

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 24, 2026

BARNES & NOBLE EDUCATION, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of Incorporation)

1-37499
(Commission File Number)

46-0599018
(IRS Employer Identification No.)

**180 Park Avenue, Suite 301,
Florham Park, NJ**
(Address of principal executive offices)

07932
(Zip Code)

(908) 991-2665
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class
Common Stock, \$0.01 par value per share

Trading symbol(s)
BNED

Name of each exchange on which registered
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
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.

Item 2.02 Results of Operations and Financial Condition.

On June 24, 2026, Barnes & Noble Education, Inc. (the "Company") issued a press release announcing its preliminary, unaudited financial results for the fiscal year ended May 2, 2026 (the "Press Release"). A copy of the Press Release is attached hereto as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

As previously announced, the Company will host a virtual Investor Day on Thursday, June 25, 2026, broadcast live from the New York Stock Exchange. The live webcast will begin at 10:00 a.m. Eastern Time and is expected to conclude at 12:00 p.m. Eastern Time. During the event, the Company's leadership team will present an overview of the Company's strategy, key growth drivers, and financial outlook, including the Company's focus on improving affordability and outcomes for students, expanding its *First Day*® programs, and enhancing its omnichannel campus retail model to better serve institutional partners and customers. Investors may register to participate in the webcast at <https://bnedinvestor.netlify.app/>. A copy of the presentation materials that will be used at the Investor Day is attached hereto as Exhibit 99.2.

The information set forth under Items 2.02 and 7.01 of this Current Report on Form 8-K (this "Form 8-K"), including the Exhibits under Item 9.01 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.*Declaration of Dividend*

On March 10, 2026, the Company announced that, beginning in the first quarter of fiscal 2027, the Company intends to declare a regular quarterly dividend of \$0.08 per share. On June 24, 2026, the Board of Directors of the Company (the "Board") approved its first quarterly dividend in the amount of \$0.08 per share, payable, subject to any prior revocation, on July 30, 2026 to stockholders of record on July 16, 2026. The declaration of any future dividends will be subject to further review and approval by the Board in accordance with applicable law. The Board reserves the right to adjust or withdraw any quarterly dividend in future periods as it reviews our capital allocation strategy from time-to-time and ensures compliance with any applicable restrictions, including those set forth in its credit agreement with its lenders.

2026 Annual Meeting of Stockholders

The Board has established Thursday, September 24, 2026, as the date of the Company's 2026 annual meeting of stockholders (the "2026 Annual Meeting"), to be held at 10:00 a.m., Eastern Time. As the date of the 2026 Annual Meeting has advanced by more than 30 days from the anniversary date of the Company's 2025 annual meeting of stockholders, held on March 10, 2026 (the "2025 Annual Meeting"), in accordance with Rule 14a-5(f) under the Exchange Act, the Company is informing its stockholders of such change. The Board has fixed the close of business on Thursday, July 30, 2026 as the record date for determining the stockholders entitled to notice of, and to vote at, the 2026 Annual Meeting and any adjournment or postponement thereof. The time, location and format of the 2026 Annual Meeting will be as set forth in the Company's proxy statement for the 2026 Annual Meeting (the "Proxy Statement").

The deadlines for submitting stockholder proposals under Rule 14a-8 under the Exchange Act ("Rule 14a-8"), as well as the deadlines for submitting director nominations or other proposals outside of Rule 14a-8, pursuant to Rule 14a-19 of the Exchange Act and the Company's Amended and Restated Bylaws (as amended, the "Bylaws"), as set forth in the Company's proxy statement for the 2025 Annual Meeting, filed with the Securities and Exchange Commission (the "SEC") on February 3, 2026, no longer apply.

To be included in the proxy materials for the 2026 Annual Meeting, stockholder proposals submitted in compliance with Rule 14a-8 must be received in writing at the following address, Barnes & Noble Education, Inc., Attention: Corporate Secretary, 180 Park Avenue, Suite 301, Florham Park, New Jersey 07932, no later than July 4, 2026, which the Company has determined to be a reasonable time before it expects to begin printing and distributing its proxy materials for the 2026 Annual Meeting.

In accordance with the Bylaws, if an eligible stockholder wishes to make a nomination for director, or wishes to introduce any business at the 2026 Annual Meeting, such stockholder must give the Company advance notice in accordance with the Company's Bylaws. To be timely, the Company must receive such notice for its 2026 Annual Meeting at the address set forth above no later than July 4, 2026.

In addition, to comply with the universal proxy rules, stockholders who have properly and timely submitted a nomination for a director or directors and intend to solicit proxies in support of director nominees other than the Company's nominees for the 2026 Annual Meeting must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act, which notice must be postmarked or transmitted electronically to us at our principal executive offices no later than July 27, 2026.

All proposals, nominations, and/or notices must be delivered to the Company in compliance with all applicable SEC rules and regulations and the Bylaws.

Cautionary Note Regarding Forward-Looking Statements:

This Form 8-K contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and information relating to us and our business that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this communication, the words "anticipate," "believe," "estimate," "expect," "intend," "plan," "may," "should," "will," "forecasts," "projections," "continue to," "committed to," and similar expressions, as they relate to us or our management, identify forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements, and such statements include but are not limited to those related to the expected financial results that we expect to report upon completion of our audit procedures, the implementation of our dividend program, our capital structure, positioning, strategic and operational objectives, broader market trends, anticipated growth in our *BNC First Day*® program, expected trends in financial results, including those related to seasonality, as well as forward-looking continued top line growth, anticipated gross profit dollar increases, continued expense discipline, Adjusted EBITDA, interest costs, capital expenditures and long-term projected growth in Adjusted EBITDA. We caution you not to place undue reliance on these forward-looking statements. Such statements reflect our current views with respect to future events, the outcome of which is subject to certain risks, including, but not limited to: the impact of the completion of our financial close process and related audits by our independent registered public accounting firm; the amount of our indebtedness and ability to comply with covenants contained in our credit agreement; our ability to maintain adequate liquidity levels to support ongoing inventory purchases and related vendor payments in a timely manner; slower than anticipated pace of adoption of our *BNC First Day*® equitable and inclusive access course material models; our dependency on strategic service provider relationships and the potential for adverse operational and financial changes to these strategic service provider relationships; non-renewal of our managed bookstore, physical and/or online store contracts; general competitive conditions; a decline in college enrollment or decreased funding available for students; technological changes, including the adoption of artificial intelligence technologies for educational content; disruptions to our information technology systems, infrastructure, data, supplier systems, and customer ordering and payment systems due to computer malware, viruses, hacking and phishing attacks; disruption of or interference with third party service providers and our own proprietary technology; and changes in applicable domestic and international laws, rules or regulations or changes in enforcement practices, including, without limitation, U.S. tax reform, changes in tax rates, tariffs, import and export control laws and regulations, changes to consumer data privacy rights legislation, as well as related guidance. Moreover, we operate in a very competitive and rapidly changing environment and new risks may emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In addition, the declaration of any future dividends will be subject to further review and approval by the Board in accordance with applicable law. The Board reserves the right to adjust or withdraw any quarterly dividend in future periods as it reviews our capital allocation strategy from time-to-time and ensures compliance with any applicable restrictions, including those set forth in our credit agreement with our lenders.

For a more detailed discussion of these factors, and other factors that could cause actual results to vary materially, interested parties should review the risk factors listed in the Company's Annual Report on Form 10-K for the year ended May 3, 2025, filed with the SEC on December 23, 2025 and the Company's Annual Report on Form 10-K for the year ended May 2, 2026, when filed. Any forward-looking statements made by us in this Form 8-K speak only as of the date of this Form 8-K, and we do not intend to update these forward-looking statements after the date of this Form 8-K, except as required by law.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release of Barnes & Noble Education, Inc., dated June 24, 2026
99.2	Investor Presentation, dated June 25, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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.

Date: June 24, 2026

BARNES & NOBLE EDUCATION, INC.

By: /s/ Christopher Neumann

Name: Christopher Neumann

Title: *General Counsel & Corporate Secretary*



Barnes & Noble Education Announces Preliminary Full-Year Fiscal 2026 Unaudited Financial Results

*Fiscal 2026 Net Income Expected Between \$15 Million and \$18 Million
Adjusted EBITDA Expected between \$75 Million and \$77 Million, an increase of 26% to 30%
First Day Program Revenues Estimated to Increase 27% to 28%
Board of Directors Declares Quarterly Dividend of \$0.08 per Common Share*

Florham Park, NJ, June 24, 2026 - Barnes & Noble Education, Inc. (NYSE: BNED), ("Barnes & Noble Education," "BNED," "the Company," "we," "us," "our"), a leading solutions provider for the education industry, is providing preliminary, unaudited financial results for the fiscal year ended May 2, 2026. BNED's fiscal year is comprised of 52 or 53 weeks, ending on the Saturday closest to the last day of April. Fiscal 2026 includes 52 weeks vs. 53 weeks for fiscal 2025.

"Our preliminary fiscal 2026 results reflect strong execution across the business and the continued success of our *BNC First Day*® offerings," said Jonathan Shar, Chief Executive Officer. "We expect to deliver significant year-over-year growth in Adjusted EBITDA and post solid net income profitability. Our balance sheet is also expected to show continued improvement through further meaningful debt reduction. These results are driven by continued growth in First Day, improved comparable store performance, disciplined expense management, and strong sales contributions from new store partnerships secured through recent business wins."

FY2026 Preliminary Financial Results (unaudited)

Full-year preliminary revenue in fiscal 2026 is expected to be in the range of \$1.710 to \$1.720 billion, an increase of \$100.0 to \$110.0 million, or 6.2% to 6.8%, over the prior year.

Revenues from *BNC First Day*® programs are expected to increase by \$160.3 to \$166.3 million, or 27.0% to 28.0%, year-over-year, as *First Day*® Complete continues to see strong growth in institutional adoption.

Full-year fiscal 2026 net income is expected to be in the range of \$15.0 to \$18.0 million, compared to a net loss of \$(65.8) million in the prior year. The improvement reflects strong operating performance and growth in *BNC First Day*® programs, as well as the absence of the \$55.2 million loss on the extinguishment of debt recorded in fiscal 2025.

Adjusted EBITDA for fiscal 2026 is expected to be in the range of \$75.0 to \$77.0 million, compared to \$59.4 million for fiscal 2025, representing an increase of approximately 26% to 30%.

Total debt at year-end is expected to be \$71.0 million compared to \$103.1 million on May 3, 2025. After subtracting \$8.4 million of cash on hand, total net debt is expected to be \$62.6 million, representing a \$31.4 million, or approximately 33% year-over-year decrease.

The tables below reflect the reconciliation of Adjusted EBITDA to the most comparable GAAP financial metric, Net income (loss):

<i>(\$ in thousands)</i>	52 weeks ended May 2, 2026 (unaudited)	53 weeks ended May 3, 2025 (unaudited)
Net income (loss)	\$15,000 - \$18,000	\$ (65,825)
Add:		
Depreciation and amortization expense	32,000 - 33,500	37,939
Impairment expense	11,000 - 13,000	1,713
Interest expense, net	15,500 - 16,000	22,260
Income tax expense	3,500 - 4,500	4,256
Loss on extinguishment of debt	—	55,233
Other income	(7,500) - (14,500)	(1,572)
Stock-based compensation expense (non-cash)	5,500 - 6,500	5,386
Adjusted EBITDA	<u>\$75,000 - \$77,000</u>	<u>\$ 59,390</u>
Cash interest	<u>\$12,500 - \$13,000</u>	

Outlook

Looking ahead to fiscal 2027, Barnes & Noble Education expects continued growth in revenues and is focused on driving operating leverage with disciplined expense management. The Company is targeting Adjusted EBITDA in the range of \$85 to \$92 million and further significant improvements in net income profitability. The Company also sees opportunities to drive better capital efficiency, which should contribute to additional reductions in debt and interest expense. The Company anticipates approximately \$20 million in capital expenditures and should be a normal cash taxpayer.

Investor Day

The Company will host its Investor Day on June 25, 2026. The live webcast will begin at 10:00 a.m. Eastern Time and is expected to conclude at approximately 12:00 p.m. Eastern Time. Investors may register to participate in the webcast here: <https://bnedinvestor.netlify.app/>

Dividend Program

Today the Company commenced its previously announced quarterly dividend program, with the Board declaring a first quarter cash dividend of \$0.08 per common share payable to shareholders of record as of July 16, 2026. The dividend will be payable July 30, 2026.

Use of Non-GAAP Financial Information—Adjusted EBITDA

To supplement the Company's condensed consolidated financial statements presented in accordance with generally accepted accounting principles ("GAAP"), the Company uses the financial measure of Adjusted EBITDA, which is a non-GAAP financial measure under Securities and Exchange Commission (the "SEC") regulations. We define Adjusted EBITDA as net income (loss) plus (1) depreciation and amortization; (2) interest expense, net (3) income taxes, and (4) as adjusted for additional items that are subtracted from or added to net income (loss).

Adjusted EBITDA has been reconciled to the most comparable financial measures presented in accordance with GAAP, consolidated net income (loss). All of the items included in the reconciliation are either (i) non-cash items or (ii) items that management does not consider in assessing our on-going operating performance.

Adjusted EBITDA is not intended as a substitute for and should not be considered superior to measures of financial performance prepared in accordance with GAAP. In addition, the Company's use of Adjusted EBITDA may be different from similarly named measures used by other companies, limiting its usefulness for comparison purposes.

We review Adjusted EBITDA as an internal measure to evaluate our performance at a consolidated level to manage our operations. We believe that this measure is a useful performance measure which is used by us to facilitate a comparison of our on-going operating performance on a consistent basis from period-to-period. We believe that Adjusted EBITDA provides for a more complete understanding of factors and trends affecting our business than measures under GAAP can provide alone, as it excludes certain items that management believes do not reflect the ordinary performance of our operations in a particular period. Our Board of Directors and management also use Adjusted EBITDA at a consolidated level as one of the primary methods for planning and forecasting expected performance, for evaluating on a quarterly and annual basis actual results against such expectations, and as a measure for performance incentive plans. We believe that the inclusion of Adjusted EBITDA results provides investors useful and important information regarding our operating results, in a manner that is consistent with management's evaluation of business performance.

The Company urges investors to carefully review the GAAP financial information included as part of the Company's Form 10-K for the fiscal year-ended May 2, 2026, when filed with the SEC. We do not provide a reconciliation of forward-looking non-GAAP financial metrics, because reconciling information is not available without an unreasonable effort, such as attempting to make assumptions that cannot reasonably be made on a forward-looking basis to determine the corresponding GAAP metric.

ABOUT BARNES & NOBLE EDUCATION, INC.

Barnes & Noble Education, Inc. (NYSE: BNED) is a leading solutions provider for the education industry, driving affordability, access and achievement at hundreds of academic institutions nationwide and ensuring millions of students are equipped for success in the classroom and beyond. Through its family of brands, BNED offers campus retail services and academic solutions, wholesale capabilities and more. BNED is a company serving all who work to elevate their lives through education, supporting students, faculty and institutions as they make tomorrow a better and smarter world. For more information, visit www.bned.com.

Media & Investor Contact:

Rob Fink
FNK IR
BNED@fnkir.com
646-809-4048

Forward-Looking Statements

This press release contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and information relating to us and our business that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this communication, the words "anticipate," "believe," "estimate," "expect," "intend," "plan," "may," "should," "will," "forecasts," "projections," "continue to," "committed to," and similar expressions, as they relate to us or our management, identify forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements, and such statements include but are not limited to those related to the expected financial results that we expect to report upon completion of our audit procedures, the implementation of our dividend program, our capital structure, positioning, strategic and operational objectives, broader market trends, anticipated growth in our *BNC First Day*® program, expected trends in financial results, including those related to seasonality, as well as forward-looking continued top line growth, anticipated gross profit dollar increases, continued expense discipline, Adjusted EBITDA, interest costs, capital expenditures and long-term projected growth in Adjusted EBITDA. We caution you not to place undue reliance on these forward-looking statements. Such statements reflect our current views with respect to future events, the outcome of which is subject to certain risks, including, but not limited to: the impact of the completion of our financial close process and related audits by our independent registered public accounting firm; the amount of our indebtedness and ability to comply with covenants contained in our credit agreement; our ability to maintain adequate liquidity levels to support ongoing inventory purchases and related vendor payments in a timely manner; slower than anticipated pace of adoption of our *BNC First Day*® equitable and inclusive access course material models; our dependency on strategic service provider relationships and the potential for adverse operational and financial changes to these strategic service provider relationships; non-renewal of our managed bookstore, physical and/or online store contracts; general competitive conditions; a decline in college enrollment or decreased funding available for students; technological changes, including the adoption of artificial intelligence technologies for educational content; disruptions to our information technology systems, infrastructure, data, supplier systems, and customer ordering and payment systems due to computer malware, viruses, hacking and phishing attacks; disruption of or interference with third party service providers and our own proprietary technology; and changes in applicable domestic and international laws, rules or regulations or changes in enforcement practices, including, without limitation, U.S. tax reform, changes in tax rates, tariffs, import and export control laws and regulations, changes to


consumer data privacy rights legislation, as well as related guidance. Moreover, we operate in a very competitive and rapidly changing environment and new risks may emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In addition, the declaration of any future dividends will be subject to further review and approval by the Board in accordance with applicable law. The Board reserves the right to adjust or withdraw any quarterly dividend in future periods as it reviews our capital allocation strategy from time-to-time and ensures compliance with any applicable restrictions, including those set forth in our credit agreement with our lenders.

For a more detailed discussion of these factors, and other factors that could cause actual results to vary materially, interested parties should review the risk factors listed in the Company's Annual Report on Form 10-K for the year ended May 3, 2025, as filed with the SEC on December 23, 2025 and the Company's Annual Report on Form 10-K for the year ended May 2, 2026, when filed. Any forward-looking statements made by us in this press release speak only as of the date of this press release, and we do not intend to update these forward-looking statements after the date of this press release, except as required by law.



BNED **VIRTUAL** **INVESTOR DAY**

June 25, 2026 | 10AM-12PM ET | New York Stock Exchange

Barnes & Noble Education, Inc. (NYSE: BNED)  **BNED**

Safe Harbor

This presentation contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and information relating to us and our business that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this presentation, the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “may,” “should,” “will,” “forecasts,” “projections,” “continue to,” “committed to,” and similar expressions, as they relate to us or our management, identify forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements, and such statements include but are not limited to those related to our positioning, strategic and operational objectives, broader market trends, anticipated growth in our BNC First Day program, expected trends in financial results, including those related to seasonality, as well as forward-looking continued top line growth, anticipated gross profit dollar increases, continued expense discipline, Adjusted EBITDA, interest costs, capital expenditures and long-term projected growth in Adjusted EBITDA. We caution you not to place undue reliance on these forward-looking statements. Such statements reflect our current views with respect to future events, the outcome of which is subject to certain risks, including, but not limited to: the amount of our indebtedness and ability to comply with covenants contained in our credit agreement; our ability to maintain adequate liquidity levels to support ongoing inventory purchases and related vendor payments in a timely manner; slower than anticipated pace of adoption of our BNC First Day® equitable and inclusive access course material models; our dependency on strategic service provider relationships and the potential for adverse operational and financial changes to these relationships; non-renewal of our managed bookstore, physical and/or online store contracts; general competitive conditions; a decline in college enrollment or decreased funding available for students; technological changes, including the adoption of artificial intelligence technologies for educational content; disruptions to our information technology systems, infrastructure, data, supplier systems, and customer ordering and payment systems due to computer malware, viruses, hacking and phishing attacks; disruption of or interference with third party service providers and our own proprietary technology; and changes in applicable domestic and international laws, rules or regulations or changes in enforcement practices, including, without limitation, U.S. tax reform, changes in tax rates, tariffs, import and export control laws and regulations, changes to consumer data privacy rights legislation, as well as related guidance. Moreover, we operate in a very competitive and rapidly changing environment and new risks may emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In addition, the declaration of any future dividends will be subject to further review and approval by the Board in accordance with applicable law. The Board reserves the right to adjust or withdraw any quarterly dividend in future periods as it reviews our capital allocation strategy from time-to-time and ensures compliance with any applicable restrictions, including those set forth in our credit agreement with our lenders.

For a more detailed discussion of these factors, and other factors that could cause actual results to vary materially, interested parties should review the risk factors listed in the Company’s Annual Report on Form 10-K for the year ended May 3, 2025, filed with the SEC on December 23, 2025. Any forward-looking statements made by us in this presentation speak only as of the date of this presentation, and we do not intend to update these forward-looking statements after the date of this presentation, except as required by law.

WELCOME & ABOUT US

WELCOME

Agenda

- 1 Welcome

- 2 About us

- 3 Higher education landscape

- 4 BNED value proposition

- 5 Growth opportunities

- 6 Digital distribution & AI

- 7 Financial overview

- 8 Capital allocation

Executive leadership team:

Experience and expertise across education, retail and digital transformation.



Jonathan Shar
Chief Executive Officer



Jason Snagusky
Chief Financial Officer



Celeste Risimini-Johnson
Chief Merchandising & Operations Officer



Brian Stark
Chief Operating Officer, Stores



Chris Sackett
Chief Academic Solutions Officer

ABOUT US

A proven leader in supporting education for over 60 years



BNED's roots date back to when Leonard Riggio founded the Student Book Exchange in NYC

1965

ABOUT US

A proven leader in supporting education for over 60 years



Over the decades, B&N expands into on-campus bookstores with deep institutional partnerships

ABOUT US

A proven leader in supporting education for over 60 years

Becomes an independent public company (NYSE: BNED)



2015



ABOUT US

Today, BNED is a leading solutions provider for higher education

We drive affordability, access, and student success across hundreds of institutions, supporting millions of students nationwide.



BNED

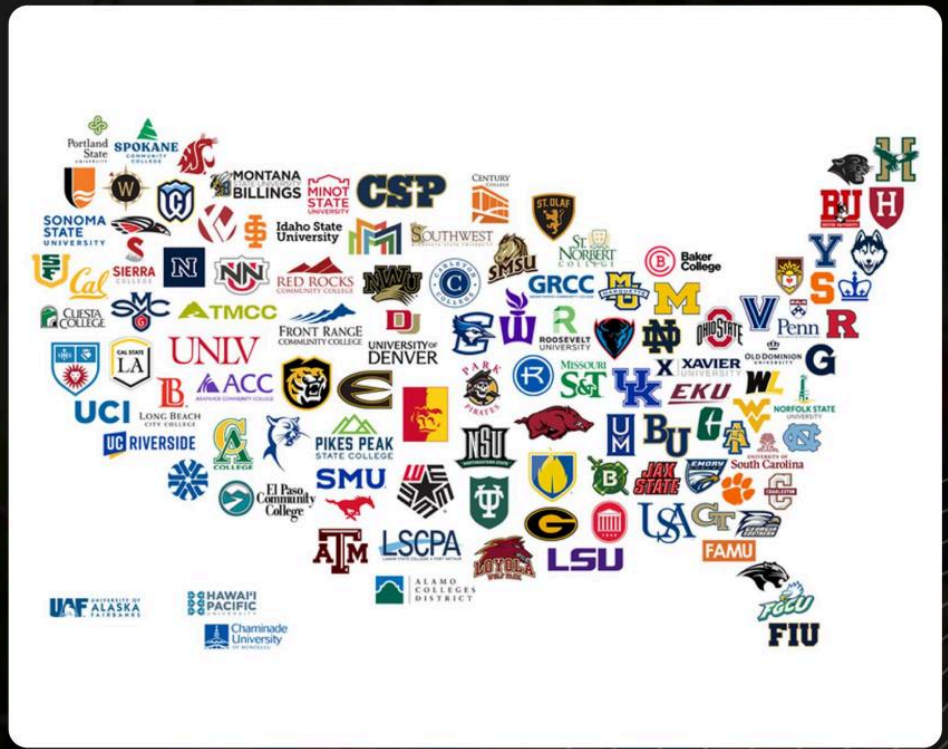
ABOUT US

Today, BNED is a leading solutions provider for higher education

Scaled platform

- 647 physical stores*
- 469 virtual stores*
- Nearly 6M enrolled students served
- Presence in **all 50 states**

*As of May 2, 2026



ABOUT US

Today, BNED is a leading solutions provider for higher education

Broad and diverse reach

- Serving public and private 4-year and 2-year institutions
- Supporting students, alumni, faculty and local communities



WHAT WE DO

BNED combines institutional relationships, digital infrastructure, and campus operations into an integrated student platform.

WHAT WE DO

A scaled B2B2C platform serving higher education institutions and students

Institutional platform

- Exclusive long-term campus contracts and partnerships
- Operates campus stores and eCommerce platforms
- Integrated retail, digital, and fulfillment platform
- Embedded in campus financial aid and institutional billing systems
- Supports customers across the campus lifecycle

Product & service ecosystem

COURSE MATERIALS & DIGITAL LEARNING SYSTEMS

- Physical and digital course materials
- eTextbooks, courseware and learning tools
- First Day Complete and affordable access programs

CAMPUS RETAIL & STUDENT ESSENTIALS

- Emblematic apparel and gifts
- Technology, graduation, dorm, cafes, and convenience products
- Campus essentials and general merchandise

CAMPUS VOICES

Empowering every journey, inspiring lifelong loyalty

- Advancing institutions' missions
- Creating positive experiences that build lasting relationships
- Supporting diverse stakeholders' goals

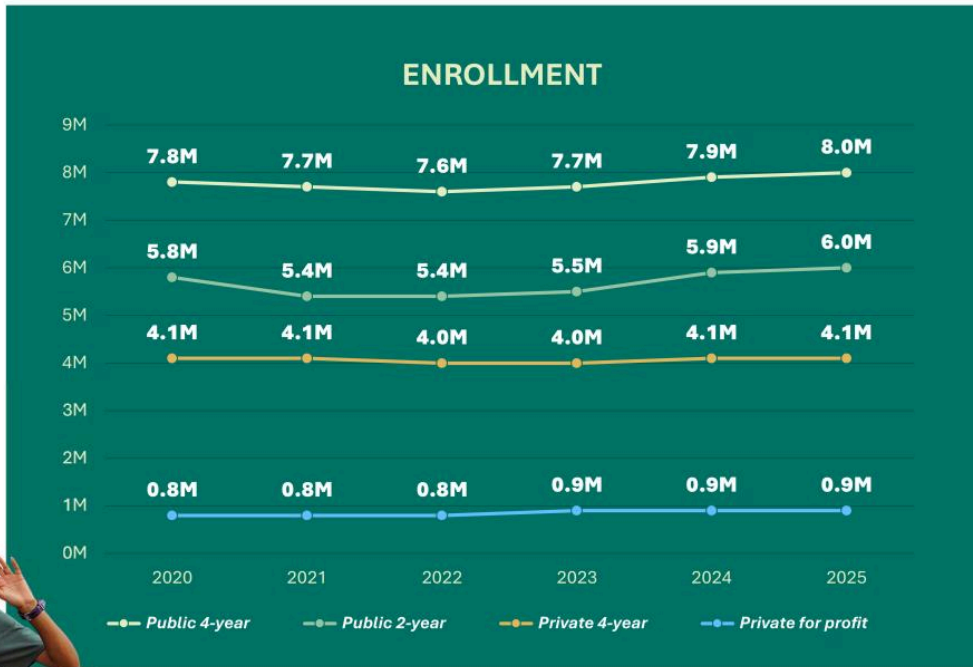


HIGHER EDUCATION LANDSCAPE

LANDSCAPE

Higher education market

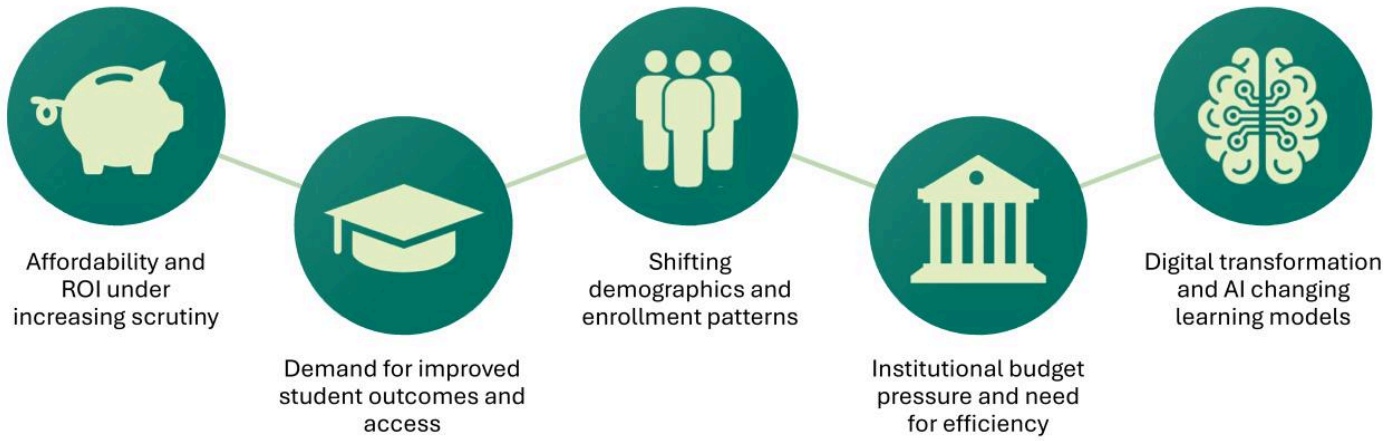
- ~19M students enrolled in U.S. higher education
- ~3,600 institutions representing ~97% of enrollment
- Large, stable and essential market



TOTAL ENROLLMENT	2020	2021	2022	2023	2024	2025
	18.5M	18.0M	17.8M	18.1M	18.8M	19.0M

LANDSCAPE

Structural shifts reshaping higher education

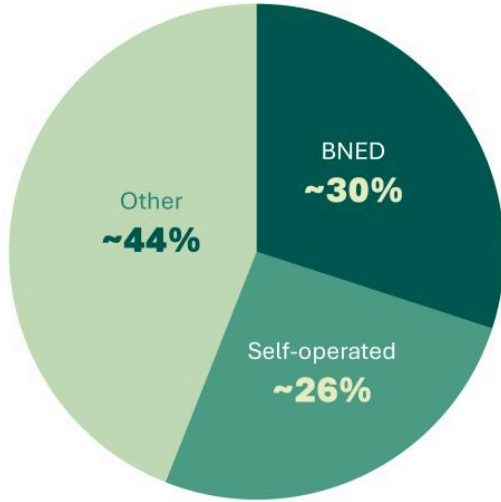


Institutions are under pressure to deliver better outcomes at lower cost — driving demand for scaled trusted partners.

LANDSCAPE

Competitive landscape

U.S. college bookstore estimated market share



Industry dynamics

- Market led by BNED, Follett and self-operated campus stores
- Institutions continue shifting from self-operated models to outsourced partners
- Remaining market fragmented across 6–8 additional providers

COMPETITIVE LANDSCAPE

Scale, infrastructure, and institutional relationships create durable competitive advantages; BNED is well positioned to gain share through its scaled, integrated platform.

CAMPUS VOICES

At the heart of the campus experience

- Delivering impact across the campus ecosystem
- Supporting every milestone that matters
- Reducing friction across the student journey



BNED VALUE PROPOSITION

VALUE

BNED value proposition

Helping institutions improve affordability, access and outcomes



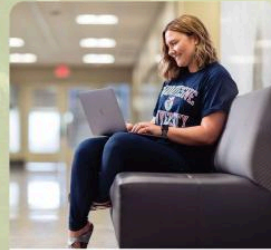
Improves affordability through lower-cost course materials



Expands access through integrated physical and digital delivery



Enhances student engagement and campus experience



Reduces institutional complexity through integrated billing and financial aid solutions



Supports student success through integrated tools and services

VALUE

BNED value proposition

Helping institutions improve affordability,
access and outcomes

92%

of BNED students rated the
bookstore **GOOD, VERY
GOOD** or **EXCELLENT**



BNED

Why BNED is positioned to win

Competitive advantage

- Scaled national platform
- Exclusive, embedded institutional relationships
- Integrated financial & billing infrastructure
- Integrated supply chain and digital ecosystem
- Omni-channel and digital capabilities

Structural tailwinds

- Shift toward affordability and improved access
- Digital transformation of course materials
- Demand for integrated student solutions
- Schools seeking partners to improve access, outcomes, and efficiency
- Opportunity to gain share in a fragmented market

Integrated digital, retail and financial infrastructure across 1,000+ campuses.

CAMPUS VOICES

Beyond retail: A trusted partner in advancing student success

- Delivering forward-thinking solutions
- Fostering connection and pride
- Meaningfully contributing to academic journey and campus experience



TRANSFORMING THE COURSE MATERIALS BUSINESS MODEL

BNED's First Day[®] programs are transforming course materials from transactional retail purchases to recurring, subscription-like academic content distribution.

Traditional à la carte model

- Individual student purchasing
- High out-of-pocket costs
- Lower participation and sell-through
- Volatile, transaction-based revenue

First Day[®] affordable access models

FIRST DAY[®] COMPLETE

- Institution-wide affordable access
- Physical + digital materials before first day
- Integrated into institutional billing
- Higher participation and recurring revenue visibility
- Improves affordability, access, and convenience

FIRST DAY[®] BY COURSE

- Faculty-adopted courses
- Digital-first delivery through platforms
- Improves affordability and access

TRANSFORMING THE COURSE MATERIALS BUSINESS MODEL

BNED's First Day® programs are transforming course materials from transactional retail purchases to recurring, subscription-like academic content distribution.

First Day® affordable access models

FIRST DAY® COMPLETE

- Institution-wide affordable access
- Physical + digital materials before first day
- Integrated into institutional billing
- Higher participation and recurring revenue visibility
- Improves affordability, access, and convenience

FIRST DAY® BY COURSE

- Faculty-adopted course-level model
- Digital-first delivery through LMS platforms
- Improves affordability and access

TRANSFORMING THE COURSE MATERIALS BUSINESS MODEL

BNED's First Day[®] programs are transforming course materials from transactional retail purchases to recurring, subscription-like academic content distribution.

First Day[®] affordable access models

FIRST DAY[®] COMPLETE

- Wide affordable access
- Digital materials before first day
- Integrated into institutional billing
- Increased participation and recurring revenue visibility
- Improved affordability, access, and student success

FIRST DAY[®] BY COURSE

- Faculty-adopted course-level model
- Digital-first delivery through LMS platforms
- Improved affordability and access

Structural transformation

- Improves affordability and student readiness
- Increases participation and revenue visibility
- Creates recurring, subscription-like revenue streams
- Shifts business toward capital-light digital economics

CAMPUS VOICES

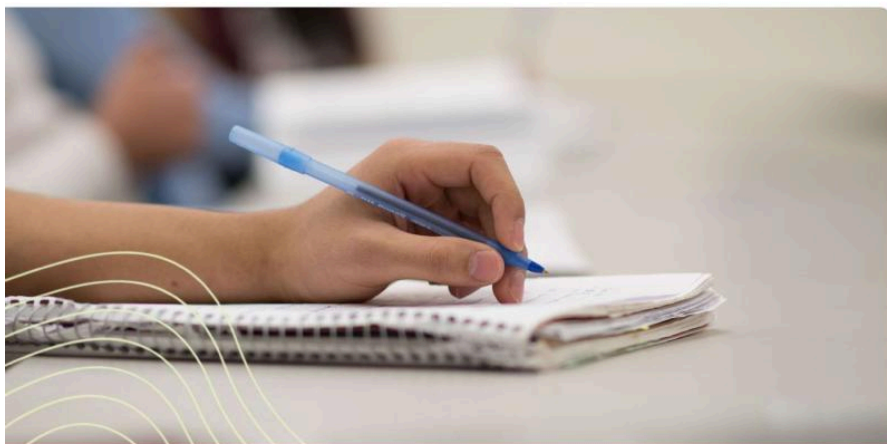
Improving outcomes by removing barriers

- Increasing student preparedness and faculty confidence
- Relieving student stressors with more affordability and predictability
- Meets a critical campus need evidenced by high participation



Why affordable access models are winning

Improving affordability, convenience and student outcomes



AFFORDABILITY

- 30–50% lower cost versus à la carte purchasing
- Predictable pricing integrated into tuition/billing

First Day® programs align the interests of students, institutions, faculty, publishers and BNED.

Why affordable access models are winning

Improving affordability, convenience and student outcomes



STUDENT OUTCOMES

- 86% report being better prepared for the academic term
- 82% report a positive impact on academic success
- 69% report improved grades

Source: *BNED Insights, First Day Complete Student Success Survey, Spring 2026*
(n=9,277)

First Day® programs align the interests of students, institutions, faculty, publishers and BNED.

Why affordable access models are winning

Improving affordability, convenience and student outcomes



ACCESS & CONVENIENCE

- Materials available before the first day of class
- Physical and digital fulfillment options

First Day® programs align the interests of students, institutions, faculty, publishers and BNED.

Why affordable access models are winning

Improving affordability, convenience and student outcomes



INSTITUTIONAL ALIGNMENT

- Supports affordability initiatives
- Integrated with financial aid and campus billing
- Maintains faculty choice and academic freedom
- Embedded institutional billing, financial aid, and LMS integration create significant switching costs

First Day® programs align the interests of students, institutions, faculty, publishers and BNED.

CAMPUS VOICES

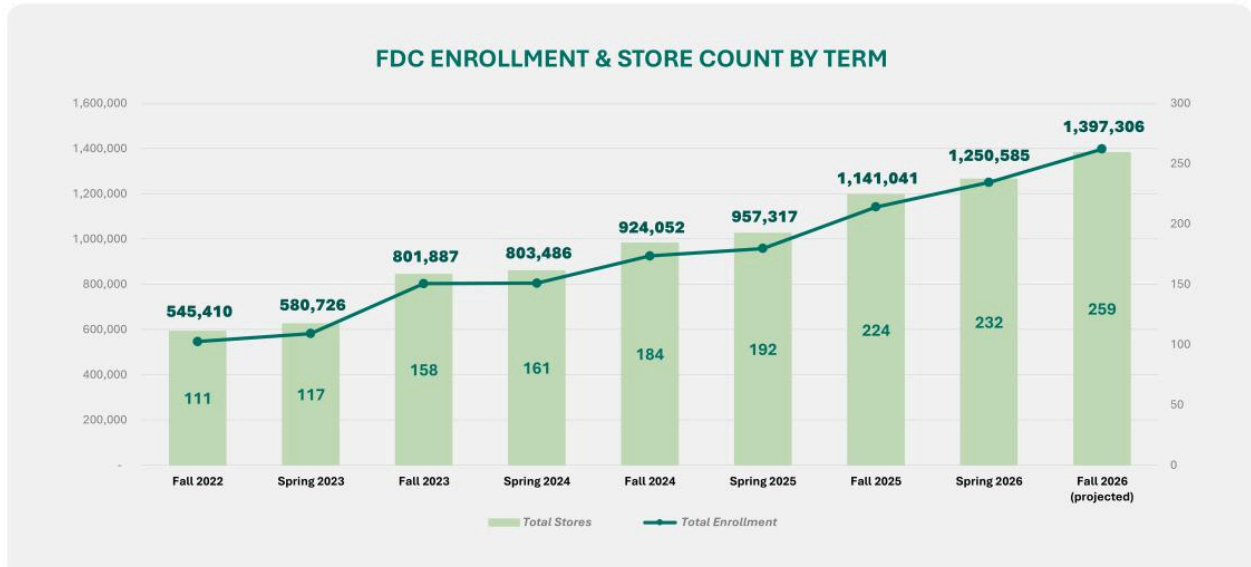
Predictable costs, better outcomes

- Simple, flat-fee budgeting with no surprises
- Reduced stress and greater financial confidence
- Prepared and ready to learn



Scaling FDC adoption and revenue transformation

Rapid adoption and accelerating growth with significant runway is reshaping BNED's revenue mix



Significant runway remains for FDC adoption

232

Current FDC locations

647

Current BNED physical store locations

415

Remaining opportunity

36%

Current FDC adoption

64%

Remaining opportunity

Significant runway remains for FDC adoption



More than 400 BNED locations remain outside the FDC model today, representing a substantial opportunity for continued adoption and growth.

Significant runway remains for FDC adoption

FINANCIAL IMPACT

- Higher recurring digital revenue mix
- More predictable demand and participation
- Increasingly capital-efficient economics with the shift to digital course materials

FDC is a primary driver of BNED's growth, revenue visibility, and business model transformation.

More than 400 BNED locations remain outside the FDC model today, representing a substantial opportunity for continued adoption and growth.

ADDITIONAL GROWTH OPPORTUNITIES

ADDITIONAL GROWTH OPPORTUNITIES

Expanding revenue across the customer lifecycle

Merchandising & retail growth

- Improving general merchandise and logo apparel performance
- Enhanced assortment, pricing and merchandising strategies
- Leveraging partnerships (e.g., Fanatics) to drive growth



Significant opportunity to expand wallet share across the campus ecosystem.

ADDITIONAL GROWTH OPPORTUNITIES

Expanding revenue across the customer lifecycle

Expanding customer engagement

- Engaging customers across the full campus lifecycle
- Expanding categories; supplies, tech, graduation, convenience, dorm



Significant opportunity to expand wallet share across the campus ecosystem.

ADDITIONAL GROWTH OPPORTUNITIES

Expanding revenue across the customer lifecycle

High-margin partnership & marketing opportunities

- Large base of recurring campus engagement and transactions
- Expanding high-margin partnership and marketing revenue



Significant opportunity to expand wallet share across the campus ecosystem.

CAMPUS VOICES

Partnerships for continuous innovation and growth

- Partnering strategically to solve evolving challenges
- Elevating experiences by improving convenience
- Delivering flexible, customized solutions



FUTURE GROWTH

Innovation & platform expansion

Expanding BNED beyond traditional retail into integrated campus services



ROOM SERVICE (LAUNCHED IN 2026)

- Pre-ordered dorm essentials delivered to campus
- Solves move-in friction for students and families



PLATFORM EXPANSION OPPORTUNITIES

- Bundled offerings: supplies, technology and logo merchandise
- B2B model integrated with tuition and fees
- Expands BNED's role across the **full student journey**

FUTURE GROWTH

Infrastructure creates expansion opportunities

BNED has built a deeply embedded technology, commerce and distribution platform across higher education that enables multiple growth vectors across the broader campus ecosystem.



PLATFORM CAPABILITIES

- Deep integrations with university systems and campus workflows
- Extensive publisher, LMS, SIS and vendor connectivity
- Direct access to millions of students and campus constituents through trusted institutional relationships

STRATEGIC ADVANTAGES

- Personalized experiences across the campus ecosystem
- Distribution capabilities spanning course materials, technology, supplies and merchandise
- Ability to expand into adjacent products and services with limited incremental investment

AI is reshaping higher education

AI introduces both disruption and opportunity

- Rapid shift toward digital, AI-enabled, and personalized learning
- Potential pressure on traditional course material and publisher models
- Evolving role of institutions, content providers, and distributors

BNED is strategically positioned within the ecosystem

- Embedded across 1,000+ campuses at the point of course material adoption
- Deep integrations with publishers and digital platforms
- Scaled distributor of digital and interactive content

▶ AI also creates operational and margin opportunities for BNED

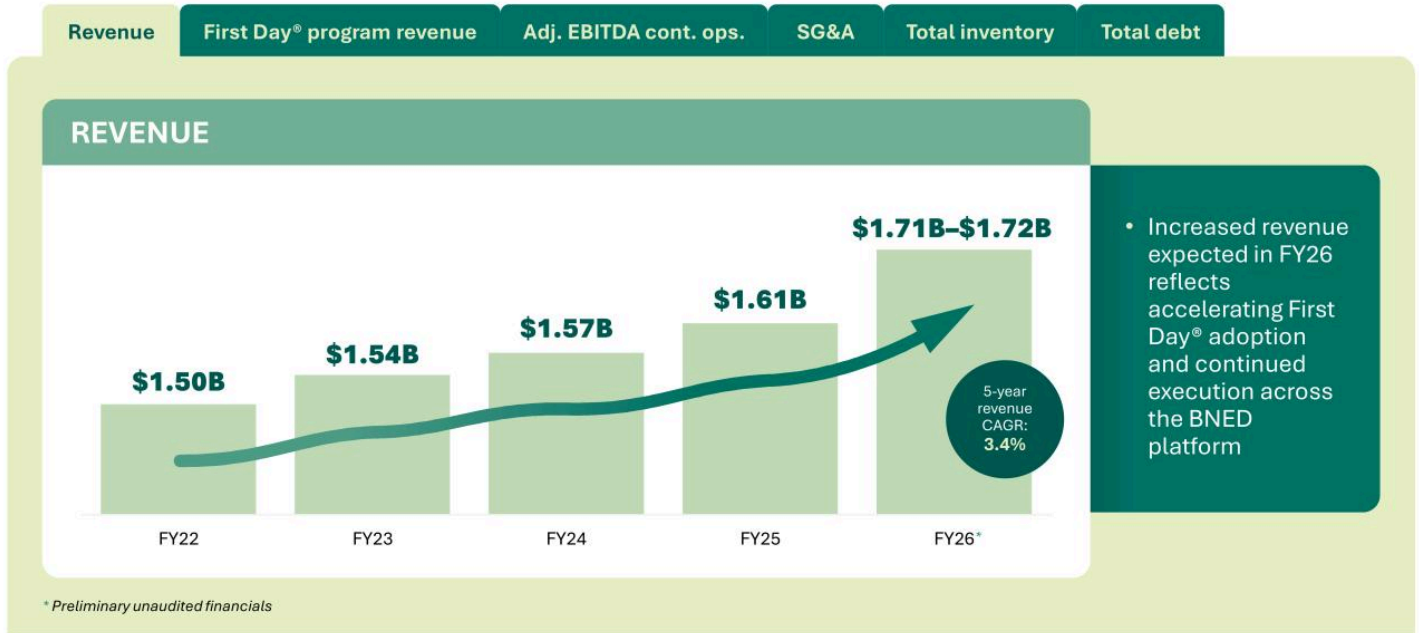
- Faster product development and innovation
- Improved merchandising and pricing optimization
- Productivity gains across operations and support functions

AI is a disruptive force — but BNED's position enables both adaption and upside.

FINANCIAL OVERVIEW

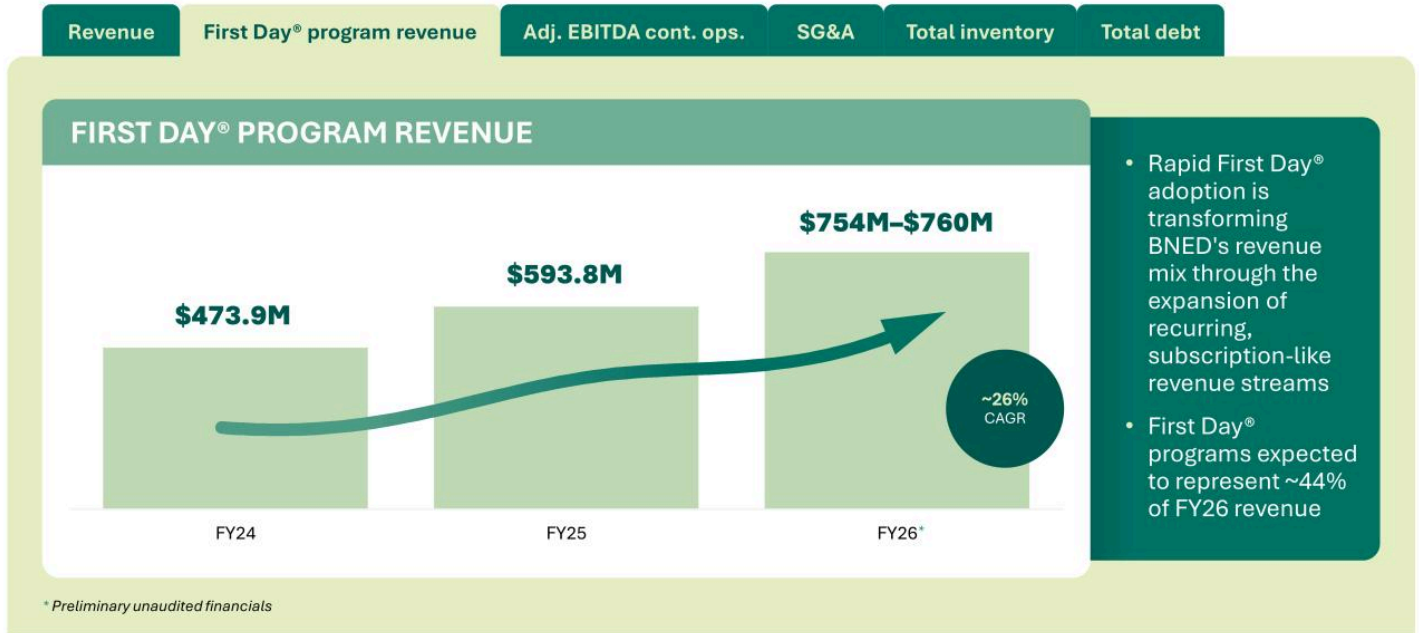
FINANCIAL OVERVIEW

2026 preliminary results & key highlights



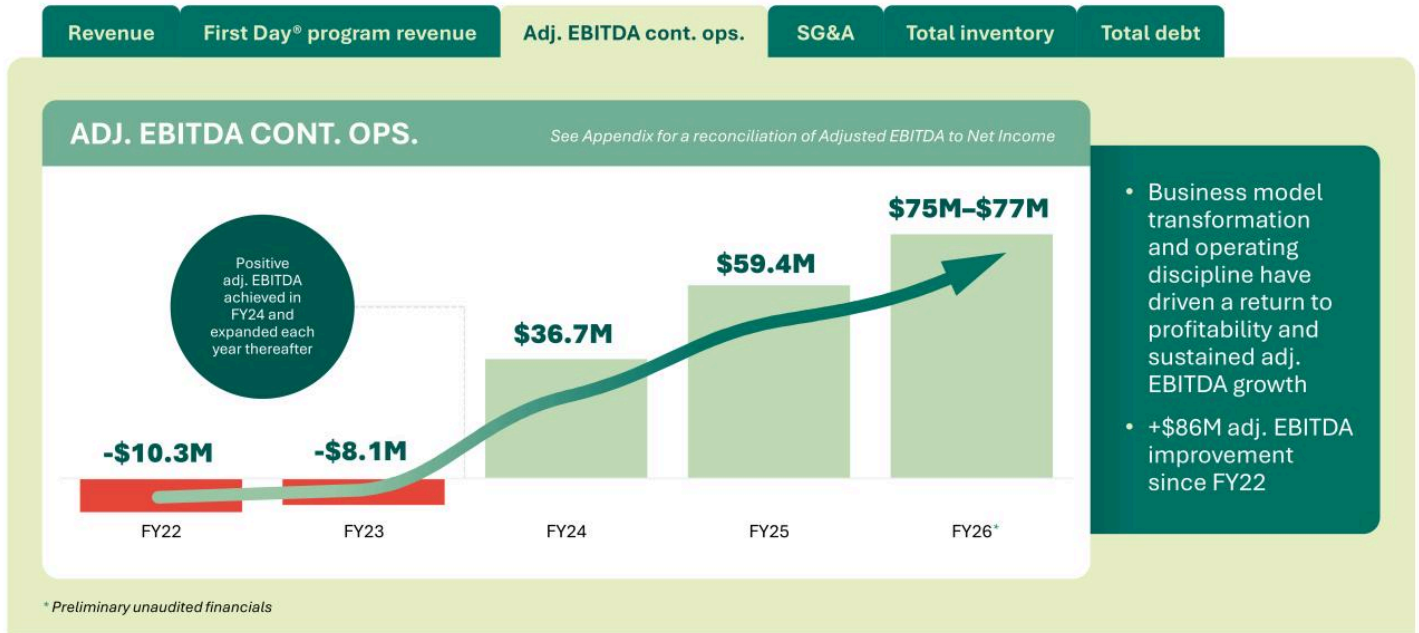
FINANCIAL OVERVIEW

2026 preliminary results & key highlights



FINANCIAL OVERVIEW

2026 preliminary results & key highlights

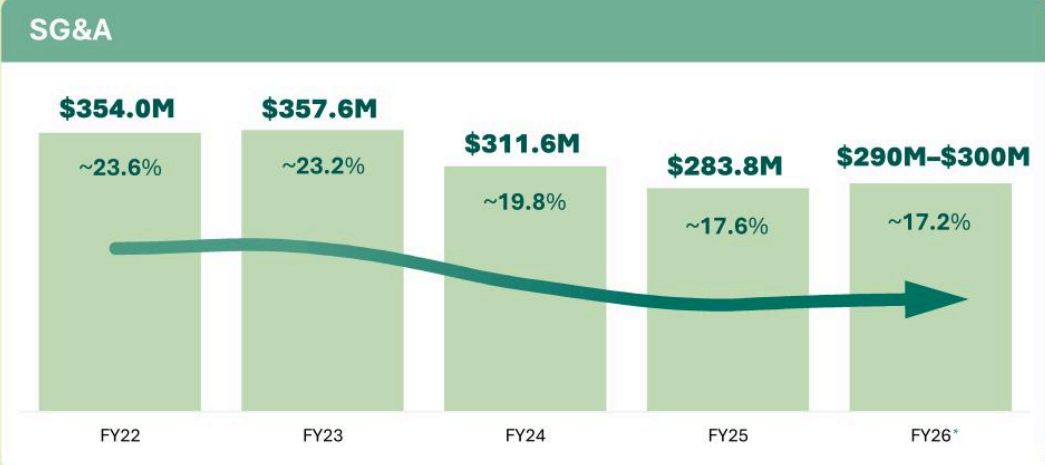


FINANCIAL OVERVIEW

2026 preliminary results & key highlights

~640 BPS
Basis point improvement in SG&A as a percentage of revenue since FY22

- Revenue
- First Day[®] program revenue
- Adj. EBITDA cont. ops.
- SG&A
- Total inventory
- Total debt

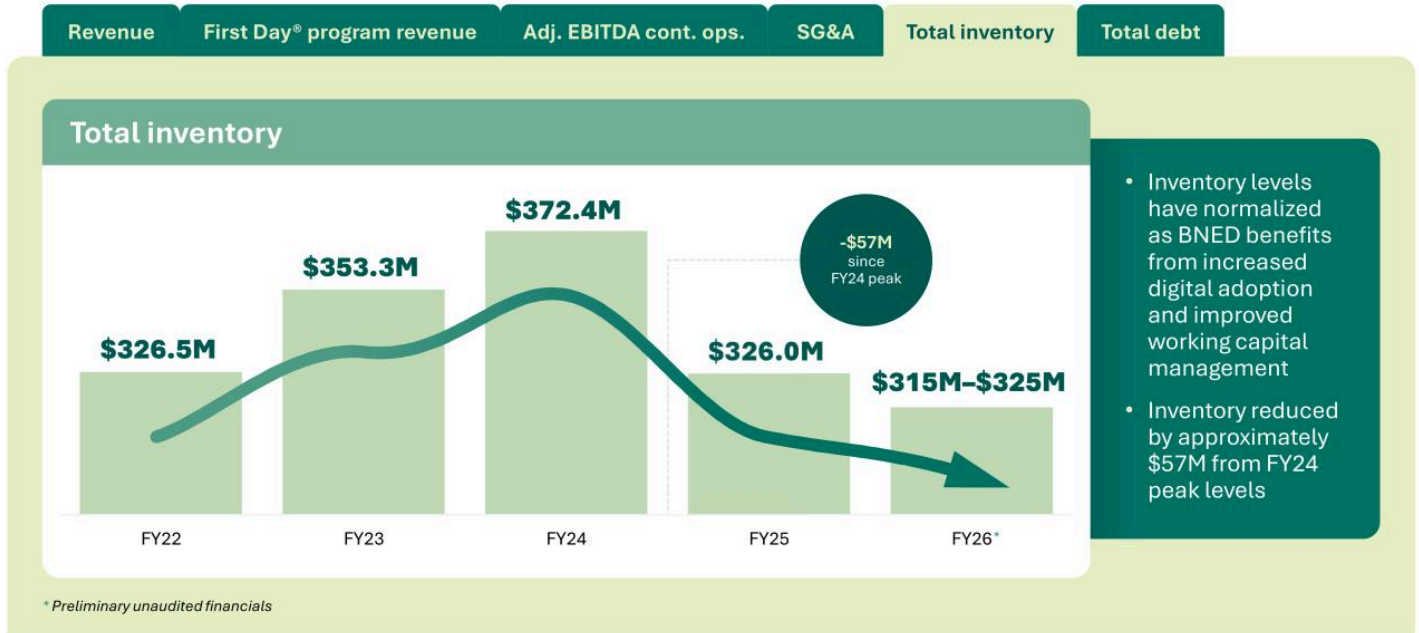


- Operating discipline and scale efficiencies have reduced SG&A as a percentage of revenue while supporting continued growth investments
- SG&A reduced from ~24% of revenue in FY22 to ~17% in FY26

* Preliminary unaudited financials

FINANCIAL OVERVIEW

2026 preliminary results & key highlights

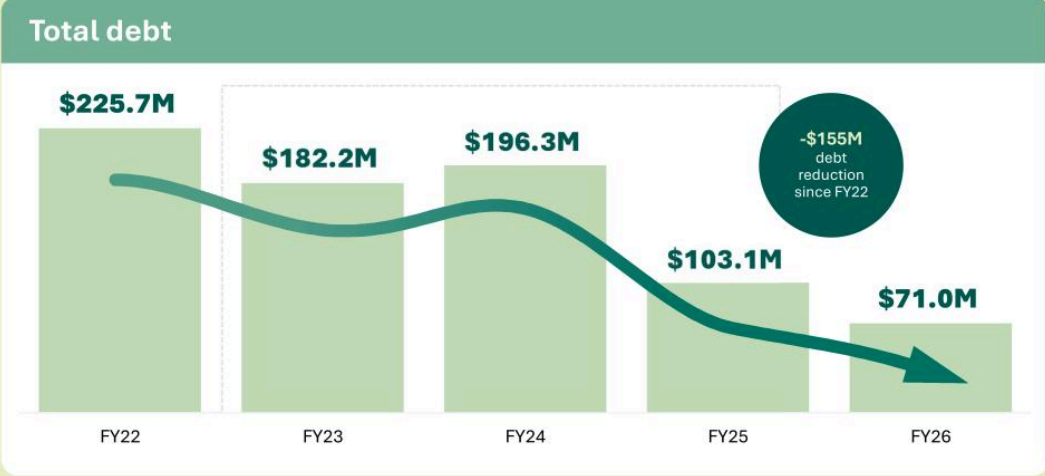


FINANCIAL OVERVIEW

2026 preliminary results & key highlights

~70% lower
Percentage lower that FY26 total debt is compared to FY22 total debt

- Revenue
- First Day® program revenue
- Adj. EBITDA cont. ops.
- SG&A
- Total inventory
- Total debt**



- Strong cash generation and disciplined capital management have reduced total debt by approximately \$155M since FY22
- Continued deleveraging enhances financial flexibility and reduces interest expense

FINANCIAL OVERVIEW

FY27 financial framework

Driving operating leverage, capital efficiency, and strong growth in free cash flow and profitability



FINANCIAL OVERVIEW

FY27 financial framework

Driving operating leverage, capital efficiency, and strong growth in free cash flow and profitability

CAPITAL EFFICIENCY

Optimizing working capital

KEY DRIVERS

Improved inventory turns, initiation of centralized book purchasing, exiting lower return businesses, plus tailwind of increased digital adoption.

FINANCIAL OVERVIEW

FY27 financial framework

Driving operating leverage, capital efficiency, and strong growth in free cash flow and profitability

~16%
Adjusted EBITDA growth at midpoint vs. FY26 guidance

STRONG GROWTH IN FCF & PROFITABILITY

FY27 ADJUSTED EBITDA:
\$85M–\$92M

KEY DRIVERS

Continued First Day® growth, operating leverage and disciplined expense management

Improved profitability

KEY DRIVERS

EBITDA growth, lower interest expense and continued operating efficiencies

Strong free cash flow generation

KEY DRIVERS

Higher earnings, lower inventory requirements and disciplined working capital management

FINANCIAL OVERVIEW

BNED's capital allocation priorities

Our capital allocation priorities are designed to strengthen the balance sheet while investing in growth opportunities within the BNED platform.

CAPITAL ALLOCATION FRAMEWORK OBJECTIVE:

Maximize long-term shareholder value through disciplined capital deployment, balance sheet strength and strategic investment in growth.

1

Invest in business growth opportunities

- Drive continued penetration of First Day® Complete
- Leverage relationships with institutions to launch new initiatives, such as Room Service and bundled offerings
- Boost our partner and campus support capabilities

BNED's capital allocation priorities

Our capital allocation priorities are designed to strengthen the balance sheet while investing in growth opportunities within the BNED platform.

CAPITAL ALLOCATION FRAMEWORK OBJECTIVE:

Maximize long-term shareholder value through disciplined capital deployment, balance sheet strength and strategic investment in growth.

2

Enhance core operations

- Invest in AI-first capabilities across organization
- Centralize physical purchasing to drive inventory efficiencies
- Upgrade financial and other core software operating platforms

FINANCIAL OVERVIEW

BNED's capital allocation priorities

Our capital allocation priorities are designed to strengthen the balance sheet while investing in growth opportunities within the BNED platform.

**CAPITAL ALLOCATION
FRAMEWORK OBJECTIVE:**

Maximize long-term shareholder value through disciplined capital deployment, balance sheet strength and strategic investment in growth.

3

Further strengthen balance sheet

- Increase liquidity and flexibility
- Drive improved credit terms to lower interest expense
- Expand balance sheet capacity

BNED's capital allocation priorities

Our capital allocation priorities are designed to strengthen the balance sheet while investing in growth opportunities within the BNED platform.

CAPITAL ALLOCATION FRAMEWORK OBJECTIVE:

Maximize long-term shareholder value through disciplined capital deployment, balance sheet strength and strategic investment in growth.

4

Return capital to shareholders

- Board recently declared an initial quarterly dividend of \$0.08 per common share. Record date: July 16, 2026; payable date: July 30, 2026
- As financial performance and balance sheet strength continue to improve, we will evaluate additional opportunities to enhance shareholder returns

SUMMARY

SUMMARY

Positioned for long-term value creation

BNED combines:



A scaled and deeply embedded higher education platform



Strong institutional relationships and financial integration



A growing recurring revenue mix and increasingly capital-efficient operations



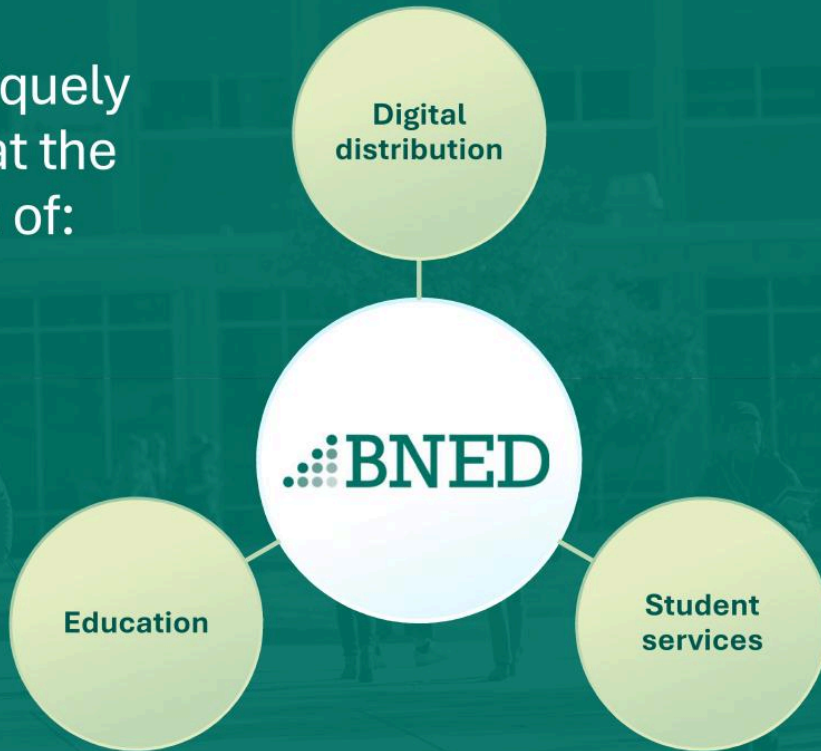
Multiple vectors for recurring revenue growth, margin expansion and free cash flow generation



Improving profitability, cash flow and balance sheet strength

SUMMARY

BNED is uniquely positioned at the intersection of:



SUMMARY

BNED is positioned to deliver sustainable growth, expanding profitability and increasing shareholder value

Large & resilient market

- Deep institutional partnerships across higher education
- Essential role in student affordability and academic success
- Gatekeeper to curriculum adoptions, including interactive and emerging AI-enabled learning solutions

Significant First Day® runway

- 232 FDC locations today across a 647 physical-store footprint (36% penetration)
- Continued opportunity for conversion, participation growth and new account wins

Expanding recurring revenue

- Rapid growth in First Day® programs
- Increasing mix of recurring, subscription-like and digital revenue streams

Strong financial momentum

- Driving operating leverage through disciplined expense management
- Robust EBITDA growth and accelerating free cash flow generation
- Strengthening balance sheet and improving capital efficiency

Disciplined capital allocation

- Invest in high-return growth and technology initiatives
- Continue deleveraging
- Support shareholder returns through the inaugural dividend program

 **BNED**
THANK YOU

Questions & discussion

APPENDIX

Adjusted EBITDA

Dollars in thousands	52 weeks ended May 2, 2026	52 weeks ended May 3, 2025	52 weeks ended April 27, 2024	52 weeks ended April 29, 2023	52 weeks ended April 30, 2022
	Outlook		As Restated		
Net income (loss)	\$15,000 – \$18,000	\$ (65,825)	\$ (75,019)	\$ (90,140)	\$ (61,559)
Add:					
Depreciation and amortization expense	32,000 – 33,500	37,939	40,560	42,163	42,124
Interest expense, net	15,500 – 16,000	22,260	40,365	22,683	10,096
Income tax expense (benefit)	3,500 – 4,500	4,256	858	1,011	(9,152)
Impairment loss	11,000 – 13,000	1,713	7,166	6,008	6,411
Content amortization	-	-	-	26	386
Merchandise inventory loss and write-off	-	-	-	-	434
Loss on extinguishment of debt	-	55,233	-	-	-
Other (income) expense	(7,500) – (14,500)	(1,572)	19,409	10,103	944
Stock-based compensation expense	5,500 – 6,500	5,386	3,380	-	-
Adjusted EBITDA	75,000 – 77,000	59,390	36,719	(8,146)	(10,316)
Adjusted EBITDA - Discontinued Operations			(486)	654	5,524
Total Adjusted EBITDA	\$75,000 – \$77,000	\$ 59,390	\$ 36,233	\$(7,492)	\$ (4,792)

We define Adjusted EBITDA as net income (loss) plus (1) depreciation and amortization; (2) interest expense, net and (3) income taxes, (4) as adjusted for additional items that are subtracted from or added to net income (loss). Adjusted EBITDA has been reconciled to the most comparable financial measures presented in accordance with GAAP, consolidated net income (loss). All of the items included in the reconciliation are either (i) non-cash items or (ii) items that management does not consider in assessing our on-going operating performance.

Adjusted EBITDA is not intended as a substitute for and should not be considered superior to measures of financial performance prepared in accordance with GAAP. In addition, the Company's use of Adjusted EBITDA may be different from similarly named measures used by other companies, limiting its usefulness for comparison purposes.

We review Adjusted EBITDA as an internal measure to evaluate our performance at a consolidated level to manage our operations. We believe that this measure is a useful performance measure which is used by us to facilitate a comparison of our on-going operating performance on a consistent basis from period-to-period. We believe that Adjusted EBITDA provides for a more complete understanding of factors and trends affecting our business than measures under GAAP can provide alone, as it excludes certain items that management believes do not reflect the ordinary performance of our operations in a particular period. Our Board of Directors and management also use Adjusted EBITDA at a consolidated level as one of the primary methods for planning and forecasting expected performance, for evaluating on a quarterly and annual basis actual results against such expectations, and as a measure for performance incentive plans. We believe that the inclusion of Adjusted EBITDA results provides investors useful and important information regarding our operating results, in a manner that is consistent with management's evaluation of business performance.

