

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):

November 5, 2025

National Vision Holdings, Inc.
(Exact name of registrant as specified in its charter)

001-38257

(Commission file number)

Delaware

(State or other jurisdiction of
incorporation)

2435 Commerce Ave.

Building 2200

Duluth, Georgia

(Address of principal executive offices)

46-4841717

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

30096

(Zip Code)

(770) 822-3600

(Registrant's telephone number, including area code)

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 230.42)
- ☐ 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(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	EYE	Nasdaq

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 November 5, 2025, National Vision Holdings, Inc. (“National Vision”) issued a press release announcing financial results for the quarter ended September 27, 2025.

A copy of the release is furnished herewith as Exhibit 99.1 and incorporated by reference herein.

The information in this Current Report on Form 8-K, including exhibits, is being furnished to the Securities and Exchange Commission (the “SEC”) pursuant to Item 2.02 of Form 8-K and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any of National Vision’s filings with the SEC 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.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	National Vision Holdings, Inc. Press Release dated November 5, 2025.
104	Cover page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

Signatures

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

Date: November 5, 2025

By:

Name:

Title:

National Vision Holdings, Inc.

/s/ Jared Brandman

Jared Brandman

Chief Legal & Strategy Officer, Corporate Secretary



National Vision Holdings, Inc. Reports Third Quarter 2025 Financial Results

*Transformation Initiatives Continue to Drive Strong Performance
Raises Fiscal 2025 Outlook*

Third quarter 2025 highlights compared to third quarter 2024:

- Net revenue from continuing operations increased 7.9% to \$487.3 million
- Comparable store sales growth of 6.8% and Adjusted Comparable Store Sales Growth of 7.7% represented the 11th consecutive quarter of positive growth
- Income from continuing operations of \$3.4 million, Diluted EPS from continuing operations of \$0.04, with Income (loss) from continuing operations margin improving to 0.7% from (1.9)%
- Adjusted Operating Income from continuing operations of \$19.8 million, up 38.6%, with Adjusted Operating Margin improving to 4.1% from 3.2%
- Adjusted Diluted EPS from continuing operations increased to \$0.13 from \$0.12

Duluth, Ga. -- November 5, 2025 -- National Vision Holdings, Inc. (NASDAQ: EYE) ("National Vision," "we," "our," "us" or the "Company") today reported its financial results for the third quarter ended September 27, 2025.

"Our strong performance this quarter demonstrates that our team's focused execution on our initiatives is delivering results," said Alex Wilkes, National Vision's CEO. "Our merchandise strategy is working, our associates are embracing new selling techniques, and our new America's Best branding is resonating with consumers. We continue to see strong traffic growth with Managed Care, Progressive and Outside Rx customers, and are very pleased with the intentional evolution of our customer mix that we expect will lead to a healthier business overall. The strategic investments we are making are beginning to transform customer engagement, enabling greater operating efficiency and more personalized solutions while reinforcing our strong value proposition, best-in-class exam experience, and evolving product mix. Looking ahead, we plan to launch further capabilities and expanded product offerings that will build upon the improvements we are making to transform the business, leading to sustained growth for years to come."

This release includes certain Non-GAAP Financial Measures that are not recognized under generally accepted accounting principles ("GAAP"). Please see "Non-GAAP Financial Measures" and "Reconciliation of Non-GAAP to GAAP Financial Measures" below for more information.

Results for all periods presented are reported on a continuing operations basis and reflect the results of our former Legacy segment and the substantial majority of AC Lens operations as discontinued operations. Unless otherwise noted, all comparisons are to the prior year period.

Third Quarter 2025 Summary

- Net revenue increased 7.9% to \$487.3 million, driven by Adjusted Comparable Store Sales Growth and new store sales, partially offset by closed stores and includes a negative (0.8)% impact from the timing of unearned revenue.
- Comparable store sales growth was 6.8% and Adjusted Comparable Store Sales Growth was 7.7%, both reflecting a higher average ticket and continued strength in the managed care cohort, while customer traffic was relatively flat compared to the prior year period.
- The Company opened four new America's Best stores and closed two Fred Meyer stores, ending the quarter with 1,242 stores. Overall, store count grew 0.9%.

- Costs applicable to revenue increased 7.0% to \$203.2 million. As a percentage of net revenue, costs applicable to revenue decreased 40 basis points to 41.7%, primarily driven by the successful execution of pricing and product mix initiatives and leveraging optometrist-related costs, partially offset by a decrease in contact lens product margin.
- Selling, general and administrative expenses (SG&A) increased 7.8% to \$252.3 million. As a percentage of net revenue, SG&A remained at 51.8%, as operating leverage on lower expenses and fees was offset by higher variable incentive compensation expenses related to revenue and profitability growth and higher health care expenses. Adjusted SG&A increased 7.7% to \$242.3 million and represented 49.7% of net revenue, a decrease of 10 basis points.
- Income (loss) from continuing operations increased to \$3.4 million, compared to \$(8.4) million in the prior-year period. Income (loss) from continuing operations margin improved to 0.7% from (1.9)%.
- Diluted earnings (loss) per share (EPS) from continuing operations increased to \$0.04 compared to \$(0.11). Adjusted Diluted EPS increased to \$0.13 from \$0.12. The net change in margin on unearned revenue negatively impacted both Diluted EPS and Adjusted Diluted EPS by \$(0.03).
- Adjusted Operating Income increased 38.6% to \$19.8 million. Adjusted Operating Margin improved to 4.1% from 3.2%. The net change in margin on unearned revenue negatively impacted income (loss) from continuing operations, by \$(2.1) million and Adjusted Operating Income by \$(2.8) million.

Year-to-Date 2025 Summary

- Net revenue increased 7.1% to \$1,484.1 million driven by Adjusted Comparable Store Sales Growth and new store sales, partially offset by closed stores and includes a negative (0.6)% impact from the timing of unearned revenue.
- Comparable store sales growth was 5.7% and Adjusted Comparable Store Sales Growth was 6.4%, primarily due to higher average ticket, continued strength in the managed care cohort and relatively flat customer traffic.
- The Company opened 21 new America's Best stores, closed 11 Fred Meyer stores and closed eight America's Best stores, ending the period with 1,242 stores. Overall, store count grew 0.9%.
- Costs applicable to revenue increased 5.1% to \$608.8 million. As a percentage of net revenue, costs applicable to revenue decreased 80 basis points to 41.0%, mainly due to the successful execution of pricing and product mix initiatives, and leveraging of optometrist-related costs, partially offset by a decrease in contact lens product margin.
- SG&A increased 7.0% to \$755.0 million. As a percentage of net revenue, SG&A was flat to prior year at 50.9% of revenue. Adjusted SG&A increased 6.8% to \$723.4 million and decreased 20 basis points to 48.7% of net revenue.
- Income from continuing operations increased to \$26.3 million compared to \$2.3 million. Income from continuing operations margin increased to 1.8% compared to 0.2%.
- Diluted EPS from continuing operations increased to \$0.33 compared to \$0.03. Adjusted Diluted EPS increased to \$0.65 compared to \$0.56. The net change in margin on unearned revenue negatively impacted both Diluted EPS and Adjusted Diluted EPS by \$(0.06).
- Adjusted Operating Income increased 36.3% to \$84.9 million. Adjusted Operating Margin increased to 5.7% compared to 4.5%. The net change in margin on unearned revenue negatively impacted income from continuing operations by \$(4.9) million and Adjusted Operating Income by \$(6.5) million.

Balance Sheet and Cash Flow Highlights as of September 27, 2025

- National Vision's cash balance was \$56.0 million as of September 27, 2025. During the quarter, the Company repaid \$15.0 million under its \$300.0 million first lien revolving credit facility, which includes letters of credit of \$6.4 million, bringing the balance to zero.
- Total debt was \$253.4 million as of September 27, 2025, consisting of outstanding first lien term loans and finance lease obligations, net of unamortized discounts.

Fiscal 2025 Outlook

The Company is raising certain elements of its fiscal 2025 outlook for the 53 weeks ending January 3, 2026, as set forth below. The Company estimates the 53rd week of fiscal 2025 will contribute approximately \$35 million to net revenue, and approximately \$3 million to Adjusted Operating Income.

	Prior Fiscal 2025 Outlook (As of August 6, 2025)	Updated Fiscal 2025 Outlook (As of November 5, 2025)
New Stores	~32	~32
Adjusted Comparable Store Sales Growth ⁽¹⁾⁽²⁾	3.0% - 5.0%	5.0% - 6.0%
Net Revenue	\$1.934 billion - \$1.970 billion	\$1.970 billion - 1.988 billion
Adjusted Operating Income ⁽²⁾	\$85 million - \$95 million	\$92 million - \$98 million
Adjusted Diluted EPS ⁽²⁾⁽³⁾	\$0.62 - \$0.70	\$0.63 - \$0.71
Depreciation and Amortization ⁽⁴⁾	\$93 million - \$96 million	\$91 million - \$93 million
Interest ⁽⁵⁾	\$17 million - \$19 million	\$17 million - \$19 million
Tax Rate ⁽⁶⁾	27%	28%
Capital Expenditures	\$87 million - \$90 million	\$80 million - \$85 million

¹ For the 52 weeks ending December 27, 2025.

² Refer to “Non-GAAP Financial Measures” below for more information.

³ Assumes approximately 81 million shares.

⁴ Includes amortization of acquisition intangibles of approximately \$0.7 million, which is excluded in the definition of Adjusted Operating Income.

⁵ Before the impact of gains or losses on change in fair value of derivatives and charges related to debt discounts and deferred financing costs.

⁶ Excluding the impact of vesting of restricted stock units and stock option exercises.

The fiscal 2025 outlook information provided in this release includes Adjusted Operating Income and Adjusted Diluted EPS guidance. The Company is not able to reconcile these forward-looking non-GAAP measures to GAAP without unreasonable efforts because it is not possible to predict with a reasonable degree of certainty the actual impact of certain items and unanticipated events, including taxes and non-recurring items, which would be included in GAAP results.

The fiscal 2025 outlook is forward-looking, subject to significant business, economic, regulatory and competitive uncertainties and contingencies, many of which are beyond the control of the Company and its management, and based upon assumptions with respect to future decisions, which are subject to change. These uncertainties include, but are not limited to, dynamic market conditions, unexpected disruptions including additional regulatory actions impacting international trade such as tariffs, and other macroeconomic risks and uncertainties. Actual results may vary and those variations may be material. As such, the Company’s results may not fall within the ranges contained in its fiscal 2025 outlook. The Company uses these forward-looking measures internally to assess and benchmark its results and strategic plans. See “Forward-Looking Statements” below.

Conference Call Details

The Company will host a conference call to discuss the third quarter 2025 financial results and fiscal-year 2025 guidance today, November 5, 2025, at 8:30 a.m. Eastern Time. To pre-register for the conference call and obtain a dial-in number and passcode, please refer to the “Investors” section of the Company’s website at www.ir.nationalvision.com. A live audio webcast of the conference call will be available on the “Investors” section of the Company’s website at www.ir.nationalvision.com, where presentation materials will be posted prior to the conference call. A replay of the audio webcast will also be archived on the “Investors” section of the Company’s website.

About National Vision Holdings, Inc.

National Vision Holdings, Inc. (NASDAQ: EYE) is one of the largest optical retail companies in the United States with over 1,200 stores in 38 states and Puerto Rico. With a mission of helping people by making quality eye care and eyewear more affordable and accessible, the company operates four retail brands: America’s Best Contacts & Eyeglasses, Eyeglass World, and Vista Optical inside select Fred Meyer stores and on select military bases, and an e-commerce website DiscountContacts.com, offering a variety of products and services for customers’ eye care needs. For more information, please visit www.nationalvision.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934. These statements include, but are not limited to, statements contained under “Fiscal 2025 Outlook” as well as other statements related to our current beliefs and expectations regarding the performance of our industry, the Company’s strategic direction, market position, prospects including remote medicine and optometrist recruiting and retention initiatives, and future results. You can

identify these forward-looking statements by the use of words such as “outlook,” “guidance,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “could,” “seeks,” “projects,” “predicts,” “intends,” “plans,” “estimates,” “anticipates” or variations of these words or other comparable words. Caution should be taken not to place undue reliance on any forward-looking statement as such statements speak only as of the date when made. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law. Forward-looking statements are not guarantees and are subject to various risks and uncertainties, which may cause actual results to differ materially from those implied in forward-looking statements. Such factors include, but are not limited to, market volatility, an overall decline in the health of the economy, global macroeconomic conditions and other factors that may affect consumer spending or behavior; our ability to successfully implement our transformation initiatives, or anticipate the impact of important strategic initiatives; our ability to recruit and retain vision care professionals for in-store roles or to provide remote care offerings; our ability to compete in the highly competitive optical retail industry; the success of our marketing, advertising and promotional efforts; our ability to maintain, protect, and enhance the value of our owned brands; our ability to open and operate new stores (including as a result of store conversions) in a timely and cost-effective manner or to successfully enter new markets; our ability to increase sales in existing stores and to successfully reinvest in existing stores; our ability to successfully implement our pricing strategies; changes in the cost of inputs, and factors such as wage rate increases, inflation, cost increases, increases in the price of raw materials and energy prices; significant capital requirements to fund our expanding business including updating our Enterprise Resource Planning (“ERP”) and Customer Relationship Management (“CRM”), and other technological, systems and capabilities; the potential for our growth strategy to strain our existing resources and cause the performance of our existing stores to suffer; risks associated with leasing substantial amounts of space, including future increases in occupancy costs; our ability to successfully manage the distinct risks faced by our e-commerce and omni-channel business; our ability to retain our existing senior management team or attract qualified new personnel; seasonal fluctuations in our operating results and inventory levels; the potential impacts of catastrophic events, including changing climate and weather patterns leading to severe weather and natural disasters; the potential for certain technological advances, greater availability of, or increased consumer preferences for, vision correction alternatives to prescription eyeglasses or contact lenses, or future drug development for the correction of vision-related problems to reduce the demand for our products; our ability to successfully manage our inventory balances and inventory shrinkage; the potential for the loss of, or disruption in the operations of, one or more of our distribution centers or optical laboratories, which would impact our ability to process and fulfill customer orders and deliver our products in a timely manner, or at all, or result in quality issues; the performance of our Host brands and our ability to maintain or extend our operating relationships with our Host partners, including impacts resulting from the termination of our partnership with Walmart; our investments in technological innovators in the optical retail industry, including artificial intelligence; sustainability issues, including those related to climate change; our ability to develop, maintain and extend relationships with managed vision care companies, vision insurance providers and other third-party payors; risks associated with vendors from whom our products are sourced and our dependence on a limited number of suppliers; the impact of any significant failure, inadequacy, interruption or security breach affecting our information technology systems, or those of our vendors; our reliance on third-party coverage and reimbursement, including government programs, for an increasing portion of our revenues; our ability to comply with state, local and federal vision care and healthcare laws and regulations, as well as managed vision care laws and regulations; liability stemming from rapidly changing and increasingly stringent laws, regulations, contractual obligations, and industry standards relating to privacy, data security and data protection; product liability, product recall or personal injury issues; our ability to comply with laws, regulations and enforcement activities or changes in statutory, regulatory, accounting and other legal requirements; the outcome of legal proceedings relating to our business operations; the protection and validity of our intellectual property; risks related to our indebtedness; changes in interest rates; restrictions in our credit agreement that limit our flexibility in operating our business; and risks related to owning our common stock. Additional information about these and other factors that could cause National Vision’s results to differ materially from those described in the forward-looking statements can be found in filings by National Vision with the Securities and Exchange Commission (“SEC”), including our latest Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, which are accessible on the SEC’s website at www.sec.gov. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this release and in our filings with the SEC.

Non-GAAP Financial Measures

To supplement the Company's financial information presented in accordance with GAAP and aid understanding of the Company's business performance, the Company uses certain non-GAAP financial measures, namely "EBITDA," "Adjusted Operating Income," "Adjusted Operating Margin," "Adjusted EBITDA," "Adjusted EBITDA Margin," "Adjusted Diluted EPS," "Adjusted Comparable Stores Sales Growth," "Adjusted SG&A," and "Adjusted SG&A Percent of Net Revenue." We believe EBITDA, Adjusted Operating Income, Adjusted Operating Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Diluted EPS, Adjusted SG&A, and Adjusted SG&A Percent of Net Revenue assist investors and analysts in comparing our operating performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. Management believes these non-GAAP financial measures are useful to investors in highlighting trends in our operating performance, while other measures can differ significantly depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which we operate and capital investments. Management uses these non-GAAP financial measures to supplement GAAP measures of performance in the evaluation of the effectiveness of our business strategies, to make budgeting decisions, to establish discretionary annual incentive compensation and to compare our performance against that of other peer companies using similar measures. Management supplements GAAP results with non-GAAP financial measures to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone.

To supplement the Company's comparable store sales growth presented in accordance with GAAP, the Company provides "Adjusted Comparable Store Sales Growth," which is a non-GAAP financial measure we believe is useful because it provides timely and accurate information relating to the two core metrics of retail sales: number of transactions and value of transactions. Management uses Adjusted Comparable Store Sales Growth as the basis for key operating decisions, such as allocation of advertising to particular markets and implementation of special marketing programs. Accordingly, we believe that Adjusted Comparable Store Sales Growth provides timely and accurate information relating to the operational health and overall performance of each brand. We also believe that, for the same reasons, investors find our calculation of Adjusted Comparable Store Sales Growth to be meaningful.

EBITDA: We define EBITDA from continuing operations as net income (loss), minus income (loss) from discontinued operations, net of tax, plus interest expense (income), net, income tax provision (benefit), and depreciation and amortization.

Adjusted Operating Income: We define Adjusted Operating Income from continuing operations as net income (loss), minus income (loss) from discontinued operations, net of tax, plus interest expense (income), net and income tax provision (benefit), further adjusted to exclude stock-based compensation expense, (gain) loss on extinguishment of debt, asset impairment, litigation settlement, secondary offering expenses, management realignment expenses, long-term incentive plan expenses, amortization of acquisition intangibles, Enterprise Resource Planning ("ERP") and Customer Relationship Management ("CRM") implementation expenses, shareholder activism costs, severance and employee-related costs associated with organizational restructuring and certain other expenses.

Adjusted Operating Margin: We define Adjusted Operating Margin from continuing operations as Adjusted Operating Income from continuing operations as a percentage of total net revenue.

Adjusted EBITDA: We define Adjusted EBITDA from continuing operations as net income (loss), minus income (loss) from discontinued operations, net of tax, plus interest expense (income), net, income tax provision and depreciation and amortization, further adjusted to exclude stock-based compensation expense, (gain) loss on extinguishment of debt, asset impairment, litigation settlement, secondary offering expenses, management realignment expenses, long-term incentive plan expenses, ERP and CRM implementation expenses, shareholder activism, severance and employee-related costs associated with restructuring and certain other expenses.

Adjusted EBITDA Margin: We define Adjusted EBITDA Margin from continuing operations as Adjusted EBITDA from continuing operations as a percentage of total net revenue.

Adjusted Diluted EPS: We define Adjusted Diluted EPS from continuing operations as diluted earnings (loss) per share, minus diluted earnings (loss) per share from discontinued operations, adjusted for the per share impact of stock-based compensation expense, (gain) loss on extinguishment of debt, asset impairment, litigation settlement, secondary offering expenses, management realignment expenses, long-term incentive plan expenses, amortization of acquisition intangibles, amortization of debt discounts and deferred financing costs of our term loan borrowings, amortization of the conversion feature and deferred financing costs related to our 2.50% convertible senior notes due on May 15, 2025 ("2025 Notes") when not required under U.S. GAAP to be added back for diluted earnings (loss) per share, derivative fair value adjustments, ERP and CRM implementation expenses, shareholder activism, severance and employee-related costs associated with restructuring and certain other expenses, and related tax effects.

Adjusted SG&A: We define Adjusted SG&A from continuing operations as SG&A from continuing operations adjusted to exclude stock-based compensation expense, litigation settlement, secondary offering expenses, management realignment

expenses, long-term incentive plan expense, ERP and CRM implementation expenses, shareholder activism, severance and employee-related costs associated with restructuring and certain other expenses.

Adjusted SG&A Percent of Net Revenue: We define Adjusted SG&A Percent of Net Revenue from continuing operations as Adjusted SG&A from continuing operations as a percentage of total net revenue.

Adjusted Comparable Store Sales Growth: We measure Adjusted Comparable Store Sales Growth as the increase or decrease in sales recorded by the comparable store base in any reporting period, compared to sales recorded by the comparable store base in the prior reporting period, which we calculate as follows: (i) sales are recorded on a cash basis (i.e. when the order is placed and paid for or submitted to a managed care payor, compared to when the order is delivered), utilizing cash basis point of sale information from stores; (ii) stores are added to the calculation during the 13th full fiscal month following the store's opening; (iii) closed stores are removed from the calculation for time periods that are not comparable; (iv) sales from partial months of operation are excluded when stores do not open or close on the first day of the month; and (v) when applicable, we adjust for the effect of the 53rd week. Quarterly, year-to-date and annual adjusted comparable store sales are aggregated using only sales from all whole months of operation included in both the current reporting period and the prior reporting period. When a partial month is excluded from the calculation, the corresponding month in the subsequent period is also excluded from the calculation. There may be variations in the way in which some of our competitors and other retailers calculate comparable store sales. As a result, our adjusted comparable store sales may not be comparable to similar data made available by other retailers.

EBITDA, Adjusted Operating Income, Adjusted Operating Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Diluted EPS, Adjusted SG&A, Adjusted SG&A Percent of Net Revenue and Adjusted Comparable Store Sales Growth are not recognized terms under U.S. GAAP and should not be considered as an alternative to net income or the ratio of net income to net revenue as a measure of financial performance, SG&A, the ratio of SG&A to net revenue as a measure of financial performance, cash flows provided by operating activities as a measure of liquidity, comparable store sales growth as a measure of operating performance, or any other performance measure derived in accordance with U.S. GAAP. Additionally, these measures are not intended to be a measure of free cash flow available for management's discretionary use as they do not consider certain cash requirements such as interest payments, tax payments and debt service requirements. The presentations of these measures have limitations as analytical tools and should not be considered in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. Because not all companies use identical calculations, the presentations of these measures may not be comparable to other similarly titled measures of other companies and can differ significantly from company to company.

Please see "Reconciliation of Non-GAAP to GAAP Financial Measures" below for reconciliations of non-GAAP financial measures used in this release to their most directly comparable GAAP financial measures.

National Vision Holdings, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (Unaudited)

<i>In thousands, except share data</i>	As of September 27, 2025	As of December 28, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 56,030	\$ 73,948
Accounts receivable, net	46,134	49,938
Inventories, net	88,012	93,918
Prepaid expenses and other current assets	30,012	32,024
Total current assets	220,188	249,828
Noncurrent assets:		
Property and equipment, net	340,135	362,175
Goodwill	700,642	698,305
Trademarks and trade names	240,547	240,547
Other intangible assets, net	7,724	8,269
Right of use assets	386,793	408,589
Other assets	62,443	40,058
Total noncurrent assets	1,738,284	1,757,943
Total assets	\$ 1,958,472	\$ 2,007,771
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 74,264	\$ 53,643
Other payables and accrued expenses	112,142	109,036
Unearned revenue	45,457	42,002
Deferred revenue	65,872	62,507
Current maturities of long-term debt and finance lease obligations	16,852	101,392
Current operating lease obligations	102,378	99,694
Total current liabilities	416,965	468,274
Noncurrent liabilities:		
Long-term debt and finance lease obligations, less current portion and debt discount	236,514	248,610
Noncurrent operating lease obligations	337,824	366,335
Deferred revenue	22,948	22,082
Other liabilities	8,430	8,228
Deferred income taxes, net	77,030	77,909
Total non-current liabilities	682,746	723,164
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$0.01 par value; 200,000,000 shares authorized; 86,098,306 and 85,444,263 shares issued as of September 27, 2025 and December 28, 2024, respectively; 79,259,590 and 78,775,117 shares outstanding as of September 27, 2025 and December 28, 2024, respectively	860	854
Additional paid-in capital	825,742	807,048
Retained earnings	252,400	226,117
Treasury stock, at cost; 6,838,716 and 6,669,146 shares as of September 27, 2025 and December 28, 2024, respectively	(220,241)	(217,686)
Total stockholders' equity	858,761	816,333
Total liabilities and stockholders' equity	\$ 1,958,472	\$ 2,007,771

National Vision Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited)

	Three Months Ended		Nine Months Ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
<i>In thousands, except per share amounts</i>				
Revenue:				
Net product sales	\$ 393,483	\$ 363,156	\$ 1,200,837	\$ 1,113,206
Net sales of services and plans	93,847	88,359	283,240	272,836
Total net revenue	487,330	451,515	1,484,077	1,386,042
Costs applicable to revenue (exclusive of depreciation and amortization):				
Products	114,615	106,392	346,215	330,809
Services and plans	88,584	83,537	262,545	248,246
Total costs applicable to revenue	203,199	189,929	608,760	579,055
Operating expenses:				
Selling, general and administrative expenses	252,339	233,991	755,038	705,472
Depreciation and amortization	22,185	22,690	67,684	68,603
Asset impairment	—	13,726	502	17,701
Other expense (income), net	(1)	—	(101)	(1)
Total operating expenses	274,523	270,407	823,123	791,775
Income (loss) from operations	9,608	(8,821)	52,194	15,212
Interest expense, net	4,119	4,108	12,901	11,560
Gain on extinguishment of debt	—	(859)	—	(859)
Earnings (loss) from continuing operations before income taxes	5,489	(12,070)	39,293	4,511
Income tax provision (benefit)	2,117	(3,630)	13,010	2,239
Income (loss) from continuing operations	3,372	(8,440)	26,283	2,272
Loss from discontinued operations, net of tax	—	(28)	—	(2,180)
Net income (loss)	\$ 3,372	\$ (8,468)	\$ 26,283	\$ 92
Basic earnings (loss) per share:				
Continuing operations	\$ 0.04	\$ (0.11)	\$ 0.33	\$ 0.03
Discontinued operations	\$ —	\$ —	\$ —	\$ (0.03)
Total	\$ 0.04	\$ (0.11)	\$ 0.33	\$ —
Diluted earnings (loss) per share:				
Continuing operations	\$ 0.04	\$ (0.11)	\$ 0.33	\$ 0.03
Discontinued operations	\$ —	\$ —	\$ —	\$ (0.03)
Total	\$ 0.04	\$ (0.11)	\$ 0.33	\$ —
Weighted average shares outstanding:				
Basic	79,223	78,655	79,053	78,538
Diluted	81,195	78,655	80,170	78,747
Comprehensive income (loss):				
Net income (loss)	\$ 3,372	\$ (8,468)	\$ 26,283	\$ 92
Unrealized gain on hedge instruments	—	64	—	548
Tax provision of unrealized gain on hedge instruments	—	—	—	128
Comprehensive income (loss)	\$ 3,372	\$ (8,404)	\$ 26,283	\$ 512

National Vision Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)

	Nine Months Ended	
	September 27, 2025	September 28, 2024
<i>In Thousands</i>		
Cash flows from operating activities:		
Net income	\$ 26,283	\$ 92
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	67,684	69,934
Amortization of debt discount and deferred financing costs	932	1,740
Amortization of cloud computing implementation costs	6,823	3,842
Asset impairment	502	17,915
Deferred income tax expense (benefit)	(879)	(6,921)
Stock-based compensation expense	17,836	11,778
(Gains) on change in fair value of derivatives	—	(34)
Inventory adjustments	3,818	3,618
Other	(334)	(283)
Changes in operating assets and liabilities:		
Accounts receivable	2,974	39,705
Inventories	2,088	28,697
Operating lease right of use assets and lease liabilities	(2,249)	(1,692)
Other assets	(26,077)	2,082
Accounts payable	20,621	(27,997)
Deferred and unearned revenue	7,686	(7,225)
Other liabilities	5,426	(31,884)
Net cash provided by operating activities	133,134	103,367
Cash flows from investing activities:		
Purchase of property and equipment	(48,441)	(63,485)
Other	(3,848)	1,117
Net cash used for investing activities	(52,289)	(62,368)
Cash flows from financing activities:		
Repayments on long-term debt	(94,712)	(218,751)
Borrowings on long-term debt	—	115,000
Payments of debt issuance costs	—	(1,703)
Payments on finance lease obligations	(2,255)	(2,279)
Proceeds from issuance of common stock	1,013	1,201
Purchase of treasury stock	(2,555)	(2,819)
Net cash used for financing activities	(98,509)	(109,351)
Net change in cash, cash equivalents and restricted cash	(17,664)	(68,352)
Cash, cash equivalents and restricted cash, beginning of year	75,237	151,027
Cash, cash equivalents and restricted cash, end of period ⁽ⁱ⁾	\$ 57,573	\$ 82,675

(i) Cash balance includes restricted cash of \$1.5 million and \$1.5 million for the nine months ended September 27, 2025 and September 28, 2024, respectively, that are not reflected in cash and cash equivalents shown on the Condensed Consolidated Balance Sheets.

National Vision Holdings, Inc. and Subsidiaries
Reconciliation of Non-GAAP to GAAP Financial Measures (Unaudited)

Reconciliation of Adjusted Operating Income from Continuing Operations to Net Income (Loss)

	Three Months Ended		Nine Months Ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
<i>In thousands</i>				
Net income (loss)	\$ 3,372	\$ (8,468)	\$ 26,283	\$ 92
Income (loss) from discontinued operations, net of tax	—	(28)	—	(2,180)
Income (loss) from continuing operations	3,372	(8,440)	26,283	2,272
Interest expense, net	4,119	4,108	12,901	11,560
Income tax provision (benefit)	2,117	(3,630)	13,010	2,239
Stock-based compensation expense ^(a)	5,501	4,615	17,836	11,779
Gain on extinguishment of debt ^(b)	—	(859)	—	(859)
Asset impairment ^(c)	—	13,726	502	17,701
Litigation settlement ^(d)	1,903	—	1,903	4,450
Amortization of acquisition intangibles ^(e)	169	381	507	1,144
ERP and CRM implementation expenses ^(h)	1,368	1,804	5,529	4,461
Other ⁽ⁱ⁾	1,258	2,589	6,412	7,514
Adjusted Operating Income from continuing operations	<u>\$ 19,807</u>	<u>\$ 14,294</u>	<u>\$ 84,883</u>	<u>\$ 62,261</u>
Income (loss) from continuing operations margin	0.7 %	(1.9) %	1.8 %	0.2 %
Adjusted Operating Margin from continuing operations	4.1 %	3.2 %	5.7 %	4.5 %

Note: Percentages reflect line item as a percentage of total net revenue, adjusted for rounding.

Reconciliation of EBITDA from Continuing Operations and Adjusted EBITDA from Continuing Operations to Net Income (Loss)

	Three Months Ended		Nine Months Ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
<i>In thousands</i>				
Net income (loss)	\$ 3,372	\$ (8,468)	\$ 26,283	\$ 92
Income (loss) from discontinued operations, net of tax	—	(28)	—	(2,180)
Income (loss) from continuing operations	3,372	(8,440)	26,283	2,272
Interest expense, net	4,119	4,108	12,901	11,560
Income tax provision (benefit)	2,117	(3,630)	13,010	2,239
Depreciation and amortization	22,185	22,690	67,684	68,603
EBITDA from continuing operations	31,793	14,728	119,878	84,674
Stock-based compensation expense ^(a)	5,501	4,615	17,836	11,779
Gain on extinguishment of debt ^(b)	—	(859)	—	(859)
Asset impairment ^(c)	—	13,726	502	17,701
Litigation settlement ^(d)	1,903	—	1,903	4,450
ERP and CRM implementation expenses ^(h)	1,368	1,804	5,529	4,461
Other ⁽ⁱ⁾	1,258	2,589	6,412	7,514
Adjusted EBITDA from continuing operations	<u>\$ 41,823</u>	<u>\$ 36,603</u>	<u>\$ 152,060</u>	<u>\$ 129,720</u>
Income (loss) from continuing operations margin	0.7 %	(1.9) %	1.8 %	0.2 %
Adjusted EBITDA Margin from continuing operations	8.6 %	8.1 %	10.2 %	9.4 %

Note: Percentages reflect line item as a percentage of total net revenue, adjusted for rounding.

Reconciliation of Adjusted Diluted EPS from Continuing Operations to Diluted EPS

	Three Months Ended		Nine Months Ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
<i>Shares in thousands, except per share amounts</i>				
Diluted EPS	\$ 0.04	\$ (0.11)	\$ 0.33	\$ —
Diluted EPS from discontinued operations	—	—	—	(0.03)
Diluted EPS from continuing operations	\$ 0.04	\$ (0.11)	\$ 0.33	\$ 0.03
Stock-based compensation expense ^(a)	0.07	0.06	0.22	0.15
Gain on extinguishment of debt ^(b)	—	(0.01)	—	(0.01)
Asset impairment ^(c)	—	0.17	0.01	0.22
Litigation settlement ^(d)	0.02	—	0.02	0.06
Amortization of acquisition intangibles ^(e)	—	—	0.01	0.01
Amortization of debt discount and deferred financing costs ^(f)	—	0.01	0.01	0.02
Derivatives fair value adjustments ^(g)	—	0.01	—	0.08
ERP and CRM implementation expenses ^(h)	0.02	0.02	0.07	0.06
Other ⁽ⁱ⁾	0.02	0.04	0.07	0.10
Tax effects ^(j)	(0.04)	(0.07)	(0.09)	(0.16)
Adjusted Diluted EPS from continuing operations	<u>\$ 0.13</u>	<u>\$ 0.12</u>	<u>\$ 0.65</u>	<u>\$ 0.56</u>
Weighted average diluted shares outstanding	81,195	78,655	80,170	78,747

Reconciliation of Adjusted SG&A from Continuing Operations to SG&A from Continuing Operations

	Three Months Ended		Nine Months Ended	
	September 27, 2025	September 28, 2024	September 27, 2025	September 28, 2024
<i>In thousands</i>				
SG&A from continuing operations	\$ 252,339	\$ 233,991	\$ 755,038	\$ 705,472
Stock-based compensation expense ^(a)	5,501	4,615	17,836	11,779
Litigation settlement ^(d)	1,903	—	1,903	4,450
ERP and CRM implementation expenses ^(h)	1,368	1,804	5,529	4,461
Other ⁽ⁱ⁾	1,258	2,532	6,412	7,457
Adjusted SG&A from continuing operations	<u>\$ 242,309</u>	<u>\$ 225,040</u>	<u>\$ 723,358</u>	<u>\$ 677,325</u>
SG&A from continuing operations Percent of Net Revenue	51.8 %	51.8 %	50.9 %	50.9 %
Adjusted SG&A from continuing operations Percent of Net Revenue	49.7 %	49.8 %	48.7 %	48.9 %

Note: Percentages reflect line item as a percentage of total net revenue.

- (a) Non-cash charges related to stock-based compensation programs, which vary from period to period depending on the timing of awards and performance vesting conditions.
- (b) For the three and nine months ended September 28, 2024, reflects the gain on extinguishment related to the repurchase of \$217.7 million of the 2025 Notes on August 12, 2024.
- (c) Reflects write-off related to non-cash impairment charges of long-lived assets, primarily impairment of Fred Meyer contracts and relationships intangible asset of \$10.5 million for the three and nine months ended September 28, 2024, impairment of property, equipment and lease-related assets on closed or underperforming stores, and certain store closure decisions made as part of the Company's store optimization review during the three months ended September 28, 2024.
- (d) Expenses associated with settlement of certain litigation.
- (e) Amortization of the increase in carrying values of finite-lived intangible assets resulting from the application of purchase accounting following the acquisition of the Company by affiliates of KKR & Co. Inc.
- (f) Amortization of deferred financing costs and other non-cash charges related to our debt. We adjust for amortization of deferred financing costs related to the 2025 Notes only when adjustment for these costs is not required in the calculation of diluted earnings per share under U.S. GAAP.
- (g) The adjustments for the derivative fair value (gains) and losses have the effect of adjusting the (gain) or loss for changes in the fair value of derivative instruments and amortization of AOCL for derivatives not designated as accounting hedges. This results in reflecting derivative (gains) and losses within Adjusted Diluted EPS during the period the derivative is settled.
- (h) Costs related to the Company's ERP and CRM implementations.
- (i) Other adjustments include amounts that management believes are not representative of our operating performance (amounts in brackets represent reductions in Adjusted Operating Income, Adjusted Diluted EPS, Adjusted EBITDA and Adjusted SG&A), which are primarily related to shareholder activism costs of \$2.1 million for the nine months ended September 27, 2025, and severance and employee-related costs associated with organizational restructuring of \$0.8 million and \$2.9 million for the three and nine months ended September 27, 2025, respectively, costs associated with the digitization of paper-based records of \$0.6 million for the three and nine months ended September 27, 2025, \$1.5 million and \$5.7 million for the three and nine months ended September 28, 2024, respectively, costs associated with the store fleet review of \$1.1 million for the three and nine months ended September 28, 2024, and other expenses and adjustments. Other adjustments for Adjusted SG&A exclude optometrist-related store optimization costs in 2024.
- (j) Represents the income tax effect of the total adjustments at our combined statutory federal and state income tax rates, including tax expense (benefit) from stock-based compensation.

Reconciliation of Adjusted Comparable Store Sales Growth from Continuing Operations to Total Comparable Store Sales Growth from Continuing Operations

	Comparable store sales growth from continuing operations ^(a)				2025 Outlook ^(b)
	Three Months Ended September 27, 2025	Three Months Ended September 28, 2024	Nine Months Ended September 27, 2025	Nine Months Ended September 28, 2024	
Owned & Host segment					
America's Best	8.1 %	1.2 %	6.7 %	1.7 %	
Eyeglass World	5.2 %	(0.9)%	3.7 %	(2.3)%	
Military	4.4 %	(0.6)%	3.4 %	(0.7)%	
Fred Meyer	4.1 %	(7.3)%	4.1 %	(5.3)%	
Total comparable store sales growth from continuing operations	6.8 %	1.4 %	5.7 %	1.7 %	5.5% - 6.5%
Adjustments for effects of: ^(b)					
Unearned & deferred revenue	0.9 %	(0.5)%	0.7 %	(0.5)%	
Adjusted Comparable Store Sales Growth from continuing operations	7.7 %	0.9 %	6.4 %	1.2 %	5.0% - 6.0%

(a) Total comparable store sales from continuing operations is calculated based on consolidated net revenue from continuing operations excluding the impact of (i) other segments revenue, (ii) sales from stores opened less than 13 months, (iii) stores closed in the periods presented, (iv) sales from partial months of operation when stores do not open or close on the first day of the month and (v) if applicable, the impact of a 53rd week in a fiscal year. Brand-level comparable store sales growth is calculated based on cash basis revenues consistent with what the CODM reviews, and consistent with reportable segment revenues presented in Note 16. "Segment Reporting" in our Annual Report on Form 10-K for the period ended December 28, 2024.

(b) Adjusted Comparable Store Sales Growth from continuing operations includes the effect of deferred and unearned revenue as if such revenues were earned at the point of sale, resulting in the changes from total comparable store sales growth from continuing operations based on consolidated net revenue from continuing operations; with respect to the Company's 2025 Outlook, Adjusted Comparable Store Sales Growth includes an estimated 0.5% decrease for the effect of deferred and unearned revenue as if such revenues were earned at the point of sale.

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