

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): October 22, 2025

Travel + Leisure Co.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32876
(Commission
File Number)

20-0052541
(IRS Employer
Identification Number)

501 W. Church Street
Orlando Florida
(Address of Principal Executive Offices)

32805
(Zip Code)

(407) 626-5200
(Registrant's telephone number, including area code)

6277 Sea Harbor Drive
Orlando, FL 32821
(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 (see General Instruction A.2. below):

- ☐ 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	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	TNL	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.

The information set forth in Item 7.01 is incorporated by reference into this Item 2.02.

Item 7.01. Regulation FD disclosure.

On October 22, 2025, Travel + Leisure Co. (the "Company") issued a press release reporting financial results for the quarter ended September 30, 2025 (the "Press Release"). A copy of the Press Release is furnished as Exhibit 99.1 and is incorporated by reference into this Item 7.01. The Press Release as well as an infographic and certain supplemental historical financial information are available on the Company's website at investor.travelandleisureco.com.

The Company may use its website and LinkedIn as a means of disclosing information concerning its operations, results and prospects, including information which may constitute material nonpublic information. Accordingly, investors should monitor the Investor Relations section of the Company website at investor.travelandleisureco.com and the Company's LinkedIn profile, in addition to accessing its press releases, its submissions and filings with the SEC, and its publicly noticed conference calls and webcasts.

The information set forth under Items 2.02 and 7.01 of this Current Report on Form 8-K, including exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits. The following exhibit is furnished with this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Travel + Leisure Co., dated October 22, 2025, reporting financial results for the quarter ended September 30, 2025.
104	Cover Page Interactive Data File (cover page XBRL tags are embedded within the Inline XBRL document)

SIGNATURE

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

TRAVEL + LEISURE CO.

By: /s/ Thomas M. Duncan

Name: Thomas M. Duncan

Title: Chief Accounting Officer

Date: October 22, 2025



Travel + Leisure Co. Reports Third Quarter 2025 Results

ORLANDO, Fla. (October 22, 2025) — Travel + Leisure Co. (NYSE:TNL), a leading leisure travel company, today reported third quarter 2025 financial results for the three months ended September 30, 2025. Highlights and outlook include:

- **Net income of \$111 million, \$1.67 diluted earnings per share, on net revenue of \$1.04 billion**
- **Adjusted EBITDA of \$266 million and Adjusted diluted earnings per share of \$1.80 ⁽¹⁾**
- **Vacation Ownership revenue of \$876 million, up 6 percent year-over-year**
- **Volume per guest (VPG) of \$3,304, a 10 percent increase year-over-year**
- **Increasing mid-point of full year Adjusted EBITDA guidance to \$975 million, with a new range of \$965 million to \$985 million**
- **Returned \$106 million to shareholders through \$36 million of dividends and \$70 million of share repurchases**

"Travel + Leisure Co. delivered another exceptional quarter, exceeding the high end of our Adjusted EBITDA guidance and achieving our 18th consecutive quarter with a VPG above \$3,000. Thanks to the incredible work of our associates, we continue to execute on our strategy and drive long-term value for our shareholders," said Michael D. Brown, President and CEO of Travel + Leisure Co.

"This quarter marked exciting progress in our multi-brand strategy with the launch of the Eddie Bauer Adventure Club and the announcement of a new Sports Illustrated Resort in Chicago. These partnerships expand our reach to new audiences, strengthen our brand portfolio, and reinforce our ability to deliver exceptional vacation experiences."

(1) This press release includes Adjusted EBITDA, Adjusted diluted EPS, Adjusted free cash flow, Gross VOI sales, Adjusted net income, Adjusted pre-tax income and Adjusted EBITDA margin, which are measures that are not calculated in accordance with Generally Accepted Accounting Principles in the U.S. ("GAAP"). See "Presentation of Financial Information" and the tables for the definitions and reconciliations of these non-GAAP measures. Forward-looking non-GAAP measures are presented in this press release only on a non-GAAP basis because not all of the information necessary for a quantitative reconciliation is available without unreasonable effort.

Business Segment Results

Vacation Ownership

<i>\$ in millions</i>	<i>Q3 2025</i>	<i>Q3 2024</i>	<i>% change</i>
Revenue	\$876	\$825	6 %
Adjusted EBITDA	\$231	\$202	14 %

Vacation Ownership revenue increased 6% to \$876 million in the third quarter of 2025 compared to the same period in the prior year. Net vacation ownership interest (VOI) sales increased 9% year over year despite a higher provision rate. Gross VOI sales increased 13% driven by a 10% increase in VPG and a 2% increase in tours.

Third quarter Adjusted EBITDA was \$231 million compared to \$202 million in the prior year period driven by the revenue growth and lower cost of VOIs sold.

Travel and Membership

<i>\$ in millions</i>	<i>Q3 2025</i>	<i>Q3 2024</i>	<i>% change</i>
Revenue	\$169	\$168	1 %
Adjusted EBITDA	\$58	\$62	(6)%

Travel and Membership revenue increased 1% to \$169 million in the third quarter of 2025 compared to the same period in the prior year. This was driven by a \$3 million increase in transaction revenue due to a 12% increase in transactions, partially offset by an 8% decrease in revenue per transaction.

Third quarter Adjusted EBITDA decreased 6% to \$58 million compared to the same prior year period. This decrease was driven by a higher mix of travel club transactions, which generate lower margins.

Balance Sheet and Liquidity

Net Debt — As of September 30, 2025, the Company's leverage ratio for covenant purposes was 3.3x. The Company had \$3.6 billion of corporate debt outstanding as of September 30, 2025, which excluded \$2.0 billion of non-recourse debt related to its securitized notes receivables portfolio.

Secured Notes Refinancing — During the third quarter, we issued secured notes, with a face value of \$500 million and an interest rate of 6.125%. The proceeds were used to redeem all of our \$350 million 6.60% secured notes due October 2025, toward repayment of outstanding borrowings under the revolving credit facility, to pay fees and expenses incurred with the issuance and for other general corporate purposes.

Timeshare Receivables Financing — The Company closed on a \$300 million term securitization transaction on July 22, 2025 with a weighted average coupon of 5.10% and a 98.0% advance rate.

Subsequent to the end of the quarter, the Company closed on a \$300 million term securitization transaction with a weighted average coupon of 4.78% and a 98% advance rate.

Cash Flow — For the nine months ended September 30, 2025, net cash provided by operating activities was \$516 million compared to \$366 million in the prior year period. Adjusted free cash flow was \$326 million for the nine months ended September 30, 2025 compared to \$266 million in the same period of 2024 due to a decrease in cash utilization for working capital items, partially offset by higher net payments on non-recourse debt.

Share Repurchases — During the third quarter of 2025, the Company repurchased 1.2 million shares of common stock for \$70 million at a weighted average price of \$59.90 per share. As of September 30, 2025, the Company had \$253 million remaining in its share repurchase authorization, which includes \$20 million of proceeds received from stock option exercises during the third quarter of 2025, which increase the repurchase capacity of our share repurchase authorization.

Dividend — The Company paid \$36 million (\$0.56 per share) in cash dividends on September 30, 2025 to shareholders of record as of September 12, 2025. Management will recommend a fourth quarter dividend of \$0.56 per share for approval by the Company's Board of Directors in November 2025.

Outlook

The Company is updating guidance for the 2025 full year:

- Adjusted EBITDA of \$965 million to \$985 million (vs. prior outlook of \$955 million to \$985 million)
- Gross VOI sales of \$2.45 billion to \$2.50 billion (vs. prior outlook of \$2.4 billion to \$2.5 billion)
- VPG of \$3,250 to \$3,275 (vs. prior outlook of \$3,200 to \$3,250)

This guidance is presented only on a non-GAAP basis because not all of the information necessary for a quantitative reconciliation of forward-looking non-GAAP financial measures to the most directly comparable GAAP financial measure is available without unreasonable effort, primarily due to uncertainties relating to the occurrence or amount of these adjustments that may arise in the future. Where one or more of the currently unavailable items is applicable, some items could be material, individually or in the aggregate, to GAAP reported results.

Conference Call Information

Travel + Leisure Co. will hold a conference call with investors to discuss the Company's results and outlook today at 8:00 a.m. ET. Participants may listen to a simultaneous webcast of the conference call, which may be accessed through the Company's website at travelandleisureco.com/investors, or by dialing 877-733-4794 ten minutes before the scheduled start time. For those unable to listen to the live broadcast, an archive of the webcast will be available on the Company's website for 90 days beginning at 12:00 p.m. ET today.

Presentation of Financial Information

Financial information discussed in this press release includes non-GAAP measures such as Adjusted EBITDA, Adjusted diluted EPS, Adjusted free cash flow, gross VOI sales, Adjusted net income, Adjusted pre-tax income and Adjusted EBITDA margin, which include or exclude certain items, as well as non-GAAP guidance. The Company utilizes non-GAAP measures, defined in Table 7, on a regular basis to assess performance of its reportable segments and allocate resources. These non-GAAP measures differ from reported GAAP results and are intended to illustrate what management believes are relevant period-over-period comparisons and are helpful to investors when considered with GAAP measures as an additional tool for further understanding and assessing the Company's ongoing operating performance by adjusting for items which in our view do not necessarily reflect ongoing performance. Management also internally uses these measures to assess our operating performance, both absolutely and in comparison to other companies, and in evaluating or making selected compensation decisions. Exclusion of items in the Company's non-GAAP presentation should not be considered an inference that these items are unusual, infrequent or non-recurring. Full reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures for the reported periods appear in the financial tables section of the press release.

The Company may use its website as a means of disclosing information concerning its operations, results and prospects, including information which may constitute material nonpublic information, and for complying with its disclosure obligations under SEC Regulation FD. Disclosure of such information will be included on the Company's website in the Investor Relations section at travelandleisureco.com/investors. Accordingly, investors should monitor that Investor Relations section of the Company website, in addition to accessing its press releases, its submissions and filings with the SEC, and its publicly noticed conference calls and webcasts.

About Travel + Leisure Co.

Travel + Leisure Co. (NYSE:TNL) is a leading leisure travel company, providing more than six million vacations to travelers around the world every year. The Company operates a portfolio of vacation ownership, travel club, and lifestyle travel brands designed to meet the needs of the modern leisure traveler, whether they're traversing the globe or staying a little closer to home. With hospitality and responsible tourism at its heart, the company's nearly 19,000 dedicated associates around the globe help the Company achieve its mission to put the world on vacation. Learn more at travelandleisureco.com.

Forward-Looking Statements

This press release includes “forward-looking statements” as that term is defined by the Securities and Exchange Commission (“SEC”). Forward-looking statements are any statements other than statements of historical fact, including statements regarding our expectations, beliefs, hopes, intentions or strategies regarding the future. In some cases, forward-looking statements can be identified by the use of words such as “may,” “will,” “expects,” “should,” “believes,” “plans,” “anticipates,” “intends,” “estimates,” “predicts,” “potential,” “projects,” “continue,” “future,” “outlook,” “guidance,” “commitments,” or other words of similar meaning. Forward-looking statements are subject to risks and uncertainties that could cause actual results of Travel + Leisure Co. and its subsidiaries (“Travel + Leisure Co.” or “we”) to differ materially from those discussed in, or implied by, the forward-looking statements. Factors that might cause such a difference include, but are not limited to, risks associated with: the acquisition of the Travel + Leisure brand and the future prospects and plans for Travel + Leisure Co., including our ability to execute our strategies to grow our cornerstone timeshare and exchange businesses and expand into the broader leisure travel industry through our travel clubs; our ability to compete in the highly competitive timeshare and leisure travel industries; uncertainties related to acquisitions, dispositions and other strategic transactions; the health of the travel industry and declines or disruptions caused by adverse economic conditions (including inflation, recent tariff and other trade restrictions, higher interest rates, recessionary pressures, and any potential adverse economic impacts resulting from the U.S. federal government shutdown), travel restrictions, terrorism or acts of gun violence, political strife, war (including hostilities in Ukraine and the Middle East), pandemics, and severe weather events and other natural disasters; adverse changes in consumer travel and vacation patterns, consumer preferences and demand for our products; increased or unanticipated operating costs and other inherent business risks; our ability to comply with financial and restrictive covenants under our indebtedness; our ability to access capital and insurance markets on reasonable terms, at a reasonable cost or at all; maintaining the integrity of internal or customer data and protecting our systems from cyber-attacks; the timing and amount of future dividends and share repurchases, if any; and those other factors disclosed as risks under “Risk Factors” in documents we have filed with the SEC, including in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on February 19, 2025. We caution readers that any such statements are based on currently available operational, financial and competitive information, and they should not place undue reliance on these forward-looking statements, which reflect management’s opinion only as of the date on which they were made. Except as required by law, we undertake no obligation to review or update these forward-looking statements to reflect events or circumstances as they occur.

Contacts

Investors:

Investor Relations

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Travel + Leisure Co.
Condensed Consolidated Statements of Income (Unaudited)
(in millions, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net Revenues				
Net VOI sales	\$ 494	\$ 455	\$ 1,352	\$ 1,265
Service and membership fees	407	400	1,230	1,232
Consumer financing	115	114	339	335
Other	28	24	75	61
Net revenues	1,044	993	2,996	2,893
Expenses				
Operating	468	434	1,370	1,314
Marketing	162	152	438	417
General and administrative	122	111	359	350
Consumer financing interest	33	35	101	101
Depreciation and amortization	31	29	92	86
Cost of vacation ownership interests	13	27	58	82
Restructuring	—	14	—	14
Asset impairments, net	1	2	2	2
Total expenses	830	804	2,420	2,366
Operating income	214	189	576	527
Interest expense	60	63	175	189
Other (income), net	(1)	(1)	(3)	(6)
Interest (income)	(3)	(3)	(6)	(12)
Income before income taxes	158	130	410	356
Provision for income taxes	47	33	119	96
Net income from continuing operations	111	97	291	260
Gain on disposal of discontinued business, net of income taxes	—	—	—	32
Net income attributable to Travel + Leisure Co. shareholders	\$ 111	\$ 97	\$ 291	\$ 292
Basic earnings per share				
Continuing operations	\$ 1.70	\$ 1.40	\$ 4.40	\$ 3.68
Discontinued operations	—	—	—	0.45
	\$ 1.70	\$ 1.40	\$ 4.40	\$ 4.13
Diluted earnings per share				
Continuing operations	\$ 1.67	\$ 1.39	\$ 4.35	\$ 3.66
Discontinued operations	—	—	—	0.45
	\$ 1.67	\$ 1.39	\$ 4.35	\$ 4.11
Weighted average shares outstanding				
Basic	65.2	69.8	66.1	70.7
Diluted	66.1	70.2	66.9	71.0

Travel + Leisure Co.
Condensed Consolidated Balance Sheets (Unaudited)
(in millions, except share data)

	September 30, 2025	December 31, 2024
Assets		
Cash and cash equivalents	\$ 240	\$ 167
Restricted cash	174	162
Trade receivables, net	173	155
Vacation ownership contract receivables, net	2,592	2,619
Inventory	1,269	1,227
Prepaid expenses	230	214
Property and equipment, net	597	591
Goodwill	971	966
Other intangibles, net	204	209
Other assets	442	425
Total assets	<u>\$ 6,892</u>	<u>\$ 6,735</u>
Liabilities and (deficit)		
Accounts payable	\$ 66	\$ 67
Accrued expenses and other liabilities	817	778
Deferred income	489	457
Non-recourse vacation ownership debt	2,024	2,123
Debt	3,554	3,468
Deferred income taxes	763	722
Total liabilities	<u>7,713</u>	<u>7,615</u>
Stockholders' (deficit):		
Preferred stock, \$0.01 par value, authorized 6,000,000 shares, none issued and outstanding	—	—
Common stock, \$0.01 par value, 600,000,000 shares authorized, 225,810,548 issued as of 2025 and 224,599,556 as of 2024	3	2
Treasury stock, at cost – 161,482,044 shares as of 2025 and 157,476,502 shares as of 2024	(7,645)	(7,433)
Additional paid-in capital	4,380	4,328
Retained earnings	2,510	2,334
Accumulated other comprehensive loss	(69)	(112)
Total stockholders' (deficit)	<u>(821)</u>	<u>(881)</u>
Noncontrolling interest	—	1
Total (deficit)	<u>(821)</u>	<u>(880)</u>
Total liabilities and (deficit)	<u>\$ 6,892</u>	<u>\$ 6,735</u>

Travel + Leisure Co.
Condensed Consolidated Statements of Cash Flows (Unaudited)
(in millions)

	Nine Months Ended September 30,	
	2025	2024
Operating activities		
Net income	\$ 291	\$ 292
Gain on disposal of discontinued business, net of income taxes	—	(32)
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	365	316
Depreciation and amortization	92	86
Deferred income taxes	41	11
Stock-based compensation	38	29
Non-cash interest	18	18
Non-cash lease expense	10	10
Asset impairments	8	2
Other, net	(2)	(7)
Net change in assets and liabilities, excluding the impact of acquisitions and dispositions:		
Trade receivables	(5)	40
Vacation ownership contract receivables	(340)	(405)
Inventory	(41)	—
Prepaid expenses	(13)	(5)
Other assets	13	5
Accounts payable, accrued expenses, and other liabilities	14	6
Deferred income	27	—
Net cash provided by operating activities	<u>516</u>	<u>366</u>
Investing activities		
Property and equipment additions	(85)	(58)
Proceeds from the sale of investments	18	—
Purchase of investments	(10)	—
Acquisitions, net of cash acquired	(1)	(44)
Proceeds from sale of assets	—	1
Net cash used in investing activities	<u>(78)</u>	<u>(101)</u>
Financing activities		
Proceeds from non-recourse vacation ownership debt	1,157	1,251
Principal payments on non-recourse vacation ownership debt	(1,263)	(1,294)
Proceeds from debt	1,723	1,503
Principal payments on debt	(1,786)	(1,236)
Proceeds from notes issued	500	—
Repayment of notes and term loans	(357)	(307)
Repurchase of common stock	(211)	(162)
Dividends paid to shareholders	(114)	(108)
Debt issuance/modification costs	(22)	(12)
Net share settlement of incentive equity awards	(14)	(9)
Payment of deferred acquisition consideration	—	(9)
Proceeds from issuance of common stock	27	9
Net cash used in financing activities	<u>(360)</u>	<u>(374)</u>
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	<u>7</u>	<u>—</u>
Net change in cash, cash equivalents and restricted cash	85	(109)
Cash, cash equivalents and restricted cash, beginning of period	329	458
Cash, cash equivalents and restricted cash, end of period	414	349
Less: Restricted cash	174	155
Cash and cash equivalents	<u>\$ 240</u>	<u>\$ 194</u>

Travel + Leisure Co.
Summary Data Sheet
(in millions, except per share amounts, unless otherwise indicated)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
Consolidated Results						
Net income attributable to TNL shareholders	\$ 111	\$ 97	14 %	\$ 291	\$ 292	— %
Diluted earnings per share	\$ 1.67	\$ 1.39	20 %	\$ 4.35	\$ 4.11	6 %
Net income from continuing operations	\$ 111	\$ 97	14 %	\$ 291	\$ 260	12 %
Diluted earnings per share from continuing operations	\$ 1.67	\$ 1.39	20 %	\$ 4.35	\$ 3.66	19 %
Net income margin	10.6 %	9.8 %		9.7 %	10.1 %	
Adjusted Earnings						
Adjusted EBITDA	\$ 266	\$ 242	10 %	\$ 718	\$ 677	6 %
Adjusted net income	\$ 119	\$ 110	8 %	\$ 304	\$ 287	6 %
Adjusted diluted earnings per share	\$ 1.80	\$ 1.57	15 %	\$ 4.55	\$ 4.04	13 %
Segment Results						
Net Revenues						
Vacation Ownership	\$ 876	\$ 825	6 %	\$ 2,486	\$ 2,358	5 %
Travel and Membership	169	168	1 %	514	538	(4) %
Corporate and other	(1)	—		(4)	(3)	
Total	<u>\$ 1,044</u>	<u>\$ 993</u>	5 %	<u>\$ 2,996</u>	<u>\$ 2,893</u>	4 %
Adjusted EBITDA						
Vacation Ownership	\$ 231	\$ 202	14 %	\$ 608	\$ 543	12 %
Travel and Membership	58	62	(6) %	181	198	(9) %
Segment Adjusted EBITDA	289	264		789	741	
Corporate and other	(23)	(22)		(71)	(64)	
Total Adjusted EBITDA	<u>\$ 266</u>	<u>\$ 242</u>	10 %	<u>\$ 718</u>	<u>\$ 677</u>	6 %
Adjusted EBITDA margin						
Vacation Ownership	26.4 %	24.5 %		24.5 %	23.0 %	
Travel and Membership	34.3 %	36.9 %		35.2 %	36.8 %	
Corporate and other	NM	NM		NM	NM	
Consolidated TNL Adjusted EBITDA margin	25.5 %	24.4 %		24.0 %	23.4 %	

Note: Amounts may not calculate due to rounding. See "Presentation of Financial Information" and Table 7 for Non-GAAP definitions. For a full reconciliation of non-GAAP financial measures to the most directly comparable GAAP financial measures, refer to Table 5.

NM Not meaningful.

Travel + Leisure Co.
Summary Data Sheet
(in millions, unless otherwise indicated)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
Vacation Ownership						
Net VOI sales	\$ 494	\$ 455	9 %	\$ 1,352	\$ 1,265	7 %
Loan loss provision	146	125	17 %	365	316	16 %
Gross VOI sales, net of Fee-for-Service sales	640	580	10 %	1,717	1,581	9 %
Fee-for-Service sales	42	26	62 %	131	121	8 %
Gross VOI sales	<u>\$ 682</u>	<u>\$ 606</u>	13 %	<u>\$ 1,848</u>	<u>\$ 1,702</u>	9 %
Tours (in thousands)	200	195	2 %	550	542	2 %
VPG (in dollars)	\$ 3,304	\$ 3,012	10 %	\$ 3,259	\$ 3,033	7 %
Tour generated VOI sales	\$ 659	\$ 588	12 %	\$ 1,792	\$ 1,643	9 %
Telesales and other	23	18	28 %	56	59	(5)%
Gross VOI sales	<u>\$ 682</u>	<u>\$ 606</u>	13 %	<u>\$ 1,848</u>	<u>\$ 1,702</u>	9 %
Net VOI sales	\$ 494	\$ 455	9 %	\$ 1,352	\$ 1,265	7 %
Property management revenue	218	216	1 %	657	637	3 %
Consumer financing	115	114	1 %	339	335	1 %
Other ^(a)	49	40	23 %	138	121	14 %
Total Vacation Ownership revenue	<u>\$ 876</u>	<u>\$ 825</u>	6 %	<u>\$ 2,486</u>	<u>\$ 2,358</u>	5 %
Travel and Membership						
Avg. number of exchange members (in thousands)	3,322	3,386	(2)%	3,338	3,443	(3)%
Transactions (in thousands)	206	212	(3)%	643	707	(9)%
Revenue per transaction (in dollars)	\$ 351	\$ 354	(1)%	\$ 358	\$ 356	— %
Exchange transaction revenue	<u>\$ 72</u>	<u>\$ 75</u>	(4)%	<u>\$ 230</u>	<u>\$ 252</u>	(9)%
Transactions (in thousands)	216	166	30 %	583	516	13 %
Revenue per transaction (in dollars)	\$ 215	\$ 244	(12)%	\$ 232	\$ 251	(8)%
Travel Club transaction revenue	<u>\$ 47</u>	<u>\$ 41</u>	15 %	<u>\$ 135</u>	<u>\$ 129</u>	5 %
Transactions (in thousands)	422	378	12 %	1,226	1,223	— %
Revenue per transaction (in dollars)	\$ 281	\$ 306	(8)%	\$ 298	\$ 312	(5)%
Travel and Membership transaction revenue	<u>\$ 119</u>	<u>\$ 116</u>	3 %	<u>\$ 365</u>	<u>\$ 381</u>	(4)%
Transaction revenue	\$ 119	\$ 116	3 %	\$ 365	\$ 381	(4)%
Subscription revenue	43	44	(2)%	129	134	(4)%
Other ^(b)	7	8	(13)%	20	23	(13)%
Total Travel and Membership revenue	<u>\$ 169</u>	<u>\$ 168</u>	1 %	<u>\$ 514</u>	<u>\$ 538</u>	(4)%

Note: Amounts may not compute due to rounding.

(a) Includes Fee-for-Service commission revenues and other ancillary revenues.

(b) Primarily related to cancellation fees, commissions, and other ancillary revenue.

Travel + Leisure Co.
Non-GAAP Measure: Reconciliation of Net Income to
Adjusted Net Income to Adjusted EBITDA
(in millions, except diluted per share amounts)

	Three Months Ended September 30,					
	2025	EPS	Margin %	2024	EPS	Margin %
Net income attributable to TNL shareholders	\$ 111	\$ 1.67	10.6%	\$ 97	\$ 1.39	9.8%
Asset impairments, net ^(a)	7			2		
Amortization of acquired intangibles ^(b)	2			3		
Other ^(c)	1			—		
Debt modification ^(d)	1			—		
Restructuring	—			14		
Fair value change in contingent consideration	—			(1)		
Legacy items	—			(1)		
Taxes ^(e)	(3)			(5)		
Adjusted net income	\$ 119	\$ 1.80	11.4%	\$ 110	\$ 1.57	11.1%
Income taxes on adjusted net income	50			38		
Adjusted pre-tax income	\$ 169			\$ 148		
Interest expense	60			63		
Depreciation	29			26		
Stock-based compensation expense ^(f)	12			9		
Debt modification ^(d)	(1)			—		
Interest income	(3)			(3)		
Adjusted EBITDA	\$ 266		25.5%	\$ 242		24.4%
Diluted Shares Outstanding	66.1			70.2		

Table 5
(continued)

	Nine Months Ended September 30,					
	2025	EPS	Margin %	2024	EPS	Margin %
Net income attributable to TNL shareholders	\$ 291	\$ 4.35	9.7%	\$ 292	\$ 4.11	10.1%
Gain on disposal of discontinued business, net of income taxes	—			(32)		
Net income from continuing operations	\$ 291	\$ 4.35	9.7%	\$ 260	\$ 3.66	9.0%
Amortization of acquired intangibles ^(b)	8			8		
Asset impairments, net ^(a)	8			2		
Other ^(c)	1			—		
Debt modification ^(d)	1			—		
Restructuring	—			14		
Legacy items	—			12		
Acquisition-related deal costs	—			2		
Fair value change in contingent consideration	—			(1)		
Taxes ^(e)	(5)			(10)		
Adjusted net income	\$ 304	\$ 4.55	10.1%	\$ 287	\$ 4.04	9.9%
Income taxes on adjusted net income	124			106		
Adjusted pre-tax income	\$ 429			\$ 393		
Interest expense	175			189		
Depreciation	84			78		
Stock-based compensation expense ^(f)	38			29		
Debt modification ^(d)	(1)			—		
Interest income	(6)			(12)		
Adjusted EBITDA	\$ 718		24.0%	\$ 677		23.4%
Diluted Shares Outstanding	66.9			71.0		

Amounts may not calculate due to rounding. The tables above reconcile certain non-GAAP financial measures to their closest GAAP measure. The presentation of these adjustments is intended to permit the comparison of particular adjustments as they appear in the income statement in order to assist investors' understanding of the overall impact of such adjustments. In addition to GAAP financial measures, the Company provides Adjusted net income, Adjusted EBITDA, Adjusted pre-tax income, Adjusted EBITDA margin, and Adjusted diluted EPS to assist our investors in evaluating our ongoing operating performance for the current reporting period and, where provided, over different reporting periods, by adjusting for certain items which in our view do not necessarily reflect ongoing performance. We also internally use these measures to assess our operating performance, both absolutely and in comparison to other companies, and in evaluating or making selected compensation decisions. These supplemental disclosures are in addition to GAAP reported measures. Non-GAAP measures should not be considered a substitute for, nor superior to, financial results and measures determined or calculated in accordance with GAAP. Our presentation of adjusted measures may not be comparable to similarly-titled measures used by other companies. See "Presentation of Financial Information" and Table 7 for the definitions of these non-GAAP measures.

- (a) Includes \$6 million of inventory impairments for the three and nine months ended September 30, 2025, included in Cost of vacation ownership interests on the Condensed Consolidated Statements of Income.
- (b) Amortization of acquisition-related intangible assets is excluded from Adjusted net income and Adjusted EBITDA.
- (c) Represents adjustments for other items that meet the conditions of unusual and/or infrequent.
- (d) Debt modifications are excluded from Adjusted net income, while included for Adjusted EBITDA.
- (e) Represents the tax effects on the adjustments. We determine the tax effects of the non-GAAP adjustments based on the nature of the underlying adjustment and the relevant tax jurisdictions. The tax effect of the non-GAAP adjustments was calculated based on an evaluation of the statutory tax treatment and the applicable statutory tax rate in the relevant jurisdictions.
- (f) All stock-based compensation is excluded from Adjusted EBITDA.

Travel + Leisure Co.
Non-GAAP Measure: Reconciliation of Net Cash Provided by Operating Activities to Adjusted Free Cash Flow
(in millions)

	Nine Months Ended September 30,	
	2025	2024
Net cash provided by operating activities	\$ 516	\$ 366
Property and equipment additions	(85)	(58)
Sum of proceeds and principal payments of non-recourse vacation ownership debt	(106)	(43)
Free cash flow	\$ 325	\$ 265
Transaction costs for acquisitions and divestitures	1	1
Adjusted free cash flow ^(a)	\$ 326	\$ 266

(a) The Company had \$78 million and \$101 million of net cash used in investing activities during the nine months ended September 30, 2025 and 2024. The Company had \$360 million and \$374 million of net cash used in financing activities for the nine months ended September 30, 2025 and 2024.

Definitions

Adjusted Diluted Earnings per Share: A non-GAAP measure, defined by the Company as Adjusted net income divided by the diluted weighted average number of common shares. Adjusted Diluted Earnings per Share is useful to assist our investors in evaluating our ongoing operating performance for the current reporting period and, where provided, over different reporting periods.

Adjusted EBITDA: A non-GAAP measure, defined by the Company as net income from continuing operations before depreciation and amortization, interest expense (excluding consumer financing interest), early extinguishment of debt, interest income (excluding consumer financing revenues) and income taxes, each of which is presented on the Condensed Consolidated Statements of Income. Adjusted EBITDA also excludes stock-based compensation costs, separation and restructuring costs, legacy items, transaction and integration costs associated with mergers, acquisitions, and divestitures, asset impairments/recoveries, gains and losses on sale/disposition of business, and items that meet the conditions of unusual and/or infrequent. Legacy items include the resolution of and adjustments to certain contingent assets and liabilities related to acquisitions of continuing businesses and dispositions, including the separation of Wyndham Hotels & Resorts, Inc. and Avis Budget Group, Inc. (ABG), and the sale of the vacation rentals businesses. Integration costs represent certain non-recurring costs directly incurred to integrate mergers and/or acquisitions into the existing business. We believe that when considered with GAAP measures, Adjusted EBITDA is useful to assist our investors in evaluating our ongoing operating performance for the current reporting period and, where provided, over different reporting periods. We also internally use this measure to assess our operating performance, both absolutely and in comparison to other companies, and in evaluating or making selected compensation decisions. Adjusted EBITDA should not be considered in isolation or as a substitute for net income/(loss) or other income statement data prepared in accordance with GAAP and our presentation of Adjusted EBITDA may not be comparable to similarly-titled measures used by other companies.

Adjusted EBITDA Margin: A non-GAAP measure, represents Adjusted EBITDA as a percentage of revenue. Adjusted EBITDA Margin is useful to assist our investors in evaluating our ongoing operating performance for the current reporting period and, where provided, over different reporting periods.

Adjusted Free Cash Flow: A non-GAAP measure, defined by the Company as net cash provided by operating activities from continuing operations less property and equipment additions (capital expenditures) plus the sum of proceeds and principal payments of non-recourse vacation ownership debt, while also adding back cash paid for transaction costs for acquisitions and divestitures, separation adjustments associated with the spin-off of Wyndham Hotels, and certain adjustments related to COVID-19. TNL believes adjusted FCF to be a useful operating performance measure to evaluate the ability of its operations to generate cash for uses other than capital expenditures and, after debt service and other obligations, its ability to grow its business through acquisitions and equity investments, as well as its ability to return cash to shareholders through dividends and share repurchases. A limitation of using Adjusted free cash flow versus the GAAP measure of net cash provided by operating activities as a means for evaluating TNL is that Adjusted free cash flow does not represent the total cash movement for the period as detailed in the consolidated statement of cash flows.

Adjusted Free Cash Flow Conversion: A non-GAAP measure, defined by the Company as Adjusted free cash flow as a percentage of Adjusted EBITDA. We use this non-GAAP performance measure to assist in evaluating our operating performance and the quality of our earnings as represented by adjusted EBITDA, and to evaluate the performance of our current and prospective operating and strategic initiatives in generating cash flows from our earnings performance. This measure also assists investors in evaluating our operating performance, management of our assets, and ability to generate cash flows from our earnings, as well as facilitating period-to-period comparisons.

Adjusted Net Income: A non-GAAP measure, defined by the Company as net income from continuing operations adjusted to exclude separation and restructuring costs, legacy items, transaction and integration costs associated with mergers, acquisitions, and divestitures, amortization of acquisition-related assets, debt modification costs, impairments, gains and losses on sale/disposition of business, and items that meet the conditions of unusual and/or infrequent and the tax effect of such adjustments. Legacy items include the resolution of and adjustments to certain contingent assets and liabilities related to acquisitions of continuing businesses and dispositions, including the separation of Wyndham Hotels and ABG, and the sale of the vacation rentals businesses. Adjusted Net Income is useful to assist our investors in evaluating our ongoing operating performance for the current reporting period and, where provided, over different reporting periods.

Adjusted Pre-Tax Income: A non-GAAP measure, defined by the Company as net income from continuing operations adjusted to exclude separation and restructuring costs, legacy items, transaction and integration costs associated with mergers, acquisitions, and divestitures, amortization of acquisition-related assets, debt modification costs, impairments, gains and losses on sale/disposition of business, and items that meet the conditions of unusual and/or infrequent and taxes. Legacy items include the resolution of and adjustments to certain contingent assets and liabilities related to acquisitions of continuing businesses and dispositions, including the separation of Wyndham Hotels and ABG, and the sale of the vacation rentals businesses. Adjusted Pre-Tax Income is useful to assist our investors in evaluating our ongoing operating performance for the current reporting period and, where provided, over different reporting periods, without the impacts of fluctuations in tax rates.

Average Number of Exchange Members: Represents the average number of paid members in our vacation exchange programs who are considered to be in good standing, during a given reporting period.

Free Cash Flow (FCF): A non-GAAP measure, defined by TNL as net cash provided by operating activities from continuing operations less property and equipment additions (capital expenditures) plus the sum of proceeds and principal payments of non-recourse vacation ownership debt. TNL believes FCF to be a useful operating performance measure to evaluate the ability of its operations to generate cash for uses other than capital expenditures and, after debt service and other obligations, its ability to grow its business through acquisitions and equity investments, as well as its ability to return cash to shareholders through dividends and share repurchases. A limitation of using FCF versus the GAAP measure of net cash provided by operating activities as a means for evaluating TNL is that FCF does not represent the total cash movement for the period as detailed in the consolidated statement of cash flows.

Gross Vacation Ownership Interest Sales: A non-GAAP measure, represents sales of vacation ownership interests (VOIs), including sales under the fee-for-service program before the effect of loan loss provisions. We believe that Gross VOI sales provide an enhanced

understanding of the performance of our vacation ownership business because it directly measures the sales volume of this business during a given reporting period.

Leverage Ratio: The Company calculates leverage ratio as net debt divided by Adjusted EBITDA as defined in the credit agreement.

Net Debt: Net debt equals total debt outstanding, less non-recourse vacation ownership debt and cash and cash equivalents.

Tours: Represents the number of tours taken by guests in our efforts to sell VOIs.

Travel and Membership Revenue per Transaction: Represents transaction revenue divided by transactions, provided in two categories; Exchange, which is primarily RCI, and Travel Club.

Travel and Membership Transactions: Represents the number of exchanges and travel bookings recognized as revenue during the period, net of cancellations. This measure is provided in two categories; Exchange, which is primarily RCI, and Travel Club.

Volume Per Guest (VPG): Represents Gross VOI sales (excluding telesales and virtual sales) divided by the number of tours. The Company has excluded non-tour sales in the calculation of VPG because non-tour sales are generated by a different marketing channel. We believe that VPG provides an enhanced understanding of the performance of our Vacation Ownership business because it directly measures the efficiency of its tour selling efforts during a given reporting period.