

**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

May 7, 2024
Date of Report (date of earliest event reported)

First Watch Restaurant Group, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40866
(Commission File Number)

82-4271369
(I.R.S. Employer Identification Number)

8725 Penderly Place, Suite 201,
Bradenton, FL 34201
(Address of principal executive offices and zip code)
(941) 907-9800
(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 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class
Common stock, \$0.01 par value

Trading Symbol
FWRG

Name of each exchange on which registered
The Nasdaq Stock Market LLC
(Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

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 May 7, 2024, First Watch Restaurant Group, Inc. (the "Company") issued a press release announcing its financial results for the first fiscal quarter ended March 31, 2024. A copy of the press release is attached as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

The Company has also posted a supplemental information presentation to its website at investors.firstwatch.com, which is attached as Exhibit 99.2 and incorporated herein by reference.

The information furnished in this Current Report on Form 8-K, including Exhibit 99.1 and Exhibit 99.2, shall not be deemed to be "filed" for the 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. The information in this Current Report shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing.

Item 9.01 - Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of First Watch Restaurant Group, Inc. dated May 7, 2024
99.2	Supplemental Information Presentation for the first fiscal quarter ended March 31, 2024
104	Cover Page Interactive Data File (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 on this 7th day of May, 2024.

First Watch Restaurant Group, Inc.
(Registrant)

By: /s/ Mel Hope
Name: Mel Hope
Title: Chief Financial Officer and Treasurer



First Watch Restaurant Group, Inc. Reports Strong Q1 2024 Financial Results

Total revenues increased 14.7%; same-restaurant sales growth of 0.5%*
Income from operations margin of 5.1% and restaurant level operating profit margin of 20.8%
Net income of \$7.2 million and Adjusted EBITDA of \$28.6 million
9 system-wide restaurants opened across 8 states

BRADENTON, FL — May 7, 2024 — First Watch Restaurant Group, Inc. (NASDAQ: FWRG) (“First Watch” or the “Company”), the leading Daytime Dining concept serving breakfast, brunch and lunch, today reported financial results for the thirteen weeks ended March 31, 2024 (“Q1 2024”).

“First Watch posted another solid quarter with positive same restaurant sales”, traffic trends that improved sequentially through the quarter and year-over-year adjusted EBITDA growth,” said Chris Tomasso, First Watch CEO and President. “We continue to focus on delivering exceptional experiences for our customers and our employees validated by customer experience scores that have never been higher and continued improvement in employee turnover. We remain confident in our long-term growth prospects driven by our proven portability and a total addressable market more than three times our current size.”

Highlights for Q1 2024 compared to Q1 2023:

- Total revenues increased 14.7% to \$242.4 million in Q1 2024 from \$211.4 million in Q1 2023
- System-wide sales increased 9.4% to \$289.6 million in Q1 2024 from \$264.7 million in Q1 2023
- Same-restaurant sales growth of 0.5%* and same-restaurant traffic growth of (4.5)%*
- Income from operations margin decreased to 5.1% during Q1 2024 from 7.4% in Q1 2023
- Restaurant level operating profit margin** decreased to 20.8% in Q1 2024 from 21.2% in Q1 2023
- Net income decreased to \$7.2 million, or \$0.12 per diluted share, in Q1 2024 from \$9.4 million, or \$0.15 per diluted share in Q1 2023
- Adjusted EBITDA** increased to \$28.6 million in Q1 2024 from \$27.4 million in Q1 2023
- Opened 9 system-wide restaurants in 8 states resulting in a total of 531 system-wide restaurants (432 company-owned and 99 franchise-owned) across 29 states

* Comparing the thirteen-week periods ended March 31, 2024 and April 2, 2023 in order to compare like-for-like periods
 ** See “Non-GAAP Financial Measures” below

For additional financial information related to thirteen weeks ended March 31, 2024, refer to the Company’s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2024, which can be accessed at <https://investors.firstwatch.com> in the Financials & Filings section.

Updated Outlook Fiscal Year 2024

Based upon first quarter results and current trends, management provides the following updated outlook for the 52-week fiscal year ending December 29, 2024:

- Same-restaurant sales growth in a range of flat-to-up 2.0% with same restaurant traffic growth in the negative low single digits.
- Total revenue growth in the range of 17.0% to 19.0%⁽¹⁾.
- Total of 51 to 57 new system-wide restaurants, net of 1 company-owned and 1 franchise-owned restaurant closure (44 to 48 new company-owned restaurants and 9 to 11 new franchise-owned restaurants).

Management confirms the following guidance for fiscal 2024:

- Adjusted EBITDA⁽²⁾ in the range of \$106.0 million to \$112.0 million⁽¹⁾
- Blended tax rate in the range of 27.0% to 29.0%
- Capital expenditures in the range of \$125.0 million to \$135.0 million invested primarily in new restaurant projects and planned remodels⁽³⁾

(1) Includes approximately 7.0% in total revenue growth and approximately \$12.0 million in Adjusted EBITDA associated with completed acquisitions

(2) We have not reconciled guidance for Adjusted EBITDA to the corresponding GAAP financial measure because we do not provide guidance for the various reconciling items. We are unable to provide guidance for these reconciling items because we cannot determine their probable significance, as certain items are outside of our control and cannot be reasonably predicted due to the fact that these items could vary significantly from period to period. Accordingly, a reconciliation to the corresponding GAAP financial measure is not available without unreasonable effort.

(3) Does not include the capital outlays associated with the acquisition of franchise-owned restaurants

Conference Call and Webcast

Chris Tomasso, Chief Executive Officer and President, and Mel Hope, Chief Financial Officer, will host a conference call and webcast to discuss these financial results for Q1 2024 on May 7, 2024 at 8:00 AM ET.

Interested parties may listen to the conference call via any one of three options:

- Dial 201-389-0914, which will be answered by an operator
- Pre-register by entering your information at this Call me™ link and entering the following Call me™ passcode to receive a direct call for instant access to the event: 62605
- Join the webcast at <https://investors.firstwatch.com/news-and-events/events>

The webcast will be archived shortly after the call has concluded.

Definitions

The following definitions apply to these terms as used in this release:

System-wide restaurants: the total number of restaurants, including all company-owned and franchise- owned restaurants.

System-wide sales: consists of restaurant sales from our company-owned restaurants and franchise-owned restaurants. We do not recognize the restaurant sales from our franchise-owned restaurants as revenue.

Same-restaurant sales growth: the percentage change in year-over-year restaurant sales (excluding gift card breakage) for the comparable restaurant base, which is defined as the number of company-owned First Watch branded restaurants open for 18 months or longer as of the beginning of the fiscal year ("Comparable Restaurant Base"). For the first quarter of 2024, this operating metric compares the first fiscal quarter ended March 31, 2024 with the thirteen-week period ended April 2, 2023, versus the fiscal quarter ended March 26, 2023, in order to compare like-for-like periods. For the thirteen weeks ended March 31, 2024 and April 2, 2023, there were 344 restaurants and 328 restaurants, respectively, in our Comparable Restaurant Base.

Same-restaurant traffic growth: the percentage change in traffic counts for the thirteen weeks ended March 31, 2024 as compared to the thirteen-week period ended April 2, 2023 using the Comparable Restaurant Base.

Adjusted EBITDA: a non-GAAP measure, is defined as net income (loss) before depreciation and amortization, interest expense, income taxes and items that the Company does not consider in the evaluation of its ongoing core operating performance.

Adjusted EBITDA margin: a non-GAAP measure, is defined as Adjusted EBITDA as a percentage of total revenues.

Restaurant level operating profit: a non-GAAP measure, is defined as restaurant sales, less restaurant operating expenses, which include food and beverage costs, labor and other related expenses, other restaurant operating expenses, pre-opening expenses and occupancy expenses. In addition, Restaurant level operating profit excludes corporate-level expenses and items that are not considered in the Company's evaluation of its ongoing core operating performance.

Restaurant level operating profit margin: a non-GAAP measure, is defined as Restaurant level operating profit as a percentage of restaurant sales.

About First Watch

First Watch is an award-winning Daytime Dining concept serving made-to-order breakfast, brunch and lunch using fresh ingredients. A recipient of hundreds of local "Best Breakfast" and "Best Brunch" accolades, First Watch's chef-driven menu includes elevated executions of classic favorites along with First Watch specialties such as the Quinoa Power Bowl®, Farm Stand Breakfast Tacos, Avocado Toast, Chickichanga, Morning Meditation (juiced in-house daily), Spiked Lavender Lemonade and its signature Million Dollar Bacon. In 2023, First Watch was named the top restaurant brand in Yelp's inaugural list of the 50 most loved brands in the U.S. In 2023 and 2022, First Watch was named a Top 100 Most Loved Workplace® in Newsweek by the Best Practice Institute. In 2022, First Watch was awarded a sought-after MenuMasters honor by Nation's Restaurant News for its seasonal Braised Short Rib Omelet and recognized with ADP's coveted Culture at Work Award. First Watch operates more than 530 First Watch restaurants in 29 states. For more information, visit www.firstwatch.com.

Forward-Looking Statements

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which are subject to known and unknown risks, uncertainties and other important factors that may cause actual results to be materially different from the statements made herein. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements discuss our current expectations and projections relating to our financial position, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to any historical or current facts. These statements may include words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "future," "intend," "outlook," "potential," "project," "projection," "plan," "seek," "may," "could," "would," "will," "should," "can," "can have," "likely," the negatives thereof and other similar expressions. You should evaluate all forward-looking statements made in this press release in the context of the risks and uncertainties disclosed herein, in our Annual Report on Form 10-K as of and for the year ended December 31, 2023, including under Part I, Item 1A, "Risk Factors" and Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our other filings with the Securities and Exchange Commission (the "SEC"), accessible on the SEC's website at www.sec.gov and the Investors Relations section of the Company's website at <https://investors.firstwatch.com/financial-information/sec-filings>. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the following: uncertainty regarding the Russia and Ukraine war, Israel-Hamas war and the related impact on macroeconomic conditions, including inflation, as a result of such conflicts or other related events; our vulnerability to changes in economic conditions and consumer preferences; our inability to successfully open new restaurants or establish new markets; our inability to effectively manage our growth; potential negative impacts on sales at our and our franchisees' restaurants as a result of our opening new restaurants; a decline in visitors to any of the retail centers, lifestyle centers, or entertainment centers where our restaurants are located; lower than expected same-restaurant sales growth; unsuccessful marketing programs and limited time new offerings; changes in the cost of food; unprofitability or closure of new restaurants or lower than previously experienced performance in existing restaurants; our inability to compete effectively for customers; unsuccessful financial performance of our franchisees; our limited control over our franchisees' operations; our inability to maintain good relationships with our franchisees; conflicts of interest with our franchisees; the geographic concentration of our system-wide restaurant base in the southeast portion of the United States; damage to our reputation and negative publicity; our inability or failure to recognize, respond to and effectively manage the accelerated impact of social media; our limited number of suppliers and distributors for several of our frequently used ingredients and shortages or disruptions in the supply or delivery of such ingredients; information technology system failures or breaches of our network security; our failure to comply with federal and state laws and regulations relating to privacy, data protection, advertising and consumer protection, or the expansion of current or the enactment of new laws or regulations relating to privacy, data protection, advertising and consumer protection; our potential liability with our gift cards under the property laws of some states; our failure to enforce and maintain our trademarks and protect our other intellectual property; litigation with respect to intellectual property assets; our dependence on our executive officers and certain other key employees; our inability to identify, hire, train and retain qualified individuals for our workforce; our failure to obtain or to properly verify the employment eligibility of our employees; our failure to maintain our corporate culture as we grow; unionization activities among our employees; employment and labor law proceedings; labor shortages or increased labor costs or health care costs; risks associated with leasing property subject to long-term and non-cancelable leases; risks related to our sale of alcoholic beverages; costly and complex compliance with federal, state and local laws; changes in accounting principles applicable to us; our vulnerability to natural disasters, unusual weather conditions, pandemic outbreaks, political events, war and terrorism; our inability to secure additional capital to support business growth; our level of indebtedness; failure to comply with covenants under our credit facility; and the interests of our largest stockholder may differ from those of public stockholders.

The forward-looking statements included in this press release are made only as of the date hereof and are expressly qualified in their entirety by these cautionary statements. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. All information presented herein is based on our fiscal calendar. Unless otherwise stated, references to particular years, quarters, months or periods refer to our fiscal years and the associated quarters, months and periods of those fiscal years.

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Non-GAAP Financial Measures (Unaudited)

To supplement the consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"), we use the following non-GAAP measures, which present operating results on an adjusted basis: (i) Adjusted EBITDA, (ii) Adjusted EBITDA margin, (iii) Restaurant level operating profit and (iv) Restaurant level operating profit margin. Our presentation of these non-GAAP measures includes isolating the effects of some items that are either nonrecurring in nature or vary from period to period without any correlation to our ongoing core operating performance. These supplemental measures of performance are not required by or presented in accordance with GAAP. Management believes these non-GAAP measures provide investors with additional visibility into our operations, facilitate analysis and comparisons of our ongoing business operations because they exclude items that may not be indicative of our ongoing operating performance, help to identify operational trends and allow for greater transparency with respect to key metrics used by management in our financial and operational decision making. Our non-GAAP measures may not be comparable to similarly titled measures used by other companies and have important limitations as analytical tools. These non-GAAP measures should not be considered in isolation or as substitutes for analysis of our results as reported under GAAP as they may not provide a complete understanding of our performance. These non-GAAP measures should be reviewed in conjunction with our consolidated financial statements prepared in accordance with GAAP.

Adjusted EBITDA and Adjusted EBITDA Margin

Management uses Adjusted EBITDA and Adjusted EBITDA margin (i) as factors in evaluating management's performance when determining incentive compensation, (ii) to evaluate the Company's operating results and the effectiveness of our business strategies and (iii) internally as benchmarks to compare the Company's performance to that of its competitors.

The following tables reconcile Net income and Net income margin, the most directly comparable GAAP measures, to Adjusted EBITDA and Adjusted EBITDA margin for the periods indicated:

(in thousands)	THIRTEEN WEEKS ENDED				
		MARCH 31, 2024		MARCH 26, 2023	
Net income	\$	7,214	\$	9,360	
Depreciation and amortization		12,271		9,117	
Interest expense		2,599		1,907	
Income taxes		2,799		4,558	
EBITDA		24,883		24,942	
Strategic costs (1)		235		305	
Loss on extinguishment and modification of debt		428		—	
Stock-based compensation (2)		1,866		1,497	
Delaware Voluntary Disclosure Agreement Program (3)		8		367	
Transaction expenses, net (4)		669		253	
Insurance proceeds in connection with natural disasters, net (5)		—		(141)	
Impairments and loss on disposal of assets (6)		119		134	
Recruiting and relocation costs (7)		204		30	
Severance costs (8)		178		26	
Adjusted EBITDA	\$	28,590	\$	27,413	
Total revenues	\$	242,449	\$	211,406	
Net income margin		3.0 %		4.4 %	
Adjusted EBITDA margin		11.8 %		13.0 %	
Additional information					
Deferred rent expense (9)	\$	343	\$	584	

(1) Represents costs related to process improvements and strategic initiatives. These costs are recorded within General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

(2) Represents non-cash, stock-based compensation expense which is recorded within General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

(3) Represents professional service costs incurred in connection with the Delaware Voluntary Disclosure Agreement Program related to unclaimed or abandoned property. These costs are recorded in General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

(4) Represents costs incurred in connection with the acquisition of franchise-owned restaurants, expenses related to debt, secondary offering costs and in 2024, an offsetting gain on release of contingent consideration liability.

(5) Represents insurance recoveries, net of costs incurred, in connection with hurricane damage, which were recorded in Other income, net on the Consolidated Statements of Operations and Comprehensive Income.

(6) Represents costs related to the disposal of assets due to retirements, replacements or certain restaurant closures. There were no impairments recognized during the periods presented.

(7) Represents costs incurred for hiring qualified individuals. These costs are recorded within General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

(8) Severance costs are recorded in General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

(9) Represents the non-cash portion of straight-line rent expense recorded within both Occupancy expenses and General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

Restaurant level operating profit and Restaurant level operating profit margin

Restaurant level operating profit and Restaurant level operating profit margin are not indicative of our overall results, and because they exclude corporate-level expenses, do not accrue directly to the benefit of our stockholders. We will continue to incur such expenses in the future. Restaurant level operating profit and Restaurant level operating profit margin are important measures we use to evaluate the performance and profitability of each operating restaurant, individually and in the aggregate and to make decisions regarding future spending and other operational decisions. We believe that Restaurant level operating profit and Restaurant level operating profit margin provide useful information about our operating results, identify operational trends and allow for transparency with respect to key metrics used by us in our financial and operational decision-making.

The following tables reconcile Income from operations and Income from operations margin, the most directly comparable GAAP financial measures, to Restaurant level operating profit and Restaurant level operating profit margin for the periods indicated:

<i>(in thousands)</i>	THIRTEEN WEEKS ENDED	
	MARCH 31, 2024	MARCH 26, 2023
Income from operations	\$ 12,286	\$ 15,331
Less: Franchise revenues	(3,141)	(3,438)
Add:		
General and administrative expenses	27,658	22,705
Depreciation and amortization	12,271	9,117
Transaction expenses, net (1)	669	253
Impairments and loss on disposal of assets (2)	119	134
Restaurant level operating profit	\$ 49,862	\$ 44,102
Restaurant sales	\$ 239,308	\$ 207,968
Income from operations margin	5.1 %	7.4 %
Restaurant level operating profit margin	20.8 %	21.2 %
Additional information		
Deferred rent expense (3)	\$ 293	\$ 534

(1) Represents costs incurred in connection with the acquisition of franchise-owned restaurants, expenses related to debt, secondary offering costs and, in 2024, an offsetting gain on release of contingent consideration liability.

(2) Represents costs related to the disposal of assets due to retirements, replacements or certain restaurant closures. There were no impairments recognized during the periods presented.

(3) Represents the non-cash portion of straight-line rent expense recorded within Occupancy expenses on the Consolidated Statements of Operations and Comprehensive Income.

FIRST WATCH RESTAURANT GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)
(Unaudited)

	THIRTEEN WEEKS ENDED	
	MARCH 31, 2024	MARCH 26, 2023
Revenues:		
Restaurant sales	\$ 239,308	\$ 207,968
Franchise revenues	3,141	3,438
Total revenues	242,449	211,406
Operating costs and expenses:		
Restaurant operating expenses (exclusive of depreciation and amortization shown below):		
Food and beverage costs	52,184	46,627
Labor and other related expenses	79,735	68,573
Other restaurant operating expenses	36,792	31,696
Occupancy expenses	19,168	15,934
Pre-opening expenses	1,567	1,036
General and administrative expenses	27,658	22,705
Depreciation and amortization	12,271	9,117
Impairments and loss on disposal of assets	119	134
Transaction expenses, net	669	253
Total operating costs and expenses	230,163	196,075
Income from operations	12,286	15,331
Interest expense	(2,599)	(1,907)
Other income, net	326	494
Income before income taxes	10,013	13,918
Income tax expense	(2,799)	(4,558)
Net income	\$ 7,214	\$ 9,360
Net income	\$ 7,214	\$ 9,360
Other comprehensive income		
Unrealized gain on derivatives	1,238	—
Income tax related to other comprehensive income	(309)	—
Comprehensive income	\$ 8,143	\$ 9,360
Net income per common share - basic	\$ 0.12	\$ 0.16
Net income per common share - diluted	\$ 0.12	\$ 0.15
Weighted average number of common shares outstanding - basic	60,012,790	59,243,430
Weighted average number of common shares outstanding - diluted	62,476,379	60,597,729

Q1 2024

SUPPLEMENTAL INFORMATION

May 7, 2024



**FIRST
WATCH**



FORWARD LOOKING STATEMENTS

In addition to historical information, this presentation may contain a number of "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995, which are subject to known and unknown risks, uncertainties and other important factors that may cause actual results to be materially different from the statements made herein. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements discuss our current expectations and projections relating to our financial position, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to any historical or current facts. These statements may include words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "future," "intend," "outlook," "potential," "project," "projection," "plan," "seek," "may," "could," "would," "will," "should," "can," "can have," "likely," the negatives thereof and other similar expressions. You should evaluate all forward-looking statements made in this presentation in the context of the risks and uncertainties disclosed in our filings with the Securities and Exchange Commission (the "SEC"), accessible on the SEC's website at www.sec.gov and the Investors Relations section of the Company's website at <https://investors.firstwatch.com/financial-information/sec-filings>. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the following: uncertainty regarding the Russia-Ukraine war, the Israel-Hamas war and the related impact on macroeconomic conditions, including inflation, as a result of such conflicts or other related events; our vulnerability to changes in economic conditions and consumer preferences; our inability to successfully open new restaurants or establish new markets; our inability to effectively manage our growth; potential negative impacts on sales at our and our franchisees' restaurants as a result of our opening new restaurants; a decline in visitors to any of the retail centers, lifestyle centers, or entertainment centers where our restaurants are located; lower than expected same-restaurant sales growth; unsuccessful marketing programs and limited time new offerings; changes in the cost of food; unprofitability or closure of new restaurants or lower than previously experienced performance in existing restaurants; our inability to compete effectively for customers; unsuccessful financial performance of our franchisees; our limited control over our franchisees' operations; our inability to maintain good relationships with our franchisees; conflicts of interest with our franchisees; the geographic concentration of our system-wide restaurant base in the southeast portion of the United States; damage to our reputation and negative publicity; our inability or failure to recognize, respond to and effectively manage the accelerated impact of social media; our limited number of suppliers and distributors for several of our frequently used ingredients and shortages or disruptions in the supply or delivery of such ingredients; information technology system failures or breaches of our network security; our failure to comply with federal and state laws and regulations relating to privacy, data protection, advertising and consumer protection, or the expansion of current or the enactment of new laws or regulations relating to privacy, data protection, advertising and consumer protection; our potential liability with our gift cards under the property laws of some states; our failure to enforce and maintain our trademarks and protect our other intellectual property; litigation with respect to intellectual property assets; our dependence on our executive officers and certain other key employees; our inability to identify, hire, train and retain qualified individuals for our workforce; our failure to obtain or to properly verify the employment eligibility of our employees; our failure to maintain our corporate culture as we grow; unionization activities among our employees; employment and labor law proceedings; labor shortages or increased labor costs or health care costs; risks associated with leasing property subject to long-term and non-cancelable leases; risks related to our sale of alcoholic beverages; costly and complex compliance with federal, state and local laws; changes in accounting principles applicable to us; our vulnerability to natural disasters, unusual weather conditions, pandemic outbreaks, political events, war and terrorism; our inability to secure additional capital to support business growth; our level of indebtedness; failure to comply with covenants under our credit facility; and the interests of our largest stockholder may differ from those of public stockholders.

The forward-looking statements included in this presentation are made only as of the date hereof and are expressly qualified in their entirety by these cautionary statements. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

NON-GAAP FINANCIAL MEASURES (UNAUDITED)

To supplement the consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"), we use the following non-GAAP measures, which present operating results on an adjusted basis: (i) Adjusted EBITDA, (ii) Adjusted EBITDA margin, (iii) Restaurant level operating profit and (iv) Restaurant level operating profit margin. Our presentation of these non-GAAP measures includes isolating the effects of some items that are either nonrecurring in nature or vary from period to period without any correlation to our ongoing core operating performance. These supplemental measures of performance are not required by or presented in accordance with GAAP. Management believes these non-GAAP measures provide investors with additional visibility into our operations, facilitate analysis and comparisons of our ongoing business operations because they exclude items that may not be indicative of our ongoing operating performance, help to identify operational trends and allow for greater transparency with respect to key metrics used by management in our financial and operational decision making. Our non-GAAP measures may not be comparable to similarly titled measures used by other companies and have important limitations as analytical tools. These non-GAAP measures should not be considered in isolation or as substitutes for analysis of our results as reported under GAAP as they may not provide a complete understanding of our performance. These non-GAAP measures should be reviewed in conjunction with our consolidated financial statements prepared in accordance with GAAP.

This presentation does not constitute an offer to sell or a solicitation of an offer to buy any securities.

GOOD MORNING!

We are First Watch.

We're the leaders of the **Daytime Dining** category – a segment comprised of culinary-driven concepts operating exclusively during daytime hours. Our performance and successes are achieved during *one* 7½-hour shift, from 7 a.m. to 2:30 p.m.

We serve **made-to-order** breakfast, brunch and lunch using fresh ingredients, and our culture is built around a simple, people-focused mission: "You First."

Our **elevated offering** capitalizes on three long-term consumer trends: the growing breakfast daypart, an increasing demand for fresh, healthy food and the heightened importance of on-demand dining.

We appeal to a **broad mix of customers** across generations from Gen Z to Baby Boomers.

Since 1983, we have delivered sales and unit growth as a result of our broad brand appeal. At the end of the first quarter, we operated 531 system-wide restaurants in 29 states, and we believe we're just getting started.

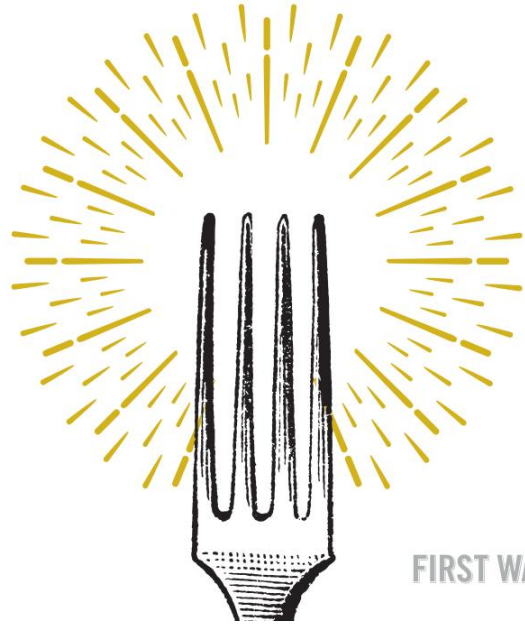
FIRST WATCH





Q1 2024

PERFORMANCE & COMMENTARY



FIRST WATCH



Compared to Q1 2023:

- Total revenues increased 14.7% to \$242.4 million in Q1 2024 from \$211.4 million in Q1 2023
- System-wide sales increased 9.4% to \$289.6 million in Q1 2024 from \$264.7 million in Q1 2023
- Same-restaurant sales growth of 0.5%*
- Same-restaurant traffic growth of (4.5)%*
- Income from operations margin decreased to 5.1% during Q1 2024 from 7.4% in Q1 2023
- Restaurant level operating profit margin** decreased to 20.8% in Q1 2024 from 21.2% in Q1 2023
- Net income decreased to \$7.2 million, or \$0.12 per diluted share, in Q1 2024 from \$9.4 million, or \$0.15 per diluted share in Q1 2023
- Adjusted EBITDA** increased to \$28.6 million in Q1 2024 from \$27.4 million in Q1 2023
- Opened 9 system-wide restaurants in 8 states resulting in a total of 531 system-wide restaurants (432 company-owned and 99 franchise-owned) across 29 states

* Comparing the thirteen-week periods ended March 31, 2024 and April 2, 2023 in order to compare like-for-like periods
** See "Non-GAAP Financial Measures" below

"First Watch posted another solid quarter with positive same restaurant sales*, traffic trends that improved sequentially through the quarter and year-over-year adjusted EBITDA growth.

We continue to focus on delivering exceptional experiences for our customers and our employees validated by customer experience scores that have never been higher and continued improvement in employee turnover. We remain confident in our long-term growth prospects driven by our proven portability and a total addressable market more than three times our current size."

Chris Tomasso,
First Watch CEO and President

*Comparing the thirteen-week periods ended March 31, 2024 and April 2, 2023 in order to compare like-for-like periods

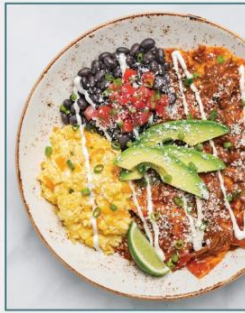


FIRST WATCH



**BROOKLYN
BREAKFAST SANDWICH**

Shaved pastrami, Gruyère cheese and house-roasted onions with an over-easy cage-free egg, house-pickled red onions, arugula, mayo and Dijon mustard on a griddled everything-seasoned brioche bun. Served with lemon-dressed organic mixed greens.



**BARBACOA CHILAQUILES
BREAKFAST BOWL**

Seasoned, braised beef barbacoa tossed with Cheddar and Monterey Jack, salsa roja and crispy corn tortilla chips, then topped with fresh avocado, lime crema, Cotija cheese and scallions. Served with cheesy scrambled cage-free eggs and seasoned black beans with housemade pico de gallo.



**BLACKBERRY LEMON
CREAM FRENCH TOAST**

Thick-cut, custard-dipped challah bread griddled and topped with lemon cream, fresh blackberries, mixed berry compote, crème anglaise and spiced gingerbread cookie crumbles. Lightly dusted with powdered cinnamon sugar.



**HOLEY
DONUTS**

Cinnamon sugar-dusted cake donut holes with chocolate sauce and warm, mixed berry compote for dipping.



SHRIMP & GRITS

Sautéed Cajun shrimp and andouille sausage cooked Lowcountry-style with chicken stock, house-roasted tomatoes, onions, green bell peppers and scallions atop Bob's Red Mill Cheddar Parmesan cheese grits. Served with artisan ciabatta toast.



HACIENDA HASH

Chorizo, red bell pepper and potato hash topped with two cage-free eggs any style, Cheddar and Monterey Jack, spicy ketchup, lime crema drizzle, fresh smashed avocado and scallions.



HAWAIIAN FRENCH TOAST

Thick-cut, custard-dipped challah bread griddled and topped with caramelized pineapple, coconut whipped cream, caramel toffee sauce and spiced gingerbread cookie crumbles. Lightly dusted with powdered cinnamon sugar.



TROPICAL SUNRISE

Mango, pineapple, strawberry and lime.

UPDATED OUTLOOK FOR FISCAL YEAR 2024



Based upon first quarter results and current trends, management provides the following updated outlook for the 52-week fiscal year ending December 29, 2024:

- Same-restaurant sales growth in a range of flat-to-up 2.0% with same restaurant traffic growth in the negative low single digits.
- Total revenue growth in the range of 17.0% to 19.0%⁽¹⁾.
- Total of 51 to 57 new system-wide restaurants, net of 1 company-owned and 1 franchise-owned restaurant closure (44 to 48 new company-owned restaurants and 9 to 11 new franchise-owned restaurants).

Management confirms the following guidance for fiscal 2024:

- Adjusted EBITDA⁽²⁾ in the range of \$106.0 million to \$112.0 million⁽⁴⁾
- Blended tax rate in the range of 27.0% to 29.0%
- Capital expenditures in the range of \$125.0 million to \$135.0 million invested primarily in new restaurant projects and planned remodels⁽³⁾

⁽¹⁾ Includes approximately 7.0% in total revenue growth and approximately \$12.0 million in Adjusted EBITDA associated with completed acquisitions.

⁽²⁾ We have not reconciled guidance for Adjusted EBITDA to the corresponding GAAP financial measure because we do not provide guidance for the various reconciling items. We are unable to provide guidance for these reconciling items because we cannot determine their probable significance, as certain items are outside of our control and cannot be reasonably predicted due to the fact that these items could vary significantly from period to period. Accordingly, a reconciliation to the corresponding GAAP financial measure is not available without unreasonable effort.

⁽³⁾ Does not include the capital outlays associated with the acquisition of franchise-owned restaurants.



CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)



The following table summarizes our results of operations and the percentages of items in our Consolidated Statements of Operations in relation to Total revenues or, where indicated, Restaurant sales for fiscal years 2023, 2022, 2021, the thirteen weeks ended March 31, 2024 and the thirteen weeks ended March 26, 2023:

(in thousands)	THIRTEEN WEEKS ENDED March 31, 2024		THIRTEEN WEEKS ENDED March 26, 2023		FISCAL YEAR					
					2023		2022		2021	
Revenues										
Restaurant sales	\$ 239,308	98.7%	\$ 207,968	98.4%	\$ 877,092	98.4%	\$ 719,181	98.5%	\$ 592,343	98.5%
Franchise revenues	3,141	1.3%	3,438	1.6%	14,459	1.6%	10,981	1.5%	8,850	1.5%
Total revenues	242,449	100.0%	211,406	100.0%	891,551	100.0%	730,162	100.0%	601,193	100.0%
Operating costs and expenses										
Restaurant operating expenses (1) (exclusive of depreciation and amortization shown below):										
Food and beverage costs	52,184	21.8%	46,627	22.4%	197,374	22.5%	172,561	24.0%	134,201	22.7%
Labor and other related expenses	79,735	33.3%	68,573	33.0%	294,010	33.5%	238,257	33.1%	189,167	31.9%
Other restaurant operating expenses	36,792	15.4%	31,696	15.2%	134,477	15.3%	114,476	15.9%	94,847	16.0%
Occupancy expenses	19,168	8.0%	15,934	7.7%	68,400	7.8%	59,919	8.3%	55,433	9.4%
Pre-opening expenses	1,567	0.7%	1,036	0.5%	7,173	0.8%	5,414	0.8%	3,310	0.6%
General and administrative expenses	27,658	11.4%	22,705	10.7%	103,121	11.6%	84,959	11.6%	70,388	11.7%
Depreciation and amortization	12,271	5.1%	9,117	4.3%	41,223	4.6%	34,230	4.7%	32,379	5.4%
Impairments and loss on disposal of assets	119	-	134	0.1%	1,359	0.2%	920	0.1%	381	0.1%
Transaction expenses, net	669	0.3%	253	0.1%	3,147	0.4%	2,513	0.3%	(1,156)	(0.2%)
Total operating costs and expenses	230,163	94.9%	196,075	92.7%	850,284	95.4%	713,249	97.7%	578,950	96.3%
Income from operations (1)	12,286	5.1%	15,331	7.4%	41,267	4.7%	16,913	2.4%	22,243	3.8%
Interest expense	(2,599)	(1.1%)	(1,907)	(0.9%)	(8,063)	(0.9%)	(5,232)	(0.7%)	(20,099)	(3.3%)
Other income, net	326	0.1%	494	0.2%	2,871	0.3%	910	0.1%	(1,774)	(0.3%)
Income before income taxes	10,013	4.1%	13,918	6.6%	36,075	4.0%	12,591	1.7%	370	0.1%
Income tax expense	(2,799)	(1.2%)	(4,558)	(2.2%)	(10,690)	(1.2%)	(5,684)	(0.8%)	(2,477)	(0.4%)
Net income	\$ 7,214	3.0%	\$ 9,360	4.4%	\$ 25,385	2.8%	\$ 6,907	0.9%	\$ (2,107)	(0.4%)
Net income (loss)	\$ 7,214		\$ 9,360		\$ 25,385		\$ 6,907		\$ (2,107)	
Other comprehensive loss:										
Unrealized loss on derivatives	1,238		-		(889)		-		-	
Income tax related to other comprehensive loss	(309)		-		222		-		-	
Other comprehensive loss	-		-		(667)		-		-	
Comprehensive income (loss)	\$ 8,143		\$ 9,360		\$ 24,718		\$ 6,907		\$ (2,107)	
Net income (loss) per common share - basic	\$ 0.12		\$ 0.16		\$ 0.43		\$ 0.12		\$ (0.04)	
Net income (loss) per common share - diluted	\$ 0.12		\$ 0.15		\$ 0.41		\$ 0.11		\$ (0.04)	
Weighted average number of common shares outstanding - basic	60,012,790		59,243,430		59,531,404		59,097,512		48,213,995	
Weighted average number of common shares outstanding - diluted	62,476,379		60,597,729		61,191,613		60,140,045		48,213,995	

(1) Percentages are calculated as a percentage of restaurant sales

SELECTED OPERATING DATA



	THIRTEEN WEEKS		FISCAL YEAR		
	March 31, 2024	March 26, 2023	2023	2022	2021
Operating weeks	13	13	53	52	52
System-wide restaurants	531	484	524	474	435
Company-owned	432	370	425	366	341
Franchise-owned	99	114	99	108	94
System-wide sales (in thousands)	\$289,581	\$264,719	\$1,103,089	\$914,816	\$750,674
Same-restaurant sales growth	0.5% *	12.9%	7.6% **	14.5%	63.0%
Same-restaurant traffic growth	(4.5%) *	5.1%	0.2% **	7.7%	52.6%
Average Unit Volume (in thousands) ⁽¹⁾			\$2,250	\$2,032	\$1,786
Income (loss) from operations (in thousands)	\$12,286	\$15,331	\$41,267	\$16,913	\$22,243
Income (loss) from operations margin	5.1%	7.4%	4.7%	2.4%	3.8%
Restaurant level operating profit (in thousands) ⁽²⁾	\$49,862	\$44,102	\$175,658	\$128,936	\$115,404
Restaurant level operating profit margin ⁽²⁾	20.8%	21.2%	20.0%	17.9%	19.5%
Net income (loss) (in thousands)	\$7,214	\$9,360	\$25,385	\$6,907	(\$2,107)
Net income (loss) margin	3.0%	4.4%	2.8%	0.9%	(0.4%)
Adjusted EBITDA (in thousands) ⁽³⁾	\$28,590	\$27,413	\$99,483	\$69,278	\$66,301
Adjusted EBITDA margin ⁽³⁾	11.8%	13.0%	11.2%	9.5%	11.0%

*Comparing the thirteen-week period ended March 31, 2024 with the thirteen-week period ended April 2, 2023 in order to compare like-for-like periods.

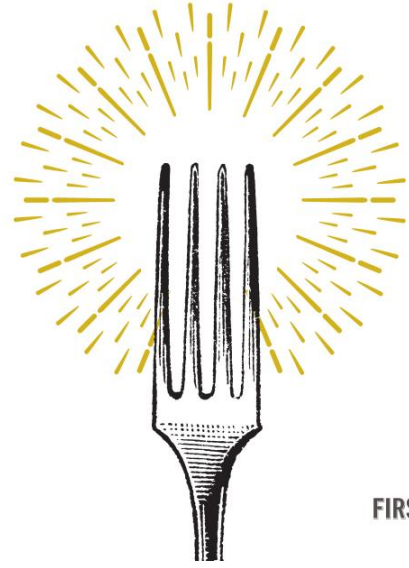
**Comparison to 53 weeks ended January 1, 2023 in order to compare like-for-like periods.

(1) Average unit volume presented on an annual basis only.

(2) Reconciliations from Income from operations and Income from operations margin, the most comparable GAAP measures, to Restaurant level operating profit and Restaurant level operating profit margin, are set forth in the schedules within the Non-GAAP Financial Measures Reconciliations section below.

(3) Reconciliations from Net income and Net income margin, the most comparable GAAP measures, to Adjusted EBITDA and Adjusted EBITDA margin, are set forth in the schedules within the Non-GAAP Financial Measures Reconciliations section below.

APPENDIX



FIRST WATCH

ATTRACTIVE NEW UNIT ECONOMICS, FLEXIBLE SIZE, WORKS EVERYWHERE



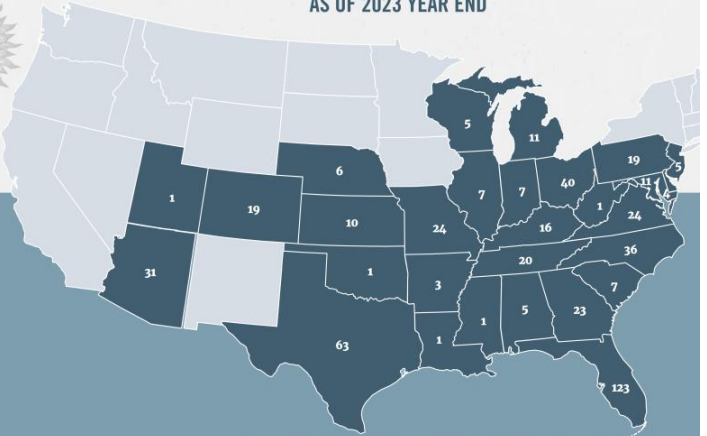
\$2.6M
Year 3
Avg Sales⁽¹⁾

18-20%
Year 3
Restaurant-Level
Operating Profit⁽¹⁾

~35%
Year 3
Cash-On-Cash
Returns⁽¹⁾⁽²⁾

18%+
IRR⁽³⁾

SYSTEM-WIDE RESTAURANT COUNT BY STATE AS OF 2023 YEAR END



Our flexible box size of ~3,800–6,600 sq ft with an average net build-out cost of ~\$1.6M allows us to fit in any real estate and supports visibility to 2,200 restaurants

- Demonstrated success of rapid unit growth
- 15.1% system-wide unit CAGR from 2014-2023
- 524 locations across the U.S. at the 2023 year end
- 99 franchise units with 47 subject to purchase option

Proven portability with restaurants in our top decile spanning 10 states and 20 DMAs

FLORIDA	TEXAS	OHIO	ARIZONA	MISSOURI
123	63	40	31	24
\$2.2M AUV	\$2.2M AUV	\$2.2M AUV	\$2.2M AUV	\$2.3M AUV

FIRST WATCH
(1) Representative of our target 3-year new units performance, which is comparable to the historical 3-year performance of our new restaurants. (2) Cash-on-Cash Return is defined as Restaurant-Level Operating Profit (including gift card discounts and deferred rent expense) received in the third year of operation (months 29-36) of operations for company-owned restaurants divided by their total build-out expense, net of standard incentives. (3) The Internal Rate of Return (IRR) is the annual growth rate that makes the net present value (NPV) of all cash flows from the investment zero. IRR represents the minimum yearly return needed for the investment in a new restaurant location to break even (and the break-even). Note: Restaurant counts represent system-wide restaurants. AUV metrics by state is for Company-Owned restaurants only, representing trailing 12 months as of the end of Q4 2023.



Same-Restaurant Sales & Traffic Growth

	2024		2023				2022				
	Q1	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
Same-Restaurant Sales Growth	0.5%*	12.9%	7.8%	4.8%	5.0%	7.6%	27.2%	13.4%	12.0%	7.7%	14.5%
Same-Restaurant Traffic Growth (Decline)	(4.5%)*	5.1%	(1.2%)	(1.9%)	(1.3%)	0.2%	21.9%	8.1%	3.7%	(0.6%)	7.7%
Comparable Restaurant Base	344	328	327	327	327	327	305	304	303	301	301

*Comparing the thirteen-week period ended March 31, 2024 with the thirteen-week period ended April 2, 2023 in order to compare like-for-like periods.

Pre-opening Expenses**

	2024		2023				2022				
	Q1	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
Other restaurant operating expenses	\$ 957	\$ 654	\$ 643	\$ 1,122	\$ 1,956	\$ 4,375	\$ 648	\$ 563	\$ 813	\$ 1,301	\$ 3,325
Occupancy expenses	610	382	609	913	894	2,798	337	531	677	544	2,089
Total Pre-opening expenses	\$ 1,567	\$ 1,036	\$ 1,252	\$ 2,035	\$ 2,850	\$ 7,173	\$ 985	\$ 1,094	\$ 1,490	\$ 1,845	\$ 5,414

** Pre-opening expenses are presented in one line item on the Consolidated Statements of Operations and Comprehensive Income (Loss)

NON-GAAP FINANCIAL MEASURES RECONCILIATIONS



Adjusted EBITDA and Adjusted EBITDA margin

Management uses Adjusted EBITDA and Adjusted EBITDA margin (i) as factors in evaluating management's performance when determining incentive compensation, (ii) to evaluate the Company's operating results and the effectiveness of our business strategies, (iii) internally as benchmarks to compare the Company's performance to that of its competitors and (iv) to provide investors with additional transparency of the Company's operations. The use of Adjusted EBITDA and Adjusted EBITDA margin as performance measures permit a comparative assessment of the Company's operating performance based on the Company's GAAP results, while isolating the effects of some items that are either nonrecurring in nature or vary from period to period without any correlation to the Company's ongoing core operating performance.

The adjacent table reconciles Net income (loss) and Net income (loss) margin, the most directly comparable GAAP measures, to Adjusted EBITDA and Adjusted EBITDA margin, respectively, for the periods indicated.

(in thousands)	THIRTEEN WEEKS		FISCAL YEAR		
	March 31, 2024	March 26, 2023	2023	2022	2021
Net income (loss)	\$7,214	\$9,360	\$25,385	\$6,907	(\$2,107)
Depreciation and amortization	12,271	9,117	41,223	34,230	32,379
Interest expense	2,599	1,907	8,063	5,232	20,099
Income taxes	2,799	4,558	10,690	5,684	2,477
EBITDA	24,883	24,942	85,361	52,053	52,848
Stock-based compensation ⁽¹⁾	1,866	1,497	7,604	10,374	8,596
Transaction expenses (income), net ⁽²⁾	669	253	3,147	2,513	(1,156)
Strategic transition costs ⁽³⁾	235	305	892	2,318	2,402
Impairments and loss on disposal of assets ⁽⁴⁾	119	134	1,359	920	381
Delaware Voluntary Disclosure Agreement Program ⁽⁵⁾	8	367	1,250	149	-
Recruiting and relocation costs ⁽⁶⁾	204	30	465	681	351
Severance costs ⁽⁷⁾	178	26	26	155	265
Insurance proceeds in connection with natural disasters, net ⁽⁸⁾	-	(141)	(621)	115	-
Loss on extinguishment of debt	428	-	-	-	2,403
COVID-19 related charges ⁽⁹⁾	-	-	-	-	211
Adjusted EBITDA	\$28,590	\$27,413	\$99,483	\$69,278	\$66,301
Total revenues	\$242,449	\$211,406	\$891,551	\$730,162	\$601,193
Net income (loss) margin	3.0%	4.4%	2.8%	0.9%	(0.4%)
Adjusted EBITDA margin	11.8%	13.0%	11.2%	9.5%	11.0%
Additional information					
Deferred rent expense (income) ⁽¹⁰⁾	\$343	\$584	\$2,090	\$2,418	(\$2,011)

⁽¹⁾ Represents non-cash, stock-based compensation expense which is recorded within General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

⁽²⁾ Represents costs incurred in connection with the acquisition of franchisee-owned restaurants, expenses related to debt, secondary offering costs and in JACA an offering gain on release of contingent consideration liability.

⁽³⁾ Represents costs related to process improvements and strategic initiatives. These costs are recorded within General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

⁽⁴⁾ Represents impairment charges and costs related to the disposal of assets due to restructurings, relocations or certain restaurant closures.

⁽⁵⁾ Represents professional service costs incurred in connection with the Delaware Voluntary Disclosure Agreement Program related to unclaimed or abandoned property. These costs are recorded in General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

⁽⁶⁾ Represents costs incurred for living qualified individuals. These costs are recorded within General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

⁽⁷⁾ Represents costs are recorded in General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.

⁽⁸⁾ Represents insurance recoveries, net of costs incurred, in connection with hurricane damage, which were recorded in Other income, net on the Consolidated Statements of Operations and Comprehensive Income.

⁽⁹⁾ Represents costs incurred in connection with the economic impact of the COVID-19 pandemic.

⁽¹⁰⁾ Represents the non-cash portion of straight-line rent expense recorded within both Occupancy expenses and General and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.



Restaurant level operating profit and Restaurant level operating profit margin

Restaurant level operating profit and Restaurant level operating profit margin are not indicative of our overall results, and because they exclude corporate-level expenses, do not accrue directly to the benefit of our stockholders. We will continue to incur such expenses in the future. Restaurant level operating profit and Restaurant level operating profit margin are important measures we use to evaluate the performance and profitability of each operating restaurant, individually and in the aggregate and to make decisions regarding future spending and other operational decisions. We believe that Restaurant level operating profit and Restaurant level operating profit margin provide useful information about our operating results, identify operational trends and allow for transparency with respect to key metrics used by us in our financial and operational decision-making.

The adjacent table reconciles Income (Loss) from operations and Income (Loss) from operations margin, the most directly comparable GAAP financial measures, to Restaurant level operating profit and Restaurant level operating profit margin, respectively, for the periods indicated.

(in thousands)	THIRTEEN WEEKS		FISCAL YEAR		
	March 31, 2024	March 26, 2023	2023	2022	2021
Income (loss) from operations	\$12,286	\$15,331	\$41,267	\$16,913	\$22,243
Less: Franchise revenues	(3,141)	(3,438)	(14,459)	(10,981)	(8,850)
Add:					
General and administrative expenses	27,658	22,705	103,121	84,959	70,388
Depreciation and amortization	12,271	9,117	41,223	34,230	32,379
Transaction expenses (income), net ⁽¹⁾	669	253	3,147	2,513	(1,156)
Impairments and loss on disposal of assets ⁽²⁾	119	134	1,359	920	381
Costs in connection with natural disasters ⁽³⁾	-	-	-	382	-
COVID-19 related charges ⁽⁴⁾	-	-	-	-	19
Restaurant level operating profit	\$49,862	\$44,102	\$175,658	\$128,936	\$115,404
Restaurant sales	\$239,308	\$207,968	\$877,092	\$719,181	\$592,343
Income (loss) from operations margin	5.1%	7.4%	4.7%	2.4%	3.8%
Restaurant level operating profit margin	20.8%	21.2%	20.0%	17.9%	19.5%
Additional information					
Deferred rent expense (income) ⁽⁵⁾	\$293	\$534	\$1,891	\$2,219	(\$2,075)

⁽¹⁾ Represents costs incurred in connection with the acquisition of franchise-owned restaurants, expenses related to debt, secondary offering costs and in 2024 an offsetting gain on release of contingent consideration liability.

⁽²⁾ Represents impairment charges and costs related to the disposal of assets due to retirements, replacements or certain restaurant closures.

⁽³⁾ Represents costs incurred in connection with Hurricane Ian. The costs include inventory obsolescence and spoilage as well as compensation for employees, which were recorded in Food and beverage costs and Labor and other expenses on the Consolidated Statements of Operations and Comprehensive Income (Loss).

⁽⁴⁾ Represents costs incurred in connection with the economic impact of the COVID-19 pandemic.

⁽⁵⁾ Represents the non-cash portion of straight-line rent expense recorded within Occupancy expenses on the Consolidated Statements of Operations and Comprehensive Income (Loss).





The following definitions apply to these terms as used in this presentation:

Adjusted EBITDA: a non-GAAP financial measure, is defined as net income (loss) before depreciation and amortization, interest expense, income taxes and items that the Company does not consider in the evaluation of its ongoing core operating performance.

Adjusted EBITDA margin: a non-GAAP financial measure, is defined as Adjusted EBITDA as a percentage of total revenues.

Average Unit Volume: the total restaurant sales (excluding gift card breakage) recognized in the comparable restaurant base, which is defined as the number of company-owned First Watch branded restaurants open for 18 months or longer as of the beginning of the fiscal year ("Comparable Restaurant Base"), divided by the number of restaurants in the Comparable Restaurant Base during the period. This measurement allows management to assess changes in consumer spending patterns at our restaurants and the overall performance of our restaurant base.

Restaurant level operating profit: a non-GAAP financial measure, is defined as restaurant sales, less restaurant operating expenses, which include food and beverage costs, labor and other related expenses, other restaurant operating expenses, pre-opening expenses and occupancy expenses. Restaurant level operating profit excludes corporate-level expenses and items that are not considered in the Company's evaluation of its ongoing core operating performance.

Restaurant level operating profit margin: a non-GAAP financial measure, is defined as Restaurant level operating profit as a percentage of restaurant sales.

Same-restaurant sales growth: the percentage change in year-over-year restaurant sales (excluding gift card breakage) for the comparable restaurant base, which we define as the number of company-owned First Watch branded restaurants open for 18 months or longer as of the beginning of the fiscal year ("Comparable Restaurant Base"). For the first quarter of 2024, this operating metric compares the first fiscal quarter ended March 31, 2024 with the thirteen-week period ended April 2, 2023, versus the fiscal quarter ended March 26, 2023, in order to compare like-for-like periods. For the thirteen weeks ended March 31, 2024 and April 2, 2023, there were 344 restaurants and 328 restaurants, respectively in our Comparable Restaurant Base.

Measuring our same-restaurant sales growth allows management to evaluate the performance of our existing restaurant base. We believe this measure is useful for investors to provide a consistent comparison of restaurant sales results and trends across periods within our core, established restaurant base, unaffected by results of store openings, closings, and other transitional changes.

Same-restaurant traffic growth: For the first quarter of 2024, this operating metric compares the percentage change in traffic counts for the thirteen weeks ended March 31, 2024 as compared to the thirteen-week period ended April 2, 2023 using the Comparable Restaurant Base. Measuring our same-restaurant traffic growth allows management to evaluate the performance of our existing restaurant base. We believe this measure is useful for investors because an increase in same-restaurant traffic provides an indicator as to the development of our brand and the effectiveness of our marketing strategy.

System-wide restaurants: the total number of restaurants, including all company-owned and franchisee-owned restaurants.

System-wide sales: consists of restaurant sales from our company-owned restaurants and franchisee-owned restaurants. We do not recognize the restaurant sales from our franchisee-owned restaurants as revenue.

For more information, visit investors.firstwatch.com or email investors@firstwatch.com



**FIRST
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