

May 20, 2020



Floor & Decor Holdings, Inc. Announces Pricing of Secondary Offering of Common Stock by Selling Stockholders

ATLANTA--(BUSINESS WIRE)-- Floor & Decor Holdings, Inc. (the "Company" or "Floor & Decor") (NYSE:FND) today announced the pricing of an underwritten public offering of 4,972,900 shares of common stock of the Company by certain stockholders of the Company, including funds affiliated with Ares Management Corporation (NYSE:ARES) and Freeman Spogli Management Co., L.P., as well as certain directors and officers of the Company, (collectively, the "Selling Stockholders"). The Company is not selling any shares in this offering and will not receive any proceeds from the sale of the shares by the Selling Stockholders. Morgan Stanley & Co. LLC is acting as the sole underwriter for the offering.

The underwriter intends to offer the shares of common stock from time to time for sale in one or more transactions on the New York Stock Exchange, in the over-the counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt and acceptance by it and subject to its right to reject any order in whole or in part. The offering is expected to close on May 22, 2020, subject to the satisfaction of customary closing conditions.

An automatic shelf registration statement (including a prospectus) relating to these securities was filed on May 23, 2018 with the Securities and Exchange Commission (the "SEC") and became effective upon such filing. Before you invest, you should read the prospectus in that registration statement and the documents incorporated by reference in that registration statement, as well as the prospectus supplement related to this offering. Copies of these documents are available at no charge on the SEC's website at www.sec.gov. Alternatively, copies of the prospectus supplement and the accompanying prospectus, when available, may be obtained from Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, or by telephone at 1-866-718-1649.

The offering of these securities is being made only by means of a prospectus supplement and an accompanying prospectus. This press release does 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.

About Floor & Decor Holdings, Inc.

Floor & Decor is a multi-channel specialty retailer operating 123 warehouse-format stores across 30 states at the end of the first quarter of fiscal 2020. The Company offers a broad assortment of in-stock hard-surface flooring, including tile, wood, laminate/luxury vinyl plank, and natural stone along with decorative and installation accessories, at everyday low prices.

The Company was founded in 2000 and is headquartered in Atlanta, Georgia.

Forward-Looking Statements

This press release may include statements that constitute “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact contained in this press release, are forward-looking statements. Forward looking statements include any statements regarding the Company’s strategic and operational plans, future performance or financial condition and may often be identified by the use of words such as “may,” “will,” “should,” “expects,” “intends,” “plans,” “anticipates,” “could,” “seeks,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “budget,” “potential,” “focused on” or “continue” and other similar expressions that predict or indicate future events or trends.

Forward looking statements speak only as of the date hereof and are not guarantees of future events, results, performance or achievements. These statements are based on the Company’s current expectations, assumptions, estimates and projections and involve known and unknown risks, uncertainties and other important factors that may cause the Company’s actual results to be materially different from those expressed or implied by the forward-looking statements, including, without limitation, those factors described in the Company’s filings with the SEC. Except as required by applicable law, the Company does not plan to update or revise any forward-looking statements, whether as a result of any new information, future events or otherwise.

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