

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended August 3, 2024

OR

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

For the transition period from to

Commission file number: 1-13536

macys inc

Macy's, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-3324058

(I.R.S. Employer Identification No.)

151 West 34th Street, New York, New York 10001
(Address of Principal Executive Offices, including Zip Code)
(212) 494-1621
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	M	New York Stock Exchange

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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-Accelerated Filer	☐	Smaller Reporting Company	☐
Emerging Growth Company	☐		

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at August 3, 2024
Common Stock, \$.01 par value per share	277,373,416 shares

TABLE OF CONTENTS

	Page
<u>PART I – FINANCIAL INFORMATION</u>	
Item 1. Financial Statements (unaudited)	3
Consolidated Statements of Operations	3
Consolidated Statements of Comprehensive Income	4
Consolidated Balance Sheets	5
Consolidated Statements of Changes in Shareholders' Equity	6
Consolidated Statements of Cash Flows	8
Notes to Consolidated Financial Statements	9
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	17
Item 3. Quantitative and Qualitative Disclosures About Market Risk	28
Item 4. Controls and Procedures	28
<u>PART II – OTHER INFORMATION</u>	
Item 1. Legal Proceedings	30
Item 1A. Risk Factors	30
Item 5. Other Information	30
Item 6. Exhibits	32
<u>SIGNATURES</u>	33

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

MACY'S, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(millions, except per share figures)

	13 Weeks Ended		26 Weeks Ended	
	August 3, 2024	July 29, 2023	August 3, 2024	July 29, 2023
Net sales	\$ 4,937	\$ 5,130	\$ 9,783	\$ 10,112
Other revenue	159	150	313	341
Total revenue	5,096	5,280	10,096	10,453
Cost of sales	(2,938)	(3,176)	(5,884)	(6,164)
Selling, general and administrative expenses	(1,973)	(1,980)	(3,884)	(3,930)
Gains on sale of real estate	36	4	37	15
Impairment, restructuring and other benefits (costs)	1	(4)	(19)	(6)
Operating income	222	124	346	368
Benefit plan income, net	4	4	8	8
Settlement charges	—	(122)	—	(122)
Interest expense, net	(31)	(36)	(62)	(73)
Income (loss) before income taxes	195	(30)	292	181
Federal, state and local income tax (expense) benefit	(45)	8	(80)	(48)
Net income (loss)	\$ 150	\$ (22)	\$ 212	\$ 133
Basic earnings (loss) per share	\$ 0.54	\$ (0.08)	\$ 0.77	\$ 0.49
Diluted earnings (loss) per share	\$ 0.53	\$ (0.08)	\$ 0.75	\$ 0.48

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(millions)

	13 Weeks Ended		26 Weeks Ended	
	August 3, 2024	July 29, 2023	August 3, 2024	July 29, 2023
Net income (loss)	\$ 150	\$ (22)	\$ 212	\$ 133
Other comprehensive income (loss):				
Actuarial gain on post employment and postretirement benefit plans, before tax	—	(1)	—	(1)
Reclassifications to net income:				
Amortization of net actuarial loss and prior service credit on post employment and postretirement benefit plans included in net income, before tax	—	1	1	3
Settlement charges, before tax	—	122	—	122
Tax effect related to items of other comprehensive income	—	(31)	(1)	(32)
Total other comprehensive income, net of tax effect	—	91	—	92
Comprehensive income	\$ 150	\$ 69	\$ 212	\$ 225

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.

CONSOLIDATED BALANCE SHEETS

(Unaudited)

(millions)

	August 3, 2024	February 3, 2024	July 29, 2023
ASSETS			
Current Assets:			
Cash and cash equivalents	\$ 646	\$ 1,034	\$ 438
Receivables	268	293	223
Merchandise inventories	4,378	4,361	4,129
Prepaid expenses and other current assets	403	401	411
Income taxes	12	—	70
Total Current Assets	5,707	6,089	5,271
Property and Equipment - net of accumulated depreciation and amortization of \$4,521, \$4,276 and \$4,905	5,234	5,308	5,876
Right of Use Assets	2,345	2,305	2,692
Goodwill	828	828	828
Other Intangible Assets – net	428	430	431
Other Assets	1,291	1,286	1,206
Total Assets	\$ 15,833	\$ 16,246	\$ 16,304
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities:			
Short-term debt	\$ 6	\$ —	\$ —
Merchandise accounts payable	1,871	1,913	1,978
Accounts payable and accrued liabilities	1,990	2,434	2,206
Income taxes	—	83	—
Total Current Liabilities	3,867	4,430	4,184
Long-Term Debt	2,993	2,998	2,997
Long-Term Lease Liabilities	3,013	2,986	2,975
Deferred Income Taxes	725	745	933
Other Liabilities	932	950	1,005
Shareholders' Equity	4,303	4,137	4,210
Total Liabilities and Shareholders' Equity	\$ 15,833	\$ 16,246	\$ 16,304

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited)

(millions)

	Common Stock	Additional Paid-In Capital	Accumulated Equity	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at February 3, 2024	\$ 3	\$ 352	\$ 6,190	\$ (1,912)	\$ (496)	\$ 4,137
Net income			62			62
Common stock dividends (\$0.1737 per share)			(48)			(48)
Stock-based compensation expense		13				13
Stock issued under stock plans		(71)		70		(1)
Cumulative-effect adjustment (a)			23			23
Balance at May 4, 2024	\$ 3	\$ 294	\$ 6,227	\$ (1,842)	\$ (496)	\$ 4,186
Net income			150			150
Common stock dividends (\$0.1737 per share)		1	(49)			(48)
Stock-based compensation expense		15				15
Stock issued under stock plans		(33)		33		—
Balance at August 3, 2024	\$ 3	\$ 277	\$ 6,328	\$ (1,809)	\$ (496)	\$ 4,303

(a) Represents the cumulative-effect adjustment for the change in inventory valuation method.

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY - (Continued)

(Unaudited)

(millions)

	Common Stock	Additional Paid-In Capital	Accumulated Equity	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at January 28, 2023	\$ 3	\$ 467	\$ 6,268	\$ (2,038)	\$ (618)	\$ 4,082
Net income			155			155
Other comprehensive income					1	1
Common stock dividends (\$0.1654 per share)			(45)			(45)
Stock repurchases				(25)		(25)
Stock-based compensation expense		14				14
Stock issued under stock plans		(108)		96		(12)
Balance at April 29, 2023	\$ 3	\$ 373	\$ 6,378	\$ (1,967)	\$ (617)	\$ 4,170
Net loss			(22)			(22)
Other comprehensive income					91	91
Common stock dividends (\$0.1654 per share)		1	(46)			(45)
Stock-based compensation expense		16				16
Stock issued under stock plans		(38)		38		—
Balance at July 29, 2023	\$ 3	\$ 352	\$ 6,310	\$ (1,929)	\$ (526)	\$ 4,210

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(millions)

	26 Weeks Ended	
	August 3, 2024	July 29, 2023
Cash flows from operating activities:		
Net income	\$ 212	\$ 133
Adjustments to reconcile net income to net cash provided by operating activities:		
Impairment, restructuring and other costs	19	6
Settlement charges	—	122
Depreciation and amortization	429	433
Stock-based compensation expense	28	30
Gains on sale of real estate	(37)	(15)
Benefit plans	1	3
Amortization of financing costs and premium on acquired debt	5	5
Deferred income taxes	(35)	(46)
Changes in assets and liabilities:		
Decrease in receivables	25	77
Decrease in merchandise inventories	39	138
(Increase) decrease in prepaid expenses and other current assets	(10)	10
Decrease in merchandise accounts payable	(32)	(53)
Decrease in accounts payable and accrued liabilities	(369)	(418)
Decrease in current income taxes	(88)	(121)
Change in other assets and liabilities	(50)	(33)
Net cash provided by operating activities	137	271
Cash flows from investing activities:		
Purchase of property and equipment	(271)	(390)
Capitalized software	(161)	(174)
Disposition of property and equipment	51	32
Other, net	8	1
Net cash used by investing activities	(373)	(531)
Cash flows from financing activities:		
Debt repaid	(1)	(1)
Dividends paid	(96)	(90)
Decrease in outstanding checks	(55)	(35)
Acquisition of treasury stock	—	(38)
Net cash used by financing activities	(152)	(164)
Net decrease in cash, cash equivalents and restricted cash	(388)	(424)
Cash, cash equivalents and restricted cash beginning of period	1,037	865
Cash, cash equivalents and restricted cash end of period	\$ 649	\$ 441
Supplemental cash flow information:		
Interest paid	\$ 79	\$ 82
Interest received	22	18
Income taxes paid, net of refunds received	203	215
Restricted cash, end of period	3	3

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Organization and Summary of Significant Accounting Policies

Nature of Operations

Macy's, Inc., together with its subsidiaries (the "Company"), is an omni-channel retail organization operating stores, websites and mobile applications under three nameplates (Macy's, Bloomingdale's and Bluemercury) that sell a wide range of merchandise, including apparel and accessories (men's, women's and kids'), cosmetics, home furnishings and other consumer goods. The Company has stores in 43 states, the District of Columbia, Puerto Rico and Guam. As of August 3, 2024, the Company's operations and operating segments were conducted through Macy's (both full line and small format), Macy's Backstage, Bloomingdale's, Bloomingdale's The Outlet, Bloomie's, and Bluemercury.

Bloomingdale's in Dubai, United Arab Emirates and Al Zahra, Kuwait are operated under a license agreement with Al Tayer Insignia, a company of Al Tayer Group, LLC.

A description of the Company's significant accounting policies is included in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2024 (the "2023 10-K"). The accompanying Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto in the 2023 10-K.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates and assumptions are subject to inherent uncertainties which may result in actual amounts differing from reported amounts.

The Consolidated Financial Statements for the 13 and 26 weeks ended August 3, 2024 and July 29, 2023, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments) considered necessary to present fairly, in all material respects, the consolidated financial position and results of operations of the Company.

Seasonality

Because of the seasonal nature of the retail business, the results of operations for the 13 and 26 weeks ended August 3, 2024 and July 29, 2023 (which do not include the holiday season) are not necessarily indicative of such results for the full fiscal year.

Merchandise Inventories

On February 4, 2024, the Company changed its inventory valuation method. Previously, inventories were principally valued at lower of cost or market using the last-in, first-out ("LIFO") retail inventory method ("RIM"). Commencing in fiscal 2024, inventories are valued at the lower of cost or market using the LIFO cost method and as such are not directly comparable to the prior year. The LIFO cost method is preferable as compared to LIFO RIM because it improves the cost accuracy and transparency of inventory at the unit level and better allows the organization to evaluate selling margin realized on each sale. Additionally, it is consistent with the practices of many other retailers, improving comparability. Reported results for periods prior to fiscal 2024 have not been restated due to impracticability as the Company's systems did not capture historical period-specific information necessary to value the inventory under the cost method. The impact of the change in accounting method had an immaterial effect on the Consolidated Financial Statements as of February 4, 2024.

Under the LIFO cost method, the item-cost method is used to determine inventory cost before the application of any LIFO adjustment, as necessary. This method involves assigning costs to each item individually based on the actual purchase costs of that item. The Company continuously monitors whether the carrying cost of inventory exceeds its market value. Excess inventories may be disposed of through the normal course of business. The Company writes down the carrying value of inventories that are not expected to be sold at or above cost based on historical results.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Comprehensive Income

Total comprehensive income represents the change in equity during a period from sources other than transactions with shareholders and, as such, includes net income. For the Company, the only other components of total comprehensive income for the 13 and 26 weeks ended August 3, 2024 and July 29, 2023 relate to post employment and postretirement plan items. Settlement charges incurred are included as a separate component of income before income taxes in the Consolidated Statements of Income. Amortization reclassifications out of accumulated other comprehensive income (loss) are included in the computation of net periodic benefit cost (income) and are included in benefit plan income, net on the Consolidated Statements of Income. See Note 5, "Retirement Plans," for further information.

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amendments in this update enhance segment reporting by expanding the breadth and frequency of segment disclosures required by public entities. Most notable, registrants will be required to disclose: (1) significant segment expenses regularly provided to the Chief Operating Decisions Maker ("CODM") and included within the reported measure(s) of a segment's profit or loss, (2) the amount and composition of other segment items, (3) how the CODM uses the reported measure(s) of a segment's profit or loss to assess segment performance and decide how to allocate resources, (4) on an interim basis, all segment profit or loss and asset disclosures currently required annually by Topic 280, as well as those introduced by the ASU, and (5) the CODM's title and position. ASU 2023-07 is effective for the Company beginning in the fiscal year ending February 1, 2025. The Company is currently evaluating the impacts of the adoption of ASU 2023-07.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"). The amendments in this update enhance the transparency and decision usefulness of income tax disclosures, primarily through improvements to the rate reconciliation and income taxes paid information, specifically requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation, and (2) income taxes paid disaggregation by jurisdiction. These amendments allow investors to better assess how an entity's operations and tax related risks and planning affects its income tax rate and prospects for future cash flows. ASU 2023-09 is effective for the Company beginning in the fiscal year ending January 31, 2026. The Company is currently evaluating the impacts of the adoption of ASU 2023-09.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

2. Earnings (Loss) Per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share:

	13 Weeks Ended			
	August 3, 2024		July 29, 2023	
	Net Income	Shares	Net Loss	Shares
	(millions, except per share data)			
Net income (loss) and average number of shares outstanding	\$ 150	276.7	\$ (22)	272.8
Shares to be issued under deferred compensation and other plans		1.0		1.0
	\$ 150	277.7	\$ (22)	273.8
Basic earnings (loss) per share	\$ 0.54		\$ (0.08)	
Effect of dilutive securities:				
Stock options and restricted stock units		3.9		—
	\$ 150	281.6	\$ (22)	273.8
Diluted earnings (loss) per share	\$ 0.53		\$ (0.08)	

	26 Weeks Ended			
	August 3, 2024		July 29, 2023	
	Net Income	Shares	Net Income	Shares
	(millions, except per share data)			
Net income and average number of shares outstanding	\$ 212	276.0	\$ 133	272.5
Shares to be issued under deferred compensation and other plans		0.9		1.0
	\$ 212	276.9	\$ 133	273.5
Basic earnings per share	\$ 0.77		\$ 0.49	
Effect of dilutive securities:				
Stock options and restricted stock units		4.4		4.3
	\$ 212	281.3	\$ 133	277.8
Diluted earnings per share	\$ 0.75		\$ 0.48	

In addition to the stock options and restricted stock units reflected in the foregoing table, stock options to purchase 8.0 million shares of common stock and restricted stock units relating to 0.3 million shares of common stock were outstanding at August 3, 2024, but were not included in the computation of diluted earnings per share for the 13 and 26 weeks ended August 3, 2024 because their inclusion would have been antidilutive or they were subject to performance conditions that had not been met. Stock options to purchase 9.9 million shares of common stock and restricted stock units relating to 1.7 million shares of common stock were outstanding as of July 29, 2023 but were not included in the computation of diluted earnings per share for the 26 weeks ended July 29, 2023 because their inclusion would have been antidilutive or they were subject to performance conditions that had not been met.

For the 13 weeks ended July 29, 2023, as a result of the net loss, stock options to purchase 9.9 million shares of common stock and restricted stock units relating to 10.0 million shares of common stock were excluded from the calculation of diluted loss per share and, therefore, there was no difference in the weighted average number of common shares for basic and diluted loss per share as the effect of all potentially dilutive shares outstanding was anti-dilutive.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

3. Revenue

Net sales, which mainly consist of retail sales but also include merchandise returns, gift cards and loyalty programs, represented 97% of total revenue for each of the 13 and 26 weeks ended August 3, 2024 and July 29, 2023. Other revenue generating activities consist of credit card revenues as well as Macy's Media Network revenue.

Revenues	13 Weeks Ended		26 Weeks Ended	
	August 3, 2024	July 29, 2023	August 3, 2024	July 29, 2023
	(millions)			
Women's Accessories, Shoes, Cosmetics and Fragrances	\$ 1,990	\$ 2,050	\$ 4,060	\$ 4,075
Women's Apparel	1,120	1,110	2,265	2,260
Men's and Kids'	1,056	1,110	2,037	2,128
Home/Other (a)	771	860	1,421	1,649
Total Net Sales	4,937	5,130	9,783	10,112
Credit card revenues, net	\$ 125	\$ 120	\$ 242	\$ 282
Macy's Media Network revenue, net (b)	34	30	71	59
Other Revenue	159	150	313	341
Total Revenue	\$ 5,096	\$ 5,280	\$ 10,096	\$ 10,453

(a) Other primarily includes restaurant sales, allowance for merchandise returns adjustments and breakage income from unredeemed gift cards.

(b) Macy's Media Network is an in-house media platform supporting both Macy's and Bloomingdale's customers through a broad variety of advertising formats running both on owned and operated platforms as well as offsite.

Macy's accounted for 85% of the Company's net sales for each of the 13 and 26 weeks ended August 3, 2024 and July 29, 2023. In addition, digital sales accounted for 29% and 30% of the Company's net sales for the 13 weeks ended August 3, 2024 and July 29, 2023, respectively, and 31% of the Company's net sales for both the 26 weeks ended August 3, 2024 and July 29, 2023.

Retail Sales

Retail sales include merchandise sales, inclusive of delivery income, licensed department income, Marketplace income, sales of private brand goods directly to third party retailers and sales of excess inventory to third parties. Sales of merchandise are recorded at point of sale for in-store purchases or the time of shipment to the customer for digital purchases and are reported net of estimated merchandise returns and certain customer incentives. Commissions earned on sales generated by licensed departments and Marketplace are included as a component of total net sales and are recognized as revenue at the time merchandise is sold to customers. Service revenues (e.g., alteration and cosmetic services) are recorded at the time the customer receives the benefit of the service. The Company has elected to present sales taxes on a net basis and sales taxes are included in accounts payable and accrued liabilities until remitted to the taxing authorities.

Merchandise Returns

The Company estimates merchandise returns using historical data and recognizes an allowance that reduces net sales and cost of sales. The liability for merchandise returns is included in accounts payable and accrued liabilities on the Company's Consolidated Balance Sheets and was \$120 million, \$136 million and \$148 million as of August 3, 2024, February 3, 2024 and July 29, 2023, respectively. Included in prepaid expenses and other current assets is an asset totaling \$75 million, \$83 million and \$94 million as of August 3, 2024, February 3, 2024 and July 29, 2023, respectively, for the recoverable cost of merchandise estimated to be returned by customers.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Gift Cards and Customer Loyalty Programs

The Company only offers no-fee, non-expiring gift cards to its customers. At the time gift cards are sold or issued, no revenue is recognized; rather, the Company records an accrued liability to customers. The liability is relieved, and revenue is recognized, equal to the amount redeemed at the time gift cards are redeemed for merchandise. The Company records revenue from unredeemed gift cards (breakage) in net sales on a pro-rata basis over the time period gift cards are actually redeemed. At least three years of historical data, updated annually, is used to determine actual redemption patterns.

The Company maintains customer loyalty programs in which customers earn points based on their purchases. Under the Macy's Star Rewards loyalty program, points are earned based on customers' spending on Macy's private label and co-branded credit cards as well as non-proprietary cards and other forms of tender. Bloomingdale's Loyallist and Bluemercury BlueRewards programs provide tender neutral points-based programs to their customers. The Company recognizes the estimated net amount of the rewards that will be earned and redeemed as a reduction to net sales at the time of the initial transaction and as tender when the points are subsequently redeemed by a customer.

The liability for unredeemed gift cards and customer loyalty programs is included in accounts payable and accrued liabilities on the Company's Consolidated Balance Sheets and was \$334 million, \$384 million and \$340 million as of August 3, 2024, February 3, 2024 and July 29, 2023, respectively.

Credit Card Revenues

In 2005, in connection with the sale of most of the Company's credit card accounts and related receivable balances to Citibank, the Company and Citibank entered into a long-term marketing and servicing alliance pursuant to the terms of a Credit Card Program Agreement ("Credit Card Program"). Subsequent to this initial arrangement and associated amendments, on December 13, 2021, the Company entered into the sixth amendment to the amended and restated Credit Card Program with Citibank (the "Program Agreement"). The changes to the Credit Card Program's financial structure are not materially different from its previous terms. As part of the Program Agreement, the Company receives payments for providing a combination of interrelated services and intellectual property to Citibank in support of the underlying Credit Card Program. Revenue based on the spending activity of the underlying accounts is recognized as the respective card purchases occur and the Company's profit share is recognized based on the performance of the underlying portfolio. Revenue associated with the establishment of new credit accounts and assisting in the receipt of payments for existing accounts is recognized as such activities occur. Credit card revenues include finance charges, late fees and other revenue generated by the Company's Credit Card Program, net of fraud losses and expenses associated with establishing new accounts, credit card funding costs and bad debt reserves and are a component of other revenue on the consolidated statements of income.

The Program Agreement expires on March 31, 2030, subject to an additional renewal term of three years. The Program Agreement provides for, among other things, (i) the ownership by Citibank of the accounts purchased by Citibank, (ii) the ownership by Citibank of new accounts opened by the Company's customers, (iii) the provision of credit by Citibank to the holders of the credit cards associated with the foregoing accounts, (iv) the servicing of the foregoing accounts, and (v) the allocation between Citibank and the Company of the economic benefits and burdens associated with the foregoing and other aspects of the alliance. Pursuant to the Program Agreement, the Company continues to provide certain servicing functions related to the accounts and related receivables owned by Citibank and receives compensation from Citibank for these services. The amounts earned under the Program Agreement related to the servicing functions are deemed adequate compensation and, accordingly, no servicing asset or liability has been recorded on the Consolidated Balance Sheets.

4. Financing Activities

The Company did not borrow or repay any debt, outside of capital lease activity, during both the 26 weeks ended August 3, 2024 and July 29, 2023.

The Company is party to an ABL Credit Facility with certain financial institutions providing for a \$3,000 million asset-based credit facility (the "ABL Credit Facility"). As of August 3, 2024 and July 29, 2023, the Company had \$144 million and \$138 million of standby letters of credit outstanding under the ABL Credit Facility, respectively, which reduced the available borrowing capacity to \$2,856 million and \$2,862 million, respectively. The Company had no outstanding borrowings under the ABL Credit Facility as of August 3, 2024 and July 29, 2023.

During the 26 weeks ended August 3, 2024 the Company did not repurchase shares of its common stock. During the 26 weeks ended July 29, 2023, the Company repurchased approximately 1.4 million shares of its common stock pursuant to its existing stock purchase authorization for a total of approximately \$25 million.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

5. Retirement Plans

The Company has defined contribution plans that cover substantially all employees who work 1,000 hours or more in a year. In addition, the Company has a funded defined benefit plan ("Pension Plan") and an unfunded defined benefit supplementary retirement plan ("SERP"), which provides benefits, for certain employees, in excess of qualified plan limitations. Effective January 1, 2012, the Pension Plan was closed to new participants, with limited exceptions, and effective January 2, 2012, the SERP was closed to new participants.

In February 2013, the Company announced changes to the Pension Plan and SERP whereby eligible employees no longer earn future pension service credits after December 31, 2013, with limited exceptions. All retirement benefits attributable to service in subsequent periods are provided through defined contribution plans.

In addition, certain retired employees currently are provided with specified health care and life insurance benefits ("Postretirement Obligations"). Eligibility requirements for such benefits vary, but generally state that benefits are available to eligible employees who were hired prior to a certain date and retire after a certain age with specified years of service. Certain employees are subject to having such benefits modified or terminated.

The defined contribution plan expense and actuarially determined components of the net periodic benefit cost (income) associated with the defined benefit plans are as follows:

	13 Weeks Ended		26 Weeks Ended	
	August 3, 2024	July 29, 2023	August 3, 2024	July 29, 2023
	(millions)			
401(k) Qualified Defined Contribution Plan	\$ 23	\$ 21	\$ 46	\$ 44
Pension Plan				
Interest cost	\$ 18	\$ 22	36	44
Expected return on assets	(29)	(34)	(58)	(68)
Recognition of net actuarial loss	1	1	2	3
	<u>\$ (10)</u>	<u>\$ (11)</u>	<u>\$ (20)</u>	<u>\$ (21)</u>
Supplementary Retirement Plan				
Interest cost	\$ 6	\$ 6	\$ 11	\$ 11
Recognition of net actuarial loss	1	2	3	4
	<u>\$ 7</u>	<u>\$ 8</u>	<u>\$ 14</u>	<u>\$ 15</u>
Total Retirement Expense	<u>\$ 20</u>	<u>\$ 18</u>	<u>\$ 40</u>	<u>\$ 38</u>
Postretirement Obligations				
Interest cost	\$ 1	\$ 1	\$ 2	\$ 2
Recognition of net actuarial gain	(1)	(1)	(3)	(3)
Amortization of prior service credit	(1)	(1)	(1)	(1)
	<u>\$ (1)</u>	<u>\$ (1)</u>	<u>\$ (2)</u>	<u>\$ (2)</u>

In connection with the Company's defined benefit plans, for the 13 and 26 weeks ended July 29, 2023, the Company incurred a non-cash settlement charge of \$122 million. This charge relates to the pro-rata recognition of net actuarial losses associated with the Company's Pension Plan and is the result of the transfer of pension obligations for certain retirees and beneficiaries under the Pension Plan through the purchase of a group annuity contract with an insurance company.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

6. Fair Value Measurements

The Company's financial assets are required to be measured at fair value on a recurring basis, by level within the hierarchy as defined by applicable accounting standards.

Level 1: Quoted prices in active markets for identical assets

Level 2: Significant observable inputs for the assets

Level 3: Significant unobservable inputs for the assets

The following table shows the estimated fair value of the Company's marketable equity and debt securities:

	Total	Fair Value Measurements		
		Level 1	Level 2	Level 3
		(millions)		
August 3, 2024	\$ 38	\$ 38	\$ —	\$ —
February 3, 2024	42	42	—	—
July 29, 2023	39	39	—	—

Other financial instruments not measured at fair value on a recurring basis include cash and cash equivalents, receivables, certain short-term investments and other assets, short-term debt, merchandise accounts payable, accounts payable and accrued liabilities and long-term debt. With the exception of long-term debt, the carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments. The fair values of long-term debt, excluding capitalized leases, are generally estimated based on quoted market prices for identical or similar instruments, and are classified as Level 2 measurements within the hierarchy as defined by applicable accounting standards.

The following table shows the estimated fair value of the Company's long-term debt, including the current portion of long-term debt:

	Notional Amount		Carrying Amount		Fair Value
			(millions)		
August 3, 2024	\$	3,007	\$	2,999	\$ 2,709
February 3, 2024		3,007		2,998	2,706
July 29, 2023		3,007		2,997	2,482

Nonfinancial Assets

The Company reviews the carrying amount of goodwill and intangible assets with indefinite lives for impairment annually and whenever events or changes in circumstances indicate that it is more likely than not that the carrying amount may not be recoverable. For the Company's annual impairment assessment as of the end of fiscal May 2024, the Company elected to perform a qualitative impairment test on its goodwill and intangible assets with indefinite lives and concluded that it is more likely than not that the fair values exceeded the carrying values and therefore goodwill and intangible assets with indefinite lives were not impaired.

7. Supplier Finance Programs

The Company has agreements with third-party financial institutions to facilitate supply chain finance ("SCF") programs. The programs allow qualifying suppliers to sell their receivables, on an invoice level at the selection of the supplier, from the Company to the financial institution and negotiate their outstanding receivable arrangements and associated fees directly with the financial institution. Macy's, Inc. is not party to the agreements between the supplier and the financial institution. The supplier invoices that have been confirmed as valid under the SCF programs require payment in full by the financial institution to the supplier by the original maturity date of the invoice, or discounted payment at an earlier date as agreed upon with the supplier. The Company's obligations to its suppliers, including amounts due and scheduled payment terms, are not impacted by a supplier's participation in the SCF programs.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

All outstanding amounts related to suppliers participating in the SCF programs are recorded upon confirmation with the third-party institutions in merchandise accounts payable in the consolidated balance sheets, and associated payments are included in operating activities in the consolidated statements of cash flows. The Company's outstanding obligations as of August 3, 2024, February 3, 2024 and July 29, 2023 were \$157 million, \$112 million and \$144 million, respectively.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

For purposes of the following discussion, all references to "second quarter of 2024" and "second quarter of 2023" are to the Company's 13-week fiscal periods ended August 3, 2024 and July 29, 2023, respectively. References to the "first half of 2024" or "2024" and the "first half of 2023" or "2023" are to the Company's 26-week fiscal periods ended August 3, 2024 and July 29, 2023, respectively.

The following discussion should be read in conjunction with the Consolidated Financial Statements and the related notes included elsewhere in this report, as well as the financial and other information included in the 2023 10-K. The following discussion contains forward-looking statements that reflect the Company's plans, estimates and beliefs. The Company's actual results could materially differ from those discussed in these forward-looking statements. Factors that could cause or contribute to those differences include, but are not limited to, those discussed below and elsewhere in this report (particularly in "Risk Factors" and in "Forward-Looking Statements") and in the 2023 10-K (particularly in "Risk Factors" and in "Forward-Looking Statements"). This discussion includes Non-GAAP financial measures. For information about these measures, see the disclosure under the caption "Important Information Regarding Non-GAAP Financial Measures".

Quarterly Overview

The Company continues to view fiscal 2024 as a transition and investment year as it implements its new strategy, A Bold New Chapter, which is designed to return the Company to enterprise growth, unlock shareholder value, improve the omni-channel experience and better serve its customers. During the second quarter of 2024, the Company continued to make progress on its three-year Bold New Chapter strategy, as follows:

- Strengthen the Macy's nameplate
 - Rationalize store base: At the end of fiscal 2023, the Company announced it had identified approximately 150 underproductive Macy's locations for closure through fiscal 2026 (collectively, the "non-go-forward" locations), which will allow for monetization of these non-go-forward locations and prioritization of investments in the approximately 350 remaining Macy's locations (collectively, the "go-forward" locations) where the Company believes it has the most opportunity to improve square footage productivity. For the non-go-forward Macy's locations and distribution centers, the Company is thoughtfully and strategically approaching monetization to execute accretive deals and is encouraged by the pace and quality of deal activity to date. As a result, the Company now expects to close approximately 55 locations in fiscal 2024 versus its prior expectations of roughly 50.
 - Launch of First 50 Stores: The First 50 locations are a key component of the Macy's Bold New Chapter growth strategy as they are an early indicator for go-forward Macy's nameplate growth and ultimately the Macy's, Inc. go-forward business' ability to achieve comparable sales growth. They serve as pilots to test ideas with new product, visual merchandising and staffing initiatives. Initiatives at these locations have gained traction and include:
 - Focused staffing in key departments such as shoes, handbags, ready-to-wear as well as fitting room and checkout,
 - Enhanced merchandise offerings to emphasize freshness, relevance and inspiration with a focus on variety rather than redundancy by editing existing assortments and adding new brands,
 - Modernizing our visual presentations, and
 - Offering unique store-level activations and community events.

The First 50 achieved its second consecutive quarter of comparable sales growth. Net Promoter Scores of the First 50 locations increased approximately 600 basis points from the second quarter of 2023 and were over 200 basis points above the other Macy's go-forward locations. The Company plans to implement women's shoes and handbag staffing tests in roughly 100 additional go-forward Macy's locations this fall.

- Revitalize assortment: The Company is focused on offering new product across categories. In the second quarter of 2024, Macy's experienced ongoing sales strength in fragrance and improvement in women's ready-to-wear apparel compared to the second quarter of 2023. Macy's private brand reimagination is progressing as planned with a positive response from customers in ready-to-wear, including elevated fashion and quality in the Company's heritage labels. The Company has completed the majority of its planned brand exits. Additionally, the Company introduced new market and private brands that more closely align to customer demand.
- Rollout of additional Macy's small format stores: The Company opened five Macy's small format locations during the second quarter of 2024, bringing the total small format location count to 18. The Company continues to plan to bring the total number of Macy's small format locations to an expected 24 by the end of fiscal 2024.

MACY'S, INC.

- Grow digital: Digital continues to serve as both a gateway to the Macy's brand and a source of commerce and omni engagement. The Company is making progress on optimizing the customer journey, with a focus on search engine optimization, site enhancements, more transparent pricing and a better mobile experience. Macy's digital visits increased 0.7% while the conversion rate decreased 30 basis points compared to the second quarter of 2023.
- Accelerate luxury growth
 - The Company continues its plans to expand its luxury store footprint by approximately 20% through fiscal 2026.
 - Bloomingdale's: The Company expects to open approximately 15 small format (Bloomie's and Bloomingdale's the Outlet) locations through fiscal 2026. Comparable sales at the small format locations outperformed the broader Bloomingdale's fleet. Advanced contemporary market brands were well-received and serve as growth engines for the brand. Net Promoter Scores improved over 250 basis points compared to the second quarter of 2023 and remain a strength for the Bloomingdale's nameplate.
 - Bluemercury: Bluemercury opened one new location and completed one remodel in the second quarter of 2024; its 14th consecutive quarter of comparable sales growth driven by continued strength in skincare and the expansion of key brand partners both in skincare and fragrances. The new and remodeled stores elevate Bluemercury's service model, spa integration and product mix and have outperformed the total Bluemercury fleet in the second quarter of 2024.
- Simplify and modernize end-to-end operations
 - The Company is actively advancing on solutions to reduce organizational complexity and generate cost savings to fund growth investments. During the second quarter of 2024, the Company made improvements to its fulfillment network productivity and continued to simplify its technology ecosystem. These investments have improved the customer experience through faster online delivery and higher product in-stocks, while contributing to bottom-line performance and cash flow generation.

Comparable sales highlights for the second quarter of 2024 versus the second quarter of 2023 related to components of the Bold New Chapter strategy are as follows:

- Macy's, Inc. comparable sales declined 4.0% on an owned basis and declined 3.3% on an owned-plus-licensed-plus-marketplace basis.
 - Macy's, Inc. go-forward business comparable sales, inclusive of go-forward locations and digital across nameplates, declined 3.8% on an owned basis and declined 3.0% on an owned-plus-licensed-plus-marketplace basis.
- Company's nameplate highlights include:
 - Macy's comparable sales declined 4.5% on an owned basis and declined 3.6% on an owned-plus-licensed-plus-marketplace basis.
 - Go-forward business comparable sales, inclusive of Macy's go-forward locations and digital, declined 4.3% on an owned basis and declined 3.3% on an owned-plus-licensed-plus-marketplace basis. Go-forward locations comparable sales declined 2.4% on an owned basis and declined 2.3% on an owned-plus-licensed basis.
 - First 50 locations comparable sales, included within go-forward locations comparable sales, increased 0.8% on an owned basis and increased 1.0% on an owned-plus-licensed basis.
 - Non-First 50 go-forward locations comparable sales, included within go-forward locations comparable sales, declined 3.8% on an owned basis and declined 3.7% on an owned-plus-licensed basis.
 - Macy's non-go-forward locations comparable sales declined 6.5% on both an owned and owned-plus-licensed basis.
 - Bloomingdale's comparable sales declined 1.1% on an owned basis and declined 1.4% on an owned-plus-licensed-plus-marketplace basis¹.
 - Bluemercury comparable sales increased 2.0% on an owned basis.

¹ Bloomingdale's excludes one non-go-forward location.

MACY'S, INC.

Results of Operations

Comparison of the Second Quarter of 2024 and the Second Quarter of 2023

	Second Quarter of 2024			Second Quarter of 2023		
	Amount	% to Net Sales	% to Total Revenue	Amount	% to Net Sales	% to Total Revenue
(dollars in millions, except per share figures)						
Net sales	\$ 4,937			\$ 5,130		
Other revenue	159	3.2 %		150	2.9 %	
Total revenue	5,096			5,280		
Cost of sales	(2,938)	(59.5)%		(3,176)	(61.9)%	
Selling, general and administrative expenses	(1,973)		(38.7)%	(1,980)		(37.5)%
Gains on sale of real estate	36		0.7 %	4		0.1 %
Impairment, restructuring and other benefits (costs)	1		— %	(4)		(0.1)%
Operating income	222		4.4 %	124		2.3 %
Diluted earnings (loss) per share	\$ 0.53			\$ (0.08)		
Supplemental Financial Measures						
Gross margin ²	\$ 1,999	40.5 %		\$ 1,954	38.1 %	
Decrease in comparable sales	(4.0)%			(8.2)%		
Supplemental Non-GAAP Financial Measures						
Decrease in comparable sales on an owned-plus-licensed-plus-marketplace basis	(3.3)%			(7.3)%		
Adjusted diluted earnings per share	\$ 0.53			\$ 0.26		
EBITDA	\$ 439			\$ 221		
Adjusted EBITDA	\$ 438			\$ 347		

² Gross margin is not directly comparable to the prior year given the change in inventory valuation method from LIFO RIM to LIFO cost on February 4, 2024. Gross margin is defined as net sales less cost of sales.

See pages 25 to 28 for reconciliations of the supplemental non-GAAP financial measures to their most comparable GAAP financial measure and for other important information.

	Second Quarter of 2024	Second Quarter of 2023
Net sales	\$ 4,937	\$ 5,130
Decrease in comparable sales	(4.0)%	(8.2)%
Decrease in comparable sales on an owned-plus-licensed-plus-marketplace basis	(3.3)%	(7.3)%

Net sales for the second quarter of 2024 decreased \$193 million, or 3.8%, compared to the second quarter of 2023. During the quarter, net sales were impacted by ongoing macroeconomic conditions, including inflationary pressures and an increasingly complex news cycle. Macy's experienced strong performance in the First 50 locations, which benefited from enhanced merchandising through elevated product rollouts across top markets and new brands. Performance continued to be strong in fragrances and improved in ready-to-wear. The Company experienced weaknesses in men's apparel, handbags and home.

MACY'S, INC.

	Second Quarter of 2024		Second Quarter of 2023	
	\$	% to Net Sales	\$	% to Net Sales
Credit card revenues, net	\$ 125	2.5 %	\$ 120	2.3 %
Macy's Media Network, net	34	0.7 %	30	0.6 %
Other revenue	\$ 159	3.2 %	\$ 150	2.9 %

The increase in other revenues included a \$5 million increase in credit card revenues. Credit card revenues in the second quarter of 2023 were negatively impacted by a change in net credit loss trends. Macy's Media Network grew \$4 million, or 13% from the second quarter of 2023, driven by higher advertiser and campaign counts.

	Second Quarter of 2024	Second Quarter of 2023
Cost of sales	\$ (2,938)	(3,176)
As a percent to net sales	59.5 %	61.9 %
Gross margin	\$ 1,999	\$ 1,954
As a percent to net sales	40.5 %	38.1 %

Gross margin rate and merchandise margin rate increased 240 basis points and 210 basis points, respectively, in the second quarter of 2024 compared to the second quarter of 2023. The increase in both gross margin and merchandise margin rates primarily reflected lower year-over-year discounting and favorable shortage due to the Company's asset protection work, and partially offset by the Company's change in inventory valuation method. Delivery expense as a percent of net sales improved 30 basis points from the second quarter of 2023 driven by lower shipped sales volumes and improved delivery expense due to cost savings and process reengineering initiatives.

	Second Quarter of 2024	Second Quarter of 2023
SG&A expenses	\$ (1,973)	\$ (1,980)
As a percent to total revenue	38.7 %	37.5 %

SG&A expenses decreased \$7 million, or 0.4%, in the second quarter of 2024 compared to the second quarter of 2023 due to the Company's appropriate cost controls while it protected customer-facing investments, particularly in First 50 locations. The increase in SG&A expenses as a percent to total revenue in the second quarter of 2024 was due to a decline in total revenue, mainly net sales, compared to the second quarter of 2023.

	Second Quarter of 2024	Second Quarter of 2023
Gains on sale of real estate	\$ 36	\$ 4

Asset sale gains in the second quarter of 2024 mainly related to the sale of one Macy's store.

	Second Quarter of 2024	Second Quarter of 2023
Settlement charges	\$ —	\$ (122)

Settlement accounting was not required in the second quarter of 2024. During the second quarter of 2023, the Company recognized a non-cash settlement charge of \$122 million associated with the transfer of fully funded pension obligations for certain retirees and beneficiaries through the purchase of a group annuity contract with an insurance company.

	Second Quarter of 2024	Second Quarter of 2023
Net interest expense	\$ (31)	\$ (36)

The decrease in net interest expense in the second quarter of 2024 compared to the second quarter of 2023 was primarily driven by an increase in interest income on investments.

MACY'S, INC.

	Second Quarter of 2024	Second Quarter of 2023
Effective tax rate	23.1 %	26.7 %
Federal income statutory rate	21 %	21 %

The income tax expense of \$45 million, or 23.1% of pretax income, for the second quarter of 2024 and the income tax benefit of \$8 million, or 26.7% of pretax loss, for second quarter of 2023, reflect a different effective tax rate as compared to the Company's federal income tax statutory rate of 21%. The income tax effective rates for the second quarter of 2024 and the second quarter of 2023 were impacted primarily by the effect of state and local taxes.

Comparison of the 26 Weeks Ended August 3, 2024 and July 29, 2023

	26 Weeks Ended August 3, 2024			26 Weeks Ended July 29, 2023		
	Amount	% to Net Sales	% to Total Revenue	Amount	% to Net Sales	% to Total Revenue
(dollars in millions, except per share figures)						
Net sales	\$ 9,783			\$ 10,112		
Other revenue	313	3.2 %		341	3.4 %	
Total revenue	10,096			10,453		
Cost of sales	(5,884)	(60.1)%		(6,164)	(61.0)%	
Selling, general and administrative expenses	(3,884)		(38.5)%	(3,930)		(37.6)%
Gains on sale of real estate	37		0.4 %	15		0.1 %
Impairment, restructuring and other costs	(19)		(0.2)%	(6)		(0.1)%
Operating income	\$ 346		3.4 %	\$ 368		3.5 %
Diluted earnings per share	\$ 0.75			\$ 0.48		
<u>Supplemental Financial Measures</u>						
Gross margin ²	\$ 3,899	39.9 %		\$ 3,948	39.0 %	
Decrease in comparable sales	(2.6)%			(8.1)%		
<u>Supplemental Non-GAAP Financial Measures</u>						
Decrease in comparable sales on an owned-plus-licensed-plus-marketplace basis	(1.8)%			(7.2)%		
Adjusted diluted earnings per share	\$ 0.80			\$ 0.82		
EBITDA	\$ 783			\$ 687		
Adjusted EBITDA	\$ 802			\$ 815		

² Gross margin is not directly comparable to the prior year given the change in inventory valuation method from LIFO RIM to LIFO cost on February 4, 2024. Gross margin is defined as net sales less cost of sales.

See pages 25 to 28 for reconciliations of the supplemental non-GAAP financial measures to their most comparable GAAP financial measure and for other important information.

	2024	2023
Net sales	\$ 9,783	\$ 10,112
Decrease in comparable sales	(2.6)%	(8.1)%
Decrease in comparable sales on an owned-plus-licensed-plus-marketplace basis	(1.8)%	(7.2)%

Net sales for 2024 decreased \$329 million, or 3.3%, compared to 2023. Net sales were impacted by ongoing macroeconomic conditions, including inflationary pressures and an increasingly complex news cycle. Macy's experienced strong performance in the First 50 locations, which benefited from various initiatives including, but not limited to, enhanced merchandising through elevated product rollouts across top markets and new brands and staffing.

MACY'S, INC.

	2024		2023	
	\$	% to Net Sales	\$	% to Net Sales
Credit card revenues, net	\$ 242	2.5 %	\$ 282	2.8 %
Macy's Media Network, net	71	0.7 %	59	0.6 %
Other revenue	<u>\$ 313</u>	<u>3.2 %</u>	<u>\$ 341</u>	<u>3.4 %</u>

The decrease in other revenues was driven by a \$40 million decrease in credit card revenues. This decrease was primarily driven by higher net credit losses as compared to 2023. Macy's Media Network grew \$12 million, or 20%, compared to 2023, due to increased vendor engagement and higher advertiser and campaign counts.

	2024	2023
Cost of sales	\$ (5,884)	\$ (6,164)
As a percent to net sales	60.1 %	61.0 %
Gross margin	\$ 3,899	\$ 3,948
As a percent to net sales	39.9 %	39.0 %

Gross margin rate and merchandise margin rate increased 90 basis points and 60 basis points, respectively, in 2024 compared to 2023. The increase in both gross margin and merchandise margin rates primarily reflected lower year-over-year discounting and favorable shortage due to the company's asset protection work. Delivery expense as a percent of net sales improved 30 basis points from the first half of 2023 driven by lower shipped sales volumes and improved delivery expense control due to cost savings and process reengineering initiatives.

	2024	2023
SG&A expenses	\$ (3,884)	\$ (3,930)
As a percent to total revenue	38.5 %	37.6 %

SG&A expenses decreased 1.2% in 2024 compared to 2023 due to the Company's appropriate cost controls while it protected customer-facing investments, particularly in First 50 locations. The increase in SG&A expenses as a percent to total revenue in 2024 was due to a decline in total revenue compared to 2023.

	2024	2023
Gains on sale of real estate	\$ 37	\$ 15

Asset sale gains in the first half of 2024 mainly related to the sale of one Macy's store while asset sale gains in the first half of 2023 mainly related to the sale of a distribution center.

	2024	2023
Settlement charges	\$ —	\$ (122)

Settlement accounting was not required in the first half of 2024. During the first half of 2023, the Company recognized a non-cash settlement charge of \$122 million associated with the transfer of fully funded pension obligations for certain retirees and beneficiaries through the purchase of a group annuity contract with an insurance company.

	2024	2023
Net interest expense	\$ (62)	\$ (73)

The decrease in net interest expense in 2024 compared to 2023 was primarily driven by an increase in interest income on investments.

	2024	2023
Effective tax rate	27.4 %	26.5 %
Federal income statutory rate	21 %	21 %

Income tax expense increased \$32 million in 2024 compared to 2023 due to higher income before income taxes. Additionally, the effective tax rates in 2024 and 2023 were 27.4% and 26.5%, respectively, and reflect a different effective tax rate as compared to the Company's Federal income tax statutory rate of 21% primarily due to the impact of state and local taxes and the vesting and cancellation of certain stock-based compensation awards.

Liquidity and Capital Resources

The Company's principal sources of liquidity are cash from operations, cash on hand and the ABL Credit Facility (as defined below). Material contractual obligations arising in the normal course of business primarily consist of long-term debt and related interest payments, lease obligations, merchandise purchase obligations, retirement plan benefits, and self-insurance reserves. The Company believes that, assuming no change in its current business plan, its available cash, together with expected future cash generated from operations, the amount available under the ABL Credit Facility, and credit available in the market, will be sufficient to satisfy its anticipated needs for working capital, capital expenditures, and cash dividends for at least the next twelve months and the foreseeable future thereafter.

Merchandise purchase obligations represent future merchandise payables for inventory purchased from various suppliers through contractual arrangements and are expected to be funded through cash from operations.

Capital Allocation

The Company's capital allocation goals include maintaining a healthy balance sheet and investment-grade credit metrics, followed by investing in growth initiatives and returning capital to shareholders through predictable dividends and share repurchases with excess cash.

The Company ended the second quarter of 2024 with a cash and cash equivalents balance of \$646 million, an increase of \$208 million from \$438 million at the end of the second quarter of 2023. The Company is party to an ABL Credit Facility with certain financial institutions providing for a \$3,000 million asset-based credit facility.

	2024	2023
Net cash provided by operating activities	\$ 137	\$ 271
Net cash used by investing activities	(373)	(531)
Net cash used by financing activities	(152)	(164)

Operating Activities

The decrease in net cash provided by operating activities was primarily driven by a lower cash inflow from the change in merchandise inventory in the first half of 2024 compared to the first half of 2023 mainly due to sales results and the Company's decision to invest into areas of strength for the second half of 2024.

Investing Activities

The Company's capital expenditures were \$432 million in the first half of 2024 compared to \$564 million in the first half of 2023. Capital expenditures in the current year are primarily focused on digital and technology investments as well as omni-channel capabilities.

Financing Activities

Dividends

The Company paid dividends totaling \$96 million and \$90 million in the first half of 2024 and 2023, respectively.

On August 23, 2024, the Company announced that its Board of Directors declared a regular quarterly dividend of 17.37 cents per share on its common stock, which will be paid on October 1, 2024, to Macy's shareholders of record at the close of business on September 13, 2024. Subsequent dividends will be subject to approval of the Board of Directors, which will depend on market and other conditions.

MACY'S, INC.

Stock Repurchases

On February 22, 2022, the Board of Directors authorized a new \$2,000 million share repurchase program, which does not have an expiration date. During the first quarter of 2023, the Company repurchased approximately 1.4 million shares of its common stock at an average cost of \$17.57 per share on the open market under its share repurchase program. The Company did not repurchase any shares of its common stock during the first half of 2024. As of August 3, 2024, \$1,375 million remained available under the authorization. Repurchases may be made from time to time in the open market or through privately negotiated transactions in accordance with applicable securities laws, including Rule 10b-18 under the Securities Exchange Act of 1934, on terms determined by the Company. During the first half of 2023, the Company also withheld approximately \$12 million of shares for tax purposes associated with the issuance of certain stock awards.

Debt Transactions

As of August 3, 2024 and July 29, 2023, the Company had \$144 million and \$138 million of standby letters of credit outstanding under its ABL Credit Facility, respectively, which reduced the available borrowing capacity to \$2,856 million and \$2,862 million, respectively. The Company had no outstanding borrowings under the ABL Credit Facility as of both August 3, 2024 and July 29, 2023.

Contractual Obligations

As of August 3, 2024, other than the financing transactions discussed in Note 4 to the accompanying Consolidated Financial Statements, there were no material changes to the Company's contractual obligations and commitments outside the ordinary course of business since February 3, 2024, as reported in the Company's 2023 Form 10-K.

Guarantor Summarized Financial Information

The Company had \$3,007 million aggregate principal amount of senior unsecured notes and senior unsecured debentures (collectively the "Unsecured Notes") outstanding as of both August 3, 2024 and February 3, 2024 with maturities ranging from 2025 to 2043. The Unsecured Notes constitute debt obligations of Macy's Retail Holdings, LLC ("MRH" or "Subsidiary Issuer"), a 100%-owned subsidiary of Macy's, Inc. ("Parent" and together with the "Subsidiary Issuer," the "Obligor Group"), and are fully and unconditionally guaranteed on a senior unsecured basis by Parent. The Unsecured Notes rank equally in right of payment with all of the Company's existing and future senior unsecured obligations, senior to any of the Company's future subordinated indebtedness, and are structurally subordinated to all existing and future obligations of each of the Company's subsidiaries that do not guarantee the Unsecured Notes. Holders of the Company's secured indebtedness, including any borrowings under the ABL Credit Facility, will have a priority claim on the assets that secure such secured indebtedness; therefore, the Unsecured Notes and the related guarantees are effectively subordinated to all of the Subsidiary Issuer's and Parent and their subsidiaries' existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness.

The following tables include combined financial information of the Obligor Group. Investments in subsidiaries of \$9,616 million and \$9,423 million as of August 3, 2024 and February 3, 2024, respectively, have been excluded from the Summarized Balance Sheets. Equity in earnings of non-Guarantor subsidiaries of \$439 million and \$794 million for the 13 and 26 weeks ended August 3, 2024, respectively, have been excluded from the Summarized Statement of Operations. The combined financial information of the Obligor Group is presented on a combined basis with intercompany balances and transactions within the Obligor Group eliminated.

Summarized Balance Sheets

	August 3, 2024	February 3, 2024
	(in millions)	
ASSETS		
Current Assets	\$ 955	\$ 1,028
Noncurrent Assets	6,127	6,145
LIABILITIES		
Current Liabilities	\$ 2,190	\$ 1,800
Noncurrent Liabilities (a)	10,199	10,654

(a) Includes net amounts due to non-Guarantor subsidiaries of \$3,992 million and \$6,784 million as of August 3, 2024 and February 3, 2024, respectively.

Summarized Statement of Operations

	13 Weeks Ended August 3, 2024	26 Weeks Ended August 3, 2024
	(in millions)	
Net sales	\$ 221	\$ 415
Consignment commission income (a)	794	1,550
Other revenue	35	70
Cost of sales	(101)	(198)
Operating loss	(328)	(655)
Loss before income taxes (b)	(234)	(526)
Net loss	(135)	(333)

(a) Income pertains to transactions with ABL Borrower, a non-Guarantor subsidiary.

(b) Includes \$154 million and \$249 million of dividend income from non-Guarantor subsidiaries for the 13 and 26 weeks ended August 3, 2024, respectively.

Important Information Regarding Non-GAAP Financial Measures

The Company reports its financial results in accordance with U.S. generally accepted accounting principles (GAAP). However, management believes that certain non-GAAP financial measures provide users of the Company's financial information with additional useful information in evaluating operating performance. Management believes that providing supplemental changes in comparable sales on an owned-plus-licensed basis and an owned-plus-licensed-plus-marketplace basis, which includes the impact of growth in comparable sales of departments licensed to third parties and marketplace sales, as applicable, assists in evaluating the Company's ability to generate sales growth, whether through owned businesses, departments licensed to third parties or marketplace sales, on a comparable basis, and in evaluating the impact of changes in the manner in which certain departments are operated. Earnings before interest, taxes, depreciation and amortization (EBITDA) is a non-GAAP financial measure which the Company believes provides meaningful information about its operational efficiency by excluding the impact of changes in tax law and structure, debt levels and capital investment. In addition, management believes that excluding certain items that are not associated with the Company's core operations and that may vary substantially in frequency and magnitude from period-to-period from net income (loss), diluted earnings (loss) per share and EBITDA provide useful supplemental measures that assist in evaluating the Company's ability to generate earnings and leverage sales, respectively, and to more readily compare these metrics between past and future periods. Management also believes that EBITDA and Adjusted EBITDA are frequently used by investors and securities analysts in their evaluations of companies, and that such supplemental measures facilitate comparisons between companies that have different capital and financing structures and/or tax rates. The Company uses certain non-GAAP financial measures as performance measures for components of executive compensation.

Non-GAAP financial measures should be viewed as supplementing, and not as an alternative or substitute for, the Company's financial results prepared in accordance with GAAP. Certain of the items that may be excluded or included in non-GAAP financial measures may be significant items that could impact the Company's financial position, results of operations or cash flows and should therefore be considered in assessing the Company's actual and future financial condition and performance. Additionally, the amounts received by the Company on account of sales of departments licensed to third parties and marketplace sales are limited to commissions received on such sales. The methods used by the Company to calculate its non-GAAP financial measures may differ significantly from methods used by other companies to compute similar measures. As a result, any non-GAAP financial measures presented herein may not be comparable to similar measures provided by other companies.

MACY'S, INC.

Changes in Comparable Sales

The following is a tabular reconciliation of the non-GAAP financial measure of changes in comparable sales on an owned-plus-licensed-plus-marketplace basis, to GAAP comparable sales (i.e., on an owned basis), which the Company believes to be the most directly comparable GAAP financial measure.

	13 Weeks Ended August 3, 2024 vs. 13 Weeks Ended July 29, 2023	
	Macy's, Inc.	Macy's
Decrease in comparable sales on an owned basis (Note 1)	(4.0 %)	(4.5 %)
Impact of departments licensed to third parties and marketplace sales (Note 2)	0.7 %	0.9 %
Decrease in comparable sales on an owned-plus-licensed-plus-marketplace basis	(3.3 %)	(3.6 %)

	13 Weeks Ended August 3, 2024 vs. 13 Weeks Ended July 29, 2023			
	Macy's, Inc. go-forward business	Macy's go-forward business	Bloomingdale's (a)	Bluemercury
Increase (decrease) in comparable sales on an owned basis (Note 1)	(3.8) %	(4.3) %	(1.1 %)	2.0 %
Impact of departments licensed to third parties and marketplace sales (Note 2)	0.8 %	1.0 %	(0.3 %)	— %
Increase (decrease) in comparable sales on an owned-plus-licensed-plus-marketplace basis	(3.0 %)	(3.3 %)	(1.4 %)	2.0 %

(a) Bloomingdale's excludes one non-go-forward location.

	13 Weeks Ended August 3, 2024 vs. 13 Weeks Ended July 29, 2023			
	Macy's First 50 locations	Macy's Non-First 50 go-forward locations	Macy's go-forward locations	Macy's non-go-forward locations
Increase (decrease) in comparable sales on an owned basis (Note 1)	0.8 %	(3.8 %)	(2.4 %)	(6.5 %)
Impact of departments licensed to third parties (Note 2)	0.2 %	0.1 %	0.1 %	— %
Increase (decrease) in comparable sales on an owned-plus-licensed basis	1.0 %	(3.7 %)	(2.3 %)	(6.5 %)

	26 Weeks Ended August 3, 2024 vs. 26 Weeks Ended July 29, 2023	
	Macy's, Inc.	
Decrease in comparable sales on an owned basis (Note 1)	(2.6 %)	
Impact of departments licensed to third parties and marketplace sales (Note 2)	0.8 %	
Decrease in comparable sales on an owned-plus-licensed-plus-marketplace basis	(1.8 %)	

MACY'S, INC.

	13 Weeks Ended July 29, 2023 vs. 13 Weeks Ended July 30, 2022	26 Weeks Ended July 29, 2023 vs. 26 Weeks Ended July 30, 2022
	Macy's, Inc.	
Decrease in comparable sales on an owned basis (Note 1)	(8.2 %)	(8.1 %)
Impact of departments licensed to third parties and marketplace sales (Note 2)	0.9 %	0.9 %
Decrease in comparable sales on an owned-plus-licensed-plus-marketplace basis	(7.3 %)	(7.2 %)

Notes:

- (1) Represents the period-to-period percentage change in net sales from stores in operation for one full fiscal year for the 13 and 26 weeks ended August 3, 2024 and July 29, 2023. Such calculation includes all digital sales and excludes commissions from departments licensed to third parties and marketplace. Stores impacted by a natural disaster or undergoing significant expansion or shrinkage remain in the comparable sales calculation unless the store, or material portion of the store, is closed for a significant period of time. Definitions and calculations of comparable sales may differ among companies in the retail industry.
- (2) Represents the impact of including the sales of departments licensed to third parties occurring in stores in operation throughout the year presented and the immediately preceding year and all online sales, including marketplace sales, in the calculation of comparable sales. Macy's and Bloomingdale's license third parties to operate certain departments in their stores and online, including Macy's and Bloomingdale's digital Marketplace, and receive commissions from these third parties based on a percentage of their net sales, while Bluemercury does not participate in licensed or marketplace businesses. In its financial statements prepared in conformity with GAAP, the Company includes these commissions (rather than sales of the departments licensed to third parties and marketplace) in its net sales. The Company does not, however, include any amounts in respect of licensed department or marketplace sales (or any commissions earned on such sales) in its comparable sales in accordance with GAAP (i.e., on an owned basis). The amounts of commissions earned on sales of departments licensed to third parties and from the digital marketplace are not material to its net sales for the periods presented.

EBITDA and Adjusted EBITDA

The following is a tabular reconciliation of the non-GAAP financial measure EBITDA and Adjusted EBITDA to GAAP net income (loss), which the Company believes to be the most directly comparable GAAP measure.

	13 Weeks Ended August 3, 2024	13 Weeks Ended July 29, 2023	26 Weeks Ended August 3, 2024	26 Weeks Ended July 29, 2023
	(millions)			
Net income (loss)	\$ 150	\$ (22)	\$ 212	\$ 133
Interest expense - net	31	36	62	73
Federal, state and local income tax expense (benefit)	45	(8)	80	48
Depreciation and amortization	213	215	429	433
EBITDA	\$ 439	\$ 221	\$ 783	\$ 687
Impairment, restructuring and other costs (benefits)	(1)	4	19	6
Settlement charges	—	122	—	122
Adjusted EBITDA	\$ 438	\$ 347	\$ 802	\$ 815

MACY'S, INC.

Adjusted Net Income and Adjusted Diluted Earnings Per Share

The following is a tabular reconciliation of the non-GAAP financial measures adjusted net income to GAAP net income (loss) and adjusted diluted earnings per share to GAAP diluted earnings (loss) per share, which the Company believes to be the most directly comparable GAAP measures.

	13 Weeks Ended August 3, 2024		13 Weeks Ended July 29, 2023	
	Net Income	Diluted Earnings Per Share	Net Income (Loss)	Diluted Earnings (Loss) Per Share
	(millions, except per share figures)			
As reported	\$ 150	\$ 0.53	\$ (22)	\$ (0.08)
Impairment, restructuring and other costs (benefits)	(1)	—	4	0.01
Settlement charges	—	—	122	0.44
Income tax impact of certain items noted above	—	—	(33)	(0.11)
As adjusted to exclude certain items above	<u>\$ 149</u>	<u>\$ 0.53</u>	<u>\$ 71</u>	<u>\$ 0.26</u>

	26 Weeks Ended August 3, 2024		26 Weeks Ended July 29, 2023	
	Net Income	Diluted Earnings Per Share	Net Income	Diluted Earnings Per Share
	(millions, except per share figures)			
As reported	\$ 212	\$ 0.75	\$ 133	\$ 0.48
Impairment, restructuring and other costs	19	0.07	6	0.01
Settlement charges	—	—	122	0.44
Income tax impact of certain items noted above	(5)	(0.02)	(33)	(0.11)
As adjusted to exclude certain items above	<u>\$ 226</u>	<u>\$ 0.80</u>	<u>\$ 228</u>	<u>\$ 0.82</u>

Critical Accounting Estimates

Commencing in fiscal 2024, the Company no longer considers merchandise inventories be a critical accounting estimate due to the change in inventory valuation method from LIFO RIM to LIFO cost. Certain operational management judgments and estimates, such as the amount and timing of permanent markdowns to clear unproductive or slow-moving inventory, do not impact inventory valuation under LIFO cost to the same extent as they previously did under LIFO RIM.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to the Company's market risk as described in the Company's 2023 10-K. For a discussion of the Company's exposure to market risk, refer to the Company's market risk disclosures set forth in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" of the 2023 10-K.

Item 4. Controls and Procedures.

The Company's Chief Executive Officer and Chief Financial Officer have carried out, as of August 3, 2024, with the participation of the Company's management, an evaluation of the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"). Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of August 3, 2024, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports the Company files under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission (the "SEC") rules and forms, and that information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

MACY'S, INC.

From time to time adoption of new accounting pronouncements, major organizational restructuring and realignment occurs for which the Company reviews its internal control over financial reporting. As a result of this review, there were no changes in the Company's internal control over financial reporting that occurred during the Company's most recently completed fiscal quarter that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION**Item 1. Legal Proceedings.**

The Company and its subsidiaries are involved in various proceedings that are incidental to the normal course of their businesses. As of the date of this report, the Company does not expect that any of such proceedings will have a material adverse effect on the Company's financial position or results of operations.

Notice of dismissal in accordance with Rule 23(e) of the Delaware rules of civil procedure

On April 8, 2024, plaintiff City of Pontiac Reestablished General Employees' Retirement System ("City of Pontiac") filed a putative class action captioned City of Pontiac Reestablished General Employees' Retirement System v. Arel, et al., C.A. No. 2024-0368-LWW (the "Action") against the Company and its directors in the Delaware Court of Chancery alleging, among other things, that the board of directors of the Company was breaching its fiduciary duties, and coercing Company stockholders, by failing to approve nine directors to the Company's Board (the "Arkhouse Nominees").

On April 10, 2024, the Company announced the appointment of two Arkhouse Nominees to the Company's Board with the approval of the Company's incumbent directors. In connection with the appointments, Arkhouse withdrew its other director nominations and entered into a cooperation agreement with the Company. City of Pontiac then dismissed the Action with prejudice as to City of Pontiac only, and without prejudice as to any actual or potential claims of any other members of the putative class, while reserving the right to assert a claim for attorneys' fees and expenses. The Company subsequently agreed to pay \$100,000 in attorneys' fees and expenses in full satisfaction of any and all claims by City of Pontiac and its counsel for fees and expenses in the Action.

On July 3, 2024, the Court entered an order approving the form of notice concerning attorneys' fees payable in connection with the Action, and closing the Action, subject to the Company filing an affidavit with the Court confirming that such notice has been issued. In entering the order, the Court was not asked to review, and did not pass judgment on, the payment of the attorneys' fees and expenses or their reasonableness.

Item 1A. Risk Factors.

There have been no material changes to the Risk Factors described in Part I, Item 1A."Risk Factors" in the Company's 2023 Form 10-K.

Item 5. Other Information.**Forward-Looking Statements**

This report and other reports, statements and information previously or subsequently filed by the Company with the Securities and Exchange Commission contain or may contain forward-looking statements. Such statements are based upon the beliefs and assumptions of, and on information available to, the management of the Company at the time such statements are made. The following are or may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995: (i) statements preceded by, followed by or that include the words "may," "will," "could," "should," "believe," "expect," "future," "potential," "anticipate," "intend," "plan," "think," "estimate" or "continue" or the negative or other variations thereof and (ii) statements regarding matters that are not historical facts. Such forward-looking statements are subject to various risks and uncertainties, including risks and uncertainties relating to:

- the possible invalidity of the underlying beliefs and assumptions;
- the Company's ability to successfully implement A Bold New Chapter strategy, including the ability to realize the anticipated benefits within the expected time frame or at all;
- the success of the Company's operational decisions, including product sourcing, merchandise mix and pricing, and marketing and strategic initiatives, such as growing its digital channels, expanding the Company's off-mall store presence and modernizing its technology and supply chain infrastructures;
- general consumer shopping behaviors and spending levels, including the shift of consumer spending to digital channels, the impact of changes in general economic conditions, consumer disposable income levels, consumer confidence levels, the availability, cost and level of consumer debt, and the costs of basic necessities and other goods;
- competitive pressures from department stores, specialty stores, general merchandise stores, manufacturers' outlets and websites, off-price and discount stores, and all other retail channels, including digitally-native retailers, social media and catalogs;
- the Company's ability to remain competitive and relevant as consumers' shopping behaviors continue to migrate to digital shopping channels and other shopping channels;
- the Company's ability to maintain its brand image and reputation;

MACY'S, INC.

- possible systems failures and/or security breaches or other types of cybercrimes or cybersecurity attacks, including any security breach that results in disruption to operations, or the operations of third-party product or service providers; the theft, transfer or unauthorized disclosure of customer, employee or company information; or the failure to comply with various laws applicable to the Company in the event of such a breach;
- the cost of colleagues, inclusive of inflation and cost of benefits as well as attracting and retaining quality colleagues;
- transactions and strategy involving the Company's real estate portfolio;
- the seasonal nature of the Company's business;
- declines in the Company's credit card revenues;
- the effects of weather and natural disasters, including the impact of climate change and health pandemics, on the Company's business, including the ability to open stores, customer demand and its supply chain, as well as our consolidated results of operations, financial position and cash flows;
- conditions to, or changes in the timing of, proposed transactions and changes in expected synergies, cost savings and non-recurring charges;
- the potential for the incurrence of charges in connection with the impairment of tangible and intangible assets, including goodwill;
- possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions, including supply chain disruptions, inventory shortage, labor shortages, wage pressures and rising inflation, and their related impact on costs;
- possible actions taken or omitted to be taken by third parties, including customers, suppliers, business partners, competitors, banks and other financial institutions, and legislative, regulatory, judicial and other governmental authorities and officials;
- changes in relationships with vendors and other product and service providers;
- our level of indebtedness;
- currency, interest and exchange rates and other capital market, economic and geo-political conditions;
- unstable political conditions, civil unrest, terrorist activities and armed conflicts, including the ongoing conflict between Russia and Ukraine and the Israel-Hamas war;
- the possible inability of the Company's manufacturers or transporters to deliver products in a timely manner or meet the Company's quality standards;
- the Company's reliance on foreign sources of production, including risks related to the disruption of imports by labor disputes, regional and global health pandemics, and regional political and economic conditions;
- duties, taxes, other charges and quotas on imports;
- labor shortages;
- the Company's ability to declare and pay future dividends and continue its share repurchases; and
- the Company's ability to execute on its strategies or achieve expectations related to environmental, social, and governance matters.

In addition to any risks and uncertainties specifically identified in the text surrounding such forward-looking statements, the statements in the immediately preceding sentence and the statements under captions such as "Risk Factors" in reports, statements and information filed by the Company with the SEC from time to time constitute cautionary statements identifying important factors that could cause actual amounts, results, events and circumstances to differ materially from those expressed in or implied by such forward-looking statements.

Trading Arrangements

None of the Company's directors or "officers" (as defined in Rule 16a-1(f) promulgated under the Exchange Act) adopted, modified, or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K, during the Company's fiscal quarter ended August 3, 2024.

Item 6. Exhibits.

- 10.1 [Macy's, Inc. 2024 Equity and Incentive Compensation Plan \(incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 \(Registration No. 333-279923\) filed June 3, 2024\)](#)
- 22 [List of Subsidiary Guarantors \(incorporated by reference to Exhibit 22 to the Company's Annual Report on Form 10-K \(File No. 1-13536\) for the fiscal year ended January 28, 2023\)](#)
- 31.1 [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\)](#)
- 31.2 [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\)](#)
- 32.1 [Certification by Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act](#)
- 32.2 [Certification by Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act](#)
- 101 The following financial statements from Macy's, Inc.'s Quarterly Report on Form 10-Q for the quarter ended August 3, 2024, filed on September 4, 2024, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Consolidated Statements of Operations, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Changes in Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements.
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MACY'S, INC.

By:	<u>/s/ TRACY M. PRESTON</u>
	Tracy M. Preston
	Chief Legal Officer and Corporate Secretary
By:	<u>/s/ PAUL GRISCOM</u>
	Paul Griscom
	Senior Vice President and Controller

Date: September 4, 2024

CERTIFICATION

I, Tony Spring, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Macy's, 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(s) 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(s) 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.

September 4, 2024

/s/ Tony Spring

Tony Spring

Chief Executive Officer

CERTIFICATION

I, Adrian Mitchell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Macy's, 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(s) 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(s) 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.

September 4, 2024

/s/ Adrian Mitchell

Adrian Mitchell

Executive Vice President, Chief Operating Officer and Chief Financial Officer

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of Macy's, Inc. (the "Company") for the fiscal quarter ended August 3, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies that, to his knowledge:

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 as of the dates and for the periods expressed in the Report.

September 4, 2024

/s/ Tony Spring

Name: Tony Spring

Title: Chief Executive Officer

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of Macy's, Inc. (the "Company") for the fiscal quarter ended August 3, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies that, to his knowledge:

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 as of the dates and for the periods expressed in the Report.

September 4, 2024

/s/ Adrian Mitchell

Name: Adrian Mitchell

Title: Executive Vice President, Chief Operating Officer and Chief Financial Officer