



## **National Vision Announces KKR Secondary Offering and Concurrent Share Repurchase**

**Duluth, Ga., August 7, 2019** — National Vision Holdings, Inc. (NASDAQ: EYE) (“National Vision”) today announced that KKR Vision Aggregator L.P. (the “Selling Stockholder”) intends to offer for sale in an underwritten secondary offering 9,149,908 shares of common stock of National Vision pursuant to a shelf registration statement filed by National Vision with the U.S. Securities and Exchange Commission (the “SEC”). No shares are being sold by National Vision. The Selling Stockholder will receive all of the proceeds from this offering.

In addition, National Vision announced that, subject to the completion of the offering, it intends to repurchase from the underwriter, out of the 9,149,908 shares of common stock, a number of shares having an aggregate purchase price of \$25.0 million at a price per share equal to the price at which the underwriter will purchase the shares from the Selling Stockholder. The closing of the share repurchase is conditioned on, and expected to occur simultaneously with, the closing of the offering, subject to the satisfaction of other customary conditions. The offering is not conditioned upon the completion of the share repurchase.

It is anticipated that, upon completion of these transactions, the Selling Stockholder will have disposed of all of its remaining shares of National Vision common stock.

Goldman Sachs & Co. LLC is acting as the underwriter for the proposed offering.

A shelf registration statement (including a prospectus) on Form S-3ASR relating to these securities was filed with the SEC on November 14, 2018 and became automatically effective upon filing. This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The offering of these securities will be made only by means of a prospectus supplement and accompanying prospectus. Copies of the preliminary prospectus supplement and accompanying prospectus for the offering may be obtained from Goldman Sachs & Co. LLC, Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing [Prospectus-ny@ny.email.gs.com](mailto:Prospectus-ny@ny.email.gs.com).

### **Forward Looking Statements**

This press release includes certain disclosures which contain “forward-looking statements.” You can identify forward-looking statements because they contain words

such as “intend” and “expect.” Forward-looking statements are based on National Vision’s current expectations and assumptions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that may differ materially from those contemplated by the forward-looking statements, which are neither statements of historical fact nor guarantees or assurances of future performance. Important factors that could cause actual results to differ materially from those in the forward-looking statements are set forth in National Vision’s filings with the SEC, including its Annual Report on Form 10-K for the fiscal year ended December 29, 2018, under the caption “Risk Factors.” Any forward-looking statement in this release speaks only as of the date of this release. National Vision undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

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