for the bookstore.

Offering courseware sales through our inclusive access *First Day* and *First Day Complete* models is a key, and increasingly important strategic initiative of ours to meet the market demands of substantially reduced pricing to students, as well as the opportunity to improve student outcomes, while, at the same time, increasing our market share, revenue and relative gross profits of courseware sales given the higher volumes of units sold in such models as compared to historical sales models that rely on individual student marketing and sales. We expect these programs to allow us to ultimately reverse historical long-

term trends in courseware revenue declines, which has occurred at those schools where such programs have been adopted. During Fiscal 2022, *First Day* total revenue increased 91% from the prior year period.

Partnership with Fanatics and FLC

In December 2020, we entered into the FLC Partnership. Through this partnership, we receive unparalleled product assortment, e-commerce capabilities and powerful digital marketing tools to drive increased value for customers and accelerate growth of our general merchandise business. Fanatics' cutting-edge e-commerce and technology expertise offers our campus stores expanded product selection, a world-class online and mobile experience, and a progressive direct-to-consumer platform. Coupled with Lids (FLC's parent company), the leading standalone brick and mortar retailer focused exclusively on licensed fan and alumni products, our campus stores have improved access to trend and sales performance data on licensees, product styles, and design treatments.

We maintain our relationships with campus partners and remain responsible for staffing and managing the day-to-day operations of our campus bookstores. We also work closely with our campus partners to ensure that each campus store maintains unique aspects of in-store merchandising, including localized product assortments and specific styles and designs that reflect each campus's brand. We leverage Fanatics' e-commerce technology and expertise for the operational management of the emblematic merchandise and gift sections of our campus store websites. FLC manages in-store assortment planning and merchandising of emblematic apparel, headwear, and gift products for our partner campus stores.

In December 2020, Fanatics, Inc. and Lids Holdings, Inc. jointly made a strategic equity investment in BNED. On April 4, 2021, as contemplated by the FLC Partnership's merchandising agreement, we sold our logo and emblematic general merchandise inventory to FLC, which was finalized during the first quarter of Fiscal 2022. As contemplated by the FLC Partnership's e-commerce agreement, we began to transition certain of our e-commerce sites to Fanatics e-commerce sites for logo and emblematic products during the first quarter of Fiscal 2022. As the logo and emblematic general merchandise sales are fulfilled by FLC and Fanatics, we recognize commission revenue earned for these sales on a net basis in our consolidated financial statements, as compared to the recognition of logo and emblematic general merchandise sales on a gross basis prior to April 4, 2021. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies and Note 5. Equity and Earnings Per Share.*

COVID-19 Business Impact

Our business experienced an unprecedented and significant negative impact as a result of COVID-19 related campus store closures. Beginning in March 2020, colleges and universities nationwide began to close their campuses in light of safety concerns and as a result of local and state issued stay-at-home orders. By mid-March, during our Fiscal 2020 fourth quarter, we closed the majority of our physical campus stores to protect the health and safety of our customers and employees.

While our campus stores were closed, we continued to serve institutions and students through our campus websites, providing free shipping on all orders and an expanded digital content offering to provide immediate access to course materials to students at our campuses that closed due to COVID-19. We developed and implemented plans to safely reopen our campus stores based on national, state and local guidelines, as well as the campus policies set by the school administration.

Despite the introduction of COVID-19 vaccines, the pandemic remains highly volatile and continues to evolve. We cannot accurately predict the duration or extent of the impact of the COVID-19 virus, including variants, on enrollments, campus activities, university budgets, athletics and other areas that directly affect our business operations. Although most four year schools returned to a traditional on-campus environment for learning in the Fall semester, as well as hosted traditional on campus sporting activities, there is still uncertainty about the duration and extent of the impact of the COVID-19 pandemic, including on enrollments at community colleges and by international students, the continuation of remote and hybrid class offerings, and its effect on our ability to source products, including textbooks and general merchandise offerings.

As we entered the Spring rush period in early January 2022, we continued to experience the ongoing effects of COVID-19 with the surge of the Omicron variant further impacting students return to campus and on-campus activities. In early January, while the majority of schools brought students back to campus, some schools chose to conduct classes virtually for the beginning of the semester, while other schools chose to delay their start dates (and some schools both delayed the start of the semester and started classes virtually), thus reducing and/or delaying sales later into the quarter or shifting some sales to our fourth quarter. We will continue to assess our operations and will continue to consider the guidance of local governments and our campus partners to determine how to operate our bookstores in the safest manner for our employees and customers. If economic conditions caused by the pandemic do not recover as currently estimated by management or market factors currently in place change, there could be a further impact on our results of operations, financial condition and cash flows from operations.

Segments

We have three reportable segments: Retail, Wholesale and DSS. Additionally, unallocated shared-service costs, which include various corporate level expenses and other governance functions, continue to be presented as "Corporate Services". The following discussion provides information regarding the three segments.

Retail Segment

The *Retail Segment* operates 1,427 college, university, and K-12 school bookstores, comprised of 805 physical bookstores and 622 virtual bookstores. Our bookstores typically operate under agreements with the college, university, or K-12 schools to be the official bookstore and the exclusive seller of course materials and supplies, including physical and digital products. The majority of the physical campus bookstores have school-branded e-commerce sites which we operate independently or along with our merchant partners, and which offer students access to affordable course materials and affinity products, including emblematic apparel and gifts. The Retail Segment also offers inclusive access programs, in which course materials are offered at a reduced price through a fee charged by the institution or included in tuition, and delivered to students on or before the first day of class. Additionally, the Retail Segment offers a suite of digital content and services to colleges and universities, including a variety of open educational resource-based courseware.

Wholesale Segment

The *Wholesale Segment* is comprised of our wholesale textbook business and is one of the largest textbook wholesalers in the country. The Wholesale Segment centrally sources, sells, and distributes new and used textbooks to approximately 3,100 physical bookstores (including our Retail Segment's 805 physical bookstores) and sources and distributes new and used textbooks to our 622 virtual bookstores. Additionally, the Wholesale Segment sells hardware and a software suite of applications that provides inventory management and point-of-sale solutions to approximately 350 college bookstores.

DSS Segment

The *Digital Student Solutions ("DSS") Segment* includes products and services to assist students to study more effectively and improve academic performance. The DSS Segment is comprised of the operations of Student Brands, LLC, a leading direct-to-student subscription-based writing services business, and *bartleby*[®], an institutional and direct-to-student subscription-based offering providing textbook solutions, expert questions and answers, writing and tutoring.

Corporate Services represents unallocated shared-service costs which include corporate level expenses and other governance functions, including executive functions, such as accounting, legal, treasury, information technology, and human resources.

Seasonality

Our business is highly seasonal. Our quarterly results also may fluctuate depending on the timing of the start of the various schools' semesters, as well as shifts in our fiscal calendar dates. These shifts in timing may affect the comparability of our results across periods. Our fiscal year is comprised of 52 or 53 weeks, ending on the Saturday closest to the last day of April.

For our retail operations, sales are generally highest in the second and third fiscal quarters, when students generally purchase and rent textbooks and other course materials, and lowest in the first and fourth fiscal quarters. Sales attributable to our wholesale business are generally highest in our first, second and third quarter, as it sells textbooks and other course materials for retail distribution. For our DSS segment, or direct-to-student business, sales and operating profit are realized relatively consistently throughout the year.

Trends and Other Factors Affecting Our Business

For a discussion of our trends and other factors affecting our business, see *Part I - Item 1. Business*.

Results of Operations

Elements of Results of Operations

Our consolidated financial statements reflect our consolidated financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States ("GAAP").

Our sales are primarily derived from the sale of course materials, which include new, used and digital textbooks, and at college and university bookstores which we operate, we sell high margin general merchandise, including emblematic apparel and gifts, trade books, computer products, school and dorm supplies, convenience and café items and graduation products. Our rental income is primarily derived from the rental of physical textbooks. We also derive revenue from other sources, such as sales of inventory management, hardware and point-of-sale software, direct-to-student subscription-based services, and other services.

Our cost of sales primarily includes costs such as merchandise costs, textbook rental amortization, content development cost amortization, warehouse costs related to inventory management and order fulfillment, insurance, certain payroll costs, and management service agreement costs, including rent expense, related to our college and university contracts and other facility related expenses.

Our selling and administrative expenses consist primarily of store payroll and store operating expenses. Selling and administrative expenses also include long-term incentive plan compensation expense and general office expenses, such as merchandising, procurement, field support, finance and accounting, and operating costs related to our direct-to-student subscription-based services business. Shared-service costs such as human resources, legal, treasury, information technology, and various other corporate level expenses and other governance functions, are not allocated to any specific reporting segment and are recorded in Corporate Services as discussed in the *Overview - Segments* discussion above.

Basis of Consolidation

The results of operations reflected in our consolidated financial statements are presented on a consolidated basis. All material intercompany accounts and transactions have been eliminated in consolidation.

Results of Operations - Summary

Our Fiscal 2022, Fiscal 2021 and Fiscal 2020 results have been significantly impacted by the ongoing COVID-19 pandemic, as many schools continued to adjust their learning model and on-campus activities in response to the pandemic. See "Overview" for more information.

<i>Dollars in thousands</i>	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021 Restated ^(a)	53 weeks ended May 2, 2020
Sales: ^{(b)(c)}			
Product sales and other	\$ 1,398,046	\$ 1,299,740	\$ 1,671,200
Rental income	133,354	134,150	179,863
Total sales	<u>\$ 1,531,400</u>	<u>\$ 1,433,890</u>	<u>\$ 1,851,063</u>
Net loss	\$ (68,857)	\$ (139,810)	\$ (38,250)
Adjusted Earnings (non-GAAP) ^(d)	\$ (55,614)	\$ (96,523)	\$ (21,126)
Adjusted EBITDA (non-GAAP) ^(d)			
Retail	\$ 8,679	\$ (66,827)	\$ 36,227
Wholesale	3,782	18,598	21,567
DSS	5,524	4,491	3,409
Corporate Services	(23,002)	(22,079)	(19,403)
Eliminations	225	192	359
Total Adjusted EBITDA (non-GAAP)	<u>\$ (4,792)</u>	<u>\$ (65,625)</u>	<u>\$ 42,159</u>

- (a) We identified certain out of period adjustments related primarily to Income tax benefit, as well as Restructuring and other charges, for the 52 weeks ended May 1, 2021. The adjustments increased our fiscal year 2021 reported net loss by \$8.0 million but did not have an impact on Adjusted EBITDA (non-GAAP), cash flows or liquidity. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.
- (b) In Fiscal 2022, Fiscal 2021 and Fiscal 2020, our business experienced an unprecedented and significant impact as a result of the COVID-19 pandemic. The impact of which affects the comparability of our results of operations and cash flows.
- (c) Effective April 4, 2021, as contemplated by the FLC Partnership's merchandising agreement and e-commerce agreement, we began to transition the fulfillment of logo and emblematic general merchandise sales to FLC and Fanatics. As the logo and emblematic general merchandise sales are fulfilled by FLC and Fanatics, we recognize commission revenue earned for these sales on a net basis in our consolidated financial statements, as compared to the recognition of logo and emblematic sales on a gross basis in the periods prior to April 4, 2021. For Retail Gross Comparable Store Sales details, see below.
- (d) Adjusted Earnings and Adjusted EBITDA are a non-GAAP financial measures. See *Adjusted Earnings (non-GAAP)* and *Adjusted EBITDA (non-GAAP)* discussion below.

The following table sets forth, for the periods indicated, the percentage relationship that certain items bear to total sales:

	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
Sales:			
Product sales and other	91.3 %	90.6 %	90.3 %
Rental income	8.7	9.4	9.7
Total sales	100.0	100.0	100.0
Cost of sales (exclusive of depreciation and amortization expense):			
Product and other cost of sales ^(a)	77.4	84.2	78.0
Rental cost of sales ^(a)	57.5	65.0	58.3
Total cost of sales	75.7	82.4	76.1
Gross margin	24.3	17.6	23.9
Selling and administrative expenses	25.0	23.6	21.9
Depreciation and amortization expense	3.2	3.7	3.3
Impairment loss (non-cash)	0.4	1.9	—
Restructuring and other charges	0.1	0.7	1.0
Operating loss	(4.4)%	(12.3)%	(2.3)%

(a) Represents the percentage these costs bear to the related sales, instead of total sales.

Results of Operations - 52 weeks ended April 30, 2022 compared with the 52 weeks ended May 1, 2021

Dollars in thousands	52 weeks ended, April 30, 2022 ^(a)					
	Retail	Wholesale	DSS	Corporate Services	Eliminations ^(b)	Total
Sales:						
Product sales and other	\$ 1,306,310	\$ 112,246	\$ 35,666	\$ —	\$ (56,176)	\$ 1,398,046
Rental income	133,354	—	—	—	—	133,354
Total sales	1,439,664	112,246	35,666	—	(56,176)	1,531,400
Cost of sales (exclusive of depreciation and amortization expense):						
Product and other cost of sales	1,040,022	92,464	5,738	—	(56,243)	1,081,981
Rental cost of sales	76,659	—	—	—	—	76,659
Total cost of sales	1,116,681	92,464	5,738	—	(56,243)	1,158,640
Gross profit	322,983	19,782	29,928	—	67	372,760
Selling and administrative expenses	315,124	16,000	29,472	23,002	(158)	383,440
Depreciation and amortization expense	36,635	5,418	7,257	71	—	49,381
Sub-Total:	\$ (28,776)	\$ (1,636)	\$ (6,801)	\$ (23,073)	\$ 225	\$ (60,061)
Impairment loss (non-cash)	6,411	—	—	—	—	6,411
Restructuring and other charges	2,118	(2,131)	—	957	—	944
Operating loss	\$ (37,305)	\$ 495	\$ (6,801)	\$ (24,030)	\$ 225	\$ (67,416)

Dollars in thousands	52 weeks ended, May 1, 2021 ^(a) - Restated ^(c)					Total
	Retail	Wholesale	DSS	Corporate Services	Eliminations ^(b)	
Sales:						
Product sales and other	\$ 1,196,320	\$ 165,825	\$ 27,374	\$ —	\$ (89,779)	1,299,740
Rental income	134,150	—	—	—	—	134,150
Total sales	1,330,470	165,825	27,374	—	(89,779)	1,433,890
Cost of sales (exclusive of depreciation and amortization expense):						
Product and other cost of sales	1,047,613	131,142	5,056	—	(89,822)	1,093,989
Rental cost of sales	87,240	—	—	—	—	87,240
Total cost of sales	1,134,853	131,142	5,056	—	(89,822)	1,181,229
Gross profit	195,617	34,683	22,318	—	43	252,661
Selling and administrative expenses	278,149	16,085	22,116	22,079	(149)	338,280
Depreciation and amortization expense	39,634	5,461	7,763	109	—	52,967
Sub-Total:	\$ (122,166)	\$ 13,137	\$ (7,561)	\$ (22,188)	\$ 192	(138,586)
Impairment loss (non-cash)	27,630	—	—	—	—	27,630
Restructuring and other charges	5,514	(1,595)	571	6,188	—	10,678
Operating loss	\$ (155,310)	\$ 14,732	\$ (8,132)	\$ (28,376)	\$ 192	\$ (176,894)

- (a) In Fiscal 2022 and Fiscal 2021, our business experienced an unprecedented and significant impact as a result of the COVID-19 pandemic. The impact of which affects the comparability of our results of operations and cash flows.
- (b) For additional information related to the intercompany activities and eliminations, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 4. Segment Reporting*.
- (c) We identified certain out of period adjustments related to Restructuring and other charges for the 52 weeks ended May 1, 2021. The adjustments increased our fiscal year 2021 reported net loss by \$8.0 million but did not have an impact on Adjusted EBITDA (non-GAAP), cash flows or liquidity. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.

Sales

The following table summarizes our sales:

Dollars in thousands	52 weeks ended		%
	April 30, 2022	May 1, 2021	
Product sales and other	1,398,046	1,299,740	7.6%
Rental income	133,354	134,150	(0.6)%
Total Sales	\$ 1,531,400	\$ 1,433,890	6.8%

Our total sales increased by \$97.5 million, or 6.8%, to \$1,531.4 million during the 52 weeks ended April 30, 2022 from \$1,433.9 million during the 52 weeks ended May 1, 2021. The sales increase is primarily related to re-opening stores that had temporarily closed due to the COVID-19 pandemic in the prior year. The increase is offset by the negative impact on sales primarily due to lower enrollments, primarily at community colleges and by international students, the continuation of remote and hybrid class offerings and lower logo and emblematic sales as they are reflected in sales on a net basis in our consolidated financial statements, as compared to the recognition of logo and emblematic sales on a gross basis in the periods prior to April 4, 2021. For additional information, see Retail Sales discussion below.

The components of the sales variances for the 52 week period are reflected in the table below.

Sales variances	52 weeks ended	
	April 30, 2022	May 1, 2021
<i>Dollars in millions</i>		
Retail Sales		
New stores	\$ 67.2	\$ 64.2
Closed stores	(42.3)	(35.4)
Comparable stores ^(a)	83.5	(409.2)
Textbook rental deferral	(1.8)	(3.3)
Service revenue ^(b)	(2.4)	(0.7)
Other ^(c)	5.0	2.0
Retail Sales subtotal:	\$ 109.2	\$ (382.4)
Wholesale Sales	\$ (53.6)	\$ (32.5)
DSS Sales	\$ 8.3	\$ 3.7
Eliminations ^(d)	\$ 33.6	\$ (6.0)
Total sales variance:	\$ 97.5	\$ (417.2)

- (a) In December 2020, we entered into merchandising partnership with Fanatics Retail Group Fulfillment, LLC, Inc. (“Fanatics”) and Fanatics Lids College, Inc. (“FLC”) (collectively referred to herein as the “FLC Partnership”). Effective April 4, 2021, as contemplated by the FLC Partnership’s merchandising agreement and e-commerce agreement, we began to transition the fulfillment of logo and emblematic general merchandise sales to FLC and Fanatics. As the logo and emblematic general merchandise sales are fulfilled by FLC and Fanatics, we recognize commission revenue earned for these sales on a net basis in our consolidated financial statements, as compared to the recognition of logo and emblematic sales on a gross basis in the periods prior to April 4, 2021. For Retail Gross Comparable Store Sales details, see below.
- (b) Service revenue includes brand partnerships, shipping and handling, and revenue from other programs.
- (c) Other includes inventory liquidation sales to third parties, marketplace sales and certain accounting adjusting items related to return reserves, and other deferred items.
- (d) Eliminates Wholesale sales and service fees to Retail and Retail commissions earned from Wholesale. See discussion of intercompany activities and eliminations below.

Retail

Retail total sales increased by \$109.2 million, or 8.2%, to \$1,439.7 million during the 52 weeks ended April 30, 2022 from \$1,330.5 million during the 52 weeks ended May 1, 2021. Retail added 92 new stores and closed 82 stores during the 52 weeks ended April 30, 2022, ending the period with a total of 1,427 stores.

	Fiscal 2022		Fiscal 2021	
	Physical	Virtual	Physical	Virtual
Number of stores at beginning of period	769	648	772	647
Opened	57	35	40	58
Closed	21	61	43	57
Number of stores at end of period	805	622	769	648

The comparability of Products and other sales, specifically logo and emblematic sales, is impacted by the recognition of logo and emblematic sales on a net basis in our consolidated financial statements during the 52 weeks ended April 30, 2022, as compared to on a gross basis prior to April 4, 2021. See the *Retail Gross Comparable Store Sales* discussion below.

Additionally, Product and other sales and Rental income are impacted by the growth of First Day Complete, comparable store sales, new store openings and store closings, as well as the impact from the COVID-19 pandemic. Sales were impacted by overall enrollment declines in higher education. Although most four year schools returned to a traditional on-campus environment for learning in the Fall 2021 semester, as well as hosted traditional on campus sporting activities, there is still uncertainty about the duration and extent of the impact of the COVID-19 pandemic, including on enrollments at community colleges and by international students, and the continuation of remote and hybrid class offerings. While many college athletic conferences resumed their sport activities, other on campus events, such as parent’s weekends or alumni events, continue to be

either eliminated or severely restricted, which further impacted our general merchandise business. As we entered the Spring rush period in early January 2022, we continued to experience the ongoing effects of COVID-19 with the surge of the Omicron variant further impacting students return to campus and on-campus activities. In early January, while the majority of schools brought students back to campus, some schools chose to conduct classes virtually for the beginning of the semester, while other schools chose to delay their start dates (and some schools both delayed the start of the semester and started classes virtually), thus reducing and/or delaying sales.

Product and other sales for Retail increased by \$110.0 million, or 9.2%, to \$1,306.3 million during the 52 weeks ended April 30, 2022 from \$1,196.3 million during the 52 weeks ended May 1, 2021. During the 52 weeks ended April 30, 2022, course material sales increased by \$54.4 million or 8.1% to \$710.7 million, and general merchandise sales increased by \$59.0 million or 11.8% to \$558.8 million, offset by a decrease in service and other revenue of \$2.4 million or 6.1% to \$36.8 million. Course material rental income for Retail decreased by \$0.8 million, or 0.6%, to \$133.4 million during the 52 weeks ended April 30, 2022 from \$134.2 million during the 52 weeks ended May 1, 2021. The overall Retail sales increase is primarily related to re-opening stores that had temporarily closed due to the COVID-19 pandemic in the prior year. Course material sales were also impacted by lower enrollments, primarily at community colleges and by international students, and the continuation of remote and hybrid class offerings.

During the 52 weeks ended April 30, 2022, Retail Gross Comparable Store course material sales increased by 2.3%, as compared to a 15.2% decline a year ago, when the majority of our stores had temporarily closed due to the COVID-19 pandemic. See Retail Gross Comparable Store Sales discussion below. The increase in course material sales was reflective of the growth of *First Day* inclusive access programs, digital and eTextbook revenue increases, due to a shift to lower cost options and more affordable solutions, including digital offerings. For the 2022 Spring term, *First Day Complete* was offered through 76 campus bookstores compared to 14 campus bookstores in the prior year, at schools with over 380,000 in total undergraduate enrollment, up from approximately 62,000 in total undergraduate enrollment in the 2021 Spring term. Revenue for both of our *First Day* models increased to \$234.2 million during Fiscal 2022, as compared to \$122.7 million in the prior year period.

During the 52 weeks ended April 30, 2022, logo and emblematic sales are reflected in sales on a net basis in our consolidated financial statements, as compared to the recognition of logo and emblematic sales on a gross basis prior to April 4, 2021. See Retail Gross Comparable Store Sales discussion below. During the 52 weeks ended April 30, 2022, Retail Gross Comparable Store general merchandise sales increased by 76.1%, as compared to a 45.9% decline a year ago. Both results during both periods benefited greatly from the return to an on campus learning experience and the resumption of many activities and events. Sales for general merchandise, including on-campus cafe and convenience products, and trade merchandise have increased compared to the prior year, when sales were impacted by the temporary store closings due to the COVID-19 pandemic. However, general merchandise sales are still impacted by fewer students returning to campus, as many schools implemented a remote or hybrid learning model and curtailed on-campus classes and activities.

Retail Gross Comparable Store Sales

To supplement the Total Sales table presented above, the Company uses Retail Gross Comparable Store Sales as a key performance indicator. Retail Gross Comparable Store Sales includes sales from physical and virtual stores that have been open for an entire fiscal year period and does not include sales from permanently closed stores for all periods presented. For Retail Gross Comparable Store Sales, sales for logo and emblematic general merchandise fulfilled by FLC, Fanatics and digital agency sales are included on a gross basis for consistent year-over-year comparison.

Effective April 4, 2021, as contemplated by the FLC Partnership's merchandising agreement and e-commerce agreement, we began to transition the fulfillment of logo and emblematic general merchandise sales to FLC and Fanatics. As the logo and emblematic general merchandise sales are fulfilled by FLC and Fanatics, we recognize commission revenue earned for these sales on a net basis in our consolidated financial statements, as compared to the recognition of logo and emblematic sales on a gross basis in the periods prior to April 4, 2021.

We believe the current Retail Gross Comparable Store Sales calculation method reflects management's view that such comparable store sales are an important measure of the growth in sales when evaluating how established stores have performed over time. We present this metric as additional useful information about the Company's operational and financial performance and to allow greater transparency with respect to important metrics used by management for operating and financial decision-making. Retail Gross Comparable Store Sales are also referred to as "same-store" sales by others within the retail industry and the method of calculating comparable store sales varies across the retail industry. As a result, our calculation of comparable store sales is not necessarily comparable to similarly titled measures reported by other companies and is intended only as supplemental information and is not a substitute for net sales presented in accordance with GAAP.

Retail Gross Comparable Store Sales variances for Retail by category for the 52 week period are as follows:

<i>Dollars in millions</i>	52 weeks ended			
	April 30, 2022		May 1, 2021	
Textbooks (Course Materials)	\$ 21.2	2.3 %	\$ (158.4)	(15.2)%
General Merchandise	212.5	76.1 %	(235.3)	(45.9)%
Trade Books	7.0	63.0 %	(20.9)	(64.3)%
Total Retail Gross Comparable Store Sales	<u>\$ 240.7</u>	19.6 %	<u>\$ (414.6)</u>	(26.1)%

Wholesale

Wholesale sales decreased by \$53.6 million, or 32.3%, to \$112.2 million during the 52 weeks ended April 30, 2022 from \$165.8 million during the 52 weeks ended May 1, 2021. The decrease is primarily due to lower gross sales impacted by the COVID-19 pandemic, including supply constraints resulting from the lack of on campus textbook buyback opportunities during the prior fiscal year, a decrease in customer demand resulting from a shift in buying patterns from physical textbooks to digital products, and lower demand from other third-party clients, partially offset by lower returns and allowances. During the prior year period, the Wholesale operations assumed direct-to-student fulfillment of course material orders for the Retail Segment campus bookstores that were not fully operational due to COVID-19 campus store closures, whereas the sales shifted back to the physical bookstores in the current period.

DSS

DSS total sales increased by \$8.3 million, or 30.3%, to \$35.7 million during the 52 weeks ended April 30, 2022 from \$27.4 million during the 52 weeks ended May 1, 2021. Sales increased primarily due to an increase in subscription sales.

Cost of Sales and Gross Margin

Our cost of sales decreased as a percentage of sales to 75.7% during the 52 weeks ended April 30, 2022 compared to 82.4% during the 52 weeks ended May 1, 2021. Our gross margin increased by \$120.1 million, or 47.5%, to \$372.8 million, or 24.3% of sales, during the 52 weeks ended April 30, 2022 from \$252.7 million, or 17.6% of sales, during the 52 weeks ended May 1, 2021.

During the 52 weeks ended April 30, 2022 and May 1, 2021, we recognized a merchandise inventory loss and write-off of \$0.4 million and \$15.0 million, respectively, in cost of goods sold in the Retail Segment discussed below. Excluding the merchandise inventory loss and write-off, cost of goods sold and gross margin was 75.6% and 24.4%, respectively, of sales during the 52 weeks ended April 30, 2022 compared to 81.3% and 18.7%, respectively, of sales during the 52 weeks ended May 1, 2021. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 1. Organization and Note 2. Summary of Significant Accounting Policies - Merchandise Inventories*.

Retail

The following table summarizes the Retail cost of sales:

<i>Dollars in thousands</i>	52 weeks ended		52 weeks ended	
	April 30, 2022	% of Related Sales	May 1, 2021	% of Related Sales
Product and other cost of sales	\$ 1,040,022	79.6%	\$ 1,047,613	87.6%
Rental cost of sales	76,659	57.5%	87,240	65.0%
Total Cost of Sales	<u>\$ 1,116,681</u>	77.6%	<u>\$ 1,134,853</u>	85.3%

The following table summarizes the Retail gross margin:

<i>Dollars in thousands</i>	52 weeks ended		52 weeks ended	
	April 30, 2022	% of Related Sales	May 1, 2021	% of Related Sales
Product and other gross margin	\$ 266,288	20.4%	\$ 148,707	12.4%
Rental gross margin	56,695	42.5%	46,910	35.0%
Gross Margin	<u>\$ 322,983</u>	22.4%	<u>\$ 195,617</u>	14.7%

For the 52 weeks ended April 30, 2022, the Retail gross margin as a percentage of sales increased as discussed below:

- Product and other gross margin increased (800 basis points), driven primarily by a favorable sales mix (410 basis points) due to higher general merchandise sales and higher margin rates (445 basis points) due to lower inventory reserves and lower markdowns, partially offset by an inventory merchandise loss of \$0.4 million related to the finalization of the sale of our logo and emblematic general merchandise inventory below cost to FLC which occurred in the fourth quarter in Fiscal 2021. The increase in margin was also partially offset by higher contract costs as a percentage of sales related to our college and university contracts (60 basis points) resulting from contract renewals and new store contracts.
- Rental gross margin increased (750 basis points), driven primarily by lower contract costs as a percentage of sales related to our college and university contracts (750 basis points) and a favorable rental mix (50 basis points), partially offset by lower rental margin rates (50 basis points).

Wholesale

The cost of sales and gross margin for Wholesale were \$92.5 million, or 82.4% of sales, and \$19.8 million, or 17.6% of sales, respectively, during the 52 weeks ended April 30, 2022. The cost of sales and gross margin for Wholesale were \$131.1 million, or 79.1% of sales, and \$34.7 million, or 20.9% of sales, respectively, during the 52 weeks ended May 1, 2021. The gross margin decreased to 17.6% during the 52 weeks ended April 30, 2022 from 20.9% during the 52 weeks ended May 1, 2021. The decrease was primarily due to the unfavorable impact of returns and allowances and higher markdowns, partially offset by a favorable sales mix.

DSS

Gross margin for the DSS segment was \$29.9 million, or 83.9% of sales, during the 52 weeks ended April 30, 2022 and \$22.3 million, or 81.5% of sales, during the 52 weeks ended May 1, 2021. The gross margins are driven primarily by high margin subscription service revenue earned.

Intercompany Eliminations

During the 52 weeks ended April 30, 2022 and 52 weeks ended May 1, 2021, sales eliminations were \$56.2 million and \$89.8 million, respectively. These sales eliminations represent the elimination of Wholesale sales and fulfillment service fees to Retail and the elimination of Retail commissions earned from Wholesale.

During the 52 weeks ended April 30, 2022 and 52 weeks ended May 1, 2021, the cost of sales eliminations were \$56.2 million and \$89.8 million, respectively. These cost of sales eliminations represent (i) the recognition of intercompany profit for Retail inventory that was purchased from Wholesale in a prior period that was subsequently sold to external customers during the current period and the elimination of Wholesale service fees charged for fulfillment of inventory for virtual store sales, net of (ii) the elimination of intercompany profit for Wholesale inventory purchases by Retail that remain in ending inventory at the end of the current period.

During both 52 weeks periods ended April 30, 2022 and 52 weeks ended May 1, 2021, the gross margin eliminations was \$0.1 million. The gross margin eliminations reflect the net impact of the sales eliminations and cost of sales eliminations during the above mentioned reporting periods.

Selling and Administrative Expenses

<i>Dollars in thousands</i>	52 weeks ended		52 weeks ended	
	April 30, 2022	% of Sales	May 1, 2021	% of Sales
Selling and Administrative Expenses	\$ 383,440	25.0%	\$ 338,280	23.6%

During the 52 weeks ended April 30, 2022, selling and administrative expenses increased by \$45.2 million, or 13.4%, to \$383.4 million from \$338.3 million during the 52 weeks ended May 1, 2021. The variances by segment are discussed by segment below. The increase in selling and administrative expenses is primarily related to re-opening stores that had temporarily closed due to the COVID-19 pandemic in the prior year.

Retail

For Retail, selling and administrative expenses increased by \$37.0 million, or 13.3%, to \$315.1 million during the 52 weeks ended April 30, 2022 from \$278.1 million during the 52 weeks ended May 1, 2021. This increase was primarily due to a \$34.5 million increase in stores payroll and operating expenses including comparable stores, virtual stores and new/closed stores payroll and operating expenses, and a \$2.5 million increase in corporate payroll, infrastructure and product development costs. The payroll increase is primarily related to re-opening stores that had temporarily closed due to the COVID-19 pandemic in the prior year.

Wholesale

For Wholesale, selling and administrative expenses decreased by \$0.1 million, or 0.5%, to \$16.0 million during the 52 weeks ended April 30, 2022 from \$16.1 million during the 52 weeks ended May 1, 2021. The decrease in selling and administrative expenses was primarily driven by lower compensation expense and lower operating costs.

DSS

For DSS, selling and administrative expenses increased by \$7.4 million to \$29.5 million during the 52 weeks ended April 30, 2022 from \$22.1 million during the 52 weeks ended May 1, 2021. The increase in costs was primarily driven by higher compensation expense, higher operating costs invested in the business associated with product development and sales infrastructure costs aimed at increasing revenue.

Corporate Services

Corporate Services' selling and administrative expenses increased by \$0.9 million, or 4.2%, to \$23.0 million during the 52 weeks ended April 30, 2022 from \$22.1 million during the 52 weeks ended May 1, 2021. The increase was primarily due to higher professional services costs.

Depreciation and Amortization Expense

<i>Dollars in thousands</i>	52 weeks ended		52 weeks ended	
	April 30, 2022	% of Sales	May 1, 2021	% of Sales
Depreciation and Amortization Expense	\$ 49,381	3.2%	\$ 52,967	3.7%

Depreciation and amortization expense decreased by \$3.6 million, or 6.8%, to \$49.4 million during the 52 weeks ended April 30, 2022 from \$53.0 million during the 52 weeks ended May 1, 2021. The decrease was primarily attributable to lower depreciable assets and intangibles due to the store impairment loss recognized during Fiscal 2022 and Fiscal 2021. See impairment loss discuss below.

Impairment loss (non-cash)

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with *ASC 360-10, Accounting for the Impairment or Disposal of Long-Lived Assets*. For information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* and *Note 6. Fair Value Measurements*.

During the 52 weeks ended April 30, 2022, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment. Based on the results of the impairment tests, we recognized an impairment loss (non-cash) of \$6.4 million (both pre-tax and after-tax), comprised of \$0.7 million, \$1.8 million, \$3.7 million and \$0.2 million of property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets, respectively.

During the 52 weeks ended May 1, 2021, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment. Based on the results of the impairment tests, we recognized an impairment loss (non-cash) of \$27.6 million, \$20.5 million after-tax, comprised of \$5.1 million, \$13.3 million, \$6.3 million and \$2.9 million of property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets, respectively.

Restructuring and other charges

During the 52 weeks ended April 30, 2022, we recognized restructuring and other charges totaling \$1.0 million, comprised primarily of \$1.3 million for severance and other employee termination and benefit costs associated with elimination of various positions as part of cost reduction objectives and \$1.8 million for costs associated with professional service costs for restructuring, process improvements, development and integration associated with the FLC Partnership, shareholder activist activities, and liabilities for a facility closure, partially offset by a \$2.1 million in an actuarial gain related to a frozen retirement benefit plan (non-cash).

During the 52 weeks ended May 1, 2021, we recognized restructuring and other charges totaling \$10.7 million (Restated), comprised primarily of \$6.6 million for severance and other employee termination and benefit costs associated with elimination of various positions as part of cost reduction objectives, \$5.7 million for professional service costs related to restructuring, process improvements, the financial advisor strategic review process, costs related to development and integration associated with Fanatics and FLC partnership agreements and shareholder activist activities, and liabilities for a facility closure, partially offset by a \$1.6 million in an actuarial gain related to a frozen retirement benefit plan (non-cash).

Operating Loss

Dollars in thousands	52 weeks ended		52 weeks ended - Restated ^(a)	
	April 30, 2022	% of Sales	May 1, 2021	% of Sales
Operating Loss	\$ (67,416)	(4.4)%	\$ (176,894)	(12.3)%

(a) We identified certain out of period adjustments related to Restructuring and other charges for the 52 weeks ended May 1, 2021. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.

Our operating loss was \$(67.4) million during the 52 weeks ended April 30, 2022 compared to operating loss of \$(176.9) million during the 52 weeks ended May 1, 2021. This operating loss increase was due to the matters discussed above.

For the 52 weeks ended April 30, 2022, excluding the \$0.4 million of merchandise inventory loss and write-off, \$1.0 million of restructuring and other charges and the \$6.4 million impairment loss (non-cash), all discussed above, operating loss was \$(59.6) million (or (3.9)% of sales).

For the 52 weeks ended May 1, 2021, excluding the \$15.0 million of merchandise inventory loss and write-off, \$10.7 million of restructuring and other charges and the \$27.6 million impairment loss (non-cash), all discussed above, operating loss was \$(123.6) million (or (8.6)% of sales).

Interest Expense, Net

Dollars in thousands	52 weeks ended	
	April 30, 2022	May 1, 2021
Interest Expense, Net	\$ 10,096	\$ 8,087

Net interest expense increased by \$2.0 million to \$10.1 million during the 52 weeks ended April 30, 2022 from \$8.1 million during the 52 weeks ended May 1, 2021 primarily due to higher borrowings compared to the prior year.

Income Tax Benefit

Dollars in thousands	52 weeks ended		52 weeks ended - Restated ^(a)	
	April 30, 2022	Effective Rate	May 1, 2021	Effective Rate
Income Tax Benefit	\$ (8,655)	11.2%	\$ (45,171)	24.4%

(a) We identified certain out of period adjustments related primarily to Income tax benefit for the 52 weeks ended May 1, 2021. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.

We recorded an income tax benefit of \$(8.7) million on a pre-tax loss of \$(77.5) million during the 52 weeks ended April 30, 2022, which represented an effective income tax rate of 11.2% and an income tax benefit of \$(45.2) million on a pre-tax loss of \$(185.0) million during the 52 weeks ended May 1, 2021, which represented an effective income tax rate of 24.4%.

The effective tax rate for the 52 weeks ended April 30, 2022 is significantly lower as compared to the prior year comparable period due to the change in pre-tax loss and the change in the assessment of the realization of deferred tax assets as compared to prior year loss carrybacks.

Impact of U.S. Tax Reform

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (The “CARES Act”) was enacted. We have analyzed the provisions, which provide for a technical correction to allow for full expensing of qualified leasehold improvements, modifications to charitable contribution and net operating loss limitations (“NOLs”), modifications to the deductibility of business interest expense, as well as Alternative Minimum Tax (“AMT”) credit acceleration. The most significant impact of the legislation for the Company was an income tax benefit of \$7.2 million for the carryback of NOLs to higher tax rate years, recorded in Fiscal 2021. As of May 1, 2021, we recognized a current income tax receivable for NOL carrybacks of \$30.5 million in prepaid and other current assets on the consolidated balance sheet. We received a \$7.8 million refund in the second quarter of Fiscal 2022 and expect to receive additional refunds of approximately \$22.7 million.

Net Loss

<i>Dollars in thousands</i>	52 weeks ended	
	April 30, 2022	May 1, 2021
	Restated ^(a)	
Net Loss	\$ (68,857)	\$ (139,810)

(a) We identified certain out of period adjustments related primarily to Income tax benefit, as well as Restructuring and other charges, for the 52 weeks ended May 1, 2021. The adjustments increased our fiscal year 2021 reported net loss by \$8.0 million but did not have an impact on Adjusted EBITDA (non-GAAP), cash flows or liquidity. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.

As a result of the factors discussed above, we reported a net loss of \$(68.9) million during the 52 weeks ended April 30, 2022, compared with a net loss of \$(139.8) million during the 52 weeks ended May 1, 2021. Adjusted Earnings (non-GAAP) is \$(55.6) million during the 52 weeks ended April 30, 2022, compared with \$(96.5) million during the 52 weeks ended May 1, 2021. See *Adjusted Earnings (non-GAAP)* discussion below.

Results of Operations - 52 weeks ended May 1, 2021 (Restated) compared with the 53 weeks ended May 2, 2020

<i>Dollars in thousands</i>	52 weeks ended, May 1, 2021 - Restated ^{(a) (b)}					
	Retail	Wholesale	DSS	Corporate Services	Eliminations ^(c)	Total
Sales:						
Product sales and other	\$ 1,196,320	\$ 165,825	\$ 27,374	\$ —	\$ (89,779)	\$ 1,299,740
Rental income	134,150	—	—	—	—	134,150
Total sales	1,330,470	165,825	27,374	—	(89,779)	1,433,890
Cost of sales:						
Product and other cost of sales	1,047,613	131,142	5,056	—	(89,822)	1,093,989
Rental cost of sales	87,240	—	—	—	—	87,240
Total cost of sales	1,134,853	131,142	5,056	—	(89,822)	1,181,229
Gross profit	195,617	34,683	22,318	—	43	252,661
Selling and administrative expenses	278,149	16,085	22,116	22,079	(149)	338,280
Depreciation and amortization expense	39,634	5,461	7,763	109	—	52,967
Sub-Total:	\$ (122,166)	\$ 13,137	\$ (7,561)	\$ (22,188)	\$ 192	(138,586)
Impairment loss (non-cash)						27,630
Restructuring and other charges						10,678
Operating loss						\$ (176,894)

53 weeks ended, May 2, 2020 ^(b)

<i>Dollars in thousands</i>	Retail	Wholesale	DSS	Corporate Services	Eliminations ^(c)	Total
Sales:						
Product sales and other	\$ 1,533,029	\$ 198,353	\$ 23,661	\$ —	\$ (83,843)	1,671,200
Rental income	179,863	—	—	—	—	179,863
Total sales	1,712,892	198,353	23,661	—	(83,843)	1,851,063
Cost of sales:						
Product and other cost of sales	1,224,798	158,548	4,348	—	(83,992)	1,303,702
Rental cost of sales	104,812	—	—	—	—	104,812
Total cost of sales	1,329,610	158,548	4,348	—	(83,992)	1,408,514
Gross profit	383,282	39,805	19,313	—	149	442,549
Selling and administrative expenses	347,869	18,238	19,172	19,403	(210)	404,472
Depreciation and amortization expense	47,099	5,963	8,670	128	—	61,860
Sub-Total:	\$ (11,686)	\$ 15,604	\$ (8,529)	\$ (19,531)	\$ 359	(23,783)
Impairment loss (non-cash)						433
Restructuring and other charges						18,567
Operating loss						\$ (42,783)

- (a) We identified certain out of period adjustments related to Restructuring and other charges for the 52 weeks ended May 1, 2021. The adjustments increased our fiscal year 2021 reported net loss by \$8.0 million but did not have an impact on Adjusted EBITDA (non-GAAP), cash flows or liquidity. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.
- (b) In Fiscal 2021 and Fiscal 2020, our business experienced an unprecedented and significant impact as a result of the COVID-19 pandemic. The impact of which affects the comparability of our results of operations and cash flows.
- (c) For additional information related to the intercompany activities and eliminations, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 5. Segment Reporting*.

Sales

The following table summarizes our sales:

<i>Dollars in thousands</i>	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020	%
Product sales and other	1,299,740	1,671,200	(22.2)%
Rental income	134,150	179,863	(25.4)%
Total Sales	\$ 1,433,890	\$ 1,851,063	(22.5)%

Our total sales decreased by \$417.2 million, or 22.5%, to \$1,433.9 million during the 52 weeks ended May 1, 2021 from \$1,851.1 million during the 53 weeks ended May 2, 2020. The sales decrease is primarily related to the impact of the additional week for Fiscal 2020, the impact from temporary store closings related to COVID-19 earlier in the fiscal year, as well as lower in store foot traffic, lower enrollments and fewer on-campus events due to COVID-19. The components of the variances are reflected in the table below.

Sales variances	52 weeks ended	
<i>Dollars in millions</i>	May 1, 2021	
Retail Sales		
New stores	\$	64.2
Closed stores		(35.4)
Comparable stores ^(a)		(409.2)
Textbook rental deferral		(3.3)
Service revenue ^(b)		(0.7)
Other ^(c)		2.0
Retail Sales subtotal:	\$	(382.4)
Wholesale Sales	\$	(32.5)
DSS Sales	\$	3.7
Eliminations ^(d)	\$	(6.0)
Total sales variance	\$	(417.2)

- (a) Comparable store sales includes sales from physical stores that have been open for an entire fiscal year period and virtual store sales for the period, does not include sales from closed stores for all periods presented. Sales for logo and emblematic general merchandise fulfilled by FLC inventory and digital agency sales are included on a gross basis.
- (b) Service revenue includes brand partnerships, shipping and handling, and revenue from other programs.
- (c) Other includes inventory liquidation sales to third parties, marketplace sales and certain accounting adjusting items related to return reserves, and other deferred items.
- (d) Eliminates Wholesale sales and service fees to Retail and Retail commissions earned from Wholesale. See discussion of intercompany activities and eliminations below.

Retail

Retail total sales decreased by \$382.4 million, or 22.3%, to \$1,330.5 million during the 52 weeks ended May 1, 2021 from \$1,712.9 million during the 53 weeks ended May 2, 2020. Retail added 98 new stores and closed 100 stores (not including temporary store closings due to COVID-19) during the 52 weeks ended May 1, 2021, ending the period with a total of 1,417 stores.

	Fiscal 2021		Fiscal 2020	
	Physical	Virtual	Physical	Virtual
Number of stores at beginning of period	772	647	772	676
Opened	40	58	50	71
Closed	43	57	50	100
Number of stores at end of period	769	648	772	647

Product and other sales for Retail decreased by \$336.7 million, or 22.0%, to \$1,196.3 million during the 52 weeks ended May 1, 2021 from \$1,533.0 million during the 53 weeks ended May 2, 2020. Product and other sales are impacted by comparable store sales (as noted in the chart below), new store openings and store closings, as well as the impact from the COVID-19 pandemic. Sales were impacted by the temporary store closings due to COVID-19 earlier in the fiscal year, as well as the impact of fewer students returning to campus, as many schools implemented a remote learning model and curtailed on-campus classes and activities. While many big-conferences resumed their sport activities, fan attendance at the games was either eliminated or severely restricted, which further impacted the company's high-margin general merchandise business. Additionally, sales were impacted by overall enrollment declines in higher education. Textbook (Course Materials) revenue for Retail decreased primarily due to lower new and used textbook and other course materials sales, while First Day (our inclusive access program), digital and eTextbook revenue increased.

Effective April 4, 2021, as per the FLC merchandising partnership agreement, logo and emblematic general merchandise sales were fulfilled by FLC and we recognized commission revenue earned for these sales on a net basis. Additionally, general merchandise sales for Retail decreased primarily due to lower emblematic apparel sales (as many athletic events were canceled due to COVID-19), lower supply product sales and lower graduation product sales (primarily due to COVID-19 related campus

closures). We have made continued progress in the development of our next generation e-commerce platform, which launched in Fiscal 2021 to deliver increased high-margin general merchandise sales.

Rental income for Retail decreased by \$45.7 million, or 25.4%, to \$134.2 million during the 52 weeks ended May 1, 2021 from \$179.9 million during the 53 weeks ended May 2, 2020. Rental income is impacted by comparable store sales, new store openings and store closings. The decrease in rental income is primarily due to decreased rental activity due to the COVID-19 pandemic as discussed above and the impact of increased digital offerings.

Comparable store sales for Retail decreased for the 52 week sales period. Comparable store sales were impacted primarily by COVID-19 related campus temporary store closures, lower enrollment and on-campus events (all discussed above), a shift to lower cost options and more affordable solutions, including digital offerings, increased consumer purchases directly from publishers and other online providers, lower general merchandise sales (including graduation products and logo products for athletic events). These decreases were partially offset by increased First Day, digital and eTextbook revenue. Comparable store sales variances for Retail by category for the 52 week period is as follows:

Comparable Store Sales variances for Retail ^(a)	52 weeks ended	
<i>Dollars in millions</i>	May 1, 2021	
Textbooks (Course Materials)	\$ (158.4)	(15.2)%
General Merchandise	(235.3)	(45.9)%
Trade Books	(20.9)	(64.3)%
Total Comparable Store Sales	<u>\$ (414.6)</u>	<u>(26.1)%</u>

(a) Comparable sales data exclude the impact of the additional week for Fiscal 2020. Comparable store sales includes sales from physical stores that have been open for an entire fiscal year period and virtual store sales for the period, does not include sales from closed stores for all periods presented. Sales for logo and emblematic general merchandise fulfilled by FLC inventory and digital agency sales are included on a gross basis. We believe the current comparable store sales calculation method reflects the manner in which management views comparable sales, as well as the seasonal nature of our business.

Wholesale

Wholesale sales decreased by \$32.5 million, or 16.4%, to \$165.8 million during the 52 weeks ended May 1, 2021 from \$198.3 million during the 53 weeks ended May 2, 2020. The decrease is primarily due to decreased gross sales impacted by the COVID-19 pandemic, a decrease in customer demand resulting from a shift in buying patterns from physical textbooks to digital products, and lower demand from other third-party clients, partially offset by a lower returns and allowances.

DSS

DSS total sales increased by \$3.7 million, or 15.7%, to \$27.4 million during the 52 weeks ended May 1, 2021 from \$23.7 million during the 53 weeks ended May 2, 2020, primarily due to higher *bartleby* subscription sales, which were partially offset by lower Student Brands sales.

Cost of Sales and Gross Margin

Our cost of sales increased as a percentage of sales to 82.4% during the 52 weeks ended May 1, 2021 compared to 76.1% during the 53 weeks ended May 2, 2020. Our gross margin decreased by \$189.9 million, or 42.9%, to \$252.7 million, or 17.6% of sales, during the 52 weeks ended May 1, 2021 from \$442.5 million, or 23.9% of sales, during the 53 weeks ended May 2, 2020.

During the 52 weeks ended May 1, 2021, we recognized a merchandise inventory loss and write-off of \$15.0 million in cost of goods sold in the Retail Segment discussed below. Excluding the merchandise inventory loss and write-off, cost of goods sold and gross margin was 81.3% and 18.7%, respectively, of sales during the 52 weeks ended May 1, 2021 compared to 76.1% and 23.9%, respectively, of sales during the 53 weeks ended May 2, 2020. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 1. Organization* and *Note 2. Summary of Significant Accounting Policies - Merchandise Inventories*.

Retail

The following table summarizes the Retail cost of sales:

<i>Dollars in thousands</i>	52 weeks ended		53 weeks ended	
	May 1, 2021	% of Related Sales	May 2, 2020	% of Related Sales
Product and other cost of sales	\$ 1,047,612	87.6%	\$ 1,224,798	79.9%
Rental cost of sales	87,240	65.0%	104,812	58.3%
Total Cost of Sales	<u>\$ 1,134,852</u>	<u>85.3%</u>	<u>\$ 1,329,610</u>	<u>77.6%</u>

The following table summarizes the Retail gross margin:

<i>Dollars in thousands</i>	52 weeks ended		53 weeks ended	
	May 1, 2021	% of Related Sales	May 2, 2020	% of Related Sales
Product and other gross margin	\$ 148,708	12.4%	\$ 308,231	20.1%
Rental gross margin	46,910	35.0%	75,051	41.7%
Gross Margin	<u>\$ 195,618</u>	<u>14.7%</u>	<u>\$ 383,282</u>	<u>22.4%</u>

For the 52 weeks ended May 1, 2021, the Retail gross margin as a percentage of sales decreased as discussed below:

- Product and other gross margin decreased (770 basis points), driven primarily by lower margin rates (435 basis points) due to higher markdowns, an unfavorable sales mix (370 basis points) due to lower high-margin general merchandise sales of approximately \$231.2 million and the shift to lower margin digital courseware, and a merchandise inventory loss and write-off (100 basis points) of \$15.0 million, comprised of a loss of \$10.3 million related to the sale of our logo and emblematic general merchandise inventory below cost to FLC and an inventory write-off of \$4.7 million related to our initiative to exit certain product offerings and streamline/rationalize our overall non-logo general merchandise product assortment resulting from the centralization of our merchandising decision-making during the year, partially offset by higher contract costs as a percentage of sales related to our college and university contracts (130 basis points) resulting from contract renewals and new store contracts.
- Rental gross margin decreased (670 basis points), driven primarily by higher contract costs as a percentage of sales related to our college and university contracts (620 basis points) and unfavorable rental mix (80 basis points), partially offset by higher rental margin rates (30 basis points).

Wholesale

The cost of sales and gross margin for Wholesale were \$131.1 million, or 79.1% of sales, and \$34.7 million, or 20.9% of sales, respectively, during the 52 weeks ended May 1, 2021. The cost of sales and gross margin for Wholesale were \$158.5 million, or 79.9% of sales, and \$39.8 million, or 20.1% of sales, respectively, during the 53 weeks ended May 2, 2020. The gross margin increased to 20.9% during the 52 weeks ended May 1, 2021 from 20.1% during the 53 weeks ended May 2, 2020. The increase was primarily due to the favorable impact of returns and allowances and lower markdowns, partially offset by an unfavorable sales mix.

DSS

Gross margin for the DSS segment was \$22.3 million, or 81.5% of sales, during the 52 weeks ended May 1, 2021 and \$19.3 million, or 81.6% of sales, during the 53 weeks ended May 2, 2020. The increase in gross margin was primarily due to higher *bartleby* subscription sales.

Intercompany Eliminations

During the 52 weeks ended May 1, 2021 and 53 weeks ended May 2, 2020, sales eliminations were \$89.8 million and \$83.9 million, respectively. These sales eliminations represent the elimination of Wholesale sales and fulfillment service fees to Retail and the elimination of Retail commissions earned from Wholesale.

During the 52 weeks ended May 1, 2021 and 53 weeks ended May 2, 2020, the cost of sales eliminations were \$89.8 million and \$84.0 million, respectively. These cost of sales eliminations represent (i) the recognition of intercompany profit for Retail inventory that was purchased from Wholesale in a prior period that was subsequently sold to external customers during the current period and the elimination of Wholesale service fees charged for fulfillment of inventory for virtual store sales, net of (ii) the elimination of intercompany profit for Wholesale inventory purchases by Retail that remain in ending inventory at the end of the current period.

The \$0.1 million of gross margin elimination reflects the net impact of the sales eliminations and cost of sales eliminations during both the 52 weeks ended May 1, 2021 and 53 weeks ended May 2, 2020, respectively. The gross margin eliminations reflect the net impact of the sales eliminations and cost of sales eliminations during the above mentioned reporting periods.

Selling and Administrative Expenses

<i>Dollars in thousands</i>	52 weeks ended		53 weeks ended	
	May 1, 2021	% of Sales	May 2, 2020	% of Sales
Selling and Administrative Expenses	\$ 338,280	23.6%	\$ 404,472	21.9%

During the 52 weeks ended May 1, 2021, selling and administrative expenses decreased by \$66.2 million, or 16.4%, to \$338.3 million from \$404.5 million during the 53 weeks ended May 2, 2020. The variances by segment are as follows:

Retail

For Retail, selling and administrative expenses decreased by \$69.7 million, or 20.0%, to \$278.2 million during the 52 weeks ended May 1, 2021 from \$347.9 million during the 53 weeks ended May 2, 2020. This decrease was primarily due to a \$59.3 million decrease in stores payroll and operating expenses, including comparable stores, primarily due to temporary furloughed store employees, lower virtual stores and new/closed stores payroll and operating expenses, and a decrease of \$10.4 million in corporate payroll, infrastructure costs, product development costs and digital operations costs.

Wholesale

For Wholesale, selling and administrative expenses decreased by \$2.1 million, or 11.8%, to \$16.1 million during the 52 weeks ended May 1, 2021 from \$18.2 million during the 53 weeks ended May 2, 2020. The decrease in selling and administrative expenses was primarily driven by lower payroll and operating costs.

DSS

For DSS, selling and administrative expenses increased by \$2.9 million to \$22.1 million during the 52 weeks ended May 1, 2021 from \$19.2 million during the 53 weeks ended May 2, 2020. The increase in costs was primarily driven by an increase in payroll costs, higher professional services and advertising costs.

Corporate Services

Corporate Services' selling and administrative expenses increased by \$2.7 million, or 13.8%, to \$22.1 million during the 52 weeks ended May 1, 2021 from \$19.4 million during the 53 weeks ended May 2, 2020. The increase was primarily due to higher compensation-related expenses and higher operating expenses.

Depreciation and Amortization Expense

<i>Dollars in thousands</i>	52 weeks ended		53 weeks ended	
	May 1, 2021	% of Sales	May 2, 2020	% of Sales
Depreciation and Amortization Expense	\$ 52,967	3.7%	\$ 61,860	3.3%

Depreciation and amortization expense decreased by \$8.9 million, or 14.4%, to \$53.0 million during the 52 weeks ended May 1, 2021 from \$61.9 million during the 53 weeks ended May 2, 2020. The decrease was primarily attributable to lower depreciable assets and intangibles due to the store impairment loss recognized during the third quarter of Fiscal 2021. See impairment loss discuss below.

Impairment loss (non-cash)

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with ASC 360-10, *Accounting for the Impairment or Disposal of Long-Lived Assets*. For information, see Part II - Item 8. *Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* and Note 7. *Fair Value Measurements*.

During the 52 weeks ended May 1, 2021, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment. Based on the results of the impairment tests, we recognized an impairment loss (non-cash) of \$27.6 million, \$20.5 million after-tax, comprised of \$5.1 million, \$13.3 million, \$6.3 million and \$2.9 million of property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets, respectively.

During the 53 weeks ended May 2, 2020, we recognized an impairment loss (non-cash) of \$0.4 million in the Retail segment related to net capitalized development costs for a project which are not recoverable.

Restructuring and other charges

During the 52 weeks ended May 1, 2021, we recognized restructuring and other charges totaling \$10.7 million (Restated), comprised primarily of \$6.6 million for severance and other employee termination and benefit costs associated with elimination of various positions as part of cost reduction objectives, \$5.7 million for professional service costs related to restructuring, process improvements, the financial advisor strategic review process, costs related to development and integration associated with Fanatics and FLC partnership agreements and shareholder activist activities, and liabilities for a facility closure, partially offset by a \$1.6 million in an actuarial gain related to a frozen retirement benefit plan (non-cash).

During the 53 weeks ended May 2, 2020, we recognized restructuring and other charges totaling \$18.6 million comprised primarily of \$12.7 million for severance and other employee termination and benefit costs associated with several management changes, the elimination of various positions as part of cost reduction objectives, and professional service costs for process improvements, \$2.8 million for professional service costs for shareholder activist activities, \$2.7 million in an actuarial loss related to a frozen retirement benefit plan (non-cash), and \$0.6 million for a store level asset impairment charge, offset by \$0.2 million related to reduction of liabilities for a facility closure.

Operating Loss

Dollars in thousands	52 weeks ended - Restated ^(a)		53 weeks ended	
	May 1, 2021	% of Sales	May 2, 2020	% of Sales
Operating Loss	\$ (176,894)	(12.3)%	\$ (42,783)	(2.3)%

(a) We identified certain out of period adjustments related to Restructuring and other charges for the 52 weeks ended May 1, 2021. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.

Our operating loss was \$(176.9) million during the 52 weeks ended May 1, 2021 compared to operating loss of \$(42.8) million during the 53 weeks ended May 2, 2020. This operating loss increase was due to the matters discussed above.

For the 52 weeks ended May 1, 2021, excluding the \$15.0 million of merchandise inventory loss and write-off, \$10.7 million of restructuring and other charges and the \$27.6 million impairment loss (non-cash), all discussed above, operating loss was \$(123.6) million (or (8.6)% of sales).

For the 53 weeks ended May 2, 2020, excluding the \$18.6 million of restructuring and other charges and the \$0.4 million impairment loss, all discussed above, operating loss was \$(23.8) million (or (1.3)% of sales).

Interest Expense, Net

Dollars in thousands	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
Interest Expense, Net	\$ 8,087	\$ 7,445

Net interest expense increased by \$0.6 million to \$8.1 million during the 52 weeks ended May 1, 2021 from \$7.4 million during the 53 weeks ended May 2, 2020 primarily due to higher average borrowings.

Income Tax Benefit

Dollars in thousands	52 weeks ended - Restated ^(a)		53 weeks ended	
	May 1, 2021	Effective Rate	May 2, 2020	Effective Rate
Income Tax Benefit	\$ (45,171)	24.4%	\$ (11,978)	23.8%

(a) We identified certain out of period adjustments related to Restructuring and other charges for the 52 weeks ended May 1, 2021. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.

We recorded an income tax benefit of \$(45.2) million on a pre-tax loss of \$(185.0) million during the 52 weeks ended May 1, 2021, which represented an effective income tax rate of 24.4% and an income tax benefit of \$(12.0) million on a pre-tax loss of \$(50.2) million during the 53 weeks ended May 2, 2020, which represented an effective income tax rate of 23.8%.

The effective tax rate for the 52 weeks ended May 1, 2021 is higher as compared to the comparable prior year period due to various permanent differences and the impact of the CARES Act.

Impact of U.S. Tax Reform

The Tax Cuts and Jobs Act (the “Act”) was enacted on December 22, 2017. The Act reduces the U.S. federal corporate income tax rate from 35% to 21% and requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, among other provisions. In accordance with SAB 118, “Income Tax Accounting Implications of the Tax Cuts and Jobs Act” (SAB 118), we completed our accounting for the tax effects of the enactment of the Act within the provisional period as of April 27, 2019. We recorded measurement period adjustments during Fiscal 2019 to reduce our net deferred tax liability by \$3.9 million, which primarily relates to the acceleration of certain deductions as permitted by the U.S. tax code. The most significant impact of the legislation for the Company was a \$20.4 million reduction of the value of our net deferred (which represents future tax liabilities) and long-term tax liabilities as a result of lowering the U.S. corporate income tax rate from 35% to 21%, which was recorded in Fiscal 2018. We also recorded a liability associated with the one-time transition tax. This amount is not material.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (The “CARES Act”) was enacted. We have analyzed the provisions, which provide for a technical correction to allow for full expensing of qualified leasehold improvements, modifications to charitable contribution and net operating loss limitations (“NOLs”), modifications to the deductibility of business interest expense, as well as Alternative Minimum Tax (“AMT”) credit acceleration. The most significant impact of the legislation for the Company was an income tax benefit of \$7.2 million for the carryback of NOLs to higher tax rate years, recorded in Fiscal 2021. As of May 1, 2021, we recognized a current income tax receivable for NOL carrybacks of \$30.5 million in prepaid and other current assets on the consolidated balance sheet.

Net Loss

<i>Dollars in thousands</i>	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
	Restated ^(a)	
Net Loss	\$ (139,810)	\$ (38,250)

- (a) We identified certain out of period adjustments related primarily to Income tax benefit, as well as Restructuring and other charges, for the 52 weeks ended May 1, 2021. The adjustments increased our fiscal year 2021 reported net loss by \$8.0 million but did not have an impact on Adjusted EBITDA (non-GAAP), cash flows or liquidity. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.

As a result of the factors discussed above, we reported a net loss of \$(139.8) million during the 52 weeks ended May 1, 2021, compared with a net loss of \$(38.3) million during the 53 weeks ended May 2, 2020. Adjusted Earnings (non-GAAP) is \$(0) million during the 52 weeks ended May 1, 2021, compared with \$(21.1) million during the 53 weeks ended May 2, 2020. See *Adjusted Earnings (non-GAAP)* discussion below.

Use of Non-GAAP Measures - Adjusted Earnings, Adjusted EBITDA, Adjusted EBITDA by Segment, and Free Cash Flow

To supplement our results prepared in accordance with generally accepted accounting principles (“GAAP”), we use the measure of Adjusted Earnings, Adjusted EBITDA, Adjusted EBITDA by Segment, and Free Cash Flow, which are non-GAAP financial measures under Securities and Exchange Commission (the “SEC”) regulations. We define Adjusted Earnings as net income adjusted for certain reconciling items that are subtracted from or added to net income (loss). We define Adjusted EBITDA as net income (loss) plus (1) depreciation and amortization; (2) interest expense and (3) income taxes, (4) as adjusted for items that are subtracted from or added to net income (loss). We define Free Cash Flow as Cash Flows from Operating Activities less capital expenditures, cash interest and cash taxes.

To properly and prudently evaluate our business, we encourage you to review our consolidated financial statements included elsewhere in this Form 10-K, the reconciliation of Adjusted Earnings to net income (loss), the reconciliation of consolidated Adjusted EBITDA to consolidated net income (loss), and the reconciliation of Adjusted EBITDA by Segment to net income (loss) by segment, the most directly comparable financial measure presented in accordance with GAAP, set forth in the tables below. All of the items included in the reconciliations below are either (i) non-cash items or (ii) items that management does not consider in assessing our on-going operating performance.

These non-GAAP financial measures are not intended as substitutes for and should not be considered superior to measures of financial performance prepared in accordance with GAAP. In addition, our use of these non-GAAP financial measures may be different from similarly named measures used by other companies, limiting their usefulness for comparison purposes.

We review these non-GAAP financial measures as internal measures to evaluate our performance at a consolidated level and at a segment level and manage our operations. We believe that these measures are useful performance measures which are used by us to facilitate a comparison of our on-going operating performance on a consistent basis from period-to-period. We believe that these non-GAAP financial measures provide for a more complete understanding of factors and trends affecting our business than measures under GAAP can provide alone, as they exclude certain items that management believes do not reflect the ordinary performance of our operations in a particular period. Our Board of Directors and management also use Adjusted EBITDA and Adjusted EBITDA by Segment, at a consolidated and at a segment level, as one of the primary methods for planning and forecasting expected performance, for evaluating on a quarterly and annual basis actual results against such expectations, and as a measure for performance incentive plans. Management also uses Adjusted EBITDA by Segment to determine segment capital allocations. We believe that the inclusion of Adjusted Earnings, Adjusted EBITDA, and Adjusted EBITDA by Segment results provides investors useful and important information regarding our operating results, in a manner that is consistent with management's evaluation of business performance. We believe that Free Cash Flow provides useful additional information concerning cash flow available to meet future debt service obligations and working capital requirements and assists investors in their understanding of our operating profitability and liquidity as we manage the business to maximize margin and cash flow.

Consolidated Adjusted Earnings (non-GAAP)

<i>Dollars in thousands</i>	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021 Restated ^(a)	53 weeks ended May 2, 2020
Net loss ^(b)	\$ (68,857)	\$ (139,810)	\$ (38,250)
Reconciling items, after-tax <i>(below)</i>	13,243	43,287	17,124
Adjusted Earnings (non-GAAP)	<u>\$ (55,614)</u>	<u>\$ (96,523)</u>	<u>\$ (21,126)</u>
Reconciling items, pre-tax			
Impairment loss (non-cash) ^(c)	\$ 6,411	\$ 27,630	\$ 433
Merchandise inventory loss and write-off ^(c)	434	14,960	—
Content amortization (non-cash) ^(d)	5,454	5,034	4,082
Restructuring and other charges ^(c)	944	10,678	18,567
Reconciling items, pre-tax	<u>13,243</u>	<u>58,302</u>	<u>23,082</u>
Less: Pro forma income tax impact ^{(c)(e)}	<u>—</u>	<u>15,015</u>	<u>5,958</u>
Reconciling items, after-tax	<u>\$ 13,243</u>	<u>\$ 43,287</u>	<u>\$ 17,124</u>

Consolidated Adjusted EBITDA (non-GAAP)

<i>Dollars in thousands</i>	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021 Restated ^(a)	53 weeks ended May 2, 2020
Net loss ^(b)	\$ (68,857)	\$ (139,810)	\$ (38,250)
Add:			
Depreciation and amortization expense	49,381	52,967	61,860
Interest expense, net	10,096	8,087	7,445
Income tax benefit	(8,655)	(45,171)	(11,978)
Impairment loss (non-cash) ^(c)	6,411	27,630	433
Merchandise inventory loss and write-off ^(c)	434	14,960	—
Content amortization (non-cash) ^(d)	5,454	5,034	4,082
Restructuring and other charges ^(e)	944	10,678	18,567
Adjusted EBITDA (non-GAAP)	<u>\$ (4,792)</u>	<u>\$ (65,625)</u>	<u>\$ 42,159</u>

- (a) We identified certain out of period adjustments related primarily to Income tax benefit, as well as Restructuring and other charges, for the 52 weeks ended May 1, 2021. The adjustments increased our fiscal year 2021 reported net loss by \$8.0 million but did not have an impact on Adjusted EBITDA (non-GAAP), cash flows or liquidity. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.
- (b) In Fiscal 2022, 2021 and Fiscal 2020, our business experienced an unprecedented and significant impact as a result of the COVID-19 pandemic. The impact of which affects the comparability of our results of operations and cash flows.
- (c) See *Management Discussion and Analysis - Results of Operations* discussion above.
- (d) Earnings are adjusted for amortization expense (non-cash) related to content development costs which are included in cost of goods sold.
- (e) Represents the income tax effects of the non-GAAP items.

The following is Adjusted EBITDA by segment for Fiscal 2022, Fiscal 2021, and Fiscal 2020:

<i>Dollars in thousands</i>	52 weeks ended April 30, 2022 ^(a)					
	Retail	Wholesale	DSS	Corporate Services ^(b)	Eliminations	Total
Net (loss) income	\$ (37,305)	\$ 495	\$ (6,801)	\$ (25,471)	\$ 225	\$ (68,857)
Add:						
Depreciation and amortization expense	36,635	5,418	7,257	71	—	49,381
Interest expense, net	—	—	—	10,096	—	10,096
Income tax benefit	—	—	—	(8,655)	—	(8,655)
Impairment loss (non-cash) ^(c)	6,411	—	—	—	—	6,411
Merchandise inventory loss and write-off ^(b)	434	—	—	—	—	434
Content amortization (non-cash) ^(d)	386	—	5,068	—	—	5,454
Restructuring and other charges ^(e)	2,118	(2,131)	—	957	—	944
Adjusted EBITDA (non-GAAP)	<u>\$ 8,679</u>	<u>\$ 3,782</u>	<u>\$ 5,524</u>	<u>\$ (23,002)</u>	<u>\$ 225</u>	<u>\$ (4,792)</u>

Adjusted EBITDA - by Segment

	52 weeks ended May 1, 2021 ^(a) - Restated ^(e)					
<i>Dollars in thousands</i>	Retail	Wholesale	DSS	Corporate Services ^(a)	Eliminations	Total
Net (loss) income	\$ (155,310)	\$ 14,732	\$ (8,132)	\$ 8,708	\$ 192	\$ (139,810)
Add:						
Depreciation and amortization expense	39,634	5,461	7,763	109	—	52,967
Interest expense, net	—	—	—	8,087	—	8,087
Income tax benefit	—	—	—	(45,171)	—	(45,171)
Impairment loss (non-cash) ^(c)	27,630	—	—	—	—	27,630
Merchandise inventory loss and write-off ^(b)	14,960	—	—	—	—	14,960
Content amortization (non-cash) ^(d)	745	—	4,289	—	—	5,034
Restructuring and other charges ^(e)	5,514	(1,595)	571	6,188	—	10,678
Adjusted EBITDA (non-GAAP)	<u>\$ (66,827)</u>	<u>\$ 18,598</u>	<u>\$ 4,491</u>	<u>\$ (22,079)</u>	<u>\$ 192</u>	<u>\$ (65,625)</u>

Adjusted EBITDA - by Segment

	53 weeks ended May 2, 2020 ^(a)					
<i>Dollars in thousands</i>	Retail	Wholesale	DSS	Corporate Services ^(a)	Eliminations	Total
Net (loss) income	\$ (24,445)	\$ 12,909	\$ (8,529)	\$ (18,544)	\$ 359	\$ (38,250)
Add:						
Depreciation and amortization expense	47,099	5,963	8,670	128	—	61,860
Interest expense, net	—	—	—	7,445	—	7,445
Income tax benefit	—	—	—	(11,978)	—	(11,978)
Impairment loss (non-cash) ^(c)	433	—	—	—	—	433
Merchandise inventory loss and write-off ^(b)	—	—	—	—	—	—
Content amortization (non-cash) ^(d)	814	—	3,268	—	—	4,082
Restructuring and other charges ^(e)	12,326	2,695	—	3,546	—	18,567
Adjusted EBITDA (non-GAAP)	<u>\$ 36,227</u>	<u>\$ 21,567</u>	<u>\$ 3,409</u>	<u>\$ (19,403)</u>	<u>\$ 359</u>	<u>\$ 42,159</u>

(a) In Fiscal 2022, 2021 and Fiscal 2020, our business experienced an unprecedented and significant impact as a result of the COVID-19 pandemic. The impact of which affects the comparability of our results of operations and cash flows.

(b) Interest expense is reflected in Corporate Services as it is primarily related to our Credit Agreement which funds our operating and financing needs across the organization. Income taxes are reflected in Corporate Services as we record our income tax provision on a consolidated basis.

(c) See *Management Discussion and Analysis - Results of Operations* discussion above.

(d) Earnings are adjusted for amortization expense (non-cash) related to content development costs which are included in cost of goods sold.

(e) We identified certain out of period adjustments related primarily to Income tax benefit, as well as Restructuring and other charges, for the 52 weeks ended May 1, 2021. The adjustments increased our fiscal year 2021 reported net loss by \$8.0 million but did not have an impact on Adjusted EBITDA (non-GAAP), cash flows or liquidity. Refer to *Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* for further information.

Free Cash Flow (non-GAAP)

<i>Dollars in thousands</i>	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
Net cash flows provided by (used in) operating activities	\$ 2,060	\$ 32,895	\$ (8,676)
Less:			
Capital expenditures ^(a)	43,533	37,223	36,192
Cash interest	8,166	6,778	6,796
Cash taxes	(8,007)	6,008	(4,141)
Free Cash Flow (non-GAAP)	<u>\$ (41,632)</u>	<u>\$ (17,114)</u>	<u>\$ (47,523)</u>

(a) Purchases of property and equipment are also referred to as capital expenditures. Our investing activities consist principally of capital expenditures for contractual capital investments associated with renewing existing contracts, new store construction, digital initiatives and enhancements to internal systems and our website. The following table provides the components of total purchases of property and equipment:

Capital Expenditures

<i>Dollars in thousands</i>	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
Physical store capital expenditures	\$ 16,206	\$ 10,382	\$ 13,926
Product and system development	15,453	11,747	15,710
Content development costs	9,340	8,741	4,335
Other	2,534	6,353	2,221
Total Capital Expenditures	<u>\$ 43,533</u>	<u>\$ 37,223</u>	<u>\$ 36,192</u>

Liquidity and Capital Resources

Our primary sources of cash are net cash flows from operating activities, funds available under our credit agreement and short-term vendor financing. As of April 30, 2022, we had \$225.7 million of borrowings outstanding under the Credit Agreement. See *Financing Arrangements* discussion below.

We believe that our future cash from operations, access to borrowings under the Credit Facility, FILO Facility and short-term financings will provide adequate resources to fund our operating and financing needs for the foreseeable future. Our future capital requirements will depend on many factors, including, but not limited to, the economy and the outlook for and pace of sustainable growth in our markets, the levels at which we maintain inventory, the number and timing of new store openings, and any potential acquisitions of other brands or companies including digital properties. To the extent that available funds are insufficient to fund our future activities, we may need to raise additional funds through public or private financing of debt or equity. Our access to, and the availability of, financing in the future will be impacted by many factors, including the liquidity of the overall capital markets and the current state of the economy. There can be no assurances that we will have access to capital markets on acceptable terms.

COVID-19 Business Impact

During Fiscal 2022, our business continued to be significantly negatively impacted by the COVID-19 pandemic. Despite the introduction of COVID-19 vaccines, the pandemic remains highly volatile and continues to evolve. We cannot accurately predict the duration or extent of the impact of the COVID-19 virus, including variants, on enrollments, campus activities, university budgets, athletics and other areas that directly affect our business operations. Although most four year schools returned to a traditional on-campus environment for learning in the Fall semester, as well as hosted traditional on campus sporting activities, there is still uncertainty about the duration and extent of the impact of the COVID-19 pandemic, including on enrollments at community colleges and by international students, the continuation of remote and hybrid class offerings, and its effect on our ability to source products, including textbooks and general merchandise offerings.

As we entered the Spring rush period in early January 2022, we continued to experience the ongoing effects of COVID-19 with the surge of the Omicron variant further impacting students return to campus and on-campus activities. In early January, while the majority of schools brought students back to campus, some schools chose to conduct classes virtually for the beginning of the semester, while other schools chose to delay their start dates (and some schools both delayed the start of the semester and started classes virtually), thus reducing and/or delaying sales later into the quarter or shifting some sales to our fourth quarter. We will continue to assess our operations and will continue to consider the guidance of local governments and

our campus partners to determine how to operate our bookstores in the safest manner for our employees and customers. Please see our *Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Overview* for further discussion.

We will continue to assess our operations and will continue to consider the guidance of local governments and our campus partners to determine how to operate our bookstores in the safest manner for our employees and customers. If economic conditions caused by the pandemic do not recover as currently estimated by management or market factors currently in place change, there could be a further impact on our results of operations, financial condition and cash flows from operations.

Sources and Uses of Cash Flow

Dollars in thousands

	Fiscal 2022	Fiscal 2021	Fiscal 2020
Cash, cash equivalents, and restricted cash at beginning of period	\$ 16,814	\$ 9,008	\$ 14,768
Net cash flows provided by (used in) operating activities	2,060	32,895	(8,676)
Net cash flows used in investing activities	(42,661)	(36,888)	(37,019)
Net cash flows provided by financing activities	45,721	11,799	39,935
Cash, cash equivalents, and restricted cash at end of period	\$ 21,934	\$ 16,814	\$ 9,008

As of April 30, 2022 and May 1, 2021, we had restricted cash of \$11.5 million and \$8.8 million, respectively, comprised of \$10.6 million and \$7.9 million, respectively, in prepaid and other current assets in the consolidated balance sheet related to segregated funds for commission due to FLC for logo merchandise sales as per the FLC Partnership's merchandising agreement and \$0.9 million as of the end of both periods in other noncurrent assets in the consolidated balance sheet related to amounts held in trust for future distributions related to employee benefit plans.

Cash Flow from Operating Activities

Our business is highly seasonal. For our retail operations, cash flows from operating activities are typically a source of cash in the second and third fiscal quarters, when students generally purchase and rent textbooks and other course materials for the upcoming semesters based on the typical academic semester. When a school adopts our First Day inclusive access offerings, cash collection from the school generally occurs after the student drop/add dates, which is later in the working capital cycle, as compared to direct-to-student point-of-sale transactions where cash is generally collected during the point-of-sale transaction or within a few days from the credit card processor. For our wholesale operations, cash flows from operating activities are typically a source of cash in the second and fourth fiscal quarters, as payments are received from the summer and winter selling season when they sell textbooks and other course materials for retail distribution. For both retail and wholesale, cash flows from operating activities are typically a use of cash in the fourth fiscal quarter, when sales volumes are materially lower than the other quarters. For our DSS segment, cash flows are not seasonal as cash flows from operating activities are typically consistent throughout the year. Our quarterly cash flows also may fluctuate depending on the timing of the start of the various school's semesters, as well as shifts in our fiscal calendar dates. These shifts in timing may affect the comparability of our results across periods.

Cash flows provided by operating activities during Fiscal 2022 were \$2.1 million compared to \$32.9 million during Fiscal 2021. This decrease in cash provided by operating activities of \$30.8 million was primarily due to \$41.8 million of proceeds received in Fiscal 2021 for the sale of logo merchandise inventory to FLC and changes in working capital, including higher accounts receivables outstanding and higher inventory purchases, partially offset by improved earnings in the current year period compared to the prior year period and lower tax payments of \$14.0 million compared to the prior year period. Our operations were highly impacted by COVID-19 related campus store closures in the prior year period, resulting in lower operating costs and lower inventory purchases in the prior year.

Cash flows provided by operating activities during Fiscal 2021 were \$32.9 million compared to cash flow used in operating activities of \$(8.7) million during Fiscal 2020. This increase in cash provided by operating activities of \$41.6 million was primarily due to proceeds from the sale of logo merchandise inventory to FLC of \$41.8 million, partially offset by lower net income, an increase in other long-term liabilities due to sale of treasury shares at a premium (discussed above), and changes in working capital. As discussed above, our operations were highly impacted by the COVID-19 pandemic in Fiscal 2021.

Cash Flow from Investing Activities

Cash flows used in investing activities during Fiscal 2022 were \$(42.7) million compared to \$(36.9) million during Fiscal 2021. The increase in cash used in investing activities is primarily due to higher capital expenditures and contractual capital investments associated with content development, digital initiatives, enhancements to internal systems and websites, renewing

existing contracts and new store construction. Capital expenditures totaled \$(43.5) million and \$(37.2) million during Fiscal 2022 and Fiscal 2021, respectively.

Cash flows used in investing activities during Fiscal 2021 were \$(36.9) million compared to \$(37.0) million during Fiscal 2020. Cash used in investing activities is primarily for capital expenditures and contractual capital investments associated with content development, digital initiatives, enhancements to internal systems and websites, renewing existing contracts and new store construction and lower payments to acquire businesses and the change in other noncurrent assets for contractual obligations. Capital expenditures totaled \$37.2 million and \$36.2 million during Fiscal 2021 and Fiscal 2020, respectively.

Cash Flow from Financing Activities

Cash flows provided by financing activities during Fiscal 2022 were \$45.7 million compared to \$11.8 million during Fiscal 2021. The net change of \$33.9 million is primarily due to higher net borrowings under the credit agreement, offset by proceeds from the sale of treasury shares of \$10.9 million during Fiscal 2021.

Cash flows provided by financing activities during Fiscal 2021 were \$11.8 million compared to \$39.9 million during Fiscal 2020. This net change of \$28.1 million is primarily due to higher net borrowings under the credit agreement and the sale of treasury shares of \$10.9 million (discussed above), partially offset by the payment of deferred financing costs of \$1.1 million.

Financing Arrangements

We have a credit agreement (the "Credit Agreement"), amended March 31, 2021 and March 1, 2019, under which the lenders committed to provide us with a five-year asset-backed revolving credit facility in an aggregate committed principal amount of \$400 million (the "Credit Facility"). We have the option to request an increase in commitments under the Credit Facility of up to \$100 million, subject to certain restrictions. Proceeds from the Credit Facility are used for general corporate purposes, including seasonal working capital needs. The agreement includes an incremental first in, last out seasonal loan facility (the "FILO Facility") for a \$100 million incremental facility maintaining the maximum availability under the Credit Agreement at \$500 million.

On March 4, 2022, we were granted a waiver to the condition to the upcoming draw under the FILO Facility, scheduled for April 2022, that Consolidated EBITDA (as defined in the Credit Agreement) minus Restricted Payments (as defined in the Credit Agreement) equal at least \$110.0 million. Under the waiver amendment, the commitment under the FILO Facility of \$25.0 million was increased to \$40.0 million, with all remaining terms unchanged.

On June 7, 2022, subsequent to the end of Fiscal 2022, we entered into a Term Loan Credit Agreement with TopLids LendCo, LLC and Vital Fundco, LLC and we entered an amendment to the Credit Agreement. *Part II - Item 8. Financial Statements and Supplementary Data - Note 16. Subsequent Event* for details.

On June 28, 2022, we obtained limited waivers with respect to the Credit Agreement and the Term Loan Credit Agreement, pursuant to which the requisite lenders thereunder waived any potential default or event of default under such agreements solely to the extent arising from the restatement of Fiscal 2021 consolidated financial statements as described in *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies*.

During the 52 weeks ended April 30, 2022, we borrowed \$632.2 million and repaid \$584.1 million under the Credit Agreement, with \$225.7 million of outstanding borrowings as of April 30, 2022. During the 52 weeks ended May 1, 2021, we borrowed \$722.6 million and repaid \$719.7 million under the Credit Agreement, with \$177.6 million of outstanding borrowings as of May 1, 2021. During the 53 weeks ended May 2, 2020, we borrowed \$600.9 million and repaid \$559.7 million under the Credit Agreement, with \$174.7 million of outstanding borrowings as of May 2, 2020. As of both April 30, 2022 and May 1, 2021, we have issued \$4.8 million in letters of credit under the Credit Facility.

During the 52 weeks ended April 30, 2022 and May 1, 2021, we incurred debt issuance costs totaling \$0.3 million and \$1.1 million related to the March 4, 2022 waiver and March 31, 2021 Credit Facility amendment. The debt issuance costs have been deferred and are presented as prepaid and other current assets and other noncurrent assets in the consolidated balance sheets, and subsequently amortized ratably over the term of the credit agreement.

The Credit Facility is secured by substantially all of the inventory, accounts receivable and related assets of the borrowers under the Credit Facility. This is considered an all asset lien (inclusive of proceeds from tax refunds payable to the Company and a pledge of equity from subsidiaries, exclusive of real estate).

Interest under the Credit Facility accrues, at our election, at a Secured Overnight Financing Rate ("SOFR") or alternate base rate, plus, in each case, an applicable interest rate margin, which is determined by reference to the level of excess availability under the Credit Facility. Loans will initially bear interest at SOFR plus 2.00% per annum, in the case of SOFR borrowings, or at the alternate base rate plus 1.00% per annum, in the alternative, and thereafter the interest rate will fluctuate between SOFR plus 2.00% per annum and SOFR plus 1.50% per annum (or between the alternate base rate plus 1.000% per

annum and the alternate base rate plus 0.50% per annum), based upon the excess availability under the Credit Facility at such time.

Loans under the FILO Facility will bear interest at a rate equal to the SOFR rate, plus 3.750%. In connection with the waiver, the applicable margin for credit extensions made under the FILO Facility after March 31, 2021 through the end of 2021 was increased by 0.50% (to 3.75% per annum for SOFR rate loans and 2.75% for base rate loans). The FILO Facility will be available solely during the draw period each year, from April 1 through July 31. We are required to borrow 100% of the aggregate commitments under the FILO Facility on April 1 of each year, and the loans must be repaid in full (including interest and fees) on July 31 of each year. The commitments under the FILO Facility decreased from \$50.0 million to \$25.0 million on August 1, 2021. We will pay a commitment fee of 0.375% on the daily unused portion of the FILO Facility.

The Credit Facility contains customary negative covenants, which limit the Company's ability to incur additional indebtedness, create liens, make investments, make restricted payments or specified payments and merge or acquire assets, among other things. In addition, if excess availability under the Credit Facility were to fall below certain specified levels, certain additional covenants (including fixed charge coverage ratio requirements and a minimum excess availability of the greater of 10% of the Loan Cap and \$25.0 million when the FILO is funded) would be triggered, and the lenders would have the right to assume dominion and control over the Company's cash. The Credit Facility includes an anti-cash hoarding provision, which limits maximum excess cash allowed to \$50.0 million when the FILO is funded.

The Credit Facility contains customary events of default, including payment defaults, material breaches of representations and warranties, covenant defaults, default on other material indebtedness, customary ERISA events of default, bankruptcy and insolvency, material judgments, invalidity of liens on collateral, change of control or cessation of business. The Credit Facility also contains customary affirmative covenants and representations and warranties. We are in compliance with all covenants, representations and warranties under the Credit Facility as of April 30, 2022.

Income Tax Implications on Liquidity

For the fiscal year ended April 30, 2022, the Company intends to file an application to change its tax year from January to April under the automatic consent provisions. As a result of the tax year-end change, there is no longer a long-term tax payable associated with the LIFO reserve in other long-term liabilities.

We have filed our federal income tax returns for the tax year ended January 2021, as well claims for refunds for cash taxes paid in prior years. We received a \$7.8 million refund in the second quarter of Fiscal 2022 and expect to receive additional refunds of approximately \$22.6 million.

Share Repurchases

On December 14, 2015, our Board of Directors authorized a stock repurchase program of up to \$50 million, in the aggregate, of our outstanding common stock. The stock repurchase program is carried out at the direction of management (which may include a plan under Rule 10b5-1 of the Securities Exchange Act of 1934). The stock repurchase program may be suspended, terminated, or modified at any time. Any repurchased shares will be held as treasury stock and will be available for general corporate purposes. During Fiscal 2022, Fiscal 2021, and Fiscal 2020, we did not purchase shares under the stock repurchase program. As of April 30, 2022, approximately \$26.7 million remains available under the stock repurchase program.

During Fiscal 2022, Fiscal 2021, and Fiscal 2020, we also repurchased 239,751 shares, 414,174 shares, and 374,733 shares of our common stock, respectively, in connection with employee tax withholding obligations for vested stock awards.

Contractual Obligations

The following table sets forth our contractual obligations (in millions):

	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Credit Facility ^(a)	\$ 185.7	\$ 185.7	\$ —	\$ —	\$ —
FILO Facility ^(a)	40.0	40.0	—	—	—
Term Loans ^(a)	30.0	—	30.0	—	—
Lease obligations (excluding imputed interest) ^(b)	367.7	104.7	104.6	67.2	91.2
Purchase obligations ^(c)	22.3	11.6	10.2	0.5	—
Other long-term liabilities reflected on the balance sheet under GAAP ^(d)	—	—	—	—	—
Total	\$ 645.7	\$ 342.0	\$ 144.8	\$ 67.7	\$ 91.2

(a) As of April 30, 2022, we had a total of \$225.7 million of outstanding borrowings under the Credit Facility and FILO Facility. See *Financing Arrangements* discussion above for information about future borrowings and payments under the FILO Credit Facility. On June 7, 2022, subsequent to the end of Fiscal 2022, we entered into a Term Loan Credit Agreement and we entered an amendment to the Credit Agreement. *Part II - Item 8. Financial Statements and Supplementary Data - Note 16. Subsequent Event* for details.

(b) Our contracts for physical bookstores with colleges and universities are typically five years with renewal options, but can range from one to 15 years, and are typically cancelable by either party without penalty with 90 to 120 days' notice. Annual projections are based on current minimum guarantee amounts. In approximately 50% of our contracts with colleges and universities that include minimum guarantees, the minimum guaranteed amounts adjust annually to equal less than the prior year's commission earned. Excludes obligations under store leases for property insurance and real estate taxes, which totaled approximately 2.4% of the minimum rent payments under those leases.

(c) Includes information technology contracts.

(d) Other long-term liabilities excludes expected payments related to employee benefit plans. See *Part II - Item 8. Financial Statements and Supplementary Data — Note 11. Employee Benefit Plans*.

Certain Relationships and Related Party Transactions

See *Part II - Item 8. Financial Statements and Supplementary Data — Note 10. Related Party Transactions*.

Critical Accounting Policies and Estimates

In preparing our consolidated financial statements in accordance with GAAP, we are required to use judgment in making estimates and assumptions that affect the amounts reported in our consolidated financial statements and related notes. In preparing these financial statements, management has made its best estimates and judgments with respect to certain amounts included in the financial statements, giving due consideration to materiality. We do not believe there is a great likelihood that materially different amounts would be reported related to the accounting policies described below. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates.

Revenue Recognition and Deferred Revenue

Product sales and rentals

The majority of our revenue is derived from the sale of products through our bookstore locations, including virtual bookstores, and our bookstore affiliated e-commerce websites, and contains a single performance obligation. Revenue from sales of our products is recognized at the point in time when control of the products is transferred to our customers in an amount that reflects the consideration we expect to be entitled to in exchange for the products. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 3. Revenue*.

Retail product revenue is recognized when the customer takes physical possession of our products, which occurs either at the point of sale for products purchased at physical locations or upon receipt of our products by our customers for products ordered through our websites and virtual bookstores. Wholesale product revenue is recognized upon shipment of physical textbooks at which point title passes and risk of loss is transferred to the customer. Additional revenue is recognized for shipping charges billed to customers and shipping costs are accounted for as fulfillment costs within cost of goods sold.

Revenue from the rental of physical textbooks, which contains a single performance obligation, is deferred and recognized over the rental period based on the passage of time commencing at the point of sale, when control of the product transfers to the customer. Rental periods are typically for a single semester and are always less than one year in duration. We offer a buyout option to allow the purchase of a rented physical textbook at the end of the rental period if the customer desires to do so. We record the buyout purchase when the customer exercises and pays the buyout option price which is determined at the time of the buyout. In these instances, we accelerate any remaining deferred rental revenue at the point of sale.

Revenue from the rental of digital textbooks, which contains a single performance obligation, is recognized at the point of sale. A software feature is embedded within the content of our digital textbooks, such that upon expiration of the rental term the customer is no longer able to access the content. While the digital rental allows the customer to access digital content for a fixed period of time, once the digital content is delivered to the customer, our performance obligation is complete.

We estimate returns based on an analysis of historical experience. A provision for anticipated merchandise returns is provided through a reduction of sales and cost of goods sold in the period that the related sales are recorded.

For sales and rentals involving third-party products, we evaluate whether we are acting as a principal or an agent. Our determination is based on our evaluation of whether we control the specified goods or services prior to transferring them to the customer. There are significant judgments involved in determining whether we control the specified goods or services prior to transferring them to the customer including whether we have the ability to direct the use of the good or service and obtain substantially all of the remaining benefits from the good or service. For those transactions where we are the principal, we record revenue on a gross basis, and for those transactions where we are an agent to a third-party, we record revenue on a net basis. Effective April 4, 2021, as contemplated by the FLC Partnership's merchandising agreement and e-commerce agreement, we began to transition the fulfillment of logo and emblematic general merchandise sales to FLC and Fanatics. As the logo and emblematic general merchandise sales are fulfilled by FLC and Fanatics, we recognize commission revenue earned for these sales on a net basis in our condensed consolidated financial statements, as compared to the recognition of logo and emblematic sales on a gross basis in the periods prior to April 4, 2021.

We do not have gift card or customer loyalty programs. We do not treat any promotional offers as expenses. Sales tax collected from our customers is excluded from reported revenues. Our payment terms are generally 30 days and do not extend beyond one year.

Service and other revenue

Service and other revenue is primarily derived from DSS segment subscription-based service revenues and partnership marketing services which includes promotional activities and advertisements within our physical bookstores and web properties performed on behalf of third-party customers.

Subscription-based revenue, which contains a single performance obligation, is deferred and recognized based on the passage of time over the subscription period commencing at the point of sale, when control of the service transfers to the customer. The majority of subscriptions sold are one month in duration.

Partnership marketing agreements often include multiple performance obligations which are individually negotiated with our customers. For these arrangements that contain distinct performance obligations, we allocate the transaction price based on the relative standalone selling price method by comparing the standalone selling price ("SSP") of each distinct performance obligation to the total value of the contract. The revenue is recognized as each performance obligation is satisfied, typically at a point in time for partnership marketing service and overtime for advertising efforts as measured based upon the passage of time for contracts that are based on a stated period of time or the number of impressions delivered for contracts with a fixed number of impressions.

Merchandise Inventories

Merchandise inventories, which consist of finished goods, are stated at the lower of cost or market. Market value of our inventory, which is all purchased finished goods, is determined based on its estimated net realizable value, which is generally the selling price less normally predictable costs of disposal and transportation.

Cost is determined primarily by the retail inventory method for our Retail Segment and last-in first out, or "LIFO", method for our Wholesale Segment. Our textbook inventories, for Retail and Wholesale, and trade book inventories are valued using the LIFO method and the related reserve was not material to the recorded amount of our inventories. There were no LIFO adjustments in Fiscal 2022, Fiscal 2021, and Fiscal 2020.

Reserves for non-returnable inventory are based on our history of liquidating non-returnable inventory. Reserve calculations are sensitive to certain significant assumptions, including markdowns, sales below cost, inventory aging and expected demand. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions used to calculate the non-returnable inventory reserve. However, if assumptions based on our history of liquidating non-returnable inventory are incorrect, we may be exposed to losses or gains that could be material. A 10% change

in actual non-returnable inventory would have affected pre-tax earnings by approximately \$5.6 million in Fiscal 2022.

For our physical bookstores, we also estimate and accrue shortage for the period between the last physical count of inventory and the balance sheet date. Shortage rates are estimated and accrued based on historical rates and can be affected by changes in merchandise mix and changes in actual shortage trends. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions used to calculate shortage rates. However, if our estimates regarding shortage rates are incorrect, we may be exposed to losses or gains that could be material. A 10 basis point change in actual shortage rates would have affected pre-tax earnings by approximately \$0.05 million in Fiscal 2022.

Textbook Rental Inventories

Physical textbooks out on rent are categorized as textbook rental inventories. At the time a rental transaction is consummated, the book is removed from merchandise inventories and moved to textbook rental inventories at cost. The cost of the book is amortized down to its estimated residual value over the rental period. The related amortization expense is included in cost of goods sold. At the end of the rental period, upon return, the book is removed from textbook rental inventories and recorded in merchandise inventories at its amortized cost. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions used to calculate rental cost of goods sold. However, if our estimates regarding residual value are incorrect, we may be exposed to losses or gains that could be material. A 1% change in rental cost of goods sold would have affected pre-tax earnings by approximately \$0.4 million in Fiscal 2022.

Long-Term Incentive Compensation

The assumptions used in calculating the fair value of long-term incentive compensation payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment. See *Part II - Item 8. Financial Statements and Supplementary Data — Note 12. Long-Term Incentive Compensation Expense* for a further discussion of our stock-based incentive plan.

We are required to estimate the expected forfeiture rate, and only recognize expense for those shares expected to vest. If their actual forfeiture rate is materially different from their estimate, our long-term incentive compensation expense could be significantly different from what we recorded in the current period. For stock options granted with an "at market" exercise price, we determined the grant fair value using the Black-Scholes model and for stock options granted with "a premium" exercise price, we determined the grant date fair value using the Monte Carlo simulation model. The fair value models for stock options use assumptions that include the risk-free interest rate, expected volatility, expected dividend yield and expected term of the options.

Phantom shares will be settled in cash based on the fair market value of a share of common stock at each vesting date in an amount not to exceed a specific price per share. The fair value of the phantom shares was determined using the closing stock price on the date of the award less the fair value of the call option which was estimated using the Black-Scholes model. The fair value of the liability for the cash-settled phantom share unit awards will be remeasured at the end of each reporting period through settlement to reflect current risk-free rate and volatility assumptions.

We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions used to determine long-term incentive compensation expense. If actual results are not consistent with the assumptions used, the long-term incentive compensation expense reported in our financial statements may not be representative of the actual economic cost of the long-term incentive compensation. A 10% change in our long-term incentive compensation expense would have affected pre-tax earnings by approximately \$1.1 million in Fiscal 2022.

Evaluation of Other Long-Lived Assets Impairment

As of April 30, 2022, our other long-lived assets include property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets of \$94.1 million, \$286.6 million, \$129.6 million, and \$24.0 million, respectively, on our consolidated balance sheet.

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable and consider market participants in accordance with *Accounting Standards Codification ("ASC") 360-10, Accounting for the Impairment or Disposal of Long-Lived Assets*. We evaluate the long-lived assets of the reporting units for impairment at the lowest asset group level for which individual cash flows can be identified. When evaluating long-lived assets for potential impairment, we first compared the carrying amount of the asset group to the estimated future undiscounted cash flows. The impairment loss calculation compares the carrying amount of the assets to the fair value based on estimated discounted future cash flows. If required, an impairment loss is recorded for that portion of the asset's carrying value in excess of fair value.

Our business has been significantly negatively impacted by the ongoing COVID-19 pandemic, as many schools continued to adjust their learning models and on-campus activities. Many of the trends observed during the Fall 2021 semester continued into the Spring 2022 semester, as fewer students have returned to campus for the Spring semester. As we entered the Spring rush period in early January 2022, we continued to experience the ongoing effects of COVID-19 with the surge of the Omicron

variant further impacting students return to campus and on-campus activities. In early January, while the majority of schools brought students back to campus, some schools chose to conduct classes virtually for the beginning of the semester, while other schools chose to delay their start dates (and some schools both delayed the start of the semester and started classes virtually), thus reducing and/or delaying sales. These combined events continue to impact the Company's course materials and general merchandise business.

During the third quarter of Fiscal 2022, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment. Based on the results of the impairment tests, we recognized an impairment loss (non-cash) of \$6.4 million (both pre-tax and after-tax), comprised of \$0.7 million, \$1.8 million, \$3.7 million and \$0.2 million of property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets, respectively, on the consolidated statement of operations.

During the third quarter of Fiscal 2021, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment. Based on the results of the impairment tests, we recognized an impairment loss (non-cash) of \$27.6 million, \$20.5 million after-tax, comprised of \$5.1 million, \$13.3 million, \$6.3 million and \$2.9 million of property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets, respectively,

The fair value of the impaired long-lived assets were determined using an income approach (Level 3 input), using the Company's best estimates of the amount and timing of future discounted cash flows, based on historical experience, market conditions, current trends and performance expectations. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 6. Fair Value Measurements*.

In the first quarter of Fiscal 2020, we recorded an impairment loss (non-cash) of \$0.4 million in the Retail segment related to net capitalized development costs for a project which are not recoverable. During the fourth quarter of Fiscal 2020, in conjunction with COVID-19 related campus store closures, we evaluated certain of our long-lived assets associated with our Retail and Wholesale segments for impairment. Based on the results of the tests, for the Retail segment, we recognized an impairment loss of \$0.6 million related to store-level assets in restructuring and other charges. These long-lived assets were not recoverable and had a de minimis fair value, as determined using an income approach (Level 3 input), resulting in a non-cash impairment charge for the full carrying value of those long-lived assets.

The impairment analysis process requires significant estimation to determine recoverability of each asset group and to determine the fair value of asset groups that were not recoverable, as well as the fair values of certain operating right-of-use assets included within the asset groups that were not recoverable. The significant assumptions used included annual revenue growth rates, gross margin rates and the estimated relationship of selling and administrative costs to revenue used to estimate the projected cash-flow directly related to the future operation of the stores as well as the weighted average cost of capital used to calculate the fair value. Significant assumptions used to determine the fair values of certain operating right-of-use assets included the current market rent and discount rate. These assumptions are subjective in nature and are affected by expectations about future market or economic conditions (including the effects of the global pandemic).

We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions used to calculate long-lived asset impairment losses. However, if actual results are not consistent with estimates and assumptions used in estimating future cash flows and asset fair values, we may be exposed to losses that could be material. A 10% decrease in our estimated discounted cash flows would not have materially affected the results of our operations in Fiscal 2022.

Evaluation of Goodwill Impairment

The costs in excess of net assets of businesses acquired are carried as goodwill in the accompanying consolidated balance sheets. In accordance with *ASC 350-10, Intangibles - Goodwill and Other*, we complete our annual goodwill impairment test as of the first day of the third quarter of each fiscal year, or whenever events or changes in circumstances indicate that the carrying amount of the reporting unit exceeds its fair value. As of both May 1, 2021 and May 2, 2020, we had \$0, \$0 and \$4,700 million of goodwill on our consolidated balance sheets related to our Retail, Wholesale, and DSS reporting units, respectively.

During the third quarter of both Fiscal 2022 and Fiscal 2021, we completed our annual goodwill impairment test and concluded that the fair value of the DSS reporting unit was determined to exceed the carrying value of the reporting unit; therefore, no goodwill impairment was recognized.

Application of the goodwill impairment test requires judgment, including: the identification of reporting units; assignment of assets and liabilities to reporting units; assignment of goodwill to reporting units; and the determination of the fair value of each reporting unit. In performing the valuation, we used cash flows that reflected management's forecasts and discount rates that included risk adjustments consistent with the current market conditions.

We estimated the fair value of our reporting units using a weighting of fair values derived from the income approach and the market approach for our annual impairment testing and using the income approach for our interim impairment test. Under the income approach, we calculate the fair value of the reporting unit based on the present value of estimated future cash flows. Inherent in our preparation of cash flow projections are assumptions and estimates derived from a review of our operating

results, business plans, expected growth rates, cost of capital and tax rates. We also make certain forecasts about future economic conditions, interest rates, market data, and other observable trends, such as comparable store sales trends, recent changes in publisher relationships, and development of innovative digital products and services in the rapidly changing education landscape. The discount rate used is based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the business's ability to execute on the projected cash flows. Under the market approach, we estimate the fair value based on market multiples of cash flows and earnings derived from comparable publicly-traded companies with similar operating and investment characteristics as the reporting unit and considering a reasonable control premium.

Many of the factors used in assessing fair value are outside the control of management, and these assumptions and estimates may change in future periods. Changes in assumptions or estimates could materially affect the estimate of the fair value, and therefore could affect the likelihood and amount of potential impairment. The following assumptions are significant to our evaluation process:

Business Projections- We make assumptions about the level of revenues, gross profit, operating expenses, as well as capital expenditures and net working capital requirements. These assumptions drive our planning assumptions and represent key inputs for developing our cash flow projections. These projections are developed using our internal business plans over a five-year planning period that are updated at least annually;

Long-term Growth Rates- We also utilize an assumed long-term growth rate representing the expected rate at which our cash flow stream is projected to grow. These rates are used to calculate the terminal value and are added to the cash flows projected during our five-year planning period; and

Discount Rates- The estimated future cash flows are then discounted at a rate that is consistent with a weighted-average cost of capital that is likely to be expected by market participants. The weighted-average cost of capital is an estimate of the overall after-tax rate of return required by equity and debt holders of a business enterprise.

Income Taxes

Deferred income tax balances reflect the effects of temporary differences between the carrying amounts of assets and liabilities and their tax basis and are stated at enacted tax rates expected to be in effect when taxes are actually paid or recovered. FASB guidance on accounting for income taxes requires that deferred tax assets be evaluated for future realization and reduced by a valuation allowance to the extent we believe a portion will not be realized. We consider many factors when assessing the likelihood of future realization of our deferred tax assets, including our recent earnings experience and expectations of future taxable income by taxing jurisdiction, the carryforward periods available to us for tax reporting purposes and other relevant factors. The actual realization of deferred tax assets may differ significantly from the amounts we have recorded.

During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. Accounting for income taxes requires a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if available evidence indicates it is more likely than not that the tax position will be fully sustained upon review by taxing authorities, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount with a greater than 50 percent likelihood of being realized upon ultimate settlement. For tax positions that are 50 percent or less likely of being sustained upon audit, we do not recognize any portion of that benefit in the financial statements. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. Our actual results could differ materially from our current estimates.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We generally limit our interest rate risk by investing certain of our excess cash balances in short-term, highly-liquid instruments with an original maturity of one year or less. During Fiscal 2022, we did not have any invested cash balances. We do not expect any material losses from our invested cash balances and we believe that our interest rate exposure is modest. As of April 30, 2022, our cash and cash equivalents totaled approximately \$10.4 million.

We may from time to time borrow money under the Credit Facility and FILO Facility at various interest rate options based on SOFR or alternate base rate (each term as defined therein) depending upon certain financial tests. Accordingly, we may be exposed to interest rate risk on borrowings outstanding under the Credit Facility and FILO Facility. We had \$225.7 million of

borrowings outstanding under Credit Facility and FILO Facility as of April 30, 2022. A 25 basis point increase in interest rates or 25 basis point decrease in interest rates would affect interest expense by approximately less than \$0.1 million in Fiscal 2022.

We recognize lease assets and lease liabilities on the consolidated balance sheet for all operating lease arrangements based on the present value of future lease payments. We used our incremental borrowing rates to determine the present value of fixed lease payments based on the information available at the lease commencement date, as the rate implicit in the lease is not readily determinable. We utilized an estimated collateralized incremental borrowing rate as of the effective date or the commencement date of the lease, whichever is later. A 25 basis point increase in the rate or 25 basis point decrease in the rate would not have materially affected the present value of future lease payments.

Foreign Currency Risk

We do not have any material foreign currency exposure as nearly all of our business is transacted in United States currency.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Barnes & Noble Education, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Barnes & Noble Education, Inc. and subsidiaries (the Company) as of April 30, 2022 and May 1, 2021, the related consolidated statements of operations, equity and cash flows for each of the three years in the period ended April 30, 2022 and the related notes and financial statement schedule listed in the Index at Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at April 30, 2022 and May 1, 2021, and the results of its operations and its cash flows for each of the three years in the period ended April 30, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of April 30, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated June 29, 2022 expressed an adverse opinion thereon.

Restatement of fiscal 2021 Financial Statements

As discussed in Note 2, Restatement - Fiscal 2021 Consolidated Financial Statements, the fiscal 2021 consolidated financial statements have been restated to correct a misstatement.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee of the Company’s board of directors and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Non-Returnable Inventory Reserve

Description of the Matter

As described in Note 2 to the consolidated financial statements, the Company reserves for non-returnable inventory based on its history of liquidating non-returnable inventory.

Auditing management’s estimate of the reserves for non-returnable inventory involved especially subjective auditor judgment as such estimates are based on various factors that are affected by current and future market and economic conditions. In particular, the reserve calculations are sensitive to certain significant assumptions, including markdowns, sales below cost, inventory aging and expected demand.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's inventory reserve process, including management's review controls over the determination of significant assumptions and the data underlying the calculations of the inventory reserves.

Our procedures included, among others, evaluating the significant assumptions, identified above, and testing the accuracy and completeness of the underlying data used in management's inventory reserve calculation. We recalculated the reserve using management's methodology and assumptions, and we evaluated the methodology and the significant assumptions for reasonableness by comparing them to the related actual historical activity and expected future market and economic conditions. We also analyzed the impact of reasonable changes to the significant assumptions on the recorded inventory reserves.

Long-Lived Asset Impairment

Description of the Matter

As described in Note 2 to the consolidated financial statements, the Company tests its long-lived assets for impairment if an event occurs or circumstances change that would indicate the carrying amount may not be recoverable. If the carrying amount of a long-lived asset (group) exceeds its fair value, the asset (group) is written down to its fair value and an impairment charge is recognized. During the fiscal year 2022, the Company recognized an impairment charge of \$6.4 million related to long-lived assets at certain of its stores.

Auditing the Company's impairment of store long-lived assets was complex and highly judgmental due to the significant estimation required to determine recoverability of each asset group and to determine the fair value of asset groups that were not recoverable, as well as the fair values of certain operating right-of-use assets included within the asset groups that were not recoverable. The significant assumptions used included annual revenue growth rates, gross margin rates and the estimated relationship of selling and administrative costs to revenue used to estimate the projected cash-flow directly related to the future operation of the stores as well as the weighted average cost of capital used to calculate the fair value. Significant assumptions used to determine the fair values of certain operating right-of-use assets included the current market rent and discount rate. These assumptions are subjective in nature and are affected by expectations about future market or economic conditions (including the effects of the global pandemic).

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the store long-lived assets impairment process, including controls over the determination of the undiscounted projected cash flows of the stores with indicators of impairment, the fair values of the stores with carrying values that were not recoverable and the fair values of operating right-of-use assets within those stores. We also tested controls over management's review of the significant assumptions described above.

Our testing of the Company's impairment analysis included, among other procedures, evaluating the significant assumptions described above and the operating data used to calculate the estimated future cash flows of the stores and to determine fair values. We tested the completeness and accuracy of the data used by the Company in its analysis. We also compared the significant assumptions used to determine the projected cash flows to historical operating results of the stores, management's expectations related to recovery from the pandemic and published third-party information regarding overall college and university enrollment trends; and, we obtained an understanding of the business initiatives supporting the assumptions used to estimate the future cash flows through inquiries of management and inspection of internal and external communications. We involved our internal valuation specialists to assist in evaluating the calculation of the fair values of certain operating lease right-of-use assets, which included assessing the reasonableness of the methodology utilized to determine market rental rates and evaluating the applied discount rate.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2015.

Iselin, New Jersey
June 29, 2022

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Consolidated Statements of Operations
(In thousands, except per share data)

	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021 Restated ^(a)	53 weeks ended May 2, 2020
Sales:			
Product sales and other	\$ 1,398,046	\$ 1,299,740	\$ 1,671,200
Rental income	133,354	134,150	179,863
Total sales	<u>1,531,400</u>	<u>1,433,890</u>	<u>1,851,063</u>
Cost of sales (exclusive of depreciation and amortization expense):			
Product and other cost of sales	1,081,981	1,093,989	1,303,702
Rental cost of sales	76,659	87,240	104,812
Total cost of sales	<u>1,158,640</u>	<u>1,181,229</u>	<u>1,408,514</u>
Gross profit	<u>372,760</u>	<u>252,661</u>	<u>442,549</u>
Selling and administrative expenses	383,440	338,280	404,472
Depreciation and amortization expense	49,381	52,967	61,860
Impairment loss (non-cash)	6,411	27,630	433
Restructuring and other charges	944	10,678	18,567
Operating loss	<u>(67,416)</u>	<u>(176,894)</u>	<u>(42,783)</u>
Interest expense, net	10,096	8,087	7,445
Loss before income taxes	<u>(77,512)</u>	<u>(184,981)</u>	<u>(50,228)</u>
Income tax benefit	(8,655)	(45,171)	(11,978)
Net loss	<u>\$ (68,857)</u>	<u>\$ (139,810)</u>	<u>\$ (38,250)</u>
Loss per share of Common Stock			
Basic	\$ (1.33)	\$ (2.81)	\$ (0.80)
Diluted	\$ (1.33)	\$ (2.81)	\$ (0.80)
Weighted average shares of Common Stock outstanding:			
Basic	51,797	49,669	48,013
Diluted	51,797	49,669	48,013

See accompanying notes to consolidated financial statements.

- (a) We identified certain out of period adjustments related primarily to Income tax benefit, as well as Restructuring and other charges, for the 52 weeks ended May 1, 2021. Refer to *Note 2. Summary of Significant Accounting Policies* for further information.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(In thousands, except per share data)

	As of	
	April 30, 2022	May 1, 2021 Restated ^(a)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 10,388	\$ 8,024
Receivables, net	137,039	121,072
Merchandise inventories, net	293,854	281,112
Textbook rental inventories	29,612	28,692
Prepaid expenses and other current assets	61,709	61,933
Total current assets	532,602	500,833
Property and equipment, net	94,072	89,172
Operating lease right-of-use assets	286,584	240,456
Intangible assets, net	129,624	150,904
Goodwill	4,700	4,700
Deferred tax assets, net	—	15,943
Other noncurrent assets	23,971	29,105
Total assets	\$ 1,071,553	\$ 1,031,113
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 182,790	\$ 137,578
Accrued liabilities	95,387	93,589
Current operating lease liabilities	97,143	92,513
Short-term borrowings	40,000	50,000
Total current liabilities	415,320	373,680
Long-term deferred taxes, net	1,430	—
Long-term operating lease liabilities	219,594	184,780
Other long-term liabilities	21,135	52,042
Long-term borrowings	185,700	127,600
Total liabilities	843,179	738,102
Commitments and contingencies	—	—
Stockholders' equity:		
Preferred stock, \$0.01 par value; authorized, 5,000 shares; 0 shares issued and 0 shares outstanding	—	—
Common stock, \$0.01 par value; authorized, 200,000 shares; issued, 54,234 and 53,327 shares, respectively; outstanding, 52,046 and 51,379 shares, respectively	542	533
Additional paid-in capital	740,838	734,257
Accumulated deficit	(491,494)	(422,637)
Treasury stock, at cost	(21,512)	(19,142)
Total stockholders' equity	228,374	293,011
Total liabilities and stockholders' equity	\$ 1,071,553	\$ 1,031,113

See accompanying notes to consolidated financial statements.

- (a) We identified certain out of period adjustments related to Deferred tax assets, net and Accrued liabilities as of May 1, 2021. Refer to *Note 2. Summary of Significant Accounting Policies* for further information.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows (In thousands)

	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
	Restated ^(a)		
Cash flows from operating activities:			
Net loss	\$ (68,857)	\$ (139,810)	\$ (38,250)
Adjustments to reconcile net loss to net cash flows from operating activities:			
Depreciation and amortization expense	49,381	52,967	61,860
Impairment loss (non-cash)	6,411	27,630	433
Merchandise inventory loss and write-off	434	14,960	—
Content amortization expense	5,454	5,034	4,082
Amortization of deferred financing costs	1,472	1,112	1,095
Deferred taxes	(7,961)	(8,138)	(5,380)
Stock-based compensation expense	6,333	5,095	6,638
Changes in operating lease right-of-use assets and liabilities	(8,475)	(4,367)	18,399
Changes in other long-term assets and liabilities and other, net	(2,155)	9,251	947
Changes in other operating assets and liabilities, net	20,023	69,161	(58,500)
Net cash flows provided by (used in) operating activities	<u>2,060</u>	<u>32,895</u>	<u>(8,676)</u>
Cash flows from investing activities:			
Purchases of property and equipment	(43,533)	(37,223)	(36,192)
Changes in other noncurrent assets and other	872	335	(827)
Net cash flows used in investing activities	<u>(42,661)</u>	<u>(36,888)</u>	<u>(37,019)</u>
Cash flows from financing activities:			
Proceeds from borrowings under Credit Agreement	632,220	722,600	600,900
Repayments of borrowings under Credit Agreement	(584,120)	(719,700)	(559,700)
Payment of deferred financing costs	(265)	(1,076)	—
Sale of treasury shares	—	10,869	—
Purchase of treasury shares	(2,370)	(894)	(1,265)
Proceeds from the exercise of stock options, net	256	—	—
Net cash flows provided by (used in) financing activities	<u>45,721</u>	<u>11,799</u>	<u>39,935</u>
Net increase (decrease) in cash, cash equivalents, and restricted cash	5,120	7,806	(5,760)
Cash, cash equivalents, and restricted cash at beginning of period	16,814	9,008	14,768
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 21,934</u>	<u>\$ 16,814</u>	<u>\$ 9,008</u>
Changes in other operating assets and liabilities, net:			
Receivables, net	\$ (15,967)	\$ (30,221)	\$ 7,320
Merchandise inventories	(13,176)	132,867	(8,617)
Textbook rental inventories	(920)	12,018	6,291
Prepaid expenses and other current assets	3,112	(37,492)	(4,399)
Accounts payable and accrued liabilities	46,974	(8,011)	(59,095)
Changes in other operating assets and liabilities, net	<u>\$ 20,023</u>	<u>\$ 69,161</u>	<u>\$ (58,500)</u>
Supplemental cash flow information:			
Cash paid during the period for:			
Interest paid	\$ 8,166	\$ 6,778	\$ 6,796
Income taxes paid (net of refunds)	\$ (8,007)	\$ 6,008	\$ (4,141)

See accompanying notes to consolidated financial statements.

(a) We identified certain out of period adjustments related to Deferred tax assets and Accrued liabilities as of May 1, 2021. Refer to *Note 2. Summary of Significant Accounting Policies* for further information.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Consolidated Statements of Equity
(In thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Treasury Stock		Total Equity
	Shares	Amount			Shares	Amount	
Balance at April 27, 2019	51,030	\$ 510	\$ 726,331	\$ (244,577)	3,467	\$ (31,636)	\$ 450,628
Stock-based compensation expense			6,638				6,638
Vested equity awards	1,110	11	(11)				—
Shares repurchased for tax withholdings for vested stock awards					375	(1,265)	(1,265)
Net loss				(38,250)			(38,250)
Balance at May 2, 2020	52,140	\$ 521	\$ 732,958	\$ (282,827)	3,842	\$ (32,901)	\$ 417,751
Stock-based compensation expense			5,095				5,095
Vested equity awards	1,187	12	(12)				—
Sale of treasury shares			(3,784)		(2,308)	14,653	10,869
Shares repurchased for tax withholdings for vested stock awards					414	(894)	(894)
Net loss - Restated ^(a)				(139,810)			(139,810)
Balance at May 1, 2021 - Restated ^(a)	53,327	\$ 533	\$ 734,257	\$ (422,637)	1,948	\$ (19,142)	\$ 293,011
Stock-based compensation expense			6,333				6,333
Vested equity awards	829	8	(8)				—
Shares repurchased for tax withholdings for vested stock awards					240	(2,370)	(2,370)
Issuance of common stock upon exercise of stock options	78	1	256				257
Net loss				(68,857)			(68,857)
Balance at April 30, 2022	54,234	\$ 542	\$ 740,838	\$ (491,494)	2,188	\$ (21,512)	\$ 228,374

See accompanying notes to consolidated financial statements.

- (a) We identified certain out of period adjustments related to related primarily to Income tax benefit, as well as Restructuring and other charges, for the 52 weeks ended May 1, 2021. Refer to *Note 2. Summary of Significant Accounting Policies* for further information.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(Thousands of dollars, except share and per share data)

Unless the context otherwise indicates, references in these Notes to the accompanying consolidated financial statements to “we,” “us,” “our” and “the Company” refer to Barnes & Noble Education, Inc., a Delaware corporation. References to “Barnes & Noble College” refer to our college bookstore business operated through our subsidiary Barnes & Noble College Booksellers, LLC. References to “MBS” refer to our virtual bookstore and wholesale textbook distribution business operated through our subsidiary MBS Textbook Exchange, LLC.

Note 1. Organization

Description of Business

Barnes & Noble Education, Inc. (“BNED”) is one of the largest contract operators of physical and virtual bookstores for college and university campuses and K-12 institutions across the United States. We are also one of the largest textbook wholesalers, inventory management hardware and software providers, and a leading provider of digital education solutions. We operate 1,427 physical, virtual, and custom bookstores and serve more than 6 million students, delivering essential educational content, tools and general merchandise within a dynamic omnichannel retail environment. Additionally, we offer direct-to-student products and services to help students study more effectively and improve academic performance.

The strengths of our business include our ability to compete by developing new products and solutions to meet market needs, our large operating footprint with direct access to students and faculty, our well-established, deep relationships with academic partners and stable, long-term contracts and our well-recognized brands. We expect to continue to introduce scalable and advanced digital solutions focused largely on the student, expand our e-commerce capabilities and accelerate such capabilities through our merchandising partnership with Fanatics Retail Group Fulfillment, LLC, Inc. (“Fanatics”) and Fanatics Lids College, Inc. (“FLC”) (collectively referred to herein as the “FLC Partnership”), increase market share with new accounts, and expand our strategic opportunities through acquisitions and partnerships.

We expect gross general merchandise sales to increase over the long term, as our product assortments continue to emphasize and reflect changing consumer trends, and we evolve our presentation concepts and merchandising of products in stores and online, which we expect to be further enhanced and accelerated through the FLC Partnership. Through this partnership, we receive unparalleled product assortment, e-commerce capabilities and powerful digital marketing tools to drive increased value for customers and accelerate growth of our logo and emblematic general merchandise business.

We believe the *Barnes & Noble* brand (licensed from our former parent) along with our subsidiary brands, *BNC* and *MBS*, are synonymous with innovation in bookselling and campus retailing, and are widely recognized and respected brands in the United States. Our large college footprint, reputation, and credibility in the marketplace not only support our marketing efforts to universities, students, and faculty, but are also important to our relationship with leading publishers who rely on us as one of their primary distribution channels, and for being a trusted source for students in our direct-to-student digital solutions business.

We have three reportable segments: Retail, Wholesale and DSS. For additional information related to our strategies, operations and segments, see *Part I - Item 1. Business* and *Part II - Item 8. Financial Statements and Supplementary Data - Note 4. Segment Reporting*.

First Day Inclusive Access Programs

We provide product and service offerings designed to address the most pressing issues in higher education, including equitable access, enhanced convenience and improved affordability through innovative course material delivery models designed to drive improved student experiences and outcomes. We offer our *BNC First Day*[®] inclusive access programs, consisting of *First Day* and *First Day Complete*, in which course materials, including both physical and digital content, are offered at a reduced price through a course fee or included in tuition, and delivered to students on or before the first day of class.

- Through *First Day*, digital course materials are adopted by a faculty member for a single course, and students receive their materials through their learning management system.
- *First Day Complete* is adopted by an institution and includes all classes, providing students both physical and digital materials. The *First Day Complete* model drives substantially greater unit sell-through for the bookstore.

Offering courseware sales through our inclusive access *First Day* and *First Day Complete* models is a key, and increasingly important strategic initiative of ours to meet the market demands of substantially reduced pricing to students, as well as the opportunity to improve student outcomes, while, at the same time, increasing our market share, revenue and relative gross profits of courseware sales given the higher volumes of units sold in such models as compared to historical sales models

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements - Continued
(Thousands of dollars, except share and per share data)

that rely on individual student marketing and sales. We expect these programs to allow us to ultimately reverse historical long-term trends in courseware revenue declines, which has occurred at those schools where such programs have been adopted.

Partnership with Fanatics and FLC

In December 2020, we entered into the FLC Partnership. Through this partnership, we receive unparalleled product assortment, e-commerce capabilities and powerful digital marketing tools to drive increased value for customers and accelerate growth of our general merchandise business. Fanatics' cutting-edge e-commerce and technology expertise offers our campus stores expanded product selection, a world-class online and mobile experience, and a progressive direct-to-consumer platform. Coupled with Lids (FLC's parent company), the leading standalone brick and mortar retailer focused exclusively on licensed fan and alumni products, our campus stores have improved access to trend and sales performance data on licensees, product styles, and design treatments.

We maintain our relationships with campus partners and remain responsible for staffing and managing the day-to-day operations of our campus bookstores. We also work closely with our campus partners to ensure that each campus store maintains unique aspects of in-store merchandising, including localized product assortments and specific styles and designs that reflect each campus's brand. We leverage Fanatics' e-commerce technology and expertise for the operational management of the emblematic merchandise and gift sections of our campus store websites. FLC manages in-store assortment planning and merchandising of emblematic apparel, headwear, and gift products for our partner campus stores.

In December 2020, Fanatics, Inc. and Lids Holdings, Inc. jointly made a strategic equity investment in BNED. On April 4, 2021, as contemplated by the FLC Partnership's merchandising agreement, we sold our logo and emblematic general merchandise inventory to FLC, which was finalized during the first quarter of Fiscal 2022. As contemplated by the FLC Partnership's e-commerce agreement, we began to transition certain of our e-commerce sites to Fanatics e-commerce sites for logo and emblematic products during the first quarter of Fiscal 2022. As the logo and emblematic general merchandise sales are fulfilled by FLC and Fanatics, we recognize commission revenue earned for these sales on a net basis in our consolidated financial statements, as compared to the recognition of logo and emblematic general merchandise sales on a gross basis prior to April 4, 2021. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies and Note 5. Equity and Earnings Per Share*.

COVID-19 Business Impact

Our business has experienced an unprecedented and significant negative impact as a result of COVID-19 related campus store closures. Despite the introduction of COVID-19 vaccines, the pandemic remains highly volatile and continues to evolve. We cannot accurately predict the duration or extent of the impact of the COVID-19 virus, including variants, on enrollments, campus activities, university budgets, athletics and other areas that directly affect our business operations. Although most four year schools returned to a traditional on-campus environment, as well as hosted traditional on campus sporting activities, there is still uncertainty about the duration and extent of the impact of the COVID-19 pandemic, including on enrollments at community colleges and by international students, the continuation of remote and hybrid class offerings, and its effect on our ability to source products, including textbooks and general merchandise offerings. Please see our *Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* for further discussion.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

Our consolidated financial statements reflect our consolidated financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States ("GAAP"). In the opinion of the Company's management, the accompanying consolidated financial statements of the Company contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly its consolidated financial position and the results of its operations and cash flows for the periods reported.

Our fiscal year is comprised of 52 or 53 weeks, ending on the Saturday closest to the last day of April. The fiscal year periods for each of the last three fiscal years consisted of the 52 weeks ended April 30, 2022 ("Fiscal 2022"), 52 weeks ended May 1, 2021 ("Fiscal 2021"), and 53 weeks ended May 2, 2020 ("Fiscal 2020").

Our business is highly seasonal. Our quarterly results also may fluctuate depending on the timing of the start of the various schools' semesters, as well as shifts in our fiscal calendar dates. These shifts in timing may affect the comparability of our results across periods. For certain of our retail operations, sales are generally highest in the second and third fiscal quarters, when students purchase and rent textbooks and other course materials for the typical academic year, and lowest in the first and fourth fiscal quarters. Sales attributable to our wholesale business are generally highest in our first, second and third quarters, as

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MBS sells textbooks and other course materials for retail distribution. Our DSS segment sales and operating profit are realized relatively consistently throughout the year.

As discussed in *Part II - Item 8. Financial Statements and Supplementary Data - Note 1. Organization*, our business experienced an unprecedented and significant impact as a result of the COVID-19 pandemic. The impact of the COVID-19 pandemic on our operations affects the comparability of our results of operations and cash flows.

Restatement - Fiscal 2021 Consolidated Financial Statements

We identified certain out of period adjustments related primarily to the recognition of Income tax benefit related to the recording of an additional deferred tax valuation allowance, and Restructuring and other charges related to severance costs, for the 52 weeks ended May 1, 2021, the 13 weeks ended July 31, 2021, the 26 weeks ended October 30, 2021 and the 39 weeks ended January 29, 2022. The adjustments did not impact Net cash flows provided by operating activities, Net cash flows used in investing activities, or Net cash flows used in financing activities for the periods noted. The impact of the adjustments identified are disclosed as follows:

Fiscal 2021	52 weeks ended May 1, 2021		
	As Reported	Adjustment	Restated
<i>Statement of Operations</i>			
Restructuring and other charges	\$ 9,960	\$ 718	\$ 10,678
Operating loss	\$ (176,176)	\$ (718)	\$ (176,894)
Loss before income taxes	\$ (184,263)	\$ (718)	\$ (184,981)
Income tax benefit	\$ (52,476)	\$ 7,305	\$ (45,171)
Net loss	\$ (131,787)	\$ (8,023)	\$ (139,810)
Basic EPS	\$ (2.65)	\$ (0.16)	\$ (2.81)
Diluted EPS	\$ (2.65)	\$ (0.16)	\$ (2.81)

Fiscal 2021	As of May 1, 2021		
	As Reported	Adjustment	Restated
<i>Balance Sheet</i>			
Deferred tax assets, net	\$ 23,248	\$ (7,305)	\$ 15,943
Total assets	\$ 1,038,418	\$ (7,305)	\$ 1,031,113
Accrued liabilities	\$ 92,871	\$ 718	\$ 93,589
Total current liabilities	\$ 372,962	\$ 718	\$ 373,680
Total liabilities	\$ 737,384	\$ 718	\$ 738,102
Accumulated deficit	\$ (414,614)	\$ (8,023)	\$ (422,637)
Total stockholders' equity	\$ 301,034	\$ (8,023)	\$ 293,011
Total liabilities and stockholders' equity	\$ 1,038,418	\$ (7,305)	\$ 1,031,113

Restatement - Fiscal 2022 Interim Financial Statements (Unaudited)

Fiscal 2022	13 weeks ended July 31, 2021			26 weeks ended October 30, 2021			39 weeks ended January 29, 2022		
	As Reported	Adjustment	Restated	As Reported	Adjustment	Restated	As Reported	Adjustment	Restated
<i>Statement of Operations</i>									
Restructuring and other charges	\$ 2,623	\$ (718)	\$ 1,905	\$ 3,739	\$ (718)	\$ 3,021	\$ 3,785	\$ (718)	\$ 3,067
Operating loss	\$ (41,453)	\$ 718	\$ (40,735)	\$ (16,864)	\$ 718	\$ (16,146)	\$ (49,999)	\$ 718	\$ (49,281)
Loss before income taxes	\$ (43,947)	\$ 718	\$ (43,229)	\$ (21,622)	\$ 718	\$ (20,904)	\$ (57,808)	\$ 718	\$ (57,090)
Net loss	\$ (44,346)	\$ 718	\$ (43,628)	\$ (21,818)	\$ 718	\$ (21,100)	\$ (58,619)	\$ 718	\$ (57,901)
Basic EPS	\$ (0.86)	\$ 0.01	\$ (0.85)	\$ (0.42)	\$ 0.01	\$ (0.41)	\$ (1.13)	\$ 0.01	\$ (1.12)
Diluted EPS	\$ (0.86)	\$ 0.01	\$ (0.85)	\$ (0.42)	\$ 0.01	\$ (0.41)	\$ (1.13)	\$ 0.01	\$ (1.12)

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	As of July 31, 2021			As of October 30, 2021			As of January 29, 2022		
	As Reported	Adjustment	Restated	As Reported	Adjustment	Restated	As Reported	Adjustment	Restated
<i>Balance Sheet</i>									
Deferred tax assets, net	\$ 23,248	\$ (7,305)	\$ 15,943	\$ 23,248	\$ (7,305)	\$ 15,943	\$ 22,918	\$ (7,305)	\$ 15,613
Total assets	\$ 1,251,315	\$ (7,305)	\$ 1,244,010	\$ 1,259,515	\$ (7,305)	\$ 1,252,210	\$ 1,274,035	\$ (7,305)	\$ 1,266,730
Accumulated deficit	\$ (458,960)	\$ (7,305)	\$ (466,265)	\$ (436,432)	\$ (7,305)	\$ (443,737)	\$ (473,233)	\$ (7,305)	\$ (480,538)
Total stockholders' equity	\$ 256,595	\$ (7,305)	\$ 249,290	\$ 279,494	\$ (7,305)	\$ 272,189	\$ 244,765	\$ (7,305)	\$ 237,460
Total liabilities and stockholders' equity	\$ 1,251,315	\$ (7,305)	\$ 1,244,010	\$ 1,259,515	\$ (7,305)	\$ 1,252,210	\$ 1,274,035	\$ (7,305)	\$ 1,266,730

Consolidation

The results of operations reflected in our consolidated financial statements are presented on a consolidated basis. All material intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

In preparing financial statements in conformity with GAAP, we are required to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Cash and Cash Equivalents

We consider all short-term, highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents.

Restricted Cash

As of April 30, 2022, we had restricted cash of \$11,545, comprised of \$10,649 in prepaid and other current assets in the consolidated balance sheet related to segregated funds for commission due to FLC for logo merchandise sales as per the FLC Partnership's merchandising agreement and \$897 in other noncurrent assets in the condensed consolidated balance sheet related to amounts held in trust for future distributions related to employee benefit plans.

As of May 1, 2021, we had restricted cash of \$8,790, comprised of \$7,893 in prepaid and other current assets in the consolidated balance sheet related to segregated funds for commission due to FLC for logo merchandise sales as per the merchandising partnership agreement and \$897 in other noncurrent assets in the consolidated balance sheet related to amounts held in trust for future distributions related to employee benefit plans.

Accounts Receivable

Receivables represent customer, private and public institutional and government billings (colleges, universities and other financial aid providers), credit/debit card receivables, advances for book buybacks, advertising and other receivables due within one year. The increase in trade accounts receivable is primarily due to the growth of our of *First Day* inclusive access offerings, where cash collection from the school generally occurs after the student drop/add dates, which is later in the working capital cycle, as compared to direct-to-student point-of-sale transactions where cash is generally collected during the point-of-sale transaction or within a few days from the credit card processor. The increase in other receivables is primarily due to vendor reimbursements. Components of accounts receivables are as follows:

	As of	
	April 30, 2022	May 1, 2021
Trade accounts	\$ 102,358	\$ 99,583
Advances for book buybacks	2,292	2,901
Credit/debit card receivables	5,129	4,433
Other receivables	27,260	14,155
Total receivables, net	\$ 137,039	\$ 121,072

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Accounts receivable are presented on our consolidated balance sheets net of allowances. An allowance for doubtful accounts is determined through an analysis of the aging of accounts receivable and assessments of collectability based on historical trends, the financial condition of our customers and an evaluation of economic conditions. We write-off uncollectible trade receivables once collection efforts have been exhausted and record bad debt expenses related to textbook rentals that are not returned and we are unable to successfully charge the customer. Allowance for doubtful accounts were \$2,243, and \$3,594 as of April 30, 2022 and May 1, 2021, respectively.

Merchandise Inventories

Merchandise inventories, which consist of finished goods, are stated at the lower of cost or market. Market value of our inventory, which is all purchased finished goods, is determined based on its estimated net realizable value, which is generally the selling price less normally predictable costs of disposal and transportation. Reserves for non-returnable inventory are based on our history of liquidating non-returnable inventory, which includes certain significant assumptions, including markdowns, sales below cost, inventory aging and expected demand.

Cost is determined primarily by the retail inventory method for our Retail segment and last-in first out, or “LIFO”, method for our Wholesale segment. Our textbook inventories, for Retail and Wholesale, and trade book inventories are valued using the LIFO method and the related reserve was not material to the recorded amount of our inventories. There were no LIFO adjustments in Fiscal 2022, Fiscal 2021 and Fiscal 2020.

For our physical bookstores, we also estimate and accrue shortage for the period between the last physical count of inventory and the balance sheet date. Shortage rates are estimated and accrued based on historical rates and can be affected by changes in merchandise mix and changes in actual shortage trends.

The Retail Segment fulfillment order is directed first to our wholesale business before other sources of inventory are utilized. The products that we sell originate from a wide variety of domestic and international vendors. After internal sourcing, the bookstore purchases textbooks from outside suppliers and publishers. The Retail Segment's four largest suppliers, excluding the supply sourced from our Wholesale Segment, accounted for approximately 30% of our merchandise purchased during the 52 weeks ended April 30, 2022. For our Wholesale Segment, the four largest suppliers, excluding textbooks purchased from students at our Retail Segment's bookstores, accounted for approximately 27% of merchandise purchases during the 52 weeks ended April 30, 2022.

As contemplated by the merchandising partnership agreement, we sold our logo and emblematic general merchandise inventory to FLC and received proceeds of \$41,773, and recognized a merchandise inventory loss on the sale of \$10,262 in cost of goods sold in the consolidated statement of operations during the 52 weeks ended May 1, 2021 for the Retail Segment. The final inventory sale price was determined during the first quarter of Fiscal 2022, at which time, we received additional proceeds of \$1,906, and recognized a merchandise inventory loss on the sale of \$434 in cost of goods sold in the condensed consolidated statement of operations for the Retail Segment. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 1. Organization*.

Additionally, during the 52 weeks ended May 1, 2021, we also recognized a merchandise inventory write-off of \$4,698 in cost of goods sold in the statement of operations for the Retail Segment related to our initiative to exit certain product offerings and streamline/rationalize our overall non-logo general merchandise product assortment resulting from the centralization of our merchandising decision-making during the year.

Textbook Rental Inventories

Physical textbooks out on rent are categorized as textbook rental inventories. At the time a rental transaction is consummated, the book is removed from merchandise inventories and moved to textbook rental inventories at cost. The cost of the book is amortized down to its estimated residual value over the rental period. The related amortization expense is included in cost of goods sold. At the end of the rental period, upon return, the book is removed from textbook rental inventories and recorded in merchandise inventories at its amortized cost.

Cloud Computing Arrangements

Implementation costs incurred in a cloud computing arrangement (or hosting arrangement) that is a service contract are amortized to hosting expense over the term of the arrangement, beginning when the module or component of the hosting arrangement is ready for its intended use. Implementation costs are included in prepaid expenses and other assets in the consolidated balance sheets and amortized to selling and administrative expense in the consolidated statement of operations. Implementation costs incurred in cloud computing arrangements reflected in prepaid and other assets in the consolidated

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balance sheets were \$13,294 and \$10,516 as of April 30, 2022 and May 1, 2021, respectively. We had \$3,179, \$283, and \$96 of amortization of implementation costs in selling and administrative expense in the consolidated statement of operations, for the 52 weeks ended April 30, 2022, 52 weeks ended May 1, 2021, and 53 weeks ended May 2, 2020, respectively.

Property and Equipment

Property and equipment are carried at cost, less accumulated depreciation and amortization. Depreciation and amortization is computed using the straight-line method over estimated useful lives. Maintenance and repairs are expensed as incurred, however major maintenance and remodeling costs are capitalized if they extend the useful life of the asset. We had \$31,785, \$35,024, and \$42,550, of depreciation expense in the consolidated statement of operations for the 52 weeks ended April 30, 2022, 52 weeks ended May 1, 2021, and 53 weeks ended May 2, 2020, respectively.

Content development costs are primarily related to *bartleby.com* textbook solutions which was launched in Fiscal 2019. Content amortization is computed using the straight-line method over estimated useful lives. Amortization of content development costs is recorded to cost of goods sold. We had \$5,454, \$5,034, and \$4,082, of content amortization expense in the consolidated statement of operations for the 52 weeks ended April 30, 2022, 52 weeks ended May 1, 2021, and 53 weeks ended May 2, 2020, respectively.

Components of property and equipment are as follows:

	Useful Life	As of	
		April 30, 2022	May 1, 2021
Property and equipment:			
Leasehold improvements	(a)	\$ 125,462	\$ 131,784
Machinery, equipment and display fixtures	3 - 5	252,582	247,979
Computer hardware and capitalized software costs	(b)	163,963	152,941
Office furniture and other	2 - 7	64,375	62,031
Content development costs	3 - 5	34,867	25,526
Construction in progress		3,710	4,444
Total property and equipment		644,959	624,705
Less accumulated depreciation and amortization		550,887	535,533
Total property and equipment, net		\$ 94,072	\$ 89,172

- (a) Leasehold improvements are capitalized and depreciated over the shorter of the lease term or the useful life of the improvements, ranging from 1 - 15 years.
- (b) System costs are capitalized and amortized over their estimated useful lives, from the date the systems become operational. Purchased software is generally amortized over a period of between 2 - 5 years.

Intangible Assets

Amortizable intangible assets as of April 30, 2022 and May 1, 2021 are as follows:

	Remaining Life	As of April 30, 2022		
		Gross Carrying Amount	Accumulated Amortization	Total
Amortizable intangible assets				
Customer relationships	8 - 12	\$ 253,528	\$ (128,229)	\$ 125,299
Content	1	19,400	(17,375)	2,025
Technology	1	9,500	(9,100)	400
Other ^(a)	1 - 6	8,737	(6,837)	1,900
		\$ 291,165	\$ (161,541)	\$ 129,624

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	Remaining Life	As of May 1, 2021		
		Gross Carrying Amount	Accumulated Amortization	Total
Amortizable intangible assets				
Customer relationships	9 - 13	\$ 263,168	\$ (122,565)	\$ 140,603
Content	1 - 2	19,400	(13,495)	5,905
Technology	1	9,500	(7,500)	2,000
Other ^(a)	1 - 7	8,930	(6,534)	2,396
		\$ 300,998	\$ (150,094)	\$ 150,904

(a) Other consists of recognized intangibles for non-compete agreements, trade names, and favorable leasehold interests.

All amortizable intangible assets are being amortized over their useful life on a straight-line basis.

Aggregate Amortization Expense:

For the 52 weeks ended April 30, 2022	\$ 17,596
For the 52 weeks ended May 1, 2021	\$ 17,943
For the 53 weeks ended May 2, 2020	\$ 19,310

Estimated Amortization Expense: (Fiscal Year)

2023	\$ 13,066
2024	\$ 11,201
2025	\$ 10,848
2026	\$ 10,848
2027	\$ 10,790
After 2027	\$ 72,871

For additional information about intangible assets, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies*.

Leases

We recognize lease assets and lease liabilities on the consolidated balance sheet for all operating lease arrangements based on the present value of future lease payments as required by FASB *ASC 842, Leases* (Topic 842). We do not recognize lease assets or lease liabilities for short-term leases (i.e., those with a term of twelve months or less). We recognize lease expense on a straight-line basis over the lease term for contracts with fixed lease payments, including those with fixed annual minimums, or over a rolling twelve-month period for leases where the annual guarantee resets at the start of each contract year, in order to best reflect the pattern of usage of the underlying leased asset. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 8. Leases*.

Impairment of Long-Lived Assets

As of April 30, 2022, our other long-lived assets include property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets of \$94,072, \$286,584, \$129,624, and \$23,971, respectively, on our consolidated balance sheet. As of May 1, 2021, our other long-lived assets include property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets of \$89,172, \$240,456, \$150,904, and \$29,105, respectively, on our consolidated balance sheet.

These amortizable intangible assets relate primarily to our customer and bookstore relationships with our colleges and university clients, and technology acquired. For additional information related to amortizable intangibles, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies - Intangible Assets*.

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable and consider market participants in accordance with *Accounting Standards Codification ("ASC") 360-10, Accounting for the Impairment or Disposal of Long-Lived Assets*. We evaluate the long-lived

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assets of the reporting units for impairment at the lowest asset group level for which individual cash flows can be identified. When evaluating long-lived assets for potential impairment, we first compared the carrying amount of the asset group to the estimated future undiscounted cash flows. The impairment loss calculation compares the carrying amount of the assets to the fair value based on estimated discounted future cash flows. If required, an impairment loss is recorded for that portion of the asset's carrying value in excess of fair value.

Our business has been significantly negatively impacted by the ongoing COVID-19 pandemic during Fiscal 2022 and Fiscal 2021, as many schools continued to adjust their learning models and on-campus activities. Many of the trends observed during Fiscal 2021 continued into Fiscal 2022, as fewer students returned to campus and enrollments declined, including enrollments at community colleges and by international students. Although many academic institutions have reopened, some are providing alternatives to traditional in-person instruction, including online and hybrid learning options and significantly reduced classroom sizes. As we entered the Spring rush period in early January 2022, we continued to experience the ongoing effects of COVID-19 with the surge of the Omicron variant further impacting students return to campus and on-campus activities. In early January, while the majority of schools brought students back to campus, some schools chose to conduct classes virtually for the beginning of the semester, while other schools chose to delay their start dates (and some schools both delayed the start of the semester and started classes virtually), thus reducing and/or delaying sales. These combined events continue to impact the Company's course materials and general merchandise business.

During the third quarter of Fiscal 2022, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment. Based on the results of the impairment tests, we recognized an impairment loss (non-cash) of \$6,411 (both pre-tax and after-tax), comprised of \$739, \$1,793, \$3,668 and \$211 of property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets, respectively, on the consolidated statement of operations.

During the third quarter of Fiscal 2021, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment. Based on the results of the impairment tests, we recognized an impairment loss (non-cash) of \$27,630, \$20,506 after-tax, comprised of \$5,085, \$13,328, \$6,278 and \$2,939 of property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets, respectively, on the consolidated statement of operations.

The fair value of the impaired long-lived assets were determined using an income approach (Level 3 input), using the Company's best estimates of the amount and timing of future discounted cash flows, based on historical experience, market conditions, current trends and performance expectations. The significant assumptions used in the income approach included annual revenue growth rates, gross margin rates and the estimated relationship of selling and administrative costs to revenue used to estimate the projected cash-flow directly related to the future operation of the stores as well as the weighted average cost of capital used to calculate the fair value. Significant assumptions used to determine the fair values of certain operating right-of-use assets included the current market rent and discount rate. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 6. Fair Value Measurements*.

In the first quarter of Fiscal 2020, we recorded an impairment loss (non-cash) of \$433 in the Retail segment related to net capitalized development costs for a project which are not recoverable. During the fourth quarter of Fiscal 2020, in conjunction with COVID-19 related campus store closures, we evaluated certain of our long-lived assets associated with our Retail and Wholesale segments for impairment. Based on the results of the tests, for the Retail segment, we recognized an impairment loss of \$587 related to store-level assets in restructuring and other charges. These long-lived assets were not recoverable and had a de minimis fair value, as determined using an income approach (Level 3 input), resulting in a non-cash impairment charge for the full carrying value of those long-lived assets.

Goodwill

The costs in excess of net assets of businesses acquired are carried as goodwill in the accompanying consolidated balance sheets. In accordance with *ASC 350-10, Intangibles - Goodwill and Other*, we complete our annual goodwill impairment test as of the first day of the third quarter of each fiscal year, or whenever events or changes in circumstances indicate that the carrying amount of the reporting unit exceeds its fair value. As of both April 30, 2022 and May 1, 2021, we had \$0, \$0 and \$4,700 of goodwill on our consolidated balance sheets related to our Retail, Wholesale, and DSS reporting units, respectively.

During the third quarter of Fiscal 2022, Fiscal 2021 and Fiscal 2020, we completed our annual goodwill impairment test and concluded that the fair value of the DSS reporting unit was determined to exceed the carrying value of the reporting unit; therefore, no goodwill impairment was recognized.

As of April 30, 2022, goodwill of approximately \$60,910 was deductible for federal income tax purposes. This is higher than the goodwill balance reflected on the consolidated balance sheet as of April 30, 2022 due to impairment losses recorded in Fiscal 2018 and Fiscal 2019.

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Application of the goodwill impairment test requires judgment, including: the identification of reporting units; assignment of assets and liabilities to reporting units; assignment of goodwill to reporting units; and the determination of the fair value of each reporting unit. In performing the valuation, we used cash flows that reflected management's forecasts and discount rates that included risk adjustments consistent with the current market conditions.

We estimated the fair value of our reporting units using a weighting of fair values derived from the income approach. Under the income approach, we calculate the fair value of the reporting unit based on the present value of estimated future cash flows. Inherent in our preparation of cash flow projections are assumptions and estimates derived from a review of our operating results, business plans, expected growth rates, cost of capital and tax rates. We also make certain forecasts about future economic conditions, interest rates, market data, and other observable trends, such as comparable store sales trends, recent changes in publisher relationships, and development of innovative digital products and services in the rapidly changing education landscape. The discount rate used is based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the business's ability to execute on the projected cash flows.

Refer to *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies and Estimates* for a discussion of key assumptions used in our testing.

Revenue Recognition and Deferred Revenue

Product sales and rentals

The majority of our revenue is derived from the sales of products through our bookstore locations, including virtual bookstores, and our bookstore affiliated e-commerce websites, and contains a single performance obligation. Revenue from sales of our products is recognized at the point in time when control of the products is transferred to our customers in an amount that reflects the consideration we expect to be entitled to in exchange for the products. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 3. Revenue*.

Retail product revenue is recognized when the customer takes physical possession of our products, which occurs either at the point of sale for products purchased at physical locations or upon receipt of our products by our customers for products ordered through our websites and virtual bookstores. Wholesale product revenue is recognized upon shipment of physical textbooks at which point title passes and risk of loss is transferred to the customer. Additional revenue is recognized for shipping charges billed to customers and shipping costs are accounted for as fulfillment costs within cost of goods sold.

Revenue from the rental of physical textbooks, which contains a single performance obligation, is deferred and recognized over the rental period based on the passage of time commencing at the point of sale, when control of the product transfers to the customer. Rental periods are typically for a single semester and are always less than one year in duration. We offer a buyout option to allow the purchase of a rented physical textbook at the end of the rental period if the customer desires to do so. We record the buyout purchase when the customer exercises and pays the buyout option price which is determined at the time of the buyout. In these instances, we accelerate any remaining deferred rental revenue at the point of sale.

Revenue from the rental of digital textbooks, which contains a single performance obligation, is recognized at the point of sale. A software feature is embedded within the content of our digital textbooks, such that upon expiration of the rental term the customer is no longer able to access the content. While the digital rental allows the customer to access digital content for a fixed period of time, once the digital content is delivered to the customer, our performance obligation is complete.

We estimate returns based on an analysis of historical experience. A provision for anticipated merchandise returns is provided through a reduction of sales and cost of goods sold in the period that the related sales are recorded.

For sales and rentals involving third-party products, we evaluate whether we are acting as a principal or an agent. Our determination is based on our evaluation of whether we control the specified goods or services prior to transferring them to the customer. There are significant judgments involved in determining whether we control the specified goods or services prior to transferring them to the customer including whether we have the ability to direct the use of the good or service and obtain substantially all of the remaining benefits from the good or service. For those transactions where we are the principal, we record revenue on a gross basis, and for those transactions where we are an agent to a third-party, we record revenue on a net basis. Effective April 4, 2021, as contemplated by the FLC Partnership's merchandising agreement and e-commerce agreement, we began to transition the fulfillment of logo and emblematic general merchandise sales to FLC and Fanatics. As the logo and emblematic general merchandise sales are fulfilled by FLC and Fanatics, we recognize commission revenue earned for these sales on a net basis in our condensed consolidated financial statements, as compared to the recognition of logo and emblematic sales on a gross basis in the periods prior to April 4, 2021.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements - Continued
(Thousands of dollars, except share and per share data)

We do not have gift card or customer loyalty programs. We do not treat any promotional offers as expenses. Sales tax collected from our customers is excluded from reported revenues. Our payment terms are generally 30 days and do not extend beyond one year.

Service and other revenue

Service and other revenue is primarily derived from DSS segment subscription-based service revenues and partnership marketing services which includes promotional activities and advertisements within our physical bookstores and web properties performed on behalf of third-party customers.

Subscription-based revenue, which contains a single performance obligation, is deferred and recognized based on the passage of time over the subscription period commencing at the point of sale, when control of the service transfers to the customer. The majority of subscriptions sold are one month in duration.

Partnership marketing agreements often include multiple performance obligations which are individually negotiated with our customers. For these arrangements that contain distinct performance obligations, we allocate the transaction price based on the relative standalone selling price method by comparing the standalone selling price (“SSP”) of each distinct performance obligation to the total value of the contract. The revenue is recognized as each performance obligation is satisfied, typically at a point in time for partnership marketing service and overtime for advertising efforts as measured based upon the passage of time for contracts that are based on a stated period of time or the number of impressions delivered for contracts with a fixed number of impressions.

Cost of Sales

Our cost of sales primarily includes costs such as merchandise costs, textbook rental amortization, content development cost amortization, warehouse costs related to inventory management and order fulfillment, insurance, certain payroll costs, and management service agreement costs, including rent expense, related to our college and university contracts and other facility related expenses.

Selling and Administrative Expenses

Our selling and administrative expenses consist primarily of store payroll and store operating expenses. Selling and administrative expenses also include long-term incentive plan compensation expense and general office expenses, such as merchandising, procurement, field support, finance and accounting, and operating costs related to our direct-to-student subscription-based services business. Shared-service costs such as human resources, legal, treasury, information technology, and various other corporate level expenses and other governance functions, are not allocated to any specific reporting segment and are recorded in Corporate Services.

Long-Term Incentive Compensation

We have granted awards in accordance with the Barnes & Noble Education Inc. Equity Incentive Plan (the “Equity Incentive Plan”). Types of equity awards that can be granted under the Equity Incentive Plan include options, restricted stock, restricted stock units, performance shares, performance share units, and phantom share units. See *Part II - Item 8. Financial Statements and Supplementary Data - Note 12. Long-Term Incentive Compensation Expense* for additional information regarding expense recognition for each type of award.

Advertising Costs

The costs of advertising are expensed as incurred during the year pursuant to *ASC No. 720-35, Advertising Costs*. Advertising costs charged to selling and administrative expenses were \$13,206, \$12,916, and \$10,349 in the consolidated statement of operations for the 52 weeks ended April 30, 2022, 52 weeks ended May 1, 2021, and 53 weeks ended May 2, 2020, respectively.

Income Taxes

The provision for income taxes includes federal, state and local income taxes currently payable and those deferred because of temporary differences between the financial statement and tax basis of assets and liabilities. The deferred tax assets and liabilities are measured using the enacted tax rates and laws that are expected to be in effect when the differences reverse. We regularly review deferred tax assets for recoverability and establish a valuation allowance, if determined to be necessary. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 13. Income Taxes*.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements - Continued
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For the fiscal year ended April 30, 2022, the Company intends to file an application to change its tax year from January to April under the automatic consent provisions. As a result of the tax year-end change, there is no longer a long-term tax payable associated with the LIFO reserve in other long-term liabilities.

Note 3. Revenue

Revenue from sales of our products and services is recognized either at the point in time when control of the products is transferred to our customers or over time as services are provided in an amount that reflects the consideration we expect to be entitled to in exchange for the products or services.

See *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Pronouncements* for additional information related to our revenue recognition policies and *Part II - Item 8. Financial Statements and Supplementary Data - Note 4. Segment Reporting* for a description of each segments product and service offerings.

Disaggregation of Revenue

The following table disaggregates the revenue associated with our major product and service offerings.

	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
Retail			
Course Materials Product Sales	\$ 710,665	\$ 657,279	\$ 752,505
General Merchandise Product Sales ^(a)	558,818	499,836	740,539
Service and Other Revenue ^(b)	36,827	39,205	39,985
Retail Product and Other Sales sub-total	1,306,310	1,196,320	1,533,029
Course Materials Rental Income	133,354	134,150	179,863
Retail Total Sales	\$ 1,439,664	\$ 1,330,470	\$ 1,712,892
Wholesale Sales	\$ 112,246	\$ 165,825	\$ 198,353
DSS Sales ^(c)	\$ 35,666	\$ 27,374	\$ 23,661
Eliminations ^(d)	\$ (56,176)	\$ (89,779)	\$ (83,843)
Total Sales	\$ 1,531,400	\$ 1,433,890	\$ 1,851,063

(a) Effective April 4, 2021, as contemplated by the FLC Partnership's merchandising agreement and e-commerce agreement, we began to transition the fulfillment of logo and emblematic general merchandise sales to FLC and Fanatics. As the logo and emblematic general merchandise sales are fulfilled by FLC and Fanatics, we recognize commission revenue earned for these sales on a net basis in our condensed consolidated financial statements, as compared to the recognition of logo and emblematic sales on a gross basis in the periods prior to April 4, 2021.

(b) Service and other revenue primarily relates to brand partnerships and other service revenues.

(c) DSS sales primarily relate to direct-to-student subscription-based revenue.

(d) The sales eliminations represent the elimination of Wholesale sales and fulfillment service fees to Retail and the elimination of Retail commissions earned from Wholesale.

Contract Assets and Contract Liabilities

Contract assets represent the sale of goods or services to a customer before we have the right to obtain consideration from the customer. Contract assets consist of unbilled amounts at the reporting date and are transferred to accounts receivable when the rights become unconditional. Contract assets (unbilled receivables) were \$0 as of both April 30, 2022 and May 1, 2021 on our consolidated balance sheets.

Contract liabilities represent an obligation to transfer goods or services to a customer for which we have received consideration and consists of our deferred revenue liability (deferred revenue). Deferred revenue consists of the following:

- advanced payments from customers related to textbook rental and subscription-based performance obligations, which are recognized ratably over the terms of the related rental or subscription periods;

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements - Continued
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- unsatisfied performance obligations associated with partnership marketing services, which are recognized when the contracted services are provided to our partnership marketing customers; and
- unsatisfied performance obligations associated with the premium paid for the sale of treasury shares, which are expected to be recognized over the term of the merchandising contracts for Fanatics and FLC as discussed in *Part II - Item 8. Financial Statements and Supplementary Data - Note 1. Organization - Partnership with Fanatics and FLC* and *Note 5. Equity and Earnings Per Share - Sale of Treasury Shares*.

Deferred revenue of \$14,946 and \$4,776 is recorded within accrued liabilities and other long-term liabilities on our consolidated balance sheet, respectively, as of April 30, 2022 and \$13,469 and \$4,670 is recorded within accrued liabilities and other long-term liabilities on our consolidated balance sheet, respectively, as of May 1, 2021. As of April 30, 2022 we expect to recognize \$14,946 of the deferred revenue balance within in the next 12 months. The following table presents changes in contract liabilities during the fiscal year ended April 30, 2022:

Deferred revenue balance as of May 2, 2020	\$	13,373
Additions to deferred revenue during the period		171,834
Reductions to deferred revenue for revenue recognized during the period		(167,068)
Deferred revenue balance as of May 1, 2021	\$	18,139
Additions to deferred revenue during the period		163,597
Reductions to deferred revenue for revenue recognized during the period		(162,014)
Deferred revenue balance as of April 30, 2022	\$	<u>19,722</u>

Note 4. Segment Reporting

We have three reportable segments: Retail, Wholesale and DSS. Additionally, unallocated shared-service costs, which include various corporate level expenses and other governance functions, continue to be presented as “Corporate Services”.

We identify our segments in accordance with the way our business is managed (focusing on the financial information distributed) and the manner in which our chief operating decision maker allocates resources and assesses financial performance. The following summarizes the three segments. For additional information about this segments operations, see *Part I - Item 1. Business*.

Retail Segment

The *Retail Segment* operates 1,427 college, university, and K-12 school bookstores, comprised of 805 physical bookstores and 622 virtual bookstores. Our bookstores typically operate under agreements with the college, university, or K-12 schools to be the official bookstore and the exclusive seller of course materials and supplies, including physical and digital products. The majority of the physical campus bookstores have school-branded e-commerce sites which we operate independently or along with our merchant partners, and which offer students access to affordable course materials and affinity products, including emblematic apparel and gifts. The Retail Segment also offers inclusive access programs, in which course materials are offered at a reduced price through a fee charged by the institution or included in tuition, and delivered to students on or before the first day of class. Additionally, the Retail Segment offers a suite of digital content and services to colleges and universities, including a variety of open educational resource-based courseware.

Wholesale Segment

The *Wholesale Segment* is comprised of our wholesale textbook business and is one of the largest textbook wholesalers in the country. The Wholesale Segment centrally sources, sells, and distributes new and used textbooks to approximately 3,100 physical bookstores (including our Retail Segment's 805 physical bookstores) and sources and distributes new and used textbooks to our 622 virtual bookstores. Additionally, the Wholesale Segment sells hardware and a software suite of applications that provides inventory management and point-of-sale solutions to approximately 350 college bookstores.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements - Continued
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DSS Segment

The *Digital Student Solutions* (“DSS”) Segment includes products and services to assist students to study more effectively and improve academic performance. The DSS Segment is comprised of the operations of Student Brands, LLC, a leading direct-to-student subscription-based writing services business, and *bartleby*[®], an institutional and direct-to-student subscription-based offering providing textbook solutions, expert questions and answers, writing and tutoring.

Corporate Services

Corporate Services represents unallocated shared-service costs which include corporate level expenses and other governance functions, including executive functions, such as accounting, legal, treasury, information technology, and human resources.

Eliminations

The eliminations are primarily related to the following intercompany activities:

- The sales eliminations represent the elimination of Wholesale sales and fulfillment service fees to Retail and the elimination of Retail commissions earned from Wholesale, and
- These cost of sales eliminations represent (i) the recognition of intercompany profit for Retail inventory that was purchased from Wholesale in a prior period that was subsequently sold to external customers during the current period and the elimination of Wholesale service fees charged for fulfillment of inventory for virtual store sales, net of (ii) the elimination of intercompany profit for Wholesale inventory purchases by Retail that remain in ending inventory at the end of the current period.

Our international operations are not material and the majority of the revenue and total assets are within the United States.

	As of	
	April 30, 2022	May 1, 2021
		Restated
Total Assets		
Retail	\$ 875,569	\$ 792,707
Wholesale	159,125	199,698
DSS	32,418	33,937
Corporate Services	4,441	4,771
Total Assets	<u>\$ 1,071,553</u>	<u>\$ 1,031,113</u>

As of both April 30, 2022 and May 1, 2021, we had \$0, \$0 and \$4,700 of goodwill on our consolidated balance sheets related to our Retail, Wholesale, and DSS reporting units, respectively.

	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
Capital Expenditures			
Retail	\$ 31,073	\$ 21,208	\$ 28,546
Wholesale	2,472	5,905	2,126
DSS ^(a)	9,926	9,662	5,425
Corporate Services	62	448	95
Total Capital Expenditures	<u>\$ 43,533</u>	<u>\$ 37,223</u>	<u>\$ 36,192</u>

(a) Primarily comprised of content development costs for *bartleby.com*.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
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Summarized financial information for our reportable segments is reported below:

	52 weeks ended April 30, 2022 ^(a)	52 weeks ended May 1, 2021 ^(a)	53 weeks ended May 2, 2020 ^(a)
		Restated	
Sales:			
Retail	\$ 1,439,664	\$ 1,330,470	\$ 1,712,892
Wholesale	112,246	165,825	198,353
DSS	35,666	27,374	23,661
Eliminations	(56,176)	(89,779)	(83,843)
Total Sales	\$ 1,531,400	\$ 1,433,890	\$ 1,851,063
Gross Profit			
Retail ^(b)	\$ 322,983	\$ 195,617	\$ 383,282
Wholesale	19,782	34,683	39,805
DSS	29,928	22,318	19,313
Eliminations	67	43	149
Total Gross Profit	\$ 372,760	\$ 252,661	\$ 442,549
Depreciation and Amortization			
Retail	\$ 36,635	\$ 39,634	\$ 47,099
Wholesale	5,418	5,461	5,963
DSS	7,257	7,763	8,670
Corporate Services	71	109	128
Total Depreciation and Amortization	\$ 49,381	\$ 52,967	\$ 61,860
Operating Loss			
Retail ^(c)	\$ (37,305)	\$ (155,310)	\$ (24,445)
Wholesale ^(c)	495	14,732	12,909
DSS	(6,801)	(8,132)	(8,529)
Corporate Services	(24,030)	(28,376)	(23,077)
Eliminations	225	192	359
Total Operating Loss ^(c)	\$ (67,416)	\$ (176,894)	\$ (42,783)
The following is a reconciliation of segment Operating Loss to consolidated Income Before Income Taxes			
Total Operating Loss	\$ (67,416)	\$ (176,894)	\$ (42,783)
Interest Expense, net	(10,096)	(8,087)	(7,445)
Total Loss Before Income Taxes	\$ (77,512)	\$ (184,981)	\$ (50,228)

- (a) In Fiscal 2022, Fiscal 2021 and Fiscal 2020, our business experienced an unprecedented and significant impact as a result of the COVID-19 pandemic. The impact of which affects the comparability of our results of operations and cash flows.
- (b) In Fiscal 2022 and 2021, gross margin includes a merchandise inventory loss and write-off of \$434 and \$14,960, respectively, in the Retail Segment. See *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies - Merchandise Inventories*.
- (c) In Fiscal 2022, we recognized an impairment loss (non-cash) of \$6,411, both before-tax and after-tax, in the Retail segment related to certain of our store-level long-lived assets. In Fiscal 2021, we recognized an impairment loss (non-cash) of \$27,630, \$20,506 after-tax, in the Retail segment related to certain of our store-level long-lived assets. In Fiscal 2020, we recorded an impairment loss (non-cash) of \$433 in the Retail segment related to net capitalized development costs for a project which were not recoverable. See *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies*.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
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Note 5. Equity and Earnings Per Share

Equity

Our authorized capital stock consists of 200,000,000 shares of common stock, par value \$0.01 per share, and 5,000,000 shares of preferred stock, par value \$0.01 per share. As of April 30, 2022, 54,234,055 shares and 52,045,951 shares of our common stock were issued and outstanding, respectively, and 0 shares of our preferred stock were both issued and outstanding. Our common stock trades on the NYSE under the symbol “BNED”.

The holders of our common stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. Holders of shares of our common stock do not have cumulative voting rights in the election of directors. The holders of our common stock will be entitled to share ratably in our assets legally available for distribution to our stockholders, subject to the prior distribution rights of preferred stock, if any, then outstanding. The holders of our common stock do not have preemptive rights or preferential rights to subscribe for shares of our capital stock.

Following our shareholders approval of an amendment to the Equity Incentive Plan to increase the number of shares available for issuance by an additional 3,000,000 shares of our Common Stock, we have reserved an aggregate of 13,409,345 shares of common stock for future grants in accordance with the Barnes & Noble Education Inc. Equity Incentive Plan. See *Part II - Item 8. Financial Statements and Supplementary Data - Note 12. Long-Term Incentive Compensation Expense*.

Repurchase of Shares

On December 14, 2015, our Board of Directors authorized a stock repurchase program of up to \$50,000, in the aggregate, of our outstanding common stock. The stock repurchase program is carried out at the direction of management (which may include a plan under Rule 10b5-1 of the Securities Exchange Act of 1934). The stock repurchase program may be suspended, terminated, or modified at any time. Any repurchased shares will be held as treasury stock and will be available for general corporate purposes. During the Fiscal 2022, Fiscal 2021 and Fiscal 2020, we did not purchase shares under the stock repurchase program. As of April 30, 2022, approximately \$26,669 remains available under the stock repurchase program.

During the Fiscal 2022, Fiscal 2021 and Fiscal 2020, we also repurchased 239,751, 414,174 shares, and 374,733 shares of our common stock in connection with employee tax withholding obligations for vested stock awards, respectively.

Sale of Treasury Shares

In December 2020, we entered into a new merchandising partnership with Fanatics and FLC which included a strategic equity investment in the Company. Fanatics, Inc. and Lids Holdings, Inc. jointly purchased an aggregate 2,307,692 of our common shares (issued from treasury shares) for \$15,000, representing a share price of \$6.50 per share. The premium price paid above the fair market value of our common stock at closing was approximately \$4,131 and was recorded as a contract liability which is recognized over the term of the merchandising contracts for Fanatics and FLC (\$211 and \$202, respectively, in accrued liabilities, and \$3,709 and \$3,920, respectively, as of April 30, 2022 and May 1, 2021, in other long-term liabilities our consolidated balance sheet) which is expected to be recognized over the term of the merchandising contracts for Fanatics and FLC, as discussed in *Part II - Item 8. Financial Statements and Supplementary Data - Note 1. Organization - Partnership with Fanatics and FLC*.

Dividends

We paid no other dividends to common stockholders during Fiscal 2022, Fiscal 2021 and Fiscal 2020. We do not intend to pay dividends on our common stock in the foreseeable future and dividend payments are not permitted under current or future financing arrangements. On June 7, 2022, subsequent to the end of Fiscal 2022, we entered into a Term Loan Credit Agreement with TopLids LendCo, LLC and Vital Fundco, LLC and we entered an amendment to the Credit Agreement. See *Part II - Item 8. Financial Statements and Supplementary Data - Note 7 - Credit Facility* and *Note 16. Subsequent Event* for details.

Earnings Per Share

Basic EPS is computed based upon the weighted average number of common shares outstanding for the year. Diluted EPS is computed based upon the weighted average number of common shares outstanding for the year plus the dilutive effect of common stock equivalents using the treasury stock method and the average market price of our common stock for the year. We include participating securities (unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents) in the computation of EPS pursuant to the two-class method. Our participating securities consist solely of unvested restricted stock awards, which have contractual participation rights equivalent to those of stockholders of unrestricted common stock. The two-class method of computing earnings per share is an allocation method that calculates earnings per share

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
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for common stock and participating securities. During periods of net loss, no effect is given to the participating securities because they do not share in the losses of the Company. During the Fiscal 2022, Fiscal 2021 and Fiscal 2020, average shares of 3,995,990, 3,387,185, and 3,795,603, respectively, were excluded from the diluted earnings per share calculation using the two-class method as their inclusion would have been antidilutive.

The following is a reconciliation of the basic and diluted earnings per share calculation:

<i>(shares in thousands)</i>	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021 Restated	53 weeks ended May 2, 2020
Numerator for basic and diluted earnings per share:			
Net loss available to common shareholders	\$ (68,857)	\$ (139,810)	\$ (38,250)
Denominator for basic and diluted earnings per share:			
Basic and diluted weighted average shares of Common Stock	51,797	49,669	48,013
Loss per share of Common Stock:			
Basic and diluted loss per share of Common Stock	\$ (1.33)	\$ (2.81)	\$ (0.80)

Note 6. Fair Values Measurements

In accordance with *ASC No. 820, Fair Value Measurements and Disclosures*, the fair value of an asset is considered to be the price at which the asset could be sold in an orderly transaction between unrelated knowledgeable and willing parties. A liability's fair value is defined as the amount that would be paid to transfer the liability to a new obligor, not the amount that would be paid to settle the liability with the creditor. Assets and liabilities recorded at fair value are measured using a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

Level 1—Observable inputs that reflect quoted prices in active markets

Level 2—Inputs other than quoted prices in active markets that are either directly or indirectly observable

Level 3—Unobservable inputs in which little or no market data exists, therefore requiring us to develop our own assumptions

Our financial instruments include cash and cash equivalents, receivables, accrued liabilities and accounts payable. The fair values of cash and cash equivalents, receivables, accrued liabilities and accounts payable approximates their carrying values because of the short-term nature of these instruments, which are all considered Level 1. The fair value of short-term and long-term debt approximates its carrying value.

Non-Financial Assets and Liabilities

Our non-financial assets include goodwill, property and equipment, operating lease right-of-use assets, and intangible assets. Such assets are reported at their carrying values and are not subject to recurring fair value measurements. We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with *ASC 360-10, Accounting for the Impairment or Disposal of Long-Lived Assets*.

During the 52 weeks ended April 30, 2022, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment, and we recognized an impairment loss (non-cash) of \$6,411, both pre-tax and after-tax, on the consolidated statement of operations. During the 52 weeks ended May 1, 2021, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment, and we recognized an impairment loss (non-cash) of \$27,630, \$20,506 after-tax, on the consolidated statement of operations. The fair value of the impaired long-lived assets were determined using an income approach (Level 3 input), using our best estimates of the amount and timing of future discounted cash flows, based on historical experience, market conditions, current trends and performance expectations.

During the 53 weeks ended May 2, 2020, we recognized an impairment loss (non-cash) of \$433 in the Retail segment related to net capitalized development costs for a project which are not recoverable.

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For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies*.

The following table shows the fair values of our non-financial assets and liabilities that were required to be remeasured at fair value on a non-recurring basis and the total impairments recorded as a result of the remeasurement process:

	52 weeks ended April 30, 2022			52 weeks ended May 1, 2021			53 weeks ended May 2, 2020		
	Carrying Value Prior to Impairment	Fair Value	Impairment Loss (non-cash)	Carrying Value Prior to Impairment	Fair Value	Impairment Loss (non-cash)	Carrying Value Prior to Impairment	Fair Value	Impairment Loss (non-cash)
Receivables, net	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 245	\$ —	\$ 245
Property and equipment, net	742	3	739	5,505	420	5,085	300	—	300
Operating lease right-of-use assets	3,299	1,506	1,793	26,427	13,099	13,328	—	—	—
Intangible assets, net	3,745	77	3,668	7,723	1,445	6,278	—	—	—
Other noncurrent assets	211	—	211	3,539	600	2,939	—	—	—
Accrued liabilities	—	—	—	—	—	—	(112)	—	(112)
Total	\$ 7,997	\$ 1,586	\$ 6,411	\$ 43,194	\$ 15,564	\$ 27,630	\$ 433	\$ —	\$ 433

Non-Financial Liabilities

We granted phantom share units as long-term incentive awards which are settled in cash based on the fair market value of a share of common stock of the Company at each vesting date. The fair value of the liability for the cash-settled phantom share unit awards will be remeasured at the end of each reporting period through settlement to reflect current risk-free rate and volatility assumptions. As of April 30, 2022, we recorded a liability of \$2,774 (Level 2 input) which is reflected in accrued liabilities (\$1,726) and other long-term liabilities (\$1,048) on the consolidated balance sheet. As of May 1, 2021, we recorded a liability of \$3,845 (Level 2 input) which is reflected in accrued liabilities (\$2,509) and other long-term liabilities (\$1,336) on the consolidated balance sheet. For additional information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 12. Long-Term Incentive Compensation Expense*.

Note 7. Credit Facility

We have a credit agreement (the “Credit Agreement”), under which the lenders committed to provide us with a 5 year asset-backed revolving credit facility in an aggregate committed principal amount of \$400,000 (the “Credit Facility”) effective from the date of the amendment. We have the option to request an increase in commitments under the Credit Facility of up to \$100,000, subject to certain restrictions. Proceeds from the Credit Facility are used for general corporate purposes, including seasonal working capital needs. The agreement includes an incremental first in, last out seasonal loan facility (the “FILO Facility”) for a \$100,000 incremental facility maintaining the maximum availability under the Credit Agreement at \$500,000.

On March 4, 2022, we were granted a waiver to the condition to the upcoming draw under the FILO Facility, scheduled for April 2022, that Consolidated EBITDA (as defined in the Credit Agreement) minus Restricted Payments (as defined in the Credit Agreement) equal at least \$110,000. Under the waiver amendment, the commitment under the FILO Facility of \$25,000 was increased to \$40,000, with all remaining terms unchanged.

On June 7, 2022, subsequent to the end of Fiscal 2022, we entered into a Term Loan Credit Agreement with TopLids LendCo, LLC and Vital Fundco, LLC and we entered an amendment to the Credit Agreement. See *Part II - Item 8. Financial Statements and Supplementary Data - Note 16. Subsequent Event* for details.

On June 28, 2022, we obtained limited waivers with respect to the Credit Agreement and the Term Loan Credit Agreement, pursuant to which the requisite lenders thereunder waived any potential default or event of default under such agreements solely to the extent arising from the restatement of Fiscal 2021 consolidated financial statements as described in *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies* and *Note 16. Subsequent Events*.

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During the 52 weeks ended April 30, 2022, we borrowed \$632,220 and repaid \$584,120 under the Credit Agreement, and had outstanding borrowings of \$185,700 and \$40,000 under the Credit Facility and FILO Facility, respectively, as of April 30, 2022. During the 52 weeks ended May 1, 2021, we borrowed \$722,600 and repaid \$719,700 under the Credit Agreement, and had outstanding borrowings of \$127,600 and \$50,000 under the Credit Facility and FILO Facility, respectively, as of May 1, 2021. During the 53 weeks ended May 2, 2020, we borrowed \$600,900 and repaid \$559,700 under the Credit Agreement, and had outstanding borrowings of \$99,700 and \$75,000 under the Credit Facility and FILO Facility, respectively, as of May 2, 2020. As of both April 30, 2022 and May 1, 2021, we issued \$4,759 in letters of credit under the Credit Facility, respectively.

During the 52 weeks ended April 30, 2022 and May 1, 2021, we incurred debt issuance costs totaling \$265 and \$1,076 related to the March 4, 2022 waiver and March 31, 2021 Credit Facility amendment. The debt issuance costs have been deferred and are presented as prepaid and other current assets and other noncurrent assets in the consolidated balance sheets, and subsequently amortized ratably over the term of the credit agreement.

The Credit Facility is secured by substantially all of the inventory, accounts receivable and related assets of the borrowers under the Credit Facility. This is considered an all asset lien (inclusive of proceeds from tax refunds payable to the Company and a pledge of equity from subsidiaries, exclusive of real estate).

Interest under the Credit Facility accrues, at our election, at a Secured Overnight Financing Rate ("SOFR") or alternate base rate, plus, in each case, an applicable interest rate margin, which is determined by reference to the level of excess availability under the Credit Facility. Loans will initially bear interest at SOFR plus 2.00% per annum, in the case of SOFR borrowings, or at the alternate base rate plus 1.00% per annum, in the alternative, and thereafter the interest rate will fluctuate between SOFR plus 2.00% per annum and SOFR plus 1.50% per annum (or between the alternate base rate plus 1.00% per annum and the alternate base rate plus 0.50% per annum), based upon the excess availability under the Credit Facility at such time.

Loans under the FILO Facility will bear interest at a rate equal to the SOFR rate, plus 3.750%. In connection with the waiver, the applicable margin for credit extensions made under the FILO Facility after March 31, 2021 through the end of 2021 was increased by 0.50% (to 3.75% per annum for LIBO rate loans and 2.75% for base rate loans). The FILO Facility will be available solely during the draw period each year, from April 1 through July 31. We are required to borrow 100% of the aggregate commitments under the FILO Facility on April 1 of each year, and the loans must be repaid in full (including interest and fees) on July 31 of each year. We will pay a commitment fee of 0.375% on the daily unused portion of the FILO Facility.

The Credit Facility contains customary negative covenants, which limit the Company's ability to incur additional indebtedness, create liens, make investments, make restricted payments or specified payments and merge or acquire assets, among other things. In addition, if excess availability under the Credit Facility were to fall below certain specified levels, certain additional covenants (including fixed charge coverage ratio requirements and a minimum excess availability of the greater of 10% of the Loan Cap and \$25,000 when the FILO is funded) would be triggered, and the lenders would have the right to assume dominion and control over the Company's cash. The Credit Facility includes an anti-cash hoarding provision, which limits maximum excess cash allowed to \$50,000 when the FILO is funded.

The Credit Facility contains customary events of default, including payment defaults, material breaches of representations and warranties, covenant defaults, default on other material indebtedness, customary ERISA events of default, bankruptcy and insolvency, material judgments, invalidity of liens on collateral, change of control or cessation of business. The Credit Facility also contains customary affirmative covenants and representations and warranties. We are in compliance with all covenants, representations and warranties under the Credit Facility as of April 30, 2022.

We believe that our future cash from operations, access to borrowings under the Credit Facility, FILO Facility and short-term financings will provide adequate resources to fund our operating and financing needs for the foreseeable future. Our future capital requirements will depend on many factors, including, but not limited to, the economy and the outlook for and pace of sustainable growth in our markets, the levels at which we maintain inventory, the number and timing of new store openings, and any potential acquisitions of other brands or companies including digital properties. To the extent that available funds are insufficient to fund our future activities, we may need to raise additional funds through public or private financing of debt or equity. Our access to, and the availability of, financing in the future will be impacted by many factors, including the liquidity of the overall capital markets and the current state of the economy. There can be no assurances that we will have access to capital markets on acceptable terms.

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Note 8. Leases

We recognize lease assets and lease liabilities on the consolidated balance sheets for substantially all lease arrangements based on the present value of future lease payments as required by FASB *ASC 842, Leases* (Topic 842). Our portfolio of leases consists of operating leases comprised of operations agreements which grant us the right to operate on-campus bookstores at colleges and universities; real estate leases for office and warehouse operations; and vehicle leases. We do not have finance leases or short-term leases (i.e., those with a term of twelve months or less).

We recognize a right of use (“ROU”) asset and lease liability in our consolidated balance sheets for leases with a term greater than twelve months. Options to extend or terminate a lease are included in the determination of the ROU asset and lease liability when it is reasonably certain that such options will be exercised. Our lease terms generally range from one year to fifteen years and a number of agreements contain minimum annual guarantees, many of which are adjusted at the start of each contract year based on the actual sales activity of the leased premises for the most recently completed contract year.

Payment terms are based on the fixed rates explicit in the lease, including minimum annual guarantees, and/or variable rates based on: i) a percentage of revenues or sales arising at the relevant premises (“variable commissions”), and/or ii) operating expenses, such as common area charges, real estate taxes and insurance. For contracts with fixed lease payments, including those with minimum annual guarantees, we recognize lease expense on a straight-line basis over the lease term or over the contract year in order to best reflect the pattern of usage of the underlying leased asset and our minimum obligations arising from these types of leases. Our lease agreements do not contain any material residual value guarantees, material restrictions or covenants.

We used our incremental borrowing rates to determine the present value of fixed lease payments based on the information available at the lease commencement date, as the rate implicit in the lease is not readily determinable. We utilized an estimated collateralized incremental borrowing rate as of the effective date or the commencement date of the lease, whichever is later.

The following table summarizes lease expense:

	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
Variable lease expense	\$ 77,956	\$ 69,511	\$ 73,455
Operating lease expense	114,815	108,282	159,289
Net lease expense	<u>\$ 192,771</u>	<u>\$ 177,793</u>	<u>\$ 232,744</u>

The increase in lease expense is primarily due to higher sales for contracts based on a percentage of revenue and the impact of the timing and reduction of minimum contractual guarantees due to temporary store closings due to the COVID pandemic during the prior year.

The following table summarizes our minimum fixed lease obligations, excluding variable commissions, as of April 30, 2022:

	As of April 30, 2022
Fiscal 2023	\$ 104,681
Fiscal 2024	55,701
Fiscal 2025	48,856
Fiscal 2026	37,468
Fiscal 2027	29,735
Thereafter	91,255
Total lease payments	<u>367,696</u>
Less: imputed interest	<u>(50,959)</u>
Operating lease liabilities at period end	<u>\$ 316,737</u>

Future lease payment obligations related to leases that were entered into, but did not commence as of April 30, 2022, were not material.

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Notes to Consolidated Financial Statements - Continued
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The following summarizes additional information related to our operating leases:

	As of		
	April 30, 2022	May 1, 2021	May 2, 2020
Weighted average remaining lease term (in years)	6.2 years	5.5 years	5.2 years
Weighted average discount rate	4.7 %	4.9 %	4.6 %
Supplemental cash flow information:			
Cash payments for lease liabilities within operating activities	\$ 123,037	\$ 111,167	\$ 140,670
ROU assets obtained in exchange for lease liabilities from initial recognition	\$ 160,510	\$ 123,556	\$ 131,175

Note 9. Supplementary Information

Impairment Loss (non-cash)

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with *ASC 360-10, Accounting for the Impairment or Disposal of Long-Lived Assets*. For information, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies*.

During the 52 weeks ended April 30, 2022, we evaluated certain of our store-level long-lived assets in the Retail segment for impairment. Based on the results of the impairment tests, we recognized an impairment loss (non-cash) of \$6,411 (both pre-tax and after-tax), comprised of \$739, \$1,793, \$3,668 and \$211 of property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets, respectively, on the consolidated statement of operations.

During the 52 weeks ended May 1, 2021, we recognized an impairment loss (non-cash) of \$27,630, \$20,506 after-tax, in the Retail segment comprised of \$5,085, \$13,328, \$6,278 and \$2,939 of property and equipment, operating lease right-of-use assets, amortizable intangibles, and other noncurrent assets, respectively, on the consolidated statement of operations.

During the 53 weeks ended May 2, 2020, we recognized an impairment loss (non-cash) of \$433 in the Retail segment related to net capitalized development costs for a project which are not recoverable.

Restructuring and Other Charges

During the 52 weeks ended April 30, 2022, we recognized restructuring and other charges totaling \$944, comprised primarily of \$1,250 for severance and other employee termination and benefit costs associated with elimination of various positions as part of cost reduction objectives (\$71 is included in accrued liabilities in the consolidated balance sheet as of April 30, 2022) and \$1,825 for costs associated with professional service costs for restructuring, process improvements, development and integration associated with the FLC Partnership, shareholder activist activities, and liabilities for a facility closure, partially offset by a \$2,131 in an actuarial gain related to a frozen retirement benefit plan (non-cash).

During the 52 weeks ended May 1, 2021, we recognized restructuring and other charges totaling \$10,678 (Restated), comprised primarily of \$6,606 for severance and other employee termination and benefit costs associated with elimination of various positions as part of cost reduction objectives (\$3,246 is included in accrued liabilities in the consolidated balance sheet as of May 1, 2021), \$5,213 for professional service costs related to restructuring, process improvements, the financial advisor strategic review process, costs related to development and integration associated with the FLC Partnership and shareholder activist activities, and \$454 related to liabilities for a facility closure, partially offset by a \$1,595 in an actuarial gain related to a frozen retirement benefit plan (non-cash).

During the 53 weeks ended May 2, 2020, we recognized restructuring and other charges totaling \$18,567 comprised of \$12,667 for severance and other employee termination and benefit costs associated with several management changes (\$10,370 is included in accrued liabilities in the consolidated balance sheet as of May 2, 2020), the elimination of various positions as part of cost reduction objectives, and professional service costs for process improvements, and \$2,695 related to an actuarial loss for a frozen retirement benefit plan (non-cash), \$2,841 for professional service costs for shareholder activist activities, and \$587 related to a store-level asset impairment charge, offset by \$223 related to reduction of liabilities for a facility closure.

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Notes to Consolidated Financial Statements - Continued
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Note 10. Related Party Transactions

MBS Textbook Exchange, LLC

Prior to the acquisition of MBS on February 27, 2017, MBS was considered a related-party as it was majority-owned by Leonard Riggio, who is a principal owner holding substantial shares of our common stock, and other members of the Riggio family. Subsequent to the acquisition, the consolidated financial statements include the accounts of MBS and all material intercompany accounts and transactions have been eliminated in consolidation.

MBS leases its main warehouse and distribution facility located in Columbia, Missouri from MBS Realty Partners L.P. which is majority-owned by Leonard Riggio, with the remaining ownership by other sellers of MBS. The lease was originally entered into in 1991 and included a renewal option which extended the lease through September 1, 2023. Based upon a valuation performed as of the acquisition date, the lease was determined to be favorable from a lessee perspective with below market rent. Rent payments to MBS Realty Partners L.P. were approximately \$1,380 during each of the 52 weeks ended April 30, 2022, May 1, 2021, and May 2, 2020.

Note 11. Employee Benefit Plans

We sponsor defined contribution plans for the benefit of substantially all of the employees of BNC and DSS. MBS maintains a profit sharing plan covering substantially all full-time employees of MBS. For all plans, we are responsible to fund the employer contributions directly. Total employee benefit expense for these plans was \$3,287, \$0, and \$5,015, during the 52 weeks ended April 30, 2022, May 1, 2021, and May 2, 2020, respectively.

Effective April 2020, due to the significant impact as a result of COVID-19 related campus store closures, we temporarily suspended employer matching contributions into our 401(k) plans. The matching contributions were reinstated effective July 25, 2021.

Note 12. Long-Term Incentive Compensation Expense

We have reserved 13,409,345 shares of our common stock for future grants in accordance with the Barnes & Noble Education Inc. Equity Incentive Plan. Types of equity awards that can be granted under the Equity Incentive Plan include options, restricted stock ("RS"), restricted stock units ("RSU"), performance shares ("PS"), performance share units ("PSU"), and stock options.

We recognize compensation expense for restricted stock awards and performance share awards ratably over the requisite service period of the award, which is generally three years. We recognize compensation expense for these awards based on the number of awards expected to vest, which includes an estimated average forfeiture rate. We calculate the fair value of these awards based on the closing stock price on the date the award was granted. For those awards with market conditions, we have determined the grant date fair value using the Monte Carlo simulation model and compensation expense is recognized ratably over the requisite service period regardless of whether the market condition is satisfied.

Restricted Stock Awards

A RS award is an award of common stock that is subject to certain restrictions during a specified period. Restricted stock awards are generally subject to forfeiture if employment terminates prior to the release of the restrictions. The grantee cannot transfer the shares before the restricted shares vest. Shares of unvested restricted stock have the same voting rights as common stock, are entitled to receive dividends and other distributions thereon (although payment may be deferred until the shares have vested) and are considered to be currently issued and outstanding. Restricted stock awards will have a minimum vesting period of one year.

A RSU is a grant valued in terms of our common stock, but no stock is issued at the time of grant. Each restricted stock unit may be redeemed for one share of our common stock once vested. Restricted stock units are generally subject to forfeiture if employment terminates prior to the release of the restrictions. The grantee cannot transfer the units except in very limited circumstances and with the consent of the compensation committee. Shares associated with unvested restricted stock units have no voting rights but are entitled to receive dividends and other distributions thereon (although payment may be deferred until the units have vested). Restricted stock units generally vest over a period of three years, but will have a minimum vesting period of one year.

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Performance Share Awards

PS awards and PSU awards were granted to employees. Each PS and PSU may be redeemed for one share of our common stock once vested and are generally subject to forfeiture if employment terminates prior to the release of the restrictions. The grantee cannot transfer the PS or PSU awards except in very limited circumstances and with the consent of the compensation committee. Shares of unvested PSU awards have no voting rights but are entitled to receive dividends and other distributions thereon (although payment may be deferred until the shares or units, as the case may be, have vested). The PS and PSU awards will only vest based upon the achievement of pre-established performance goals related to Adjusted EBITDA, segment revenue, new business, and/or total shareholder return performance achieved over a period of time. The PS and PSU awards will vest based on company performance and/or market conditions during the subsequent two year period with one additional year of time-based vesting. The number of PS and PSU awards that will vest range from 0%-150% of the target award based on actual performance.

Stock Options

For stock options granted with an "at market" exercise price, we determined the grant fair value using the Black-Scholes model and for stock options granted with "a premium" exercise price, we determined the grant date fair value using the Monte Carlo simulation model. The fair value models for stock options use assumptions that include the risk-free interest rate, expected volatility, expected dividend yield and expected term of the options.

During Fiscal 2022, we granted 322,495 stock options with an exercise price of \$10.80 per stock option, which was the fair market value on the date of grant (Stock Option Grant #1) and 348,723 stock options with an exercise price of \$13.30 per stock option (Stock Option Grant #2) granted to employees. The stock options are exercisable in four equal annual installments commencing one year after the date of grant and have a ten year term. Holders are not entitled to receive dividends (if any) prior to vesting and exercise of the options.

The following summarizes the stock option fair value assumptions:

	Stock Option Grant #1	Stock Option Grant #2
Exercise Price	\$ 10.80	\$ 13.30
Valuation method utilized	Black-Scholes	Monte Carlo
Risk-free interest rate	0.94 %	0.94 %
Expected option term	6.2 years	10.0 years
Company volatility	74 %	74 %
Dividend yield	— %	— %
Grant date fair value per award	\$ 7.10	\$ 6.73

The risk-free interest rate is based on United States Treasury yields in effect at the date of grant for periods corresponding to the expected stock option term. For Stock Option Grant #1, we are permitted to use the simplified approach to estimate the expected term of the stock options, which typically assumes exercise occurs at the mid-point between the end of the vesting period and the expiration date. The simplified approach is not allowed for premium-priced options (Stock Option Grant #2), which were estimated using a stock price multiple, as there is no option exercise history which to base an early exercise option. The expected stock option term represents the weighted average period of time that stock options granted are expected to be outstanding, based on vesting schedules and the contractual term of the stock options. Volatility is based on the historical volatility of the Company's common stock over a period of time corresponding to the expected stock option term.

Phantom Shares

During Fiscal 2022, we granted 183,348 phantom share units granted to employees. Each phantom share represents the economic equivalent to one share of the Company's common stock and will be settled in cash based on the fair market value of a share of common stock at each vesting date in an amount not to exceed \$32.40 per share. The phantom shares vest and will be settled in three equal installments commencing one year after the date of grant. The fair value of the phantom shares was determined using the closing stock price on the date of the award less the fair value of the call option which was estimated using

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the Black-Scholes model. The average fair value on the date of grant was \$8.50 per phantom share using risk-free rates ranging from 0.08%-0.53% for the three tranches and annual volatility ranging from 78%-92% for the three tranches. The fair value of the liability for the cash-settled phantom share unit awards will be remeasured at the end of each reporting period through settlement to reflect current risk-free rate and volatility assumptions.

As of April 30, 2022, we recorded a liability of \$2,774 (Level 2 input) related to phantom share units grants of which \$1,726 and \$1,048 is reflected in accrued liabilities and other long-term liabilities, respectively, on the consolidated balance sheet. As of May 1, 2021, we recorded a liability of \$3,845 (Level 2 input) related to phantom share units grants of which \$2,509 and \$1,336 is reflected in accrued liabilities and other long-term liabilities, respectively, on the consolidated balance sheet, respectively.

Long-Term Incentive Compensation Activity

The following table presents a summary of awards activity related to our current Equity Incentive Plan:

	Restricted Stock Awards		Restricted Stock Units	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Balance, May 1, 2021	146,343	\$ 2.40	1,199,851	\$ 3.56
Granted	35,412	\$ 10.59	896,582	\$ 10.61
Vested	(146,343)	\$ 2.40	(850,952)	\$ 3.70
Forfeited ^(a)	—	\$ —	(40,402)	\$ 3.67
Balance, April 30, 2022	35,412	\$ 10.59	1,205,079	\$ 8.71

	Performance Share Units		Phantom Shares	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Balance, May 1, 2021	595,233	\$ 2.23	2,204,863	\$ 1.97
Granted	—	\$ —	183,348	\$ 8.50
Vested	—	\$ —	(734,945)	\$ 1.97
Forfeited ^(a)	(66,666)	\$ 2.23	(114,239)	\$ 2.34
Balance, April 30, 2022	528,567	\$ 2.23	1,539,027	\$ 2.72

	Stock Options		
	Number of Shares	Weighted Average Grant Date Fair Value	Weighted Average Exercise Price
Balance, May 1, 2021	2,190,990	\$ 1.43	\$ 3.73
Granted	671,218	\$ 6.91	\$ 12.10
Exercised ^(b)	(77,883)	\$ 1.48	\$ 3.29
Forfeited	(81,388)	\$ 1.43	\$ 3.73
Balance, April 30, 2022	2,702,937	\$ 2.79	\$ 5.82
Exercisable, April 30, 2022	469,859	\$ 1.42	\$ 3.80

(a) The PSUs forfeitures reflect a cumulative adjustment to reflect changes to the expected level of achievement of the respective grants.

(b) During the period ended April 30, 2022, 77,883 options were exercised with a total intrinsic value of \$369.

The aggregate grant date fair value of stock options that vested during the period ending April 30, 2022 was \$783. There were no stock options that vested during the periods ended May 1, 2021 and May 2, 2020.

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Total fair value of vested share awards during the periods ended April 30, 2022, May 1, 2021, and May 2, 2020 was \$9,651, \$6,631, and \$8,130, respectively.

Long-Term Incentive Compensation Expense

We recognized compensation expense for long-term incentive plan awards in selling and administrative expenses as follows:

	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
<i>Stock-based awards</i>			
Restricted stock expense	\$ 394	\$ 226	\$ 120
Restricted stock units expense	3,880	3,919	6,253
Performance shares expense ^(a)	—	—	12
Performance share units expense ^(a)	120	283	253
Stock option expense	1,939	667	—
Sub-total stock-based awards:	\$ 6,333	\$ 5,095	\$ 6,638
<i>Cash settled awards</i>			
Phantom share units expense	\$ 4,295	\$ 3,845	\$ —
Total compensation expense for long-term incentive awards	\$ 10,628	\$ 8,940	\$ 6,638

(a) Long-term incentive compensation expense reflects cumulative adjustments to reflect changes to the expected level of achievement of the respective grants.

Total unrecognized compensation cost related to unvested awards as of April 30, 2022 was \$14,448 and is expected to be recognized over a weighted-average period of 2.50 years.

Note 13. Income Taxes

For Fiscal 2022, Fiscal 2021 and Fiscal 2020, we had no material revenue or expense in jurisdictions outside the United States.

Impact of U.S. Tax Reform

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (The “CARES Act”) was enacted. We have analyzed the provisions, which provide for a technical correction to allow for full expensing of qualified leasehold improvements, modifications to charitable contribution and net operating loss limitations (“NOLs”), modifications to the deductibility of business interest expense, as well as Alternative Minimum Tax (“AMT”) credit acceleration. The most significant impact of the legislation for the Company was an income tax benefit of \$7,164 for the carryback of NOLs to higher tax rate years, recorded in Fiscal 2021. As of May 1, 2021, we recognized a current income tax receivable for NOL carrybacks of \$30,492 in prepaid and other current assets on the consolidated balance sheet. We received a \$7,841 refund in the second quarter of Fiscal 2022 and expect to receive additional refunds of approximately \$22,651.

Income tax benefits for Fiscal 2022, Fiscal 2021 and Fiscal 2020 are as follows:

	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021	53 weeks ended May 2, 2020
		Restated ^(a)	
Current:			
Federal	\$ (1,138)	\$ (36,187)	\$ (5,471)
State	444	(846)	(1,127)
Total Current	(694)	(37,033)	(6,598)
Deferred:			
Federal	(12,074)	(6,250)	(4,086)
State	4,113	(1,888)	(1,294)
Total Deferred	(7,961)	(8,138)	(5,380)
Total	\$ (8,655)	\$ (45,171)	\$ (11,978)

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Reconciliation between the effective income tax rate and the federal statutory income tax rate is as follows:

	52 weeks ended April 30, 2022	52 weeks ended May 1, 2021 Restated ^(a)	53 weeks ended May 2, 2020
Federal statutory income tax rate ^(a)	21.0 %	21.0 %	21.0 %
State income taxes, net of federal income tax benefit	4.6	4.4	3.7
Permanent book / tax differences	(0.7)	(0.9)	(2.9)
CARES Act NOL Carryback	—	3.9	—
Valuation allowance	(13.4)	(4.0)	—
Credits	—	—	0.5
Other, net	(0.3)	—	1.5
Effective income tax rate	11.2 %	24.4 %	23.8 %

(a) We identified certain out of period adjustments related primarily to the recognition of Income tax benefit related to the recording of an additional deferred tax valuation allowance for the 52 weeks ended May 1, 2021. Refer to *Note 2. Summary of Significant Accounting Policies* for further information.

The effective tax rate for Fiscal 2022 is significantly lower as compared to the prior year comparable period due to the change in pre-tax loss and the change in the assessment of the realization of deferred tax assets as compared to the prior year loss carrybacks.

One percentage point on our Fiscal 2022 effective tax rate is approximately \$775. The permanent book / tax differences are principally comprised of non-deductible compensation, and non-deductible meals and entertainment costs.

We account for income taxes using the asset and liability method. Deferred taxes are recorded based on differences between the financial statement basis and tax basis of assets and liabilities and available tax loss and credit carryforwards. The significant components of our deferred taxes consisted of the following:

	As of	
	April 30, 2022	May 1, 2021 Restated ^(a)
Deferred tax assets:		
Estimated accrued liabilities	\$ 7,312	\$ 11,744
Inventory	16,113	17,644
Stock-based compensation	1,879	1,622
Insurance liability	374	505
Operating lease liabilities	76,138	65,456
Tax credits	440	433
Goodwill	14,362	16,759
Net operating losses	53,149	10,810
Other	5,009	10,570
Gross deferred tax assets	174,776	135,543
Valuation allowance	(43,550)	(8,692)
Net deferred tax assets	131,226	126,851
Deferred tax liabilities:		
Intangible asset amortization	(21,878)	(33,547)
Operating lease right-of-use assets	(73,224)	(61,896)
LIFO inventory valuation	(29,916)	(9,571)
Property and equipment	(7,638)	(5,894)
Gross deferred tax liabilities	(132,656)	(110,908)
Net deferred tax (liability) asset	\$ (1,430)	\$ 15,943

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(a) We identified certain out of period adjustments related primarily to the recognition of Income tax benefit related to the recording of an additional deferred tax valuation allowance for the 52 weeks ended May 1, 2021. Refer to *Note 2. Summary of Significant Accounting Policies* for further information.

As of April 30, 2022, we had \$0 of unrecognized tax benefits. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Balance at April 27, 2019	\$	91
Additions for tax positions of the current period		—
Additions for tax positions of prior periods		—
Reductions due to settlements		—
Other reductions for tax positions of prior periods		(39)
Balance at May 2, 2020	\$	52
Additions for tax positions of the current period		—
Additions for tax positions of prior periods		—
Reductions due to settlements		—
Other reductions for tax positions of prior periods		(52)
Balance at May 1, 2021	\$	—
Additions for tax positions of the current period		—
Additions for tax positions of prior periods		—
Reductions due to settlements		—
Other reductions for tax positions of prior periods		—
Balance at April 30, 2022	\$	—

Our policy is to recognize interest and penalties related to income tax matters in income tax expense. As of both April 30, 2022 and May 1, 2021, we had accrued \$0 for net interest and penalties.

In assessing the realizability of the deferred tax assets, management considered whether it is more likely than not that some or all of the deferred tax assets would be realized. In evaluating our ability to utilize our deferred tax assets, we considered all available evidence, both positive and negative, in determining future taxable income on a jurisdiction by jurisdiction basis. As of April 30, 2022, we recorded a valuation allowance of \$43,550 compared to \$8,692 as of May 1, 2021.

As of April 30, 2022, we had state net operating loss carryforwards (“NOLs”) of approximately \$348,201 which will begin to expire in 2030, state tax credit carryforwards totaling \$440 which will begin to expire in 2023, and federal NOLs of approximately \$166,118 which have an indefinite carryforward period.

As of April 30, 2022, we recorded \$200 of foreign withholding tax related to repatriations of earnings from certain foreign subsidiaries. If additional earnings in these foreign subsidiaries were repatriated in the future, additional income and withholding tax expense would be incurred. Additional income and withholding tax expense on any future repatriated earnings is estimated to be less than \$100.

We are subject to U.S. federal income tax, as well as income tax in jurisdictions of each state having an income tax. The tax years that remain subject to examination are primarily Fiscal 2015 and forward. Some earlier years remain open for a small minority of states. We retain an income tax liability for periods prior to the Spin-Off from Barnes & Noble, Inc. only for returns filed on a stand-alone basis.

Note 14. Legal Proceedings

We are involved in a variety of claims, suits, investigations and proceedings that arise from time to time in the ordinary course of our business, including actions with respect to contracts, intellectual property, taxation, employment, benefits, personal injuries and other matters. The results of these proceedings in the ordinary course of business are not expected to have a material adverse effect on our condensed consolidated financial position, results of operations, or cash flows.

BARNES & NOBLE EDUCATION, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements - Continued
(Thousands of dollars, except share and per share data)

Note 15. Commitments and Contingencies

We generally operate our physical bookstores pursuant to multi-year school management contracts under which a school designates us to operate the official school physical bookstore on campus and we provide the school with regular payments that represent a percentage of store sales and, in some cases, include a minimum fixed guaranteed payment. We account for these service agreements for our physical bookstores under lease accounting. Prior to the adoption of FASB *ASC 842, Leases* (Topic 842) ("ASC 842"), the excess of such minimum contract expense over actual contract payments (net of school allowances) was reflected in other long-term liabilities and accrued liabilities in the consolidated balance sheets.

We recognize lease assets and lease liabilities on the consolidated balance sheets for substantially all fixed lease arrangements (excluding variable obligations) with a term greater than twelve months. For additional information on lease expense and minimum fixed lease obligations, excluding variable commissions, see *Part II - Item 8. Financial Statements and Supplementary Data - Note 8. Leases*.

Purchase obligations, which includes information technology contracts, as of April 30, 2022 are as follows:

Less Than 1 Year	\$	11,617
1-3 Years		10,175
3-5 Years		477
Total	\$	<u>22,269</u>

Note 16. Subsequent Event

On June 7, 2022, we entered into a Term Loan Credit Agreement (the "Term Loan Credit Agreement") with TopLids LendCo, LLC and Vital Fundco, LLC and we entered an amendment to our existing Credit Agreement. For additional information, see the Company's Report on Form 8-K dated June 7, 2022 and filed with the SEC on June 10, 2022. See *Part II - Item 8. Financial Statements and Supplementary Data - Note 7. Credit Facility* for Credit Agreement details.

The Term Loan Credit Agreement provides for term loans in an amount equal to \$30,000 (the "Term Loan Facility" and, the loans thereunder, the "Term Loans"). The proceeds of the Term Loans are being used to finance working capital, and to pay fees and expenses related to the Term Loan Facility. The Term Loans accrue interest at a rate equal to 11.25% and mature on June 7, 2024. We have the right, through December 31, 2022, to pay all or a portion of the interest on the Term Loans in kind. The Term Loans do not amortize prior to maturity. Solely to the extent that any Term Loans remain outstanding on June 7, 2023, we must pay a fee of 1.5% of the outstanding principal amount of the Term Loans on such date.

The Term Loans are required to be repaid (i) after repayment of the FILO Facility under the Credit Agreement, with up to 100% of the proceeds of the sale of a non-core business line of the Company generating net proceeds in excess of \$1,000, other than ordinary course dispositions and (ii) in full in connection with a debt or equity financing transaction generating net proceeds in excess of an amount sufficient to repay the FILO Facility under the Credit Agreement.

The Term Loan Credit Agreement does not contain a financial covenant, but otherwise contains representations and warranties, covenants and events of default that are substantially the same as those in the Credit Agreement, including restrictions on the ability of the Company and its subsidiaries to incur additional debt, incur or permit liens on assets, make investments and acquisitions, consolidate or merge with any other company, engage in asset sales and make dividends and distributions. The Term Loan Facility is secured by second-priority liens on all assets securing the obligations under the Credit Agreement, which is all of the assets of the Company and the Guarantors, subject to customary exclusions and limitations set forth in the Term Loan Credit Agreement and the other loan documents executed in connection therewith.

The Credit Agreement amendment permits us to incur the Term Loan Facility and also provides that, upon repayment of the Term Loan Credit Agreement (and, if applicable, any replacement credit facility thereof), we may incur second lien secured debt in an aggregate principal amount not to exceed \$75,000.

On June 28, 2022, we obtained limited waivers with respect to the Credit Agreement and the Term Loan Credit Agreement, pursuant to which the requisite lenders thereunder waived any potential default or event of default under such agreements solely to the extent arising from the restatement of Fiscal 2021 consolidated financial statements as described in *Part II - Item 8. Financial Statements and Supplementary Data - Note 2. Summary of Significant Accounting Policies*.

Schedule II—Valuation and Qualifying Accounts**Receivables Valuation and Qualifying Accounts
(In thousands)**

For the 52 weeks ended April 30, 2022, 52 weeks ended May 1, 2021, and 53 weeks ended May 2, 2020:

	Balance at beginning of period	Charge (recovery) to costs and expenses	Write-offs	Balance at end of period
Allowance for Doubtful Accounts				
April 30, 2022	\$ 3,594	\$ 2,750	\$ (4,101)	\$ 2,243
May 1, 2021	\$ 1,986	\$ 4,600	\$ (2,992)	\$ 3,594
May 2, 2020	\$ 2,135	\$ 1,710	\$ (1,859)	\$ 1,986

	Balance at beginning of period	Addition Charged to Costs	Deductions	Balance at end of period
Sales Returns Reserves				
April 30, 2022	\$ 3,331	\$ 123,559	\$ (124,167)	\$ 2,723
May 1, 2021	\$ 5,063	\$ 145,595	\$ (147,327)	\$ 3,331
May 2, 2020	\$ 5,282	\$ 186,305	\$ (186,524)	\$ 5,063

All other schedules are omitted because the conditions requiring their filing do not exist, or because the required information is provided in the consolidated financial statements, including the notes thereto.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There were no disagreements with accountants on accounting and financial disclosure.

Item 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Management of the Company established and maintains disclosure controls and procedures that are designed to ensure that material information relating to the Company and its subsidiaries required to be disclosed in the reports that are filed or submitted under the Exchange Act are recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Such information is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. As of the end of the period covered by this report, the Company's management conducted an evaluation (as required under Rules 13a-15(b) and 15d-15(b) under the Exchange Act), under the supervision and with the participation of the principal executive officer and principal financial officer, of the Company's "disclosure controls and procedures" (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in the Company's periodic reports. Based on management's evaluation, and considering the items noted below, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were not effective at the reasonable assurance level as of April 30, 2022.

(b) Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officer and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and (iii) that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iv) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013 framework). Based upon the Company's evaluation under this framework, management concluded that the Company's internal control over financial reporting was not effective as of April 30, 2022 due to a material weakness in our internal control over financial reporting described below.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. Management has concluded that a material weakness existed at April 30, 2022 due to an operating deficiency resulting from insufficient precision applied in the execution of management's review of the analysis of its deferred tax asset valuation allowance.

The Company acknowledges that its management is responsible for establishing and maintaining adequate internal control over financial reporting and assessing the effectiveness of its internal controls. The Company is committed to maintaining a strong internal control environment and implementing measures to ensure that the control deficiency identified above is remediated. Management is in the process of implementing its remediation plan, which includes steps to implement enhanced documentation associated with this management review control and training of relevant personnel around the required precision of their review when executing this control. The Company will consider the material weakness remediated after management has concluded, through testing, that the control is operating effectively.

The effectiveness of internal control over financial reporting was audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report included on page 105.

(c) Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the most recent quarter ended April 30, 2022 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The management of Barnes & Noble Education, Inc. is responsible for the contents of the Consolidated Financial Statements, which are prepared in conformity with accounting principles generally accepted in the United States of America. The Consolidated Financial Statements necessarily include amounts based on judgments and estimates. Financial information elsewhere in the Annual Report is consistent with that in the Consolidated Financial Statements.

The Company maintains a comprehensive accounting system, which includes controls designed to provide reasonable assurance as to the integrity and reliability of the financial records and the protection of assets. An internal audit staff is employed to regularly test and evaluate both internal accounting controls and operating procedures, including compliance with the Company's Code of Business Conduct and Ethics. The Audit Committee of the Board of Directors, composed of directors who are not members of management, meets regularly with management, the independent registered public accountants and the internal auditors to ensure that their respective responsibilities are properly discharged.

Ernst & Young LLP and the internal auditors have full and free independent access to the Audit Committee. The role of Ernst & Young LLP, an independent registered public accounting firm, is to provide an objective examination of the Consolidated Financial Statements and the underlying transactions in accordance with the standards of the Public Company Accounting Oversight Board. The report of Ernst & Young LLP appears on page 105 of this report on Form 10-K for the year ended April 30, 2022.

OTHER INFORMATION

The Company has included the Section 302 certifications of the Chief Executive Officer and the Chief Financial Officer of the Company as Exhibits 31.1 and 31.2 to its Annual Report on Form 10-K for Fiscal 2022 filed with the Securities and Exchange Commission, and the Company will submit to the New York Stock Exchange a certificate of the Chief Executive Officer of the Company certifying that he is not aware of any violation by the Company of New York Stock Exchange corporate governance listing standards.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Barnes & Noble Education, Inc.

Opinion on Internal Control over Financial Reporting

We have audited Barnes & Noble Education, Inc. and subsidiaries' internal control over financial reporting as of April 30, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, because of the effect of the material weakness described below on the achievement of the objectives of the control criteria, Barnes & Noble Education, Inc. and subsidiaries (the Company) has not maintained effective internal control over financial reporting as of April 30, 2022, based on the COSO criteria.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment. Management has identified a material weakness in the control related to the review of the company's deferred tax asset valuation allowance.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of April 30, 2022 and May 1, 2021, the related consolidated statements of operations, equity and cash flows for each of the three years in the period ended April 30, 2022, and the related notes and financial statement schedule listed in the Index at Item 15(a)(2). This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the fiscal 2022 consolidated financial statements, and this report does not affect our report dated June 29, 2022 which expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Iselin, New Jersey

June 29, 2022

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information regarding our executive officers is incorporated by reference herein from the discussion under *Part I - Item 1. Business - Executive Officers* of this Annual Report on Form 10-K. The remaining information with respect to directors, executive officers, the code of ethics and corporate governance of the Company is incorporated herein by reference to the Company's definitive Proxy Statement relating to the Company's 2022 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the Company's fiscal year ended April 30, 2022 (the "Proxy Statement").

The information with respect to compliance with Section 16(a) of the Exchange Act is incorporated herein by reference to the Proxy Statement.

Item 11. EXECUTIVE COMPENSATION

The information with respect to executive compensation is incorporated herein by reference to the Proxy Statement.

The information with respect to compensation of directors is incorporated herein by reference to the Proxy Statement.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information

The following table sets forth equity compensation plan information as of April 30, 2022:

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities in column (a))</u>
	(a)	(b)	(c)
Equity compensation plans approved by security holders	4,471,995	\$ 6.21	2,287,702
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	4,471,995	\$ 6.21	2,287,702

The information with respect to security ownership of certain beneficial owners and management is incorporated herein by reference to the Proxy Statement.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information with respect to certain relationships and related transactions and director independence is incorporated herein by reference to the Proxy Statement.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information with respect to principal accountant fees and services is incorporated herein by reference to the Proxy Statement.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

1. Consolidated Financial Statements of Barnes & Noble Education, Inc.:

Included in Part II of this Report:

Consolidated Statements of Operations for the years ended April 30, 2022, May 1, 2021, and May 2, 2020

Consolidated Balance Sheets as of April 30, 2022 and May 1, 2021

Consolidated Statements of Cash Flows for the years ended April 30, 2022, May 1, 2021, and May 2, 2020

Consolidated Statements of Equity for the years ended April 30, 2022, May 1, 2021, and May 2, 2020

Notes to Consolidated Financial Statements, for the years ended April 30, 2022, May 1, 2021, and May 2, 2020

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm, on the consolidated financial statements of Barnes & Noble Education, Inc. for the years ended April 30, 2022, May 1, 2021, and May 2, 2020

2. Financial Statement Schedules of Barnes & Noble Education, Inc.:

Included in Part II of this report: Schedule II - Valuation and Qualifying Accounts

All other schedules are omitted because they are not applicable, not significant or not required, or because the required information is included in the financial statement notes thereto.

3. Exhibits:

EXHIBIT INDEX

Exhibit Number	Exhibit Description
Articles of Incorporation and By-Laws.	
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Barnes & Noble Education, Inc., filed as Exhibit 3.1 to Report on Form 8-K filed with the SEC on September 25, 2017, and incorporated herein by reference.
3.2	Amended and Restated By-Laws, as Amended, Effective as of September 21, 2017, of Barnes & Noble Education, Inc., filed as Exhibit 3.2 to Report on Form 8-K filed with the SEC on September 25, 2017, and incorporated herein by reference.
3.3	Certificate of Designation, Preferences, and Rights of Series A Junior Participating Preferred Stock of Barnes & Noble Education, Inc., dated as of March 25, 2020, filed as Exhibit 3.1 to Report on Form 8-K filed with the SEC on March 26, 2020, and incorporated herein by reference.
Instruments Defining the Rights of Securities; Description of Registrant's Securities.	
4.1	Description of Capital Stock, filed as Exhibit 4.1 to Report on Form 10-K filed with the SEC on June 30, 2021, and incorporated herein by reference.
Material contracts.	
10.1	Credit Agreement, dated as of August 3, 2015, by and among Barnes & Noble Education, Inc., as borrower, the lenders party thereto, Bank of America, N.A., as administrative agent, and the other agents party thereto, filed as Exhibit 10.5 to Report on Form 8-K filed with the SEC on August 3, 2015, and incorporated herein by reference.
10.2	First Amendment to Credit Agreement, dated as of February 27, 2017, by and among the Company, the Lenders and the Agent, filed as Exhibit 10.1 to Report on Form 8-K filed with the SEC on February 28, 2017, and incorporated herein by reference.

10.3	Second Amendment, Waiver and Consent to Credit Agreement, dated as of March 1, 2019, among Barnes & Noble Education, Inc., as the lead borrower, the other borrowers party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent and collateral agent for the lenders, to the Credit Agreement, dated as of August 3, 2015, filed as Exhibit 10.1 to Report on Form 8-K filed with the SEC on March 5, 2019, and incorporated herein by reference.
10.4	Third Amendment and Waiver to Credit Agreement and First Amendment to Security Agreement, dated as of March 31, 2021, among Barnes & Noble Education, Inc., as the lead borrower, the other borrowers party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent and collateral agent for the lenders, to the Credit Agreement, dated as of August 3, 2015, filed as Exhibit 10.1 to Report on Form 8-K filed with the SEC on April 5, 2021, and incorporated herein by reference.
10.5	Fourth Amendment and Waiver to Credit Agreement dated as of March 7, 2022, among Barnes & Noble Education, Inc., as the lead borrower, the other borrowers party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent and collateral agent for the lenders, to the Credit Agreement, dated as of August 3, 2015, filed as Exhibit 10.1 to Report on Form 10-Q filed with the SEC on March 8, 2022, and incorporated herein by reference.
10.6	Term Loan Credit Agreement, dated as of June 7, 2022, among Barnes & Noble Education, Inc., as borrower, the guarantors party thereto, TopLids LendCo, LLC and Vital Fundco, LLC, as lenders, and TopLids LendCo, LLC, as administrative agent and collateral agent, filed as Exhibit 10.1 to Report on Form 8-K filed with the SEC on June 10, 2022, and incorporated herein by reference.
10.7	Limited Waiver Agreement, dated as of June 28, 2022, among Barnes & Noble Education, Inc., as borrower, the guarantors party thereto, TopLids LendCo, LLC and Vital Fundco, LLC, as lenders, and TopLids LendCo, LLC, as administrative agent and collateral agent for the lenders, to the Term Loan Credit Agreement, dated as of June 7, 2022.
10.8	Fifth Amendment to Credit Agreement, dated as of June 7, 2022, among Barnes & Noble Education, Inc., as the lead borrower, the other borrowers party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent and collateral agent for the lenders, to the Credit Agreement, dated as of August 3, 2015, filed as Exhibit 10.2 to Report on Form 8-K filed with the SEC on June 10, 2022, and incorporated herein by reference.
10.9	Limited Waiver Agreement, dated as of June 28, 2022, among Barnes & Noble Education, Inc., as the lead borrower, the other borrowers party thereto, the lenders party thereto and Bank of America, N.A., as administrative agent and collateral agent for the lenders, to the Credit Agreement, dated as of August 3, 2015.
10.10	Trademark License Agreement, dated as of August 2, 2015, between Barnes & Noble Education, Inc. and Barnes & Noble, Inc., filed as Exhibit 10.4 to Report on Form 8-K filed with the SEC on August 3, 2015, and incorporated herein by reference.
10.11	Registration Statement on Form S-8 regarding the Barnes & Noble Education, Inc. Amended and Restated Equity Incentive Plan as filed with the SEC on October 8, 2021, and incorporated herein by reference.
10.12	Barnes & Noble Education, Inc. Amended and Restated Equity Incentive Plan, amended and restated as of September 23, 2021, filed as Exhibit 10.1 to Report on Form 10-Q filed with the SEC on November 11, 2021, and incorporated herein by reference.
10.13	Barnes & Noble Education, Inc. Form of Performance Unit Award Agreement, filed as Exhibit 10.5 to Report on Form S-1/A filed with the SEC on June 29, 2015, and incorporated herein by reference.
10.14	Barnes & Noble Education, Inc. Form of Performance-Based Stock Unit Award Agreement, filed as Exhibit 10.6 to Report on Form S-1/A filed with the SEC on June 29, 2015, and incorporated herein by reference.
10.15	Barnes & Noble Education, Inc. Form of Performance-Based Stock Unit Award Agreement, filed as Exhibit 10.2 to Report on Form 10-Q filed with the SEC on December 4, 2018, and incorporated herein by reference.
10.16	Barnes & Noble Education, Inc. Form of Performance Share Award Agreement, filed as Exhibit 10.1 to Report on Form 10-Q filed with the SEC on September 8, 2016, and incorporated herein by reference.
10.17	Barnes & Noble Education, Inc. Form of Restricted Stock Unit Award Agreement, filed as Exhibit 10.7 to Report on Form S-1/A filed with the SEC on June 29, 2015, and incorporated herein by reference.
10.18	Barnes & Noble Education, Inc. Form of Restricted Stock Unit Award Agreement, filed as Exhibit 10.3 to Report on Form 10-Q filed with the SEC on December 4, 2018, and incorporated herein by reference.
10.19	Barnes & Noble Education, Inc. Form of Restricted Stock Award Agreement, filed as Exhibit 10.8 to Report on Form S-1/A filed with the SEC on June 29, 2015, and incorporated herein by reference.
10.20	Barnes & Noble Education, Inc. Form of Restricted Stock Award Agreement, filed as Exhibit 10.4 to Report on Form 10-Q filed with the SEC on December 4, 2018, and incorporated herein by reference.

10.21	Barnes & Noble Education, Inc. Form of Phantom Share Units Award Agreement, filed as Exhibit 10.15 to Annual Report on Form 10-K filed with the SEC on June 30, 2021, and incorporated herein by reference.
10.22	Barnes & Noble Education, Inc. Form of Non-Qualified Stock Options Award Agreement, filed as Exhibit 10.16 to Annual Report on Form 10-K filed with the SEC on June 30, 2021, and incorporated herein by reference.
10.23	Amended and Restated Employment Agreement, dated July 19, 2017, between Barnes & Noble Education, Inc. and Michael P. Huseby, filed as Exhibit 10.2 to Report on Form 8-K filed with the SEC on July 20, 2017, and incorporated herein by reference.
10.24	Letter Agreement, dated as of April 1, 2020 between the Company and Michael P. Huseby, filed as Exhibit 10.1 to Report on Form 8-K filed with the SEC on April 2, 2020, and incorporated herein by reference.
10.25	Amendment to Employment Agreement, dated September 24, 2020, with Michael P. Huseby, filed as Exhibit 10.1 to Report on Form 8-K filed with the SEC on September 29, 2020, and incorporated herein by reference.
10.26	Amendment to Employment Agreement, dated June 23, 2022, with Michael P. Huseby, filed as Exhibit 10.1 to Report on Form 8-K filed with the SEC on June 24, 2022, and incorporated herein by reference.
10.27	Amended and Restated Employment Letter, effective as of June 19, 2019, between Barnes & Noble Education Inc., Barnes & Noble College Booksellers, LLC and Michael C. Miller, filed as Exhibit 10.24 to Annual Report on Form 10-K filed with the SEC on June 25, 2019, and incorporated herein by reference.
10.28	Amended and Restated Employment Letter, effective as of June 19, 2019, between Barnes & Noble Education, Inc. and Thomas D. Donohue, filed as Exhibit 10.26 to Annual Report on Form 10-K filed with the SEC on June 25, 2019, and incorporated herein by reference.
10.29	Amended and Restated Employment Letter, dated June 19, 2019, between MBS Textbook Exchange, LLC and Dave Henderson, filed as Exhibit 10.1 to Form 10-Q filed with the SEC on September 2, 2021, and incorporated herein by reference.
10.30	Amended and Restated Employment Letter, dated June 19, 2019, between B&N Education, LLC, a subsidiary of Barnes & Noble Education, Inc. and Jonathan Shar, filed as Exhibit 10.2 to Form 10-Q filed with the SEC on September 2, 2021, and incorporated herein by reference.
10.31	Employment Letter, dated February 19, 2021, between BNED Digital Holdings, LLC and David Nenke.
10.32	Form of Director and/or Officer Indemnification Agreement, filed as Exhibit 10.14 to Report on Form S-1/A filed with the SEC on June 29, 2015, and incorporated herein by reference.
10.33	Cooperation Agreement, dated July 25, 2022, by and among Barnes & Noble Education, Inc. and Outerbridge Capital Management, LLC and certain of its affiliates signatory thereto, filed as Exhibit 10.1 to Report on Form 8-K filed with the SEC on July 27, 2022, and incorporated herein by reference.

Other.

21.1	List of subsidiaries of Barnes & Noble Education, Inc.
23.1	Consent of Ernst & Young LLP
31.1	Certification by the Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by the Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

104 Cover Page Interactive Data File - (formatted as Inline XBRL and contained in Exhibit 101)

Item 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Barnes & Noble Education, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BARNES & NOBLE EDUCATION, INC.

(Registrant)

By:

/s/ Michael P. Huseby

Michael P. Huseby

Chief Executive Officer

Date: June 29, 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael P. Huseby</u> Michael P. Huseby	Chief Executive Officer and Director (Principal Executive Officer)	June 29, 2022
<u>/s/ Thomas D. Donohue</u> Thomas D. Donohue	Chief Financial Officer (Principal Financial Officer)	June 29, 2022
<u>/s/ Seema C. Paul</u> Seema C. Paul	Chief Accounting Officer (Principal Accounting Officer)	June 29, 2022
<u>/s/ John R. Ryan</u> John R. Ryan	Chairman and Director	June 29, 2022
<u>/s/ Emily C. Chiu</u> Emily C. Chiu	Director	June 29, 2022
<u>/s/ Daniel A. DeMatteo</u> Daniel A. DeMatteo	Director	June 29, 2022
<u>/s/ David G. Golden</u> David G. Golden	Director	June 29, 2022
<u>/s/ Zachary D. Levenick</u> Zachary D. Levenick	Director	June 29, 2022
<u>/s/ Lowell W. Robinson</u> Lowell W. Robinson	Director	June 29, 2022
<u>/s/ Jerry Sue Thornton</u> Jerry Sue Thornton	Director	June 29, 2022

LIMITED WAIVER AGREEMENT

This **LIMITED WAIVER AGREEMENT**, dated as of June 28, 2022 (this "Waiver Agreement"), is by and among TOPLIDS LENDCO, LLC, in its capacity as administrative agent and collateral agent for the Lenders, pursuant to the Credit Agreement defined below (in such capacity, the "Administrative Agent"), the lenders (collectively, the "Consenting Lenders") under the Credit Agreement (defined below) constituting at least the Required Lenders, Barnes & Noble Education, Inc., a Delaware corporation (the "Borrower"), and the Guarantors from time to time party hereto (the "Guarantors") and, together with the Borrower, the "Loan Parties").

WITNESETH:

WHEREAS, the Administrative Agent, certain financial institutions from time to time party thereto as lenders (the "Lenders"), the Borrower and the Guarantors are parties to that certain Term Loan Credit Agreement, dated as of June 7, 2022 (as amended, supplemented or modified from time to time, the "Credit Agreement"; capitalized terms used but not defined herein shall have the meanings set forth in the Credit Agreement);

WHEREAS, the Borrower restated its audited financial statements for the fiscal year ended May 1, 2021 and the 13 weeks ended May 1, 2021 (collectively, the "Restated 2021 Financial Statements"), as a result of the Borrower having identified certain out-of-period adjustments related to Restructuring and other charges, Income tax benefit, and Net loss for the 13 and 52 weeks ended May 1, 2021, which were previously delivered to the Administrative Agent, and the Borrower has delivered the Restated 2021 Financial Statements to the Administrative Agent as a replacement of such previously delivered financial statements for the fiscal periods covered in the Restated 2021 Financial Statements;

WHEREAS, out of an abundance of caution, the Borrower is requesting that the Required Lenders waive any potential Default or Event of Default under the Credit Agreement solely to the extent arising from the Restated 2021 Financial Statements and the delivery of the Restated 2021 Financial Statements (including the prior delivery of any financial statements that included the fiscal periods included in the Restated 2021 Financial Statements), any representation or warranty made in the Credit Agreement or any other Loan Document with respect to the financial statements previously delivered and so restated and any notice requirements with respect thereto under the Credit Agreement or any other Loan Document, including, without limitation, any Default or Event of Default arising pursuant to Sections 5.05, 5.15, 6.02, 6.03, 8.01(b), 8.01(c), 8.01(d) or 8.01(e) of the Credit Agreement (collectively, the "Potential Defaults") and such waiver, the "Requested Waiver"; and

WHEREAS, by this Waiver Agreement, the Administrative Agent, the Consenting Lenders, and the Borrowers desire and intend to evidence the Requested Waiver upon the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the foregoing and the mutual agreements and covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Limited Waiver. Subject to the terms and conditions hereof and in reliance upon the representations and warranties set forth herein, effective upon the occurrence of the Effective Date and notwithstanding the provisions of the Credit Agreement to the contrary, the Required Lenders hereby waive the Potential Defaults. Except as expressly provided in the preceding sentence with respect to the Potential Defaults, the limited waiver set forth in the preceding sentence shall in no way (i) be deemed an agreement by the Administrative Agent or any Lenders to waive the Borrower's compliance with the referenced provisions of the Credit Agreement with respect to any prior or subsequent delivery of financial statements, (ii) limit or impair any rights or remedies of the Administrative Agent or the Lenders with respect to any Default or Event of Default other than the Potential Defaults, (iii) amend, supplement or modify any provision of the Credit Agreement or any other Loan Document, or (iv) constitute any course of dealing or other basis for altering any obligation of any Loan Party under any Loan Document to which it is a party.

2. Conditions Precedent. The Requested Waiver shall be effective upon (a) the execution and delivery of this Waiver Agreement by the Borrower, the other Loan Parties, the Administrative Agent and the Consenting Lenders (which shall constitute at least the Required Lenders) and (b) receipt of an executed waiver under the First Lien Credit Agreement in substantially similar form as this Waiver Agreement, together with evidence reasonably satisfactory to the Administrative Agent that such waiver is effective, or substantially simultaneously with the effectiveness of this Waiver Agreement, will be effective (the date of such satisfaction or waiver, the "Effective Date").

The Administrative Agent's delivery to the Borrower of a copy of this Waiver Agreement executed by all necessary parties described in Section 2 shall be deemed evidence that the Effective Date has occurred.

3. Representations and Warranties. In order to induce Administrative Agent and the Lenders party hereto to enter into this Waiver Agreement, each Loan Party hereby represents to Administrative Agent and the Lenders as of the date hereof as follows:

(a) Such Loan Party is duly authorized to execute and deliver this Waiver Agreement and is duly authorized to perform its obligations under the Credit Agreement and the other Loan Documents to which it is a party.

(b) The execution and delivery of this Waiver Agreement by such Loan Party does not and will not (i) contravene the terms of the Organization Documents of such Loan Party; (ii) conflict with or result in any breach or contravention of, or the creation of any Lien under (x) any Contractual Obligation to which such Loan Party is a party (other than Liens created under the Loan Documents in favor of the Administrative Agent for the ratable benefit of the Secured Parties (as defined in the Security Agreement)) or (y) any order, injunction, writ or decree of any Governmental Authority or any arbitral award to which such Loan Party or its property is subject; or (iii) violate any applicable Law.

(c) This Waiver Agreement is a legal, valid, and binding obligation of such Loan Party, enforceable against Loan Party in accordance with its terms, except as enforcement may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar Laws relating to or affecting the rights and remedies of creditors or by general equitable principles.

(d) As of the Effective Date and after giving effect to this Waiver Agreement, the representations and warranties of the Borrower and each other Loan Party contained in Article V of the Credit Agreement or any other Loan Document, or which are contained in any document furnished at any time under or in connection herewith or therewith, (i) which are qualified by materiality shall be true and correct, and (ii) which are not qualified by materiality shall be true and correct in all material respects, in each case, on and as of the Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct, or true and correct in all material respects, as the case may be, as of such earlier date, other than the Potential Defaults the representations and warranties contained in subsections (a) and (b) of Section 5.05 of the Credit Agreement shall be deemed to refer to the most recent consolidated statements furnished pursuant to clauses (a) and (b), respectively, of Section 6.01 of the Credit Agreement (or, as applicable, the Restated 2021 Financial Statements).

(e) As of the Effective Date and after giving effect to this Waiver Agreement, each Loan Party has complied with and is in compliance with all of the covenants set forth in the Credit Agreement, including those set forth in Article VI and Article VII of the Credit Agreement.

(f) As of the Effective Date, both immediately before giving effect to this Waiver Agreement (other than the Potential Defaults) and after giving effect to this Waiver Agreement, no Default or Event of Default has occurred and is continuing or would result herefrom.

4. GOVERNING LAW. THIS WAIVER AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

5. Binding Effect. This Waiver Agreement shall be binding upon and inure to the benefit of each of the parties hereto and their respective successors and assigns.

6. Affirmation of Loan Parties. Each Loan Party hereby confirms and agrees that, notwithstanding the effectiveness of this Waiver Agreement, each Loan Document to which such Loan Party is a party is, and the obligations of such Loan Party contained in the Credit Agreement, as modified hereby, or in any other Loan Documents to which it is a party are, and shall continue to be, in full force and effect and are hereby ratified and confirmed in all respects, in each case as modified by this Waiver Agreement. Without limiting the generality of the foregoing, the execution of this Waiver Agreement shall not constitute a novation, and the Security Documents and all of the Collateral described therein and Liens granted in favor of the Administrative Agent created thereunder do and shall continue to secure the payment of all Obligations of the Loan Parties under the Loan Documents to the extent provided in the Security Documents and that all such Liens continue to be perfected as security for the Obligations secured thereby.

7. Reference to and Effect on the Credit Agreement and the Loan Documents.

(g) On and after the effectiveness of this Waiver Agreement, each reference in the Credit Agreement to “this Agreement”, “hereunder”, “hereof” or words of like import referring to the Credit Agreement, and each reference in the Notes and each of the other Loan Documents to “the Credit Agreement”, “thereunder”, “thereof” or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement, as modified by this Waiver Agreement.

(h) The Credit Agreement, the Security Agreement, the Notes and each of the other Loan Documents, as specifically modified by this Waiver Agreement, are and shall continue to be in full force and effect and are hereby in all respects ratified and confirmed.

(i) The execution, delivery and effectiveness of this Waiver Agreement shall not, except as expressly provided herein, operate as a waiver or novation of any right, power or remedy of any Lender, the Collateral Agent or the Administrative Agent under any of the Loan Documents, nor constitute a waiver or novation of any provision of any of the Loan Documents.

(j) The Administrative Agent, the Lenders and the Loan Parties agree that this Waiver Agreement shall be a Loan Document for all purposes of the Credit Agreement (as specifically modified by this Waiver Agreement) and the other Loan Documents.

8. Waiver, Modification, Etc. No provision or term of this Waiver Agreement may be modified, altered, waived, discharged or terminated orally, but only by an instrument in writing executed by the party against whom such modification, alteration, waiver, discharge or termination is sought to be enforced.

9. Headings. The headings listed herein are for convenience only and do not constitute matters to be construed in interpreting this Waiver Agreement.

10. Counterparts. This Waiver Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Waiver Agreement by facsimile or in “pdf” or similar format by electronic mail shall be effective as delivery of a manually executed counterpart of this Waiver Agreement.

11. Further Assurances. Each of the parties to this Waiver Agreement agrees that at any time and from time to time upon the written request of any other party, it will execute and deliver such further documents and do such further acts and things as such other party may reasonably request in order to effect the purposes of this Waiver Agreement.

12. Release. In consideration of the agreements of the Administrative Agent and the Lenders contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, each Loan Party, on behalf of itself and its successors, assigns, and other legal representatives (each Loan Party and all such other Persons being hereinafter referred to collectively as the “Releasors” and individually as a “Releasor”), hereby absolutely, unconditionally and irrevocably releases, remises and forever discharges the Administrative Agent and the Lenders, and their successors and assigns, and their present and former shareholders, affiliates, subsidiaries, divisions, predecessors, directors, officers, attorneys, employees, agents and other representatives (the Administrative Agent, each Lender and all such other Persons being hereinafter referred to collectively as the “Releasees” and individually as a “Releasee”), of and from all demands, actions, causes of action, suits, controversies, reckonings, damages and any and all other claims, counterclaims, defenses, rights of set-off, demands and liabilities whatsoever (individually, a “Claim” and collectively, “Claims”) of every name and nature, known or unknown, suspected or unsuspected, both at law and in equity, which any Releasor may now own, hold, have or claim to have against the Releasees or any of them for, upon, or by reason of any circumstance, action, cause or thing whatsoever which arises at any time on or prior to the day and date of this Waiver Agreement, in any way related to or in connection with the Credit Agreement, or any of the other Loan Documents or transactions thereunder or related thereto. Each Loan Party understands, acknowledges and agrees that the release set forth above may be pleaded as a full and complete defense and may be used as a basis for an injunction against any action, suit or other proceeding which may be instituted, prosecuted or attempted in breach of the provisions of such release. Each Loan Party agrees that no fact, event, circumstance, evidence or transaction which could now be asserted or which may hereafter be discovered shall affect in any manner the final, absolute and unconditional nature of the release set forth above.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

TOPLIDS LENDCO, LLC, as Administrative Agent, Collateral Agent and a Lender

By: /s/ William Carr
Name: William Carr
Title: President

Barnes & Noble Education, Inc.
Limited Waiver Agreement
Signature Page

IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

VITAL FUNDSCO LLC, as a Lender

By: /s/ Kenton W. Freeman
Name: Kenton W. Freeman
Title: Chief Executive Officer and President

Barnes & Noble Education, Inc.
Limited Waiver Agreement
Signature Page

IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

BORROWER:

BARNES & NOBLE EDUCATION, INC., a Delaware corporation

By: /s/ Thomas D. Donohue
Name: Thomas D. Donohue
Title: Executive Vice President and
Chief Financial Officer

GUARANTORS:

**B&N EDUCATION, LLC
BARNES & NOBLE COLLEGE BOOKSELLERS, LLC
BNED DIGITAL HOLDINGS, LLC
BNED LOUDCLOUD, LLC
BNED MBS HOLDINGS, LLC
CRAM LLC
EDUCATE AHORA LLC
ETUDIER FACILE LLC
MBS AUTOMATION LLC
MBS DIRECT, LLC
MBS INTERNET, LLC
MBS SERVICE COMPANY LLC
MBS TEXTBOOK EXCHANGE, LLC
PAPERRATER, LLC
STUDENT BRANDS, LLC
STUDY MODE LLC
TEXTBOOKCENTER LLC
TRABALHOS FEITOS, LLC
TXTB.COM, LLC
WORLDWIDE KNOWLEDGE LLC**

By: /s/ Thomas D. Donohue
Name: Thomas D. Donohue
Title: Executive Vice President and
Chief Financial Officer

LIMITED WAIVER AGREEMENT

This **LIMITED WAIVER AGREEMENT**, dated as of June 28, 2022 (this "**Waiver Agreement**"), is by and among Bank of America, N.A., in its capacity as administrative agent and collateral agent for the Lenders, pursuant to the Credit Agreement defined below (in such capacity, the "**Administrative Agent**"), the lenders (collectively, the "**Consenting Lenders**") under the Credit Agreement (defined below) constituting at least the Required Lenders, Barnes & Noble Education, Inc., a Delaware corporation (the "**Lead Borrower**"), and the other borrowers party hereto (collectively with the Lead Borrower, the "**Borrowers**" and, collectively, with the Guarantors, the "**Loan Parties**").

WITNESETH:

WHEREAS, the Administrative Agent, certain financial institutions from time to time party thereto as lenders (the "**Lenders**") and/or as agents, and the Borrowers are parties to that certain Credit Agreement, dated August 3, 2015 (as amended by that certain First Amendment to Credit Agreement, dated as of February 27, 2017, that certain Second Amendment, Waiver and Consent to Credit Agreement, dated as of March 1, 2019, that certain Third Amendment and Waiver to Credit Agreement and First Amendment to Security Agreement, dated as of March 31, 2021, that certain Fourth Amendment to Credit Agreement, dated as of March 7, 2022, that certain Fifth Amendment to Credit Agreement, dated as of June 7, 2022, and as otherwise heretofore amended, supplemented or modified, the "**Credit Agreement**"; capitalized terms used but not defined herein shall have the meanings set forth in the Credit Agreement);

WHEREAS, the Lead Borrower restated its audited financial statements for the fiscal year ended May 1, 2021 and the 13 weeks ended May 1, 2021 (collectively, the "**Restated 2021 Financial Statements**"), as a result of the Lead Borrower having identified certain out-of-period adjustments related to Restructuring and other charges, Income tax benefit, and Net loss for the 13 and 52 weeks ended May 1, 2021, which were previously delivered to the Administrative Agent pursuant to Section 6.01 of the Credit Agreement, and the Lead Borrower has delivered the Restated 2021 Financial Statements to the Administrative Agent pursuant to Section 6.01 of the Credit Agreement as a replacement of such previously delivered financial statements for the fiscal periods covered in the Restated 2021 Financial Statements;

WHEREAS, out of an abundance of caution, the Lead Borrower is requesting that the Required Lenders waive any potential Default or Event of Default under the Credit Agreement solely to the extent arising from the Restated 2021 Financial Statements and the delivery of the Restated 2021 Financial Statements (including the prior delivery of any financial statements that included the fiscal periods included in the Restated 2021 Financial Statements), any representation or warranty made in the Credit Agreement or any other Loan Document with respect to the financial statements previously delivered and so restated and any notice requirements with respect thereto under the Credit Agreement or any other Loan Document, including, without limitation, any Default or Event of Default arising pursuant to Sections 5.05, 5.15, 6.01, 6.02, 6.03, 8.01(b), 8.01(c), 8.01(d) or 8.01(e) of the Credit Agreement (collectively, the "**Potential Defaults**" and such waiver, the "**Requested Waiver**"); and

WHEREAS, by this Waiver Agreement, the Administrative Agent, the Consenting Lenders, and the Borrowers desire and intend to evidence the Requested Waiver upon the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the foregoing and the mutual agreements and covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Limited Waiver. Subject to the terms and conditions hereof and in reliance upon the representations and warranties set forth herein, effective upon the occurrence of the Effective Date and notwithstanding the provisions of the Credit Agreement to the contrary, the Required Lenders hereby waive the Potential Defaults. Except as expressly provided in the preceding sentence with respect to the Potential Defaults, the limited waiver set forth in the preceding sentence shall in no way (i) be deemed an agreement by the Administrative Agent or any Lenders to waive Borrowers' compliance with the referenced provisions of the Credit Agreement with respect to any prior or subsequent delivery of financial statements, (ii) limit or impair any rights or remedies of the Administrative Agent or the Lenders with respect to any Default or Event of Default other than the Potential Defaults, (iii) amend, supplement or modify any provision of the Credit Agreement or any other Loan Document, or (iv) constitute any course of dealing or other basis for altering any obligation of any Loan Party under any Loan Document to which it is a party.

2. Conditions Precedent. The Requested Waiver shall be effective upon (a) the execution and delivery of this Waiver Agreement by the Borrowers, the Administrative Agent and the Consenting Lenders (which shall constitute at least the Required Lenders) and (b) receipt of an executed waiver under the Subordinated Term Loan Agreement in substantially similar form as this Waiver Agreement, together with evidence reasonably satisfactory to the Administrative Agent that such waiver is effective, or substantially simultaneously with the effectiveness of this Waiver Agreement, will be effective (the date of such satisfaction or waiver, the “Effective Date”).

The Administrative Agent’s delivery to the Lead Borrower of a copy of this Waiver Agreement executed by all necessary parties described in Section 2 shall be deemed evidence that the Effective Date has occurred.

3. Representations and Warranties. In order to induce Administrative Agent and the Lenders party hereto to enter into this Waiver Agreement, each Borrower hereby represents to Administrative Agent and the Lenders as of the date hereof as follows:

(a) Such Borrower is duly authorized to execute and deliver this Waiver Agreement and is duly authorized to perform its obligations under the Credit Agreement and the other Loan Documents to which it is a party.

(b) The execution and delivery of this Waiver Agreement by such Borrower does not and will not (i) contravene the terms of the Organization Documents of such Borrower; (ii) conflict with or result in any breach or contravention of, or the creation of any Lien under (x) any Contractual Obligation to which such Borrower is a party (other than Liens created under the Loan Documents in favor of the Administrative Agent for the ratable benefit of the Secured Parties (as defined in the Security Agreement) or (y) any order, injunction, writ or decree of any Governmental Authority or any arbitral award to which such Borrower or its property is subject; or (iii) violate any applicable Law.

(c) This Waiver Agreement is a legal, valid, and binding obligation of such Borrower, enforceable against such Borrower in accordance with its terms, except as enforcement may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar Laws relating to or affecting the rights and remedies of creditors or by general equitable principles.

(d) As of the Effective Date and after giving effect to this Waiver Agreement, the representations and warranties of the Lead Borrower and each other Loan Party contained in Article V of the Credit Agreement or any other Loan Document, or which are contained in any document furnished at any time under or in connection herewith or therewith, (i) which are qualified by materiality shall be true and correct, and (ii) which are not qualified by materiality shall be true and correct in all material respects, in each case, on and as of the Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct, or true and correct in all material respects, as the case may be, as of such earlier date, other than the Potential Defaults the representations and warranties contained in subsections (a) and (b) of Section 5.05 of the Credit Agreement shall be deemed to refer to the most recent consolidated statements furnished pursuant to clauses (a) and (b), respectively, of Section 6.01 of the Credit Agreement (or, as applicable, the Restated 2021 Financial Statements).

(e) As of the Effective Date and after giving effect to this Waiver Agreement, each Borrower has complied with and is in compliance with all of the covenants set forth in the Credit Agreement, including those set forth in Article VI and Article VII of the Credit Agreement.

(f) As of the Effective Date, both immediately before giving effect to this Waiver Agreement (other than the Potential Defaults) and after giving effect to this Waiver Agreement, no Default or Event of Default has occurred and is continuing or would result herefrom.

4. GOVERNING LAW. THIS WAIVER AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

5. Binding Effect. This Waiver Agreement shall be binding upon and inure to the benefit of each of the parties hereto and their respective successors and assigns.

6. Affirmation of Loan Parties. Each Loan Party hereby confirms and agrees that, notwithstanding the effectiveness of this Waiver Agreement, each Loan Document to which such Loan Party is a party is, and the obligations of such Loan Party contained in the Credit Agreement, as modified hereby, or in any other Loan Documents to which it is a party are, and shall continue to be, in full force and effect and are hereby ratified and

confirmed in all respects, in each case as modified by this Waiver Agreement. Without limiting the generality of the foregoing, the execution of this Waiver Agreement shall not constitute a novation, and the Security Documents and all of the Collateral described therein and Liens granted in favor of the Administrative Agent created thereunder do and shall continue to secure the payment of all Obligations of the Loan Parties under the Loan Documents to the extent provided in the Security Documents and that all such Liens continue to be perfected as security for the Obligations secured thereby.

7. Reference to and Effect on the Credit Agreement and the Loan Documents.

(g) On and after the effectiveness of this Waiver Agreement, each reference in the Credit Agreement to “this Agreement”, “hereunder”, “hereof” or words of like import referring to the Credit Agreement, and each reference in the Notes and each of the other Loan Documents to “the Credit Agreement”, “thereunder”, “thereof” or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement, as modified by this Waiver Agreement.

(h) The Credit Agreement, the Security Agreement, the Notes and each of the other Loan Documents, as specifically modified by this Waiver Agreement, are and shall continue to be in full force and effect and are hereby in all respects ratified and confirmed.

(i) The execution, delivery and effectiveness of this Waiver Agreement shall not, except as expressly provided herein, operate as a waiver or novation of any right, power or remedy of any Lender, any L/C Issuer, any Swing Line Lender, the Collateral Agent or the Administrative Agent under any of the Loan Documents, nor constitute a waiver or novation of any provision of any of the Loan Documents.

(j) The Administrative Agent, the Lenders and the Loan Parties agree that this Waiver Agreement shall be a Loan Document for all purposes of the Credit Agreement (as specifically modified by this Waiver Agreement) and the other Loan Documents.

8. Waiver, Modification, Etc. No provision or term of this Waiver Agreement may be modified, altered, waived, discharged or terminated orally, but only by an instrument in writing executed by the party against whom such modification, alteration, waiver, discharge or termination is sought to be enforced.

9. Headings. The headings listed herein are for convenience only and do not constitute matters to be construed in interpreting this Waiver Agreement.

10. Counterparts. This Waiver Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Waiver Agreement by facsimile or in “pdf” or similar format by electronic mail shall be effective as delivery of a manually executed counterpart of this Waiver Agreement.

11. Further Assurances. Each of the parties to this Waiver Agreement agrees that at any time and from time to time upon the written request of any other party, it will execute and deliver such further documents and do such further acts and things as such other party may reasonably request in order to effect the purposes of this Waiver Agreement.

12. Release. In consideration of the agreements of the Administrative Agent and the Lenders contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, each Loan Party, on behalf of itself and its successors, assigns, and other legal representatives (each Loan Party and all such other Persons being hereinafter referred to collectively as the “Releasors” and individually as a “Releasor”), hereby absolutely, unconditionally and irrevocably releases, remises and forever discharges the Administrative Agent and the Lenders, and their successors and assigns, and their present and former shareholders, affiliates, subsidiaries, divisions, predecessors, directors, officers, attorneys, employees, agents and other representatives (the Administrative Agent, each Lender and all such other Persons being hereinafter referred to collectively as the “Releasees” and individually as a “Releasee”), of and from all demands, actions, causes of action, suits, controversies, reckonings, damages and any and all other claims, counterclaims, defenses, rights of set-off, demands and liabilities whatsoever (individually, a “Claim” and collectively, “Claims”) of every name and nature, known or unknown, suspected or unsuspected, both at law and in equity, which any Releasor may now own, hold, have or claim to have against the Releasees or any of them for, upon, or by reason of any circumstance, action, cause or thing whatsoever which arises at any time on or prior to the day and date of this Waiver Agreement, in any way related to or in connection with the Credit Agreement, or any of the other Loan Documents or transactions

thereunder or related thereto. Each Loan Party understands, acknowledges and agrees that the release set forth above may be pleaded as a full and complete defense and may be used as a basis for an injunction against any action, suit or other proceeding which may be instituted, prosecuted or attempted in breach of the provisions of such release. Each Loan Party agrees that no fact, event, circumstance, evidence or transaction which could now be asserted or which may hereafter be discovered shall affect in any manner the final, absolute and unconditional nature of the release set forth above.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

BANK OF AMERICA, N.A., as Administrative Agent

By: /s/ L. Daniel Menendez
Name: L. Daniel Menendez
Title: Vice President

Barnes & Noble Education, Inc.
Limited Waiver Agreement
Signature Page

IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

BANK OF AMERICA, N.A., as a Lender

By: /s/ L. Daniel Menendez
Name: L. Daniel Menendez
Title: Vice Pres

Barnes & Noble Education, Inc.
Limited Waiver Agreement
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IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

WELLS FARGO BANK, NATIONAL ASSOCIATION, as a Lender

By: /s/ Michele Riccobono
Name: Michele Riccobono
Title: Authorize Signatory

Barnes & Noble Education, Inc.
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IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

TRUIST BANK, as successor by merger to SUNTRUST BANK, as a Lender

By: /s/ Mark Bohntinsky
Name: Mark Bohntinsky
Title: Managing Director

Barnes & Noble Education, Inc.
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IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

JPMORGAN CHASE BANK, N.A., as a Lender

By: /s/ Kelly Milton
Name: Kelly Milton
Title: Executive Director

Barnes & Noble Education, Inc.
Limited Waiver Agreement
Signature Page

IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

REGIONS BANK, as a Lender

By: /s/ Bruce Kasper
Name: Bruce Kasper
Title: Managing Director

Barnes & Noble Education, Inc.
Limited Waiver Agreement
Signature Page

IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

CITIZENS BANK, N.A., as a Lender

By: /s/ William Boyle
Name: William Boyle
Title: AVP

Barnes & Noble Education, Inc.
Limited Waiver Agreement
Signature Page

IN WITNESS WHEREOF, the parties hereto have caused this Waiver Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

LEAD BORROWER:

BARNES & NOBLE EDUCATION, INC., a Delaware corporation

By: /s/ Thomas D. Donohue
Name: Thomas D. Donohue
Title: Executive Vice President and
Chief Financial Officer

BORROWERS:

B&N EDUCATION, LLC, a Delaware limited liability company
BARNES & NOBLE COLLEGE BOOKSELLERS, LLC, a Delaware limited liability company
BNED DIGITAL HOLDINGS, LLC, a Delaware limited liability company
BNED LOUDCLOUD, LLC, a Delaware limited liability company
BNED MBS HOLDINGS, LLC, a Delaware limited liability company (f/k/a Morocco Holdings, LLC)
CRAM LLC, a Delaware limited liability company **EDUCATE AHORA LLC**, a Delaware limited liability company
ETUDIER FACILE LLC, a Delaware limited liability company
MBS AUTOMATION LLC, a Delaware limited liability company
MBS DIRECT, LLC, a Delaware limited liability company **MBS INTERNET, LLC**, a Delaware limited liability company
MBS SERVICE COMPANY LLC, a Delaware limited liability company
MBS TEXTBOOK EXCHANGE, LLC, a Delaware limited liability company
PAPERRATER, LLC, a Delaware limited liability company

By: /s/ Thomas D. Donohue
Name: Thomas D. Donohue
Title: Executive Vice President and
Chief Financial Officer

Barnes & Noble Education, Inc.
Limited Waiver Agreement
Signature Page

BORROWERS, continued:

STUDENT BRANDS, LLC, a Delaware limited liability company

STUDY MODE LLC, a California limited liability
company

TEXTBOOKCENTER LLC, a Delaware limited liability company

TRABALHOS FEITOS, LLC, a Delaware limited liability company

TXTB.COM, LLC, a Delaware limited liability company **WORLDWIDE KNOWLEDGE LLC**, a
Delaware limited liability company

By: /s/ Thomas D. Donohue

Name: Thomas D. Donohue

Title: Executive Vice President and
Chief Financial Officer



February 19, 2021

David Nenke

Dear David,

Congratulations! It is my pleasure to confirm our offer of employment with BNED Digital Holdings, LLC, a subsidiary of Barnes & Noble Education, Inc. ("BNED or Company"). The following represents the key elements of our offer:

- Start Date:** March 8, 2021
- Job Title:** President, DSS
- Reports to:** Michael Huseby – Chairman & CEO
- Salary:** \$550,000 annualized (\$21,153.85 bi-weekly)
Your position is considered an exempt position, which means that you will not be eligible for overtime pay for hours worked in excess of 40 hours in a given week.
- Annual Incentive Plan:** Eligible to participate in our FY22 Incentive Compensation Plan. The bonus target for your position is 85% of your base salary. Payments under that plan are based upon achievement of measurable objectives as defined by the Company each fiscal year. The fiscal year period is defined as May to April.
- Equity:** Subject to approval by the Compensation Committee, you will be eligible to receive (a) \$400,000 phantom shares grant at hire. These will have a three-year vesting ratably on the anniversary of the grant date with a cap of 3x per share value on date of grant and (b) equity grant under our long-term incentive program as part of the annual process (September/October 2021). Additional details will be shared after approval.
- Benefits:** You are eligible to participate in the BNED Plan after sixty (60) days of continuous employment. You will enroll by logging into HR Connect, under Myself>Manage My Benefits (www.hrconnect4bned.com) prior to your 45th day of employment. Details on HR Connect will be explained on your first day.
- 401(k) Savings Plan:** You are eligible to contribute and to receive Company matching contributions after completing 1000 hours of service in a year (i.e., after approximately 6 months of continuous full-time employment). You will receive enrollment information from Fidelity Investments in the mail once eligible to join.
- Performance Review:** You will be eligible to participate in the FY22 review cycle.
- Cell Phone Stipend:** Since you will use your personal cell phone, you are eligible to receive a \$100 per month non-taxable stipend to be included in your first paycheck each month.
- Paid Time Off:** You are eligible for four (4) weeks of vacation. The company vacation policy follows a calendar year accrual process in which employees accrue and earn vacation time with every pay cycle. In addition, you will also receive four (4) flex days to use each calendar year. Your paid time off balances will begin accruing on your first day.

Severance Benefits: In the event (a) your employment is terminated by the Company without Cause or (b) you voluntarily terminate your employment for Good Reason, the Company shall (i) pay you an amount equal to one (1) times your then annual base salary ("Severance Amount"), less all applicable withholding and other applicable taxes and deductions and (ii) provide you continued health care coverage at the Company's cost pursuant to the Consolidated Omnibus Reconciliation Act of 1985 ("COBRA") if you elect COBRA coverage until the earlier of when you are no longer eligible for COBRA coverage or twelve (12) months following your date of termination (the "COBRA Benefits"); provided that (a) you execute and deliver to the Company, and do not revoke, a release of all claims against the Company substantially in the form attached hereto as Exhibit A ("Release") and (b) you have not materially breached as of the date of such termination any provisions of this letter or the attached Agreement Regarding Certain Terms and Conditions of Employment (the "Agreement") and do not materially breach such provisions at any time during the Relevant Period (as defined in the Agreement). The Company's obligation to make such payment shall be cancelled upon the occurrence of any such material breach and, in the event such payment has already been made, you shall repay to the Company such payment within 30 days after demand therefor; provided, however, such repayment shall not be required if the Company shall have materially breached this offer letter or the attached Agreement prior to the time of your breach. The Severance Amount shall be paid in cash in a single lump sum on the later of (1) the first day of the month following the month in which such termination occurs and (2) the date the Revocation Period (as defined in the Release) has expired. Notwithstanding anything in this paragraph to the contrary, if a Release is not executed and delivered to the Company within 60 days of such termination of employment (or if such Release is revoked in accordance with its terms), the Severance Amount shall not be paid.

Change In Control: If at any time during your employment (i) there is a Change of Control (as defined below) and (ii) your employment is terminated by the Company without Cause or you voluntarily terminate your employment for Good Reason, in either case, within 90 days preceding or two years following the Change of Control, then the Company shall (A) pay you an amount equal to two times (2x) the sum of (i) your then annual base salary, and (ii) your target annual bonus for the year of termination (or, if higher, as in effect immediately prior to the Change of Control) ("Change of Control Amount"), and (B) provide you the COBRA Benefits, less all applicable withholding and other applicable taxes and deductions. (A) The Change of Control Amount are subject to your executing and delivering to the Company (and not revoking) the Release within 60 days following your termination date, (B) the Change of Control Amount shall be paid to you in cash in a single lump sum within 30 days after the date your employment terminates (or, if later, when the Release becomes irrevocable). In the event that it is determined that the aggregate amount of the payments and benefits that could be considered "parachute payments" within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (collectively, with the regulations and other guidance promulgated thereunder, the "Code"; and such payments and benefits, the "Parachute Payments") that, but for this paragraph would be payable to you under this Agreement or any other plan, policy, or arrangement of the Company or Barnes & Noble Education, Inc. or any affiliate, exceeds the greatest amount of Parachute Payments that could be paid to you without giving rise to any liability for any excise tax imposed by Section 4999 of the Code (the "Excise Tax"), then the aggregate amount of Parachute Payments payable to you shall not exceed the amount that produces the greatest after-tax benefit to you after taking into account any Excise Tax to be payable by you. Any reduction in Parachute Payments pursuant to the immediately preceding sentence shall be made in the following order: (1) cash payments that do not constitute deferred compensation within the meaning of Section 409A of the Code, (2) welfare or in-kind benefits, (3) equity compensation awards and (4) cash payments that do constitute deferred compensation; in each case, such reductions shall be made in the manner that maximizes the present value to you of all such payments. For the avoidance of doubt, the amounts payable to you under this paragraph shall be in lieu of any amounts payable to you under the previous paragraph.

As used herein, "Change of Control" shall mean the occurrence of one or more of the following events: (i) during any period of 24 consecutive months, individuals who were Directors of the Company on the first day of such period (the "Incumbent Directors") cease for any reason to constitute a majority of the Board; provided, however, that any individual becoming a Director of the Company subsequent to the first day of such period whose election, or nomination for election, by the Company's stockholders was approved by a vote of at least a majority of the Incumbent Directors shall be considered as though such individual were an Incumbent Director; (ii) the consummation of (A) a merger, consolidation, statutory share exchange or similar form of corporate transaction involving (x) the Company or (y) any of its Subsidiaries, but in the case of this clause (y) only if Company Voting Securities (as defined below) are issued or issuable (each of the events referred to in this clause (A) being hereinafter referred to as a "Reorganization") or (B) the sale or other disposition of all or substantially all the assets of the Company to an entity that is not an affiliate (a "Sale"), in each case, if such Reorganization or Sale requires the approval of the Company's stockholders under the law of the Company's jurisdiction of organization (whether such approval is required for such Reorganization or Sale or for the issuance of securities of the Company in such Reorganization or Sale), unless, immediately following such Reorganization or Sale, (1) all or substantially all the individuals and entities who were the "beneficial owners" (as such term is defined in Rule 13d-3 under the Securities Exchange Act of 1934 (or a successor rule thereto)) (the "Exchange Act") of the securities eligible to vote for the election of the Board ("Company Voting Securities") outstanding immediately prior to the consummation of such Reorganization or Sale beneficially own, directly or indirectly, more than 50% of the combined voting power of the then outstanding voting securities of the corporation resulting from such Reorganization or Sale (including a corporation that, as a result of such transaction, owns the Company or all or substantially all the Company's assets either directly or through one or more subsidiaries) (the "Continuing Corporation") in substantially the same proportions as their ownership, immediately prior to the consummation of such Reorganization or Sale, of the outstanding Company Voting Securities (excluding any outstanding voting securities of the Continuing Corporation that such beneficial owners hold immediately following the consummation of the Reorganization or Sale as a result of their ownership prior to such consummation of voting securities of any company or other entity involved in or forming part of such Reorganization or Sale other than the Company), (2) no "person" (as such term is used in Section 13(d) of the Exchange Act) (each, a "Person") (excluding (x) any employee benefit plan (or related trust) sponsored or maintained by the Continuing Corporation or any corporation controlled by the Continuing Corporation or (y) Leonard Riggio, his spouse, his lineal descendants, trusts for the exclusive benefit of any such individuals, the executor or administrator of the estate or the legal representative of any of such individuals and any entity controlled by any of the foregoing Persons (the "Riggio Shareholders") beneficially owns, directly or indirectly, 40% or more of the combined voting power of the then outstanding voting securities of the Continuing Corporation and (3) at least a majority of the members of the board of directors of the Continuing Corporation were Incumbent Directors at the time of the execution of the definitive agreement providing for such Reorganization or Sale or, in the absence of such an agreement, at the time at which approval of the Board was obtained for such Reorganization or Sale; or (iii) any person, corporation or other entity or "group" (as used in Section 14(d)(2) of the Exchange Act) (other than (A) the Company, (B) any trustee or other fiduciary holding securities under an employee benefit plan of the Company or an affiliate, (C) any entity owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of the voting power of the Company Voting Securities or (D) the Riggio Shareholders) becomes the beneficial owner, directly or indirectly, of securities of the Company representing 40% or more of the combined voting power of the Company Voting Securities; provided, however, that for purposes of this subparagraph (iii), the following acquisitions shall not constitute a Change of Control: (w) any acquisition directly from the Company, (x) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or an affiliate, (y) any acquisition by an underwriter temporarily holding such Company Voting Securities pursuant to an offering of such securities or any acquisition by a pledgee of Company Voting Securities holding such securities as collateral or temporarily holding such securities upon foreclosure of the underlying obligation or (z) any acquisition pursuant to a Reorganization or Sale that does not constitute a Change of Control for purposes of subparagraph (ii) above.

For purposes of this letter, "Cause" means (A) your engaging in intentional misconduct or gross negligence that, in either case, is injurious to Company; (B) your indictment, entry of a plea of nolo contendere, or conviction by a court of competent jurisdiction with respect to any felony or other crime or violation of law involving fraud or dishonesty (with the exception of misconduct based in good faith on the advice of professional consultants, such as attorneys and accountants) or any felony (or equivalent crime in a non-U.S. jurisdiction); (C) any grossly negligent intentional acts or intentional omissions by you in the performance of your duties; (D) fraud, dishonesty, embezzlement, or misappropriation in connection with the performance of the your employment duties and responsibilities; (E) your engaging in any act of intentional misconduct or moral turpitude reasonably likely to adversely affect the Company or its business; (F) your abuse of or dependency on alcohol or drugs (illicit or otherwise) that adversely affects your job performance; (G) your willful failure or refusal to properly perform the

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duties, responsibilities, or obligations of your employment for reasons other than a Disability as defined below, or authorized leave, or to properly perform or follow any lawful direction by the Company (with the exception of a willful failure or refusal to properly perform based in good faith on the advice of professional consultants, such as attorneys and accountants); or (H) your material breach of this offer letter, the Agreement or of any other contractual duty to, written policy of, or written agreement with the Company (with the exception of a material breach based in good faith on the advice of professional consultants, such as attorneys and accountants); provided that, with respect to clauses (C), (G) and (H), you have failed to cure such circumstances within 10 days following written notice from the Company.

For purposes of this letter, "Good Reason" shall mean the occurrence of one or more of the following events without your written consent: (A) a material diminution of your duties; (B) a material diminution in the authority, duties or responsibilities of the supervisor to whom you are required to report; (C) a reduction in the annual base salary you receive from the Company or a reduction in your target annual bonus, (D) a reduction in your title; (E) a required relocation of your principal place of employment by more than 50 miles or (F) during the two-year period following a Change of Control, a material reduction in the value of the employee benefits provided to you. Notwithstanding the foregoing, you will have grounds to resign for Good Reason only if (I) you notify the Company in writing of the grounds therefor within 60 days following their occurrence, (B) the Company does not cure such grounds within 30 days following the receipt of such notice, and (C) you actually resign your employment within 30 days following the end of such cure period.

For purposes of this letter, the term "Disability" shall mean a written determination by a majority of three physicians (one of which shall be your most recent primary care provider) mutually agreeable to the Company and you (or, in the event of your total physical or mental disability, your legal representative) that you are physically or mentally unable to perform your duties under this letter and that such disability can reasonably be expected to continue for a period of six (6) consecutive months or for shorter period aggregating 180 days in any 12 month period.

For the avoidance of doubt, it is understood that your inability to remain employed by the Company due to a restrictive covenant relating to a former employer shall not constitute a termination by the Company without Cause or a termination by you for Good Reason.

This offer is contingent upon review and verification of the following:

- Your identity and your ability to be legally employed by the Company in the United States. In order for the Company to hire you, you must provide written proof to the Company of your legal ability to work in the United States. Additionally, your continued employment with the Company is contingent upon you retaining and renewing (if needed) the legal ability to work in the United States. In the event at any time during your employment with the Company you do not have proper work authorization to legally be employed in the United States, you must immediately inform the Company and your employment will be terminated. If you are so terminated and then later obtain the required authorization and desire to be employed by the Company, you will be required to apply for any open positions with the Company should you wish to be rehired.
- Satisfactory references and verification of your employment record, academic credentials, and any certifications represented on your employment application and/or résumé or CV.
- A pre-employment background check pursuant to and in accordance with the Fair Credit Reporting Act. A "Consumer Report" and/or "Investigative Consumer Report" will be obtained for employment purposes. A separate email with instructions and other details will be sent to your personal email.

You have represented, and hereby confirm, you are not subject to any currently effective employment contract or any other contractual or other binding obligations pursuant to which your employment or employment activities with or on behalf of the Company may be subject to any restrictions, including without limitation, any agreements or other obligations or documents relating to non-competition, confidentiality, trade secrets, proprietary information or works for hire.

In the event you meet all conditions listed above and begin employment with the Company, and notwithstanding any statement in this letter, you will be an "at-will" employee, which means either you or we can terminate your employment at any time and for any reason, with or without cause.

If you wish to accept this offer of employment, please sign this letter, along with the Conditions of Employment Agreement, to acknowledge receipt and acceptance of the terms. You can send the documents to my attention

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Basking Ridge, New Jersey 07920
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at Barnes & Noble Education, Inc. – 120 Mountain View Boulevard Basking Ridge, NJ 07920 or scan a copy to jmagill@bned.com. If this offer is not returned, the Company's offer of employment shall be deemed to be rescinded and without effect. If you have any questions, please call me at 908-991-2603.

We are eager to have you join the Company. The challenge, opportunity, and rewards that lie ahead are unique and incredibly exciting. I look forward to hearing from you after you have had a chance to review this offer.

Sincerely,
JoAnn Magill

JoAnn Magill
SVP, Human Resources

AGREED AND ACCEPTED:

/s/ David Nenke

David Nenke

DATE

February 19, 2022

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120 Mountain View Boulevard
Basking Ridge, New Jersey 07920
(908) 991-2665

EXHIBIT A
GENERAL RELEASE AND WAIVER

1. David Nenke (“Employee”) hereby acknowledges and agrees Employee’s employment with BNED Digital Holdings, LLC, a subsidiary of Barnes & Noble Education, Inc. (the “Company”) terminated on _____, 20__ (the “Termination Date”).

2. Employee acknowledges and agrees that Employee’s executing this General Release and Waiver (“Release”) is a condition precedent to the Company’s obligation to pay (and the Employee’s right to retain) the Severance Amount as defined in the offer letter dated as of February 22, 2021, including the attached Agreement, between Employee and the Company (such agreement referred to collectively herein as the “Employment Agreement” and such payments and benefits collectively referred to herein as the “Separation Benefit”), that the Separation Benefit is adequate consideration for this Release, and that any monetary or other benefits that, prior to the execution of this Release, Employee may have earned or accrued, or to which Employee may have been entitled, have been paid or such payments or benefits have been released, waived or settled by Releasor (as defined below) except as expressly provided in this Release.

3. THIS SECTION PROVIDES A COMPLETE RELEASE AND WAIVER OF ALL EXISTING AND POTENTIAL CLAIMS EMPLOYEE MAY HAVE AGAINST EVERY PERSON AND ENTITY INCLUDED WITHIN THE DESCRIPTION BELOW OF “RELEASEE.” BEFORE EMPLOYEE SIGNS THIS RELEASE, EMPLOYEE MUST READ THIS SECTION CAREFULLY, AND MAKE SURE THAT EMPLOYEE UNDERSTANDS IT FULLY.

(b) In consideration of Employee’s receipt and acceptance of the Separation Benefit from the Company, and on behalf of the Company and each Releasee (as defined below), Employee, on Employee’s behalf and on behalf of Employee’s heirs, executors, administrators, successors and assigns (collectively, “Releasor”), hereby irrevocably, unconditionally and generally releases the Company, its current and former officers, directors, shareholders, trustees, parents, members, managers, affiliates, subsidiaries, branches, divisions, benefit plans, agents, attorneys, advisors, counselors and employees, and the current and former officers, directors, shareholders, agents, attorneys, advisors, counselors and employees of any such parent, affiliate, subsidiary, branch or division of the Company and the heirs, executors, administrators, receivers, successors and assigns of all of the foregoing (each, a “Releasee”), from or in connection with, and hereby waives and/or settles, except as provided in Section 3(c) herein, any and all actions, causes of action, suits, debts, dues, sums of money, accounts, controversies, agreements, promises, damages, judgments, executions, or any liability, claims or demands, known or unknown and of any nature whatsoever, whether or not related to employment, and which Releasor ever had, now has or hereafter can, shall or may have as of the date of this Release, including, without limitation, (i) any rights and/or claims arising under any contract, express or implied, written or oral, including, without limitation, the Employment Agreement; (ii) any rights and/or claims arising under any applicable foreign, federal, state, local or other statutes, orders, laws, ordinances, regulations or the like, or case law, that relate to employment or employment practices, including, without limitation, family and medical, and/or, specifically, that prohibit discrimination based upon age, race, religion, sex, color, creed, national origin, sexual orientation, marital status, disability, medical condition, pregnancy, veteran status or any other unlawful bases, including, without limitation, the Civil Rights Act of 1964, as amended, the Civil Rights Act of 1991, as amended, the Civil Rights Acts of 1866 and 1871, as amended, the Age Discrimination in Employment Act of 1967, as amended, the Older Workers Benefit Protection Act, the Immigration Reform and Control Act, the Fair Credit Reporting Act, the Consumer Credit Protection Act, the Fair Labor Standards Act, the National Labor Relations Act, the Uniform Services Employment and Reemployment Rights Act of 1994, the Genetic Information Nondiscrimination Act, the Occupational Safety and Health Act, the Patient Protection and Affordable Care Act, the Drug-Free Workplace Act, the Equal Pay Act, the Americans with Disabilities Act of 1990, as amended, the Family Medical Leave Act of 1993, as amended, the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), the Vietnam Era Veterans’ Readjustment Assistance Act of 1974, as amended, the Worker Adjustment and Retraining Notification Act of 1988, as amended, and any similar applicable statutes, orders, laws, ordinances, regulations or the like, or case law, of the State of New Jersey and the State of New York and any state in which any Releasee is subject to jurisdiction, or any political subdivision thereof, including, without limitation, the New York State Human Rights Law, the New York State Labor Law, the New York City Human Rights Law, the New Jersey Law Against Discrimination, the New Jersey Conscientious Employee Protection Act, and the New Jersey Wage and Hour Law, and all applicable rules and regulations promulgated pursuant to or concerning any of the foregoing statutes, orders, laws, ordinances, regulations or the like; (iii) any waivable rights and/or claims relating to wages and hours, including under state or local labor or wage payment laws; (iv) any rights and/or claims to benefits that Employee may have or become entitled to receive under any severance, termination, change of control, bonus or similar policy, plan, program, agreement or similar or related arrangements, including, without limitation, any offer letter, letter agreement or employment agreement between Employee and the Company (except as set forth in (c) below); (v) any rights and/or claims that Employee may have to receive any equity in the Company (whether

restricted or unrestricted) in the future; and (vi) and any rights and/or claims for attorneys' fees. Employee agrees not to challenge or contest the reasonableness, validity, or enforceability of this Release.

(c) Notwithstanding the foregoing, Employee does not release any Releasee from any of the following rights and/or claims: (i) any rights and/or claims Employee may have that arise after the date Employee signs this Release; (ii) any rights and/or claims that by law cannot be waived by private agreement; (iii) Employee's right to file a charge or report with, or participate in, any investigation or proceeding conducted by the U.S. Equal Employment Opportunity Commission ("EEOC") or other government agency; provided that even though Employee can file a charge or report or participate in an investigation or proceeding conducted by the EEOC or other government agency, by executing this Release, Employee is waiving his/her ability to obtain relief of any kind from any Releasee to the extent permitted by law (but Employee does not waive the right to any recovery authorized under Section 21F of the Securities Exchange Act of 1934); (iv) Employee's non-forfeitable rights to accrued benefits (within the meaning of Sections 203 and 204 of ERISA); or (v) any rights and/or claims to insurance coverage under any directors' and officers' personal liability insurance or fiduciary insurance policy.

4. Nothing in or about this Release is intended to, and shall not, prohibit Employee from engaging in the following activities, and the limitations in Section 3 of the Agreement shall not apply to the disclosure of Confidential Information under the following circumstances: (i) filing and, as provided for under Section 21F of the Securities Exchange Act of 1934, maintaining the confidentiality of a claim with a government agency that is responsible for enforcing a law; (ii) providing Confidential Information (as defined in Section 3 of the Agreement) to the extent required by law or legal process or permitted by Section 21F of the Securities Exchange Act of 1934; or (iii) cooperating with or participating or assisting in any government or regulatory entity investigation or proceeding. With respect to each of these three scenarios, however, Employee agrees to take all reasonable steps to prevent the disclosure of Confidential Information beyond the allowable parameters described in this Section 4.

5. Employee represents and warrants that Employee has not filed or commenced any complaints, claims, actions, or proceedings of any kind against any Releasee with any federal, state, or local court or any administrative, regulatory or arbitration agency or body except those that Employee has listed with specificity next to Employee's name in the signature block below; provided, however, that Employee is not required to disclose any complaint or other disclosures that are required or protected under the Sarbanes-Oxley Act of 2002, the Securities Exchange Act of 1934, 18 U.S.C. §1513(e), or any other law, rule, or regulation that is subject to the jurisdiction of the Securities and Exchange Commission.

Employee hereby waives any right to, and agrees not to, seek reinstatement or employment of any kind with any Releasee and, without waiver by any Releasee of the foregoing, the existence of this Release shall be a valid, nondiscriminatory basis for rejecting any such application or, in the event Employee obtains such employment, for terminating such employment. This Release and the Separation Benefit are not intended to be, shall not be construed as, and are not an admission or concession by any Releasee of any wrongdoing or illegal or actionable acts or omissions.

6. Employee hereby represents and agrees that, except as shall be required by law or as permitted under Section 3(c)(iii) or Section 4 of this Release, Employee shall (i) keep confidential and not disclose orally or in writing, to any person (except as may be required by law and as to Employee's immediate family, attorneys and accountant/financial advisor) any and all information concerning the existence or terms of this Release and the amount of any payments made hereunder and (ii) keep confidential and not disclose orally or in writing, directly or indirectly, to any person (except Employee's immediate family, attorneys and accountant/financial advisor), any and all information concerning any potential claims or causes of action that are being released in this Release, or allegations or facts that would support such claims or causes of action.

(b) If Employee is requested or required (by oral questions, interrogatories, requests for information, or documents, subpoena, civil investigative demand or similar process) to disclose any information covered by Section 6(a) herein, Employee shall promptly notify the Company of such request or requirement so that the Company may seek to avoid or minimize the required disclosure and/or to obtain an appropriate protective order or other appropriate relief to ensure that any information so disclosed is maintained in confidence to the maximum extent possible by the agency or other person receiving the disclosure, or, in the discretion of the Company, to waive compliance with the provisions of this Release. Employee shall use reasonable efforts, in cooperation with the Company or otherwise, to avoid or minimize the required disclosure and/or to obtain such protective order or other relief. If, in the absence of a protective order or the receipt of a waiver hereunder, Employee is compelled to disclose such information or else stand liable for contempt or suffer other sanction, censure, or penalty, Employee shall disclose only so much of such information to the party compelling disclosure as he/she believes in good faith on the basis of advice of counsel is required by law, and Employee shall give the Company prior notice of such information he believes he is required to disclose.

7. Except as shall be required by law or as permitted under Section 3(c)(iii) or Section 4 of this Release, Employee shall not make, either directly or by or through another person, any oral or written negative, disparaging or adverse statements or representations of or concerning any Releasee.

(b) Without limitation to the survival of any other terms of the Employment Agreement subsequent to the end of Employee's employment, the expiration or termination of the Employment Agreement, and/or the execution and effectiveness of this Release, Employee and the Company expressly acknowledge that the terms of Sections 3 through 6 of the Agreement survive and shall be in full force and effect as provided in the Agreement.

8. The covenants, representations, and acknowledgments made by Employee in this Release shall continue to have full force and effect after the execution and effectiveness of this Release and the delivery of the Separation Benefit, and this Release shall inure to the benefit of each Releasee, and the successors and assigns of each of them, to the extent necessary to preserve the intended benefits of such provisions. If any section of this Release is determined to be void, voidable, or unenforceable, it shall have no effect on the remainder of this Release, which shall remain in full force and effect, and the provisions so held invalid or unenforceable shall be deemed modified as to give such provisions the maximum effect permitted by applicable law. The Company shall be excused and released from any obligation to make payment of the Separation Benefit, and Employee shall be obligated to return to the Company the Separation Benefit, in the event that Employee is found to have (a) made a material misstatement in any term, condition, covenant, representation, or acknowledgment in this Release, or (b) Employee is found to have committed or commits a material breach of any term, condition, or covenant in this Release.

9. This Release and the Employment Agreement constitute the sole and complete agreement between the parties with respect to the matters set forth therein and supersedes all prior agreements, understandings, and arrangements, oral or written, between Employee and the Company with respect to the subject matter thereof. This Release may not be amended or modified except by an instrument or instruments in writing signed by the party against whom enforcement of any such modification or amendment is sought. Either party may, by an instrument in writing, waive compliance by the other party with any term or provision of this Release to be performed or complied with by such other party.

10. With respect to any claims or disputes under or in connection with this Release or any claims released under Section 3 of this Release, Employee and the Company hereby acknowledge and agree that Section 9 of the Agreement shall govern. Employee acknowledges that a breach or threatened breach of the provisions of this Release may give rise to losses or damages for which the Company cannot be reasonably or adequately compensated in an action at law, and that such violation may result in irreparable and continuing harm to the Company. Accordingly, Employee agrees that, in addition to any other remedy that the Company may have at law or in equity, the Company shall be entitled to seek equitable relief, including, without limitation, injunction and specific performance and Employee hereby waives any requirements for security or posting of any bond in connection with such relief. No specification in this Release of any particular remedy shall be construed as a waiver or prohibition of any other remedies (including claims for damages) in the event of a breach or threatened breach of this Release.

11. Employee agrees and acknowledges that (a) Employee has had an adequate opportunity to review this Release and all of its terms, (b) Employee understands all of the terms of this Release, which are fair, reasonable, and are not the result of any fraud, duress, coercion, pressure, or undue influence exercised by or on behalf of any Releasee, and (c) Employee has agreed to and/or entered into this Release and all of the terms hereof, knowingly, freely, and voluntarily.

12. By executing this Release, Releasor acknowledges that (a) Employee has been advised by the Company to consult with an attorney before executing this Release; (b) Employee was provided and has adequate time (that is, 21 days) to review this Release and to consider whether to sign this Release, (c) Employee has been advised that Employee has 7 days following execution to revoke this Release ("Revocation Period"), (d) the Release is written in a manner calculated to be understood by Employee, (e) the Release represents Employee's knowing and voluntary release of any and all claims that he/she might have up through the date this Release is signed, including, but not limited to, any claims arising under the Age Discrimination in Employment Act, (f) Employee has not been asked to release, nor has he/she released, any claim that may arise after the date of this Release, and (g) the consideration that Employee will receive in exchange for signing this Release (that is, the Separation Benefit) is something of value to which he/she was not already entitled. Notwithstanding anything to the contrary contained herein or in the Employment Agreement, this Release shall not be effective or enforceable, and the Separation Benefit is not payable and shall not be delivered or paid by the Company, until the Revocation Period has expired (that is, the 8th day after the Employee signs the Release) and provided that Employee has not revoked this Release. Employee agrees that any revocation shall be made in writing and delivered to JoAnn Magill, SVP, Human Resources Officer, 120 Mountain View Boulevard, Basking Ridge, NJ 07920 in a manner such that it is delivered

before the expiration of the Revocation Period. Employee acknowledges that revocation of this Release shall result in the Company's not having an obligation to pay the Separation Benefit.

David Nenke

Signature: _____ Date: _____

Subsidiaries of Barnes & Noble Education, Inc.

1. B&N Education, LLC, a Delaware limited liability company
2. Barnes & Noble College Booksellers, LLC, a Delaware limited liability company
3. BNED Digital Holdings, LLC, a Delaware limited liability company
4. BNED LoudCloud, LLC, a Delaware limited liability company
5. BNED MBS Holdings, LLC, a Delaware limited liability company
6. Cram LLC, a Delaware limited liability company
7. Educate Ahora LLC, a Delaware limited liability company
8. Educate Ahora México, S. de R.L. de C.V., a Mexican company
9. Etudier Facile LLC, a Delaware limited liability company
10. LoudCloud Systems Private Limited, an Indian subsidiary
11. MBS Automation LLC, a Delaware limited liability company
12. MBS Direct, LLC, a Delaware limited liability company
13. MBS Internet, LLC, a Delaware limited liability company
14. MBS Service Company LLC, a Delaware limited liability company
15. MBS Textbook Exchange, LLC, a Delaware limited liability company
16. PaperRater, LLC, a Delaware limited liability company
17. Student Brands, LLC, a Delaware limited liability company
18. Study Mode LLC, a California limited liability company
19. Bartleby Technologies Private Limited, an Indian company
20. TextbookCenter LLC, a Delaware limited liability company
21. Trabalhos Feitos, LLC, a Delaware limited liability company
22. TXTB.com LLC, a Delaware limited liability company
23. Worldwide Knowledge LLC, a Delaware limited liability company

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- (i) Registration Statement (Form S-8 No. 333-227515) and Registration Statement (Form S-8 No. 333-260133) each of which relates to the Barnes & Noble Education, Inc. Amended and Restated Equity Incentive Plan,
- (ii) Registration Statement (Form S-8 No. 333-206893) and Registration Statement (Form S-8 No. 333-213673) each of which relates to the Barnes & Noble Education, Inc. Equity Incentive Plan;

of our reports dated June 29, 2022, with respect to the consolidated financial statements and schedule of Barnes & Noble Education, Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Barnes & Noble Education, Inc. and subsidiaries included in this Annual Report (Form 10-K) for the year ended April 30, 2022.

/s/ Ernst & Young LLP

Iselin, New Jersey

June 29, 2022

**CERTIFICATION BY THE
CHIEF EXECUTIVE OFFICER PURSUANT TO
17 CFR 240.13a-14(a)/15(d)-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael P. Huseby, certify that:

1. I have reviewed this Annual Report on Form 10-K of Barnes & Noble Education, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 29, 2022

By: /s/ Michael P. Huseby
Michael P. Huseby
Chief Executive Officer
Barnes & Noble Education, Inc.

**CERTIFICATION BY THE
CHIEF FINANCIAL OFFICER PURSUANT TO
17 CFR 240.13a-14(a)/15(d)-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Thomas D. Donohue, certify that:

1. I have reviewed this Annual Report on Form 10-K of Barnes & Noble Education, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 29, 2022

By: /s/ Thomas D. Donohue
Thomas D. Donohue
Executive Vice President, Chief Financial Officer
Barnes & Noble Education, Inc.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Barnes & Noble Education, Inc. (the "Company") on Form 10-K for the period ended April 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael P. Huseby, Chief Executive Officer of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael P. Huseby

Michael P. Huseby

Chief Executive Officer

Barnes & Noble Education, Inc.

June 29, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Barnes & Noble Education, Inc. (the "Company") on Form 10-K for the period ended April 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas D. Donohue, Executive Vice President, Chief Financial Officer of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas D. Donohue

Thomas D. Donohue

*Executive Vice President, Chief Financial Officer
Barnes & Noble Education, Inc.*

June 29, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.