

## Risk Factors Comparison 2025-02-26 to 2024-02-27 Form: 10-K

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You should carefully consider the following risk factors as well as the other information set forth in this Annual Report on Form 10-K (this “Annual Report”), including the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes thereto. If any of the following risks actually occurs, our business, results of operations, prospects, and financial condition may be materially adversely affected. In such case, the trading price of our common stock could decline and you may lose all or part of your investment. The risks and uncertainties described below are those that we have identified as material but are not the only risks and uncertainties we face. Our business is also subject to general risks and uncertainties that affect many other companies, including but not limited to overall economic and industry conditions, , and additional risks not currently known to us or that we presently deem immaterial may arise or become material and may negatively impact our business, reputation, financial condition, results of operations, or the trading price of our common stock. Some statements in this Annual Report, including statements in the following risk factors, constitute forward-looking statements. See “Cautionary Statement Concerning Forward-Looking Statements.” Risks Related to Our Business and Our Industry We operate in a highly competitive industry. The restaurant industry is highly competitive with respect to, among other things, food quality and presentation, taste preferences, price, brand reputation, digital engagement, service, value, and location. The food manufacturing industry is also highly competitive with respect to, among other things, food quality, taste, functional benefits, nutritional value and ingredients, convenience, brand loyalty and positioning, food variety, product packaging, shelf space, price, and promotional activities. We face significant competition from national, regional, and locally-owned restaurants, including limited service restaurants, particularly within the fast-casual dining and traditional fast-food categories, who which offer in-restaurant, carry-out, delivery, and / or catering services. We also compete with grocery stores, convenience stores, meal subscription services, and delivery kitchens, especially those that target guests who seek high-quality food. Our CPG business also faces competition from other producers of dips, spreads, and dressings and other pantry and food items. Further, as we continue to innovate upon our digital strategy and offer more ways to reach our guests through digital channels, such as the CAVA app and the CAVA website, we expect to face increasing competition from food delivery services, which promote a wide variety of restaurant options on their websites. Many of our competitors have been operating for longer and have a more established market presence than us, and may have better locations, greater name recognition and resources than we do, and, as a result, these competitors may be better positioned to attract guests. Our larger competitors may also be able to take advantage of greater economies of scale than we can and may be better able to increase prices to reflect cost pressures and increase their marketing and promotional activity, including through discount strategies. Our competitors may also be able to identify and adapt to changes in guest preferences more quickly than us due to their resources and scale. Changes in guests’ tastes, nutritional and dietary trends, methods of ordering, and number and location of competing restaurants often affect the restaurant industry. If we are unable to successfully compete, our sales volume and / or pricing may be subject to downward pressure and we may not be able to increase, or sustain, our growth rate or revenue or reach profitability. Further, as we expand our geographic presence and develop our digital channels, we anticipate we will face increased competition for channel access. Our competitors will likely grow in number as the Mediterranean food category grows, and we may face the risk that new or existing competitors will mimic our business model, menu offerings, marketing strategies, and overall concept. Any of the above competitive factors may materially adversely affect our business, financial condition, and results of operations. Our future growth depends on our ability to open new restaurants while managing our growth effectively and maintaining our culture, and our historical growth may not be indicative of our future growth. Our growth depends on our ability to successfully open a significant number of new restaurants on a profitable basis. As of December 31-29, 2023-2024, we owned and operated 309-367 CAVA restaurants Restaurants in 24-25 states and Washington, D. C. As of Since the Zoes Kitchen acquisition, through December 31, 2023, we have successfully converted 153 Zoes Kitchen locations into CAVA restaurants Restaurants since our 2018 acquisition of Zoes Kitchen. These conversions helped drive the growth of our business. In fiscal 2023-2024, we had 72-58 Net New CAVA Restaurant Openings, which includes the conversion of 28 Zoes Kitchen locations. A significant number of new restaurants we opened in the last few years have been conversions of Zoes Kitchen locations, which has helped drive the growth of our business. If we are unable to sustain the pace of new restaurant openings, all of which are primarily expected to be from greenfield expansions, our growth rate may decline. In addition, given the size and scale we have achieved, we expect our growth rates in percentage terms to moderate in the future. Therefore, our historical growth rates are not indicative of our future growth. Our ability to open new restaurants depends on various factors, some of which are outside of our control. For example, delays in construction and increased construction costs, including as a result of the effects of COVID-19 pandemic and macroeconomic factors, as well as delays in inspections, the receipt of necessary permits, and equipment availability, have caused, and are continuing to cause, a delay in opening restaurants, resulting in increased costs and lower than anticipated sales. Furthermore, while we work to manage cost overrun risks for our new restaurant development projects with detailed architectural plans, guaranteed or fixed price contracts, forward buys of certain equipment and materials, and close supervision by our executives and personnel, we have in the past experienced, and expect we will continue to experience, increased construction costs. In addition, we may not be able to anticipate and adapt to all of the changing demands that our planned expansion will impose on our existing digital infrastructure, including our restaurant management systems and back office technology systems and processes, as well as financial and management controls, and we may not be able to hire and retain the

management and personnel necessary to support such expansion at a reasonable costs, or at all, any of which could harm our guest experience and our business. Our ability to manage our growth effectively will require us to continue to enhance these systems, processes, and controls and identify, hire, train, motivate, and retain management and operating personnel, particularly in new restaurant locations. In addition, we must maintain our culture as our operations expand and as we onboard new Team Members, as we believe our culture is a key competitive advantage and an important contributor to our success. Our business, financial condition, and results of operations could be negatively affected if we are unable to manage our growth effectively while preserving our culture. We may not be able to successfully identify appropriate locations and develop and expand our operations in existing and new markets. Our ability to successfully execute on our growth strategy requires us to identify target markets ~~where~~ **in which** we can gain a foothold or expand our existing footprint on a profitable basis. As part of that strategy, we sometimes enter into geographic markets in which we have little or no prior operating experience. For example, we ~~recently~~ expanded into the Midwest **in 2024** and are continuing to expand further ~~where~~ **into places in which** we historically have not had a presence and have no restaurant operating experience. We may not be able to develop presence in new target markets, which may have more competitive conditions or different guest tastes and discretionary spending patterns as compared to our existing markets. It is also possible that our Mediterranean cuisine will be of limited appeal in any new market. We may incur higher costs in a new market, particularly to make significant investments in advertising and promotional activity to build brand awareness and attract new guests. We may also incur additional costs relating to the transportation and distribution of supplies and entering into contracts with new third parties, and we may face more competitive labor conditions ~~or costs~~ in a new market. Until we attain a critical mass in a market, the restaurants we open in that market may incur higher food distribution costs and reduced operating leverage. As a result, restaurants we open in new markets may take longer to reach expected sales and profit levels on a consistent basis. If we are unable to successfully enter new markets, it could have an adverse effect on our business, financial condition, and results of operations. After identifying a new market, we must then identify and secure quality locations within such market. Each new location requires that we take into account numerous factors in order to be profitable, such as: • negotiating leases with acceptable terms; • obtaining licenses, permits, and approvals on a timely basis; • complying with applicable zoning, land use, environmental, health and safety, and other governmental rules and regulations (including interpretations of such rules and regulations); • unforeseen engineering or environmental problems; • proximity of a potential location to an existing location; • identifying, hiring, and training qualified Team Members to meet staffing needs; • local economic trends, population density, and area demographics; and • longer permitting or inspection cycles and availability of construction and restaurant equipment and services. Our ~~acquisition of the~~ Zoes Kitchen ~~acquisition~~ **business in 2018** provided us with an extensive portfolio of real estate, allowing us to rapidly expand by converting Zoes Kitchen locations into CAVA restaurants. However, ~~as of March 2, 2023,~~ all Zoes Kitchen locations ~~we operated~~ ~~since~~ either been converted or closed, and we cannot guarantee that we will be able to develop a robust new restaurant pipeline, which would impact our future growth. We may not be able to successfully identify and secure a sufficient number of attractive restaurant locations in new or existing markets. For those locations ~~where~~ **in which** we are able to secure an attractive restaurant location, our progress in developing and subsequently opening new restaurants may be slower than desired, resulting in increased costs and lower than expected sales. Our inability to appropriately identify sites and develop and open new restaurants could impact our growth strategy and have a material adverse effect on our business, financial condition, and results of operations. New restaurants may not be profitable, and may negatively affect sales at our existing locations. Although we institute certain operating and financial performance targets for new restaurants, these new restaurants may not meet these targets or may take longer than anticipated to do so. We typically incur the most significant portion of pre- opening costs associated with a given restaurant within the three months preceding the opening of the restaurant. Historically, labor and operating costs associated with a newly opened restaurant are materially greater in the first six months of operations, both in aggregate dollars and as a percentage of revenue. Our new restaurants typically take a period of time to reach planned operating efficiency, due to costs and challenges associated with identifying, hiring, training, and retaining qualified Team Members, including General Managers, and instilling and enforcing CAVA standards, among other reasons. Any new restaurants that we open may not be profitable or achieve operating results similar to those of our existing restaurants on a similar ~~timeframe~~ ~~time frame~~ or at all, our historical pre- opening costs may not be indicative of future pre- opening costs and increases in CAVA AUV that we have experienced in the past may not be indicative of future results. Newer restaurants may also reduce CAVA AUV as these restaurants typically achieve lower sales when they first open. If our new restaurants do not perform as planned, our business, financial condition, and results of operations could be harmed. In addition, the opening of new restaurants in or near markets in which we already have a restaurant could adversely affect sales at existing restaurants, particularly in markets ~~where~~ **in which** we have a high concentration of restaurants, such as the Washington, D. C. / Maryland / Virginia metropolitan area. Existing restaurants within a market could also make it more difficult to build our guest base for a new restaurant in the same market. While ~~our plan is we~~ **have engaged and will continue to implement strategies** to open new restaurants that are not expected to materially affect sales at our existing restaurants, it is possible that new restaurants may cannibalize sales at our existing restaurants, which could adversely affect our profitability. Negative changes in guest perception of our brand could negatively impact our business. Our reputation for quality food and our brand' s connection to guests have been critical to our business and to our success in existing markets, and will continue to be critical to our success as we enter new markets. Any incident that diminishes guest loyalty or guests' positive perception of our food could significantly damage the value of our brand and, in turn, damage our business and prospects. Negative publicity, regardless of its accuracy, may adversely affect our business and brand value. These could include concerns about our food' s quality and safety, the impact that our food and products (including our packaging) may have on the environment, data security breaches, third- party service providers (including relating to delivery services and information technology), employment- related claims, or government or industry findings concerning our restaurants or our industry, or other concerns, which may be outside our control. Moreover, the negative impact of adverse publicity relating to any one CAVA

restaurant or any of our CPG offerings may extend far beyond such restaurant to affect some or all of our other restaurants and our other product offerings. Negative publicity generated by such incidents may **result in our receipt of demand letters or may** be amplified by the use of social media and platforms that enable guests to review our restaurants and food, which ~~allows~~ **allow** individuals to access a broad audience of our guests and other interested persons. See “ — Our inability or failure to utilize, recognize, respond to, and effectively manage the immediacy of social media could have a material adverse effect on our business. ” The risks associated with such negative publicity cannot be completely mitigated and may result in damage to our brand. Our efforts to market our restaurants and brand may not be successful. Due to the highly competitive nature of our industry, we must effectively and efficiently promote and market our restaurants and brand to attract and retain guests and sustain our competitive position. Marketing investments may be costly. Our marketing strategy primarily includes using public relations, digital and social media, promotions, and in- restaurant messaging, and we may from time to time change our marketing strategies and spending. We expect to increase our investment in advertising and promotional activities as we expand, including **investing in** targeted marketing offers to incentivize and reward loyal guests, and **to** attract guests in new markets. If our marketing initiatives are unsuccessful or ineffective and do not **enable us to** meet our performance targets, such as the introduction of new menu offerings that do not generate the level of sales that we expect, our business, financial condition, and results of operations may be adversely affected. For example, we **recently launched** ~~are in the early stages of launching~~ a new rewards program designed to increase customer loyalty. If the rewards program is not well received by customers or if we are unable to successfully implement the new program, the rewards program may fail to achieve its intended objectives. Additionally, some of our competitors are able to devote more resources to marketing and advertising than we are able to. If our competitors increase spending on marketing and advertising, if our funds available for marketing ~~funds~~ decrease, if our marketing strategies or pricing methodologies are less effective than those of our competitors, or if we are otherwise unable to adequately respond to changes in our competitors’ marketing strategies, our business, financial condition, and results of operations may be adversely impacted. Food safety issues and food- borne illness concerns may harm our business. We handle high- risk foods, such as uncooked meats, in our restaurants. Although our proprietary dips and spreads are centrally produced, we freshly prepare most of our menu items at our restaurants, and food safety issues (such as food- borne illness and food contamination outbreaks) may occur. Although we have instituted food safety policies and procedures in each of our restaurants, incidents may nonetheless result both from our restaurant personnel’ s failure to comply with such policies and procedures and for other reasons beyond our control. If any guest becomes, or is under the belief that they have become, ill due to a food safety issue, we may temporarily close some restaurants **or be impacted by associated negative publicity**, which would adversely impact our results of operations. Food safety issues may be caused by a variety of factors, many of which are out of our control. For example, these incidents may occur when guests or other individuals, including Team Members, enter our restaurant while ill and contaminate ingredients, surfaces, or other individuals. We cannot guarantee that food items will be properly maintained throughout the supply and delivery chain. Our third- party distributors and suppliers may not fully comply with our or their own food safety programs, and these third parties could cause food- borne illness incidents. For example, we have previously experienced food safety incidents we believe were attributable to issues at a third- party supplier. Any food safety issue arising from a distributor or supplier will likely affect multiple restaurants rather than a single restaurant. The risk of food safety issues is also increased with respect to catering orders and orders delivered through third- party delivery service providers, as we often have limited or no control over how the food is delivered or served. In addition, our restaurants and production facilities are subject to review and examination by local, state and federal authorities, which has resulted, and may continue to result, in temporary or permanent closures. Such closures may negatively impact results and damage our brand. Food items produced at our and our third- party co- manufacturers’ facilities are vulnerable to spoilage, contamination, and food safety issues. Although we have instituted processes and systems at our production facilities designed to ensure compliance with applicable food safety regulations and standards, we cannot guarantee that the CPG offerings that are manufactured at our facilities will not be recalled, for example due to possible human error or manufacturing defects. Furthermore, while we require our third- party co- manufacturers to comply with our food safety standards, we do not have control over their manufacturing and packaging processes. In addition, we also do not have control over handling procedures once our food has been shipped for distribution. **We** **From time to time, we** may need to recall or withdraw some or all of our **food-CPG offerings** **if it- such products becomes-** **become** damaged, contaminated, adulterated, or misbranded, whether caused by us or someone in our manufacturing or supply chain. A recall or withdrawal could result in destruction of food ingredients and inventory, negative publicity, temporary facility closings for us or our third- party contract manufacturers, supply chain interruption, substantial costs of compliance or remediation, fines, and increased scrutiny by federal, state, and foreign regulatory agencies. New scientific discoveries regarding food safety and food manufacturing may bring additional risks and latent liability. If consumption of any food causes or is alleged to cause injury or illness, we may be subject to litigation and may be liable for monetary damages as a result of a judgment against us or fines by federal, state, and foreign regulatory agencies. In the event of a food safety or food packaging incident, the protocols and procedures that we have in place and the public statements we make in response to such incident may not be sufficient to address the potential impact to the safety of our guests and our reputation. Furthermore, any food safety or food packaging incident, whether actual or perceived, could result in negative publicity and public speculation and adversely impact our brand, reputation, and sales. This risk is exacerbated by the fact that social media enables negative publicity, whether or not accurate, to be rapidly disseminated before there is any meaningful opportunity to investigate, respond to and address an issue. In addition, any food safety or food packaging incident that occurs, ~~whether~~ **including those that occur** solely at a competitor’ s restaurant, or at one of our **or our** manufacturing partners’ ~~facilities, or at our~~ facilities, could result in negative publicity about the restaurant industry generally or with respect to our CPG offerings, which could in turn have an adverse effect on our business. In addition, the health and environmental risks of organic fluorine and per- and polyfluoroalkyl substances (“ PFAS ”) have been the subject of increased regulatory scrutiny and litigation involving us and others in the restaurant industry.

See Note 12-9 (Commitments and Contingencies) included in Part II, Item 8. “ Financial Statements and Supplementary Data. ” Lastly, the occurrence of food- borne illnesses or food safety issues could result in a temporary supply disruption and adversely affect the price and availability of affected ingredients. All of these factors could have an adverse impact on our brand and our ability to attract guests, which could in turn have a material adverse effect on our business, financial condition (including our ability to obtain financing) and results of operations. If we are unable to maintain or increase prices, our margins may decrease. We strive to use high- quality ingredients that are often more costly than lower quality ingredients and / or ingredients that are farmed through less environmentally conscious methods. Our continued success depends on our ability to persuade our guests that the variety and choice of healthful, flavorful food that we provide is worth the higher prices compared to eating at many of our competitors. If we are unable to persuade our guests about the quality of our food, we may be required to change our pricing, advertising, or promotional strategies to retain existing guests or attract new guests, which could adversely affect the strength of our brand and our business, financial condition, and results of operations. We rely in part on price increases from time to time to offset cost increases, including the cost of ingredients, commodities, insurance, labor, marketing, taxes, real estate and other key operating costs, and **to** improve the profitability of our business. We have increased the prices of our food over the past few years, and we expect to further increase prices in the future. Our ability to maintain prices or effectively implement price increases may be affected by a number of factors, including competition, the effectiveness of our marketing programs, the continuing strength of our brand, and general economic conditions, including inflationary pressures. During challenging economic times, consumers may be less willing or able to dine out or purchase pre- packaged dips, spreads, and dressings, making it more difficult for us to maintain prices and / or effectively implement price increases. In addition, increasing prices could negatively affect the loyalty of our existing guest base and cause **them-guests** to reduce their spending with us or impact our ability to attract new guests, particularly as we expand our footprint into new geographies where guests might have greater price sensitivity. If our price increases are not accepted by guests and reduce sales volume, or are insufficient to offset increased costs, our business, financial condition, and results of operations could be adversely affected. The growth of our business depends on our ability to accurately predict guest trends and demand and successfully introduce new menu offerings and improve our existing menu offerings. Our success is dependent, in part, upon our ability to respond effectively to changes in guests’ eating habits and **preferences and** government regulations and to adapt our menu offerings to trends in eating habits **and preferences**. The success of our business depends on our ability to identify these changing preferences and behaviors, to distinguish between short- term trends and long- term changes in such preferences and behaviors, and to continue to develop and offer food that appeals to guests through the channels that they prefer. Consumer preference and behavior changes include dietary trends, attention to different nutritional aspects of foods and beverages (see “ — Risks Related to Legal and Governmental Regulation — We are subject to extensive laws and regulatory requirements, and failure to comply with, or changes in, these laws or regulations could have an adverse impact on our business. ”), preferences for certain sales channels, reduced demand for food away from home as a result of the recent increase in remote and hybrid working arrangements, concerns regarding the health effects of certain foods and beverages, attention to sourcing practices relating to ingredients, animal welfare concerns, and environmental concerns regarding packaging, among others. These changes in guests’ eating habits can occur rapidly, which requires us to adapt with similar speed. To the extent we are unwilling or unable to timely respond to shifting guest preferences, guests’ demand for our food and offerings may be reduced. If guests’ eating habits change, we must timely and appropriately respond to such changes, which may include the modification or removal of certain menu items, which could cause us to incur implementation costs and be operationally burdensome. In particular, the introduction of innovative menu offerings and CPG offerings involves considerable risk. It may be difficult to establish new supplier relationships for new menu or CPG offerings and determine appropriate menu and CPG offering ingredients. Any new menu or CPG offering may not generate sufficient guest interest and sales to become profitable or to cover the costs of its development and promotion and may reduce our operating income. If our efforts are not successful, or if there is a significant shift in guest demand away from our menu or CPG offerings, our business could be adversely affected. If we are unable to accurately predict guest trends and demand and successfully introduce new menu offerings and improve our existing menu offerings, our brand, business, financial condition, and results of operations may be materially adversely affected. We are subject to risks associated with leasing property. We operate all of our restaurants in leased facilities. Many of our current leases do not contain early termination options and we expect restaurants that we open in the future will be subject to similar long- term leases without early termination options. It is challenging to locate and secure leases on favorable terms for new restaurants as competition for locations in our target markets is intense, and development and leasing costs may continue to increase. When our leases expire, we may fail to negotiate renewals, either on commercially acceptable terms or at all, which could cause us to pay increased occupancy costs or to close restaurants in desirable locations and result in negative publicity concerning any such termination or non- renewal. In certain instances, we have not been able to control, and may not be able to control in the future, increases in occupancy costs, particularly increases driven by macroeconomic factors, such as the current inflationary environment, or in geographies where the real estate market conditions favor landlords and developers. Increased occupancy costs and closed restaurants could have an adverse effect on our business, financial condition, and results of operations. Furthermore, the inability to renew an existing lease in key target markets could adversely affect our ability to execute on our overall growth strategy. In addition, we may choose to close or relocate a restaurant if it fails to meet our performance targets, which may cause us to incur significant lease termination expenses as well as additional expenses in connection with securing a new lease and construction and other costs in opening a new replacement restaurant. Conversely, if we deem the lease termination and relocation expenses to be too high, we may decide to keep an underperforming restaurant open, or sublease **it the location**, which may hurt our overall profitability and results of operations. We currently sublease certain properties and face future liability if subtenants default or incur contingent liabilities. If we continue to sublease properties, we may be unable to enter into such arrangements on acceptable terms and, even if we do, such arrangements may result in our incurring liabilities

and expenses in future periods or the rent payments that we receive from subtenants being less than our rent obligations under the leases. CAVA Group, Inc. has guaranteed the obligations of various of its subsidiaries, as the tenant, under a number of leases. In addition, we have provided credit support in respect of our leases in the form of letters of credit and cash security deposits. If there were to be a default under any of our leases, the applicable landlords could draw under the letters of credit and / or seize the security deposit, which could adversely affect our financial condition and liquidity. Operating lease costs account for a significant portion of our operating expenses, and represented **7.1 %**, **8.2 %**, **and 9.8 %**, ~~and 11.0%~~ of our revenue in fiscal **2024**, **2023**, **and 2022**, ~~and 2021~~, respectively. These substantial operating lease obligations could have negative consequences to our financial condition and results of operations, including requiring a substantial portion of our available cash to be applied to pay our rental obligations, thus reducing cash available for other purposes, as well as limiting our flexibility in planning for, and reacting to, changes in our business or our industry. We may not be able to successfully expand our digital and delivery business, which is subject to risks outside of our control. For fiscal **2024**, **2023**, **and 2022**, ~~and 2021~~, CAVA Digital Revenue Mix was **36.4 %**, **36.0 %**, **and 34.5 %**, ~~and 37.4%~~, respectively. The expansion of our digital and delivery business is important to the growth of our business. Our ability to expand our digital business will depend in part on our ability to improve and evolve our technology, including our website, the CAVA app, and use of third- party delivery marketplaces ~~to~~ remain competitive within the industry. The CAVA app and online ordering system could be interrupted by technological failures or user errors, or be subject to cyber- attacks, which could adversely impact our sales and brand image. Substantially all of our delivery orders, including native delivery orders, are fulfilled through our third- party delivery partners. If a third- party delivery service we utilize (particularly for our native delivery orders) fails to deliver food orders to our guests in a timely manner or provides unsatisfactory delivery service, our guests may attribute the bad experience to us and may choose to stop ordering from us. If a third- party delivery service we utilize ceases or curtails operations, experiences damage to its brand image, increases its fees, or gives greater priority or promotions on its platforms to our competitors, our delivery business and our sales may be negatively impacted. Furthermore, the third- party food delivery service industry has been consolidating and may continue to consolidate, which may give third- party delivery companies more leverage in negotiating the terms and pricing of contracts, which in turn could negatively affect our profitability. In addition, from time to time, our employees make deliveries to guests who have placed catering and delivery orders. As a result, we may be subject to additional workplace injury and other claims, such as personal injury claims and claims with respect to damaged property if such employees were to be involved in an accident, or otherwise act outside of their job function, while making food deliveries to our guests. We could also be held vicariously liable for any acts, omissions, and / or negligence of employees that deliver our food and may be subject to various claims asserting other forms of liability, including tort actions, brought by, or against, us and our employees. We could experience a higher rate of accidents or mishaps to the extent such deliveries are made by employees using modes of transport that are not owned or maintained by ~~the our Company~~ **company**. The risk of these claims may increase, and the cost to ~~us the Company~~ **us the Company** to insure against such perils may rise or become more difficult to obtain, as the number of catering and delivery orders we fulfill increases. Finally, as we expand our proprietary delivery services for services such as catering and native delivery, we expect to face competition from third- party delivery marketplaces ~~who that~~ **who that** may have greater financial resources to spend on marketing and advertising. We ~~would~~ also face increased risks relating to **any** shortage of delivery personnel in our markets, accidents, or other incidents involving delivery personnel while delivering our food, and any errors or delays in providing delivery services to our guests could result in a failure to meet our guests' expectations and have an adverse impact on our business and brand. Social media and internet- based communication or review platforms give individual users immediate access to a broad audience. ~~However, these~~ **These** platforms can **also** facilitate rapid dissemination of negative publicity, such as negative guest or Team Member experiences. Adverse publicity, regardless of its accuracy, concerning our restaurants and our brand ~~may~~ be shared on such platforms at any time and have the potential to quickly reach a wide audience. The resulting harm to our reputation from negative publicity on social media may be immediate, without affording us an opportunity to correct or otherwise respond to the information or circumstance that is the subject of such publicity. It is challenging to monitor and anticipate developments on social media in order to effectively and timely respond and our failure to do so, or to do so successfully, may have a material adverse effect on our business, **financial condition, and results of operations**. However, social media platforms are a rapidly evolving and important marketing tool, which we utilize to help us engage with guests and potential guests. For example, we maintain Facebook, Instagram, X, and TikTok accounts, among other accounts, and **we** have partnered, and expect to continue to partner, with social media influencers who promote our brand and may also produce content for us. As the landscape of social media platforms develops, we must maintain our presence on existing platforms and establish a presence on emerging platforms. Many of our competitors are expanding their use of social media. Our continued success will depend on our ability to continuously innovate and develop our social media strategies to best maintain broad appeal with guests, brand relevance, and effectively compete with our peers, and we may not do so effectively. In addition, a ban of a social media platform, such as TikTok, on which we, and social media influencers that we partner with, have acquired significant followers, may adversely affect our ability to engage with guests and promote our brand. There are a variety of additional factors associated with our use of social media that may harm our business and result in negative publicity, including the possibility of improper disclosure of proprietary information, exposure of personally identifiable information of our Team Members or guests, the failure by us or our Team Members to comply with applicable law and regulations, any inappropriate use of social media platforms by our Team Members, fraud, hoaxes, or malicious dissemination of false information. Furthermore, association with influencers or celebrities who become embroiled in controversy, regardless of whether such controversy is related to our business, could damage our reputation, and our partnership with any such influencer or celebrity could be difficult and costly to unwind and otherwise address. We have a history of losses and, especially if we continue to grow at an accelerated rate, we may not ~~achieve or~~ maintain profitability in the future. We incurred operating losses each year since our inception through fiscal 2022, including a net losses ~~loss~~ of \$ 59.0 million **in** ~~and~~ \$ 37.4 million for fiscal 2022 ~~and fiscal 2021, respectively~~. We

anticipate that our operating expenses will increase substantially in the foreseeable future, in particular, as we continue to open new restaurants, expand marketing channels and operations, hire additional Team Members and increase other general and administrative costs. Furthermore, as a public company, we have incurred, and will continue to incur, additional legal, accounting, and other expenses that we did not incur as a private company. In addition, while conversions required initial capital investments, such costs were typically significantly lower for a conversion as compared to a new restaurant opening. Therefore, ~~as since the time we have converted many all remaining Zoes Kitchen locations that we operated~~, we expect that the capital expenditure requirements to open a new restaurant will be significantly higher than we have experienced in the past few years. Further, we currently expect that a ~~significant~~ **meaningful** portion of our new restaurants opening in fiscal ~~2024~~ **2025** and beyond will have drive- thru pick- up capabilities, which typically require additional capital expenditures and higher real estate costs as well as incremental infrastructure and construction costs. These efforts and additional expenses may prove more expensive than we expect, and we cannot guarantee that we will be able to increase our revenue to offset such expenses. Our revenue growth may slow or our revenue may decline for a number of other reasons, including reduced demand for our food, increased competition, or if we cannot capitalize on growth opportunities. If our revenue does not grow at a greater rate than our operating expenses, we will not be able to ~~achieve~~ **maintain** profitability. We may not realize the anticipated benefits from past and potential future acquisitions, investments or other strategic initiatives ~~, including our acquisition of Zoes Kitchen and the associated conversions to CAVA restaurants~~. From time to time we may consider opportunities to acquire or make investments in new or complementary businesses, facilities, technologies, or products, or enter into strategic initiatives, ~~that which~~ may enhance our capabilities, expand our manufacturing network, complement our current offerings, or expand the breadth of our markets. For example, we acquired Zoes Kitchen in 2018 with the goal of significantly expanding the size and geographic scope of our business **. We completed the conversion of Zoes Kitchen locations into CAVA restaurants as of October 2023**. Entering into acquisitions and investments and other strategic initiatives involve numerous risks, including: • expenses, delays, or difficulties in integrating acquired business, facilities, technologies, or products into our organization, including the failure to realize expected synergies and the inability to retain and integrate personnel; • expending significant cash or incurring substantial debt to finance acquisitions, which indebtedness may restrict our business or require the use of available cash to make interest and principal payments; • issues maintaining uniform standards, procedures, controls, and policies; • diversion of management’ s attention and resources from operating our business to effectively execute the integration; • adverse effects on existing business relationships with suppliers, distributors, and partners; • guest acceptance of the acquired company’ s offerings; • our ability to meet our targeted revenue, profit, and cash flow from acquired companies; • the possibility that we have acquired substantial contingent or unanticipated liabilities in connection with acquisitions; • the inability to identify all material issues concerning the companies we acquire or invest in; and • the possibility that investments we have made may decline significantly in value, which could lead to the potential impairment of the carrying value of goodwill associated with acquired businesses. We do not know if we will be able to identify acquisitions or strategic relationships we deem suitable, whether we will be able to successfully complete any such transactions on favorable terms or at all, or whether we will be able to successfully integrate any acquired business, facilities, technologies, or products into our business or retain any key personnel, suppliers, or guests. ~~In particular, with respect to the Zoes Kitchen acquisition, we cannot guarantee that each conversion of a Zoes Kitchen location will function as we anticipate~~. Furthermore, we may in the future acquire restaurants with the plan of converting those restaurants into CAVA restaurants and we may not be able to do so successfully while ensuring that the converted restaurant meets our CAVA standards. Our failure to successfully complete or integrate such acquisitions could have a material adverse effect on our financial condition and results of operations. Our ability to successfully grow through strategic transactions depends upon our ability to identify, negotiate, complete, and integrate suitable target businesses, facilities, technologies, and products and to obtain any necessary financing. These efforts could be expensive and time- consuming and may disrupt our ongoing business and prevent management from focusing on our operations. **Risks Related to Our Manufacturing and Supply Chain** We may not be able to manage our manufacturing and supply chain effectively, which may adversely affect our results of operations. There is risk in our ability to effectively scale production and processing and effectively manage our manufacturing and supply chain requirements. For example, we rely on a limited number of suppliers, and, in some cases, on single- source suppliers, for several ingredients. Some of these suppliers are small family- owned business or sole proprietors who may not be able to quickly scale their production to match our growth, or at all. As we continue to grow our business, if we are unable to obtain the desired amount of ingredients from these suppliers, we may be forced to modify our CPG and menu offerings or our recipes, **manage ingredient shortages or outages at certain locations or across our restaurants**, or obtain ingredients from different suppliers that may be at a higher cost or may be of a lower quality than our original ingredients. Any of these changes could result in changes to our food taste and quality and could be less appealing to our guests, and any increase in costs could have an adverse impact on our profitability and results of operations. See “ ~~— Risks Related~~ **We must accurately forecast demand for each of our CPG and menu offerings to ensure that we have adequate available manufacturing capacity and supply supply** ” ~~We must accurately forecast demand for each of our CPG and menu offerings to ensure that we have adequate available manufacturing capacity and supply~~. Our forecasts are based on multiple assumptions , which may cause our estimates to be inaccurate and affect our ability to obtain adequate manufacturing capacity and quantities from our distributors, suppliers, and manufacturing partners in order to meet demand, which could prevent us from meeting partner and guest demand and harm our brand and our business. **When we launch a new product, such as our introduction of steak in 2024, our initial assumptions on demand for such product may need to be refined as we see how our customers respond**. We must also continuously monitor our inventory against forecasted demand. If we underestimate demand, we risk having inadequate supplies. On the other hand, if we have too much food inventory on hand, it may reach its expiration date and become unusable. If we are unable to manage our supply ~~chain effectively~~, **our operating costs could increase and our profit margins could** ~~Chain~~ **chain** ~~—~~ **effectively, our operating costs could increase and our profit margins could**

**decrease.** Our reliance on third parties could have an adverse effect on our business, financial condition, and results of operations. ” We must accurately forecast demand for..... condition, and results of operations. We engage with third- party suppliers for some of our food items and products, including packaging, and we rely on a distribution network with a limited number of distribution partners for the majority of our national distribution program for our restaurants. Due to our reliance on certain suppliers, distributors, and third- party contract manufacturers, the change in terms or cancellation of our arrangements with any one of our suppliers, distributors, or third- party contract manufacturers or the disruption, delay, or inability of these parties to deliver such food items or materials to our restaurants, may materially and adversely affect our results of operations while we establish alternative supply and distribution channels. Although we believe that alternative supply and distribution are available, we may not be able to easily locate replacement suppliers or distributors who provide ingredients or products that meet our high- quality standards. For example, the olive oil we use is sourced from a specific supplier meeting our high standards for taste and quality . **Similarly, we have established certain specification criteria for the steak served in our restaurants, which may limit the number of suppliers available.** Any failure to timely replace or engage suppliers or distributors who meet our specifications could increase our expenses, cause delays in our production, and cause food and item shortages for our CPG production and at our restaurants. A shortage at a restaurant could, in turn, cause such restaurant to remove items from its menu. If that were to happen, affected restaurants could experience significant reductions in sales during the shortage and thereafter, if guests change their dining habits as a result. Alternatively, if we are required to lower or otherwise change our specifications in order to obtain sufficient supply, it could impact the taste and quality of our food, which could in turn impact demand for our food and offerings. Our focus on key ingredients would make the consequences of a shortage of such an ingredient, or a change in the quality of our ingredients, more severe. In addition, we cannot guarantee that we will be able to identify or negotiate with alternative suppliers or distributors on terms that are commercially reasonable to us. Moreover, given that we do not control the businesses of our suppliers and distributors, our efforts to specify and monitor the standards under which they perform may not be successful. Certain food items are perishable and / or may be contaminated, and we have limited control over whether these items will be delivered to us in appropriate condition for use in our restaurants. If any of our distributors or suppliers perform inadequately, or our distribution or supply relationships are disrupted for any reason, our business, financial condition, and results of operations could be materially adversely affected. We may **not successfully optimize,** operate, and manage our production facilities. As we continue to expand our menu and CPG ~~offering offerings~~, we ~~plan may need~~ to add **or and** enhance our production capabilities and our production operations may become increasingly complex and challenging. Failure to successfully address such challenges in a cost- effective manner could harm our business, **financial condition,** and results of operations. The expansion of our production capabilities requires **significant capital** investments , ~~of capital~~ and we cannot guarantee that we will be able to obtain the capital necessary to support such expansion on favorable terms, or at all. In addition, a substantial delay in bringing any new facility , ~~including our new production facility in Virginia,~~ up to full production on our projected schedule would put pressure on the rest of our business operations to meet demand and production schedules and may hinder our ability to produce all the food needed to meet guest and consumer demand and / or to achieve our expected financial performance. Furthermore, the opening of a new facility requires the efforts and attention of our management and other personnel, which has and will continue to divert resources from our existing business operations. We will also need to hire and retain more skilled Team Members to operate any new facility, including the **recently opened** facility in Virginia. Even if a new facility is brought up to full production according to our current schedule, the capital expenditures and other investment expenses for such new facility may be greater than the corresponding sales and it may not provide us with all the operational and financial benefits that we expect to receive. ~~Our~~ **The infrastructure of our** production facilities ~~infrastructure~~ is tailored to meet the specific needs of our business. A natural disaster, severe weather, fire, power interruption, work stoppage, labor shortages or unrest, restrictive governmental actions, outbreaks of pandemics or diseases (~~such as the COVID- 19 pandemic~~), or other calamity at **any of** our production facilities would significantly disrupt our ability to operate our business. The facilities and the manufacturing equipment we use is costly to replace or repair and may require substantial lead- time to do so. Suppliers that provide spare parts and **the** external service engineers **on which we rely** for maintenance, repairs, and calibration face **their own** risks of disruption or disturbance to their businesses, ~~including as a result of the COVID- 19 pandemic or other related factors,~~ which may lead to disruption in our production. In addition, **we may face lengthy lead times in** our ability to procure new processing and packaging equipment **when needed** ~~may face more lengthy lead times than is typical~~. We may experience plant shutdowns or periods of reduced production as a result of regulatory issues, equipment failure, or delays in deliveries. Any such disruption or unanticipated event may cause significant interruptions or delays in our business and loss of inventory and / or data, or render us unable to produce food items for our restaurants or for our CPG operations in a timely manner, or at all. We currently have property and business disruption insurance coverage in place for our Maryland and Virginia facilities. However, our insurance coverage may not be sufficient to cover all of our potential losses and may not continue to be available to us on acceptable terms, or at all. If we do not have sufficient production capacity or experience a problem with our production facilities, our restaurants may experience delays or stoppages in receiving certain of our food items and our ability to meet guest and consumer demand could be impacted, which could in turn adversely affect our brand , **business, financial condition, and results of operations. We may** experience shortages, delays, or interruptions in the delivery of food items and other products. Our restaurants and CPG operations are dependent on frequent deliveries of fresh food that meets our specifications. Shortages, delays, or interruptions in the supply or delivery of food items and other supplies to our restaurants and CPG operations, whether by third- party partners or us, have in the past, and may in the future, be caused by severe weather or weather changes resulting in destruction of crops, changes in the quality of the crops, or ingredients that do not meet our specifications; natural disasters such as hurricanes, tornadoes, floods, droughts, wildfires, and earthquakes; macroeconomic conditions (including geopolitical developments) resulting in disruptions to the shipping and transportation industries; labor issues such as increased costs or worker shortages, or other operational disruptions at our distributors, suppliers,

vendors, or other service providers; the inability of our service providers to manage adverse business conditions or remain solvent; cyber- attacks and technological failures; and other conditions beyond our control. **Recent supply chain disruptions have increased some of our costs and limited the availability of certain food and other items for our restaurants and may continue to do so.** For example, grape tomatoes yields were adversely impacted by hurricanes and colder temperatures during 2023, leading to a product substitution from December 2023 through February 2024. We have **also in the past, and may in the future experience** ~~experienced~~ shortages, delays or ~~interruption~~ **interruptions** in other supplies and materials, such as food packaging, which are required and / or desired to operate our restaurants and / or produce our CPG offerings. Such shortages, delays, or interruptions could adversely affect the availability, quality, and cost of the items we buy, the operations of our restaurants, and our CPG operations. ~~Recent supply chain disruptions have increased some of our costs and limited the availability of certain food and other items for our restaurants and may continue to do so.~~ In addition, we have in the past, and may from time to time, experience shortages of, and delays in receiving, construction materials, restaurant equipment and other supplies required to build out and open a new CAVA restaurant. This may require us to incur higher costs to procure these materials, equipment, and supplies from alternative sources, or cause a delay in the opening of a new restaurant. If we encounter supply shortages, delays, or interruptions, are unable to identify alternative sources at a reasonable cost, or at all, or otherwise incur higher costs, our business, financial condition, and results of operations could be adversely affected. We may face increases in food, commodity, energy, and other costs. Our profitability depends in part on our ability to anticipate and react to changes in food, commodity, energy, and other costs. The prices we pay are subject to fluctuations beyond our control, such as problems in production or distribution, food safety concerns, government regulation, livestock markets, food recalls, climate conditions, labor strikes or shortages, and macroeconomic conditions. In particular, we purchase substantial quantities of chicken, which is subject to significant price fluctuations due to conditions ~~affecting such as~~ weather, feed and chicken prices, industry demand, and other factors. Our results of operations may also be adversely affected by increases in the price of utilities, such as natural gas, electric, and water, the costs of insurance, labor, marketing, taxes, and real estate, all of which could increase due to inflation, changes in laws, shortages or interruptions in supply, competition, or other events beyond our control. For example, due to the recent inflationary environment, we **have** experienced ~~mid- to high- single digit increases~~ **increased** ~~relating to~~ food and packaging costs, which put pressure on our gross margins. To moderate the effects of these rising costs, we instituted proactive initiatives to create efficiencies in our in- bound logistics and other supply chain costs, such as an increased focus on food portioning, food production during off- peak hours and food waste management. We also modestly increased our in- restaurant menu prices by ~~less than 5 % in fiscal 2023 and~~ approximately 3 % in **fiscal 2024 and approximately 1.7 % in the first quarter of 2024-2025** in response to the inflationary environment. We cannot assure you that we will be able to effectively mitigate any inflationary pressures in the future, whether by instituting further operating efficiency initiatives or by increasing menu prices. Any increase in the prices of the ingredients most critical to our menu and offerings, such as chicken, would have an adverse effect on our results of operations. If the cost of one or more ingredients significantly increases, or there are certain unforeseen events, such as poor weather conditions that damage the quality of an ingredient, we may choose to temporarily suspend serving menu items that use such ingredients or modify our menu offerings rather than pay the increased cost and / or provide a lower quality product. In addition, some of our produce **and food service** items are imported. Any restrictions on the import of products imposed by government authorities, as well as any new or increased import duties, tariffs, sanctions, or taxes, geopolitical developments, such as the ongoing armed conflicts in Ukraine and the Middle East, or other changes in U. S. trade or tax policy, could result in higher food and supply costs. **For example, certain items, including some bowls, lids, and food products such as avocados, are produced in China, Mexico, and Canada, which may be subject to changing tariffs and duties, which could impact the prices and availability of these goods.** Furthermore, new or heightened restrictions resulting from a pandemic or epidemic, ~~such as those associated with COVID-19,~~ or supply chain disruptions in such countries may cause us to face shortages of one or more ingredients. We have chosen to enter into contracts for some but not all of our ingredients. In addition, we generally do not have long- term supply pricing agreements with our ingredient suppliers. We purchase some of our raw materials in the open market, and although we may decide to enter into certain forward pricing arrangements with our suppliers and distributors, some of which contain variable trigger events, these arrangements generally are relatively short in duration and may provide only limited protection from price changes, and the extent to which we use these arrangements may vary from time to time. Furthermore, the use of these arrangements may limit our ability to benefit from favorable price movements, may cause us to incur increased transaction expense and may expose us to complex or unforeseen market risks, such as counterparty or interest rate risk. Our efforts to mitigate future price risk through forward contracts, careful planning, and other activities may not fully insulate us from increases in commodity costs. Furthermore, some of our raw materials are sourced from a limited number of suppliers and we cannot guarantee that we will be able to continue to obtain such materials from our existing suppliers, or alternate suppliers, at the same or lower prices or at all. See “ — Our reliance on third parties could have an adverse effect on our business, financial condition, and results of operations. ” We cannot guarantee that any cost increases can be offset by increased prices, that increases in prices will be fully absorbed by our guests without any resulting change to their demand for our food, or that we will generate sales growth in an amount sufficient to offset inflationary and other cost pressures, particularly with ~~elevated~~ inflation and increases in interest rates ~~in fiscal 2023~~ **that have recently been experienced**. Any cost increases could have an adverse effect on our profitability, business, financial condition, and results of operations.

**Our** People and Culture We may face increases in labor costs, labor shortages, and difficulties in identifying, hiring, training, motivating, and retaining the right Team Members. We believe that our continued success will depend on our ability to identify, hire, train, motivate, and retain Team Members who understand and appreciate our culture and are able to effectively represent our brand. If we are unable to identify, hire, train, motivate, and retain our Team Members, our restaurants could be short- staffed, we may be forced to incur overtime expenses, our ability to operate our current restaurants may be limited, and our expansion into new restaurants could be delayed. We may also suffer disruptions to our CPG

operations. The restaurant industry generally has a high turnover rate. While we have taken, and will continue to take, a number of steps in order to reduce our turnover, we cannot be certain that our turnover rates will decrease in the future. We have **been** and **in the future** may be forced to temporarily close restaurants, or reduce restaurant hours or CPG production, as a result of labor shortages, which could result in reduced revenue. Furthermore, if our Team Members decide to and successfully unionize, this could result in a change to our culture, an increase in our labor and other costs, and disruptions to our business, as well as impact the speed at which we can make changes to our organization. In addition, our responses to any union organizing efforts could negatively impact how our brand is perceived and have adverse effects on our business and expose us to legal risk. The market for qualified talent is competitive and we must provide increasingly attractive wages, benefits, and workplace conditions to retain qualified Team Members, particularly with respect to restaurant managerial positions ~~where~~ **for which** the pool of qualified candidates can be small. Increases in wage and benefits costs, including as a result of increases in minimum wages and other governmental regulations affecting labor costs, may significantly increase our labor costs and operating expenses and make it more difficult to fully staff our restaurants. From time to time, legislative proposals are made to increase the minimum wage at the U. S. federal, state, and local ~~level~~ **levels**, such as California Assembly Bill No. 1228, which was signed into law in September 2023 and which increases the state's minimum wage and creates a **Fast Food Council Council** to set minimum wages and recommend regulations to address working conditions and other matters in the broadly defined fast food industry. Because we employ a large workforce, any wage increases and / or expansion of benefits mandates will have a particularly significant impact on our labor costs. In addition, our suppliers, distributors, and business partners may be similarly impacted by wage and benefit cost inflation, and many have or will increase their prices for goods and services in order to offset their increasing labor costs. Furthermore, maintaining appropriate staffing and hiring and training new staff, both for our restaurants and our facilities, requires precise workforce planning, which has become more complex due to, among other things: • significant staffing and hiring issues in the restaurant industry throughout the country, ~~which have been exacerbated by the COVID-19 pandemic~~; • laws related to wage and hour violations or predictive scheduling, such as "Fair Workweek" or "secure scheduling," in certain geographic areas where we operate as well as New York City's "just cause" termination legislation; **and** • low levels of unemployment, which has resulted in aggressive competition for talent, wage inflation, and pressure to improve benefits and workplace conditions to remain competitive; ~~and~~ • the so-called "great resignation" or "quiet quitting" trend. In particular, several jurisdictions in which we operate, including New York City, have implemented "Fair Workweek" legislation, which requires fast food employers to provide employees with specified notice in scheduling changes and pay premiums for changes made to employees' schedules, among other requirements. The regulations are often complex to administer and have evolved over time and may continue to do so. Furthermore, similar legislation may be enacted in other jurisdictions in which we operate, and in jurisdictions ~~where~~ we may enter in the future. Such regulatory structures; have in the past; and may in the future, result in increased costs, both in terms of ongoing compliance and resolution of alleged violations. We face many of these same risks with respect to the Team Members who work within our Collaboration Center Organization ~~departments~~. Our information technology and other systems are critical to the management and growth of our business, and our success will depend in part on our ability to hire, motivate, and retain these qualified personnel. Additionally, we engage a number of independent contractors to work for us in various aspects of our business, in particular in our information technology and marketing departments. Therefore, we are subject to federal, state, and local laws regarding independent contractor classification, which are subject to judicial and agency interpretation and may change from time to time. In the event of a reclassification of the independent contractors as employees, we could be exposed to various liabilities and additional costs. These liabilities and additional costs could include exposure (for prior and future periods) under federal, state, and local laws, and workers' compensation, unemployment benefits, labor, and employment laws, as well as potential liability for penalties and interest. If we fail to hire, motivate, and retain Team Members, experience higher labor costs, and / or fail to appropriately plan our workforce for any of the reasons described above, our ability to open new restaurants, manage our information technology systems, and grow sales at existing restaurants may be adversely affected. Our success depends on our ability to attract, develop, and retain our management team and key Team Members. Our success depends largely upon the continued service of our executive leadership team and other key management personnel, particularly our Co- Founder and Chief Executive Officer, Brett Schulman, and our Co- Founder and Chief Concept Officer, Ted Xenohristos. Members of our leadership team, both individually and as a group, play an integral role in the development and growth of our company. We also rely on our leadership team in setting our strategic direction, spearheading innovation, operating our business, managing vendor relationships, identifying, recruiting, and training key personnel, identifying expansion opportunities, arranging necessary financing, and leading general and administrative functions. From time to time, there may be changes in our senior management team, which could disrupt our business, particularly if **any** non- compete clauses in employment agreements are deemed to be unenforceable for any reason, including as a result of regulatory restrictions. Moreover, the replacement of one or more of our leadership team or other key management personnel could involve significant time and expense and may significantly delay or prevent the achievement of our business objectives. In addition, we may not be able to find suitable individuals to replace such personnel on a timely basis or without incurring increased costs, or at all. We currently do not maintain any key person life insurance policies for any of our executive officers. If we are unable to attract, hire, retain, and incentivize sufficiently experienced and capable management personnel, our business and financial results may suffer. Risks Related to Information Technology Systems, Cybersecurity, Data Privacy, and Intellectual Property Security breaches of our electronic processing of credit and debit card transactions, the CAVA app, or confidential guest or Team Member information (including personal information) may adversely affect our business. Operating our business requires the collection, use, storage, retention, adaptation, alteration, processing, disclosure, transfer, transmission, and protection ("Processing") of large volumes of personal information (which may also be referred to as "personal data" or "personally identifiable information") of guests, Team Members, and others, and other sensitive, proprietary, and confidential information, including credit and debit card numbers. Our reliance on technology has

grown as we have grown, and the scope and severity of risks posed to our systems from compromises to our information technology systems and cyber threats has increased in part due to the continued evolution and sophistication of attacks as well as the legal and regulatory framework pertaining to privacy and data security matters. From time to time, we have been, and likely will continue to be, the target of attempts to compromise our information technology systems and data, such as credential stuffing, distributed denial- of- service attacks, ransomware, viruses, malware, phishing attacks, break- ins, social engineering, **usage errors, power, communications or other service outages and catastrophic events**, security breaches, or other cybersecurity incidents to our data, network, or systems. In addition, if any of our critical suppliers or distributors is the subject of a cyber or ransomware attack, we could experience a significant disruption in our supply chain and possibly shortages of key ingredients. The techniques and sophistication used to conduct cyber- attacks and breaches of information technology systems, as well as the sources and targets of these attacks, change frequently and are often not recognized until such attacks are launched or have been ongoing for a period of time. While we continue to make significant investment in physical and technological security measures, Team Member training, and third- party services designed to anticipate cyber- attacks and prevent breaches, our information technology networks and infrastructure, and those of third parties with which we have business relationships, could be vulnerable to **attacks**, damage, disruptions, shutdowns, or breaches of personal or confidential information. Efforts to hack or breach security measures, failures of systems or software to operate as designed or intended, viruses, operator error, or inadvertent releases of data all threaten our and our business partners' information systems and records. Due to these scenarios, we cannot provide assurance that we will be successful in adequately responding to, or preventing, such breaches or data loss. Any intentional attack or an unintentional event that results in unauthorized access to systems to disrupt operations, corrupt data, or steal or expose intellectual property, **proprietary business information**, personal or confidential information of our guests, Team Members, or ourselves could result in widespread negative publicity, damage to our reputation, a loss of guests, disruption of our business, and / or legal liabilities, **including being the subject of claims or litigation (including class claims)**, **regulatory enforcement, liability under data protection laws, and additional reporting requirements**, resulting in **substantial remediation costs**, operational inefficiencies and a loss of sales. The majority of our restaurant sales are paid with credit or debit cards, but we accept certain other payment methods such as Apple Pay and gift cards, and we may offer new payment options in the future. The use of these payment options subjects us to rules, regulations, contractual obligations, and compliance requirements, including payment network rules and operating guidelines, data security standards and certification requirements, and rules governing electronic funds transfers. These requirements and related interpretations may change over time, which has made and could continue to make compliance more difficult or costly. In connection with credit or debit card transactions, we collect and transmit confidential information, including payment information, to card processors. The systems currently used for transmission and approval of electronic payment transactions, and the technology utilized in electronic payments themselves, all of which can put electronic payment at risk, are determined and controlled by the payment card industry, not by us, through enforcement of compliance with the Payment Card Industry- Data Security Standards (as modified from time to time, " PCI DSS "). We must abide by the PCI DSS in order to accept electronic payment transactions. If we fail to abide by the PCI DSS, we could be subject to fines, penalties, or litigation, which could adversely affect our results of operations. Furthermore, the payment card industry requires vendors to be compatible with smart chip technology for payment cards (" EMV- Compliant "), or else bear full responsibility for certain fraud losses, referred to as the EMV Liability Shift. To become EMV- Compliant, merchants often utilize EMV- Compliant payment card terminals at the point- of- sale and obtain a variety of certifications. We may become subject to claims for purportedly fraudulent transactions arising out of the actual or alleged theft, whether physical or electronic, of credit, debit, or gift card information, and we may also be subject to lawsuits or other proceedings relating to these types of incidents. Our business is subject to complex and evolving laws and regulations regarding privacy, data protection, and cybersecurity. There are numerous U. S. federal, state, local, and international laws and regulations regarding privacy, data protection, and cybersecurity that govern the Processing of personal information and other information. The scope of these laws and regulations is expanding and evolving, subject to differing interpretations, may be inconsistent among jurisdictions, or conflict with other rules. We are also subject to the terms of our privacy policies and obligations to third parties related to privacy, data protection, and cybersecurity. For example, the California Consumer Privacy Act of 2018 (" CCPA ") took effect on January 1, 2020, which broadly defines personal information, gives California residents expanded privacy rights and protections, and provides for civil penalties for certain violations. Furthermore, in November 2020, California voters passed the California Privacy Rights and Enforcement Act of 2020 (" CPRA "), which amended and expanded CCPA with additional data privacy compliance requirements and establishes a regulatory agency dedicated to enforcing those requirements. On March 2, 2021, Virginia enacted the Virginia Consumer Data Protection Act, creating the second comprehensive U. S. state privacy law, which took effect on January 1, 2023 (the same day as CPRA took effect). **An Additional additional 17 states (, such as Colorado, Connecticut, Iowa, Utah, Oregon, Montana, Tennessee, Indiana, Delaware, New York, Jersey, New Hampshire, Kentucky, Maryland, Minnesota, Nebraska, Rhode Island ), and Texas ),** have since also passed comprehensive state privacy laws that impose additional obligations and requirements on businesses. Data privacy laws and regulations are constantly evolving and can be subject to significant change or interpretive application. Varying jurisdictional requirements could increase the costs and complexity of our compliance efforts and violations of applicable data privacy laws can result in significant penalties. In addition, laws, regulations, and standards covering marketing and advertising activities conducted by telephone, email, mobile devices and the internet are applicable to our business, including the Telephone Consumer Protection Act (the " TCPA ") and the Controlling the Assault of Non - Solicited Pornography and Marketing Act (" CAN- SPAM Act "). The TCPA places certain restrictions on making outbound calls, faxes, and text messages to consumers. The CAN- SPAM Act imposes penalties for the transmission of commercial emails that do not comply with certain requirements, such as providing an opt- out mechanism for stopping future emails from the sender. **Compliance with the current and future privacy and data protection laws can be costly and time- consuming and there**

**is no assurance that our compliance efforts will be successful in preventing breaches or data loss.** Any failure, or perceived failure, by us to comply with applicable data protection or other laws, **properly respond to security breaches of our or a third party' s information technology systems or properly respond to or honor consumer requests under any of the foregoing privacy laws** could result in **reputational damage, loss of consumer confidence, reduced sales and profits,** proceedings or actions against us by governmental entities or others, subject us to significant fines, penalties, judgments, and negative publicity, require us to change our business practices, increase the costs and complexity of compliance, and adversely affect our business. **In addition, laws relating to online privacy are evolving differently in different jurisdictions. Federal, state and non- U. S. governmental authorities, as well as courts interpreting the laws, continue to evaluate the privacy implications of the use of third- party cookies, pixels, and other methods of online tracking. The United States and other governments have enacted or are considering legislation that could significantly restrict the ability of companies and individuals to collect and store user information, such as by regulating the level of consumer notice and consent required before a company can employ cookies, pixels, or other electronic tracking tools or the use of data gathered with such tools. As the collection and use of data for digital advertising has received ongoing media attention over the past several years, there has been an array of ' do- not- track' efforts, suggestions and technologies introduced to address these concerns, and comprehensive state privacy laws are beginning to incorporate the obligations. Under various privacy laws and other obligations, we may be required to obtain certain consents to process personal information. Some of our data processing practices may be challenged under wiretapping laws, if we obtain consumer information from third parties through various methods, including chatbot and session replay providers, or via third- party marketing pixels. Recently, these practices have been subject to increased challenges by class action plaintiffs, as a number of recent lawsuits have pled claims under privacy legislation such as the Video Privacy Protection Act, Electronic Communications Privacy Act (including the WireTap Act and Stored Communications Act), Computer Fraud and Abuse Act, California Online Privacy Protection Act, and similar state laws alleging wiretapping, eavesdropping, tape recording and invasion of privacy through the use of marketing pixels, analytics software, session replay technology, voice recording, and live chat functionality. Our inability or failure to obtain consent for these practices could result in adverse consequences, including class action litigation and mass arbitration demands. Such a demand could allow for the recovery of statutory damages on a per violation basis, which could be significant depending on the volume of data and the number of violations**. Additionally, the information, security, and privacy requirements imposed by governmental regulation are increasingly demanding and evolving. Laws require businesses to notify affected individuals, governmental entities, and / or credit reporting agencies of certain security incidents affecting personal information. Such laws are not all consistent, and compliance in the event of a widespread security incident is complex and costly and may be difficult to implement. Our existing general liability and cyber liability insurance policies may not cover, or may cover only a portion of, any potential claims related to security breaches to which we are exposed or may not be adequate to indemnify us for all or any portion of liabilities that may be imposed. Significant theft, loss, or misappropriation of, or access to, guests' or other proprietary data, or other breach of our or our business partners' information technology systems, could result in fines, legal claims, or proceedings, including regulatory investigations and actions, or liability for failure to comply with privacy and information security laws, which could disrupt our operations, damage our reputation, and expose us to claims from guests and Team Members, any of which could have a material adverse effect on our business, financial condition, and results of operations. We may not be able to adequately protect or enforce our rights in our intellectual property. We rely on a combination of trademark, patent, trade secret, copyright laws, as well as contractual provisions, confidentiality, and inventions assignment agreements, and other intellectual property laws to protect our proprietary and intellectual property assets and rights. Our intellectual property, particularly our trademarks, is material to the conduct of our business and our marketing efforts as our brand recognition is one of our key differentiating factors from our competitors. The success of our business depends in part on our ability to use our trademarks, service marks, and other proprietary intellectual property, including our name and logos and the unique character, atmosphere, and ambiance of our restaurants, to increase brand awareness and further develop our brand reputation in the market. However, the steps we have taken to protect our intellectual property in the United States may not be adequate. We have registered and applied to register trademarks and other intellectual property in the United States, but we cannot guarantee that our trademark applications will be approved. We may not be able to adequately protect our trademarks and other intellectual property, and third parties may oppose and successfully challenge the validity and / or enforceability of our trademarks and other intellectual property. In the event that our trademarks are successfully challenged, we could be forced to rebrand our goods and services, which could result in loss of brand recognition, and could require us to devote substantial resources to advertising and marketing new brands that may not ultimately be successful. Moreover, even if we successfully register our trademarks and other intellectual property, our competitors may develop similar menu items and concepts, and adequate remedies may not be available in the event of an unauthorized use or disclosure of our trade secrets and other intellectual property. We have in the past instituted and may from time to time in the future be required to institute, litigation, or other proceedings to enforce our trademarks and other intellectual property. Such litigation or other proceedings could result in substantial costs and diversion of resources and could negatively affect our sales, profitability, and prospects regardless of whether we are able to successfully enforce our rights. In addition, any success we have had registering and protecting our intellectual property in the United States does not guarantee that we will have similar success in other jurisdictions. We do not currently own any material registered intellectual property outside the United States. Although we do not currently operate outside the United States, should we choose in the future to expand our operations outside the United States, a failure to protect and maintain our brand in such other jurisdictions could adversely affect our business, results of operations, and financial condition. We maintain a policy requiring our Team Members to enter into an agreement to protect our intellectual property rights and other proprietary information. However, we cannot guarantee that such agreements adequately protect our intellectual

property rights and other proprietary information. We cannot guarantee that these agreements will not be breached, that we will have adequate remedies in the event of a breach, or that the respective Team Members will not assert rights to our intellectual property rights or other proprietary information. In addition, we may fail to enter into confidentiality agreements with all parties who have access to our trade secrets or other proprietary information. Failing to protect and maintain the secrecy of our trade secrets or other confidential information for any reason could adversely affect our business, results of operations, and financial condition. We have been, and may in the future be, subject to claims that we violated certain third- party intellectual property rights. Third parties may assert, including in a lawsuit, that we infringe, misappropriate, or otherwise violate their intellectual property rights. In addition, we periodically receive communications that claim we have infringed, misappropriated, or otherwise violated others' intellectual property rights. Any claim against us relating to intellectual property, with or without merit, could be time consuming, expensive to settle or litigate, and could divert the attention of our management, even if we were ultimately successful. Litigation regarding intellectual property rights is inherently uncertain due to the complex issues involved, and we may not be successful in defending ourselves in such matters. Any claims successfully brought against us could subject us to significant liability for damages, and we may be required to stop using brands, products, technology, or other intellectual property alleged to be in violation of a third- party' s rights in one or more jurisdictions where we do business. We also might be required to seek a license for third- party intellectual property or enter into a settlement or coexistence agreement that may limit our rights or the scope of our business operations in some way. Even if a license is available, we could be required to pay significant royalties or submit to unreasonable terms, which could increase our operating expenses. We may also be required to develop alternative non- infringing branding or products, which could require significant time and expense. If we cannot license or develop replacements for any allegedly infringing aspect of our business, we could be forced to limit our service and may be unable to compete effectively. Any of these results could adversely affect our business, financial condition, and results of operations. We rely heavily on information technology systems and failures, or interruptions in, or not effectively scaling and adapting, our information technology systems could harm our business. We rely heavily on information technology systems, including the point- of- sale and payment processing system in our restaurants, our restaurant management systems, technologies supporting our digital and delivery business, such as our website, the CAVA app, and online and mobile ordering platforms, management of our supply chain, our rewards program, collection of cash, credit, and debit card transactions, technologies that facilitate marketing and promotion initiatives, Team Member engagement and payroll processing, payment card transactions, and various other processes and transactions. Many of the critical information technology systems that we rely on are provided and managed by third parties, and we are reliant on these third- party providers to implement protective measures that ensure the security and availability of our systems and their systems. In addition, some of our critical information technology systems are managed by our Team Members, and our continued ability to manage our business efficiently and effectively will depend on our ability to identify, hire, train, motivate, and retain information technology Team Members who understand and appreciate our culture. See “ — Risks Related to Human Capital — We may face increases in labor costs, labor shortages, and difficulties in hiring, training, motivating, and retaining the right Team Members. ” Our ability to manage our business efficiently and effectively depends significantly on the availability, reliability, and security of these systems. We may from time to time experience service interruptions, outages, or other performance problems due to a variety of factors, including infrastructure changes, human or software errors, capacity constraints due to an overwhelming number of guests accessing our technology infrastructure simultaneously, downtime or outages of third- party services, and denial of service attacks or other malicious activity. These information technology systems, including our online and mobile ordering platforms, may now or in the future contain undetected errors, bugs, or vulnerabilities which may cause the systems to malfunction or be interrupted. Although we have operational safeguards in place, these safeguards may not be effective in preventing degradations or interruptions of our information technology systems or platforms to operate effectively and be available. As our business expands, it may become more difficult to scale, maintain and improve our online and mobile ordering platforms. If our online and mobile ordering platforms are unreliable, unavailable, compromised, or otherwise fail when guests attempt to access them or they do not load as quickly as guests expect, guests may seek other services, and may not return to our platforms as often in the future. In some instances, we may not be able to identify the cause of performance problems within an acceptable period of time, and, in cases where we rely on third- party information technology infrastructure, we may not have sufficient contractual recourse against such third parties to make us whole for losses resulting from the failure of such infrastructure. Remediation of such problems could result in significant, unplanned capital investments and harm our business, financial condition, and results of operations. To the extent that we do not effectively address capacity constraints, respond adequately to service interruptions and degradations, upgrade our systems as needed, or continually develop and deploy our technology and network architecture to accommodate actual and anticipated changes in guest demand, our business, and results of operations would be harmed. **The use or capabilities of artificial intelligence in our offerings may result in reputational harm and liability. We are building artificial intelligence capabilities into our restaurants and guest experiences, including the use of artificial intelligence video technology to monitor how quickly ingredients are being depleted and assist teams with meal preparation. As with many innovations, our use of artificial intelligence presents additional risks and challenges that could affect its adoption and therefore our business. Artificial intelligence and machine learning technologies are complex and rapidly evolving, as is the regulatory landscape that governs them. Our efforts to integrate artificial intelligence capabilities into our business may result in additional costs, unintended consequences, such as discrimination or bias, errors in our systems, or other complications, as well as subject us to new or enhanced governmental or regulatory scrutiny or litigation, any of which could adversely affect our business, financial condition, and results of operations. Changes to existing regulations, their interpretation or implementation or new regulations could impede our use of artificial intelligence and machine learning technology and also may make it more difficult to operate our business. Further, we may rely on third- party providers for the development and maintenance of our artificial intelligence systems, which could increase our risk of**

**exposure to security breaches and other disruptions. Furthermore, if we fail to leverage artificial intelligence technologies as effectively or rapidly as our peers, our competitiveness could be materially and adversely impacted. Any of these factors could adversely affect our business, financial condition, and results of operations.** The successful operation of our business depends upon the performance and reliability of internet, mobile, and other infrastructure, as well as of our third party vendors, none of which are under our control. Our business **operations** and **our** ability to acquire, retain, and serve our guests are highly dependent upon the reliable performance of our website and the CAVA app and the underlying network and server infrastructure. Our in- restaurant and online and mobile ordering businesses depend on the performance and reliability of internet, mobile, and other infrastructures that are not under our control. Almost all access to the internet is maintained through telecommunication operators who have significant market power that could take actions that degrade, disrupt, or increase the cost of users' ability to access our platform. Disruptions in internet infrastructure, cloud- based hosting, or the failure of telecommunications network operators to provide us with the bandwidth we need to provide our services, could temporarily shut down our in- restaurant ordering business and could interfere with the speed and availability of our online and mobile ordering platforms. If our online and mobile ordering **is platforms are** unavailable when guests attempt to access them, or if our online and mobile ordering **does platforms do** not load as quickly as guests expect, guests may not return to our online and mobile ordering platforms as often in the future, or at all, and may use our competitors' platforms more often. In addition, we have no control over the costs of the services provided by national telecommunications operators. If mobile internet access fees or other charges to internet users increase, our digital orders may decrease, which may in turn cause our revenue to significantly decrease. We also use various third- party vendors, such as software as a service and infrastructure as a service, to provide support to our restaurant operations, core enterprise, and supply chain systems, cybersecurity solutions, and cloud based hosting of our proprietary applications. We also outsource certain accounting, payroll, and human resource functions to business process service providers. The failure of any service provider or vendor to fulfill their obligations could disrupt our operations. Additionally, any changes we may make to the services we obtain from our vendors, or from any new vendors we employ, may disrupt our operations. Any of these events could damage our reputation, significantly disrupt our operations, and subject us to liability, which could adversely affect our business, financial condition, and results of operations . **Changes by the U. S. government could materially affect our business, financial condition, and results of operations. Regulatory and other changes by the U. S. government can significantly impact our business. The recent changes by the U. S. government, including through executive orders, may result in substantial modifications to laws and regulations, including, but not limited to, those related to trade policies, tariffs, export controls, and technology transfers. New executive orders and legislative actions could alter the business environment in which we operate. The current administration may implement new policies or reverse existing ones, affecting international trade relations and, as a result, impacting our supply chain. The imposition of new tariffs or trade barriers could increase the cost of certain items in our restaurants such as utensils, lids and bowls, and food products such as avocados. Furthermore, new regulations or changes to existing regulations could require us to modify our operations and incur additional expenses to comply with the new legal standards. These changes could disrupt our business operations and negatively impact our profitability. In addition, any significant changes enacted by the current U. S. Government administration to the Internal Revenue Code of 1986, as amended (the " Code ") or specifically to the Tax Cuts and Jobs Act (" TCJA ") enacted in 2017, or to regulatory guidance associated with the TCJA, could materially adversely affect our effective tax rate. Any such changes could have a material adverse effect on our business, financial condition, and results of operations. We are actively monitoring policy developments and are prepared to adapt our strategies accordingly; however, there can be no assurance that we will be successful in mitigating the risks posed by changes in government policies and regulations.** Our restaurants are subject to U. S. federal, state, and local licensing and regulation by health, sanitation, food, occupational safety, and other agencies, which are subject to change from time to time. Our license requirements include those relating to the preparation and sale of food and beverages as well as food safety requirements. In addition, the development and operation of our restaurants depends to a significant extent on the selection and acquisition of suitable locations, which are subject to zoning, land use, environmental, and other regulations and requirements. Difficulties or failure to maintain or obtain the required licenses, permits, and approvals could adversely affect our existing restaurants and delay or result in our decision to cancel the opening of new restaurants, which would adversely affect our business, financial condition, and results of operations. Various U. S. federal, state, and local employment and labor laws and regulations govern our relationships with our Team Members. These laws and regulations relate to, among other matters, overtime, wage and hour requirements, unemployment tax rates, workers' compensation rates, mandatory health benefits, healthcare laws, immigration status, and other wage and benefit requirements. Complying with these laws and regulations subjects us to substantial expense and non- compliance could expose us to significant liabilities. We have incurred, and may in the future incur, legal costs to defend against, and have suffered losses from, these and similar cases. While the amount of losses and costs incurred to date for such matters has not had a material adverse impact on our financial results or results of operations, the amount of any future losses or costs could be significant. Our operations are also subject to, among other U. S. federal, state, and local laws and regulations, the following: • the Americans with Disabilities Act, which provides civil rights protections to individuals with disabilities in the context of employment, public accommodations, and other areas, including our restaurants; • the U. S. Food and Drug Administration (" FDA "), which oversees the safety of the entire food system, including inspections and mandatory food recalls, menu labeling, and nutritional content; • the U. S. Equal Employment Opportunity Commission, which is a federal agency that was established to administer and enforce civil rights laws against workplace discrimination; • the U. S. Fair Labor Standards Act, which governs such matters as minimum wages and overtime; • the U. S. Occupational Safety and Health Act, which governs worker health and safety, as well as rules and regulations regarding the COVID- 19 pandemic; and • **the California' s FAST Act, which proposes to create created a Fast Food Council Council** to set, among other things, minimum wages and working condition standards in the broadly defined fast food industry.

See “ — Risks Related to ~~Human Capital~~ **Our People and Culture** — We may face increases in labor costs, labor shortages, and difficulties in hiring, training, motivating, and retaining the right Team Members. ” In addition, we are subject to changes in U. S. federal, state, and local regulations that impact the ingredients and nutritional content of the food and beverages we offer. For example, there are various menu labeling laws requiring multi- unit restaurant operators to disclose to guests certain nutritional information, and there are other laws restricting the use of certain types of ingredients in restaurants. An unfavorable report on, or reaction to, our ingredients, the size of our portions, or the nutritional content of our menu items and products could negatively influence the demand for our offerings. Furthermore, any changing requirements with respect to labeling would increase our costs. All of these regulations impose obligations on us, and any increase in our obligations thereunder could increase our costs of doing business and require us to make changes to our business model. Compliance with U. S. federal, state, and local laws and regulations, and new laws or changes in these laws, or regulations that impose additional requirements, can be costly (some or all of which costs may not be covered by insurance) and require significant resources and attention from our senior management. Any failure, or perceived failure, to comply with laws or regulations could result in, among other things, revocation of required licenses, civil and criminal liability to us or our personnel, higher Team Member turnover, and negative publicity, and could expose us to litigation, or governmental investigations, or proceedings, which could have a material adverse effect our business, financial condition, and results of operations. We are subject to various claims and legal actions that could distract management, increase our expenses, or subject us to monetary damages or other remedies. We have been, and will likely continue to be, subject to various claims and legal actions that may adversely affect our business. These legal proceedings, which could include class action lawsuits and allegations of illegal, unfair, or inconsistent employment practices, including wage and hour, discrimination, harassment, wrongful termination, and vacation and family leave laws; food safety issues including related to food- borne illness, food packaging or food contamination and adverse health effects from consumption of our food; the nutritional content of food sold; disclosure and advertising practices; data security or privacy breaches and other cybersecurity incidents, claims, and allegations; intellectual property infringement; lease issues; violation of the federal securities laws or state corporations law; or other concerns. Even if the allegations against us in current or future legal matters are unfounded or we ultimately are not held liable, the costs to defend ourselves may be significant and may cause a diversion of management’ s attention and resources, **resulting in and an adverse** ~~a negative~~ impact on our business, financial condition, and results of operations. In addition, such allegations may generate negative publicity, which could impact our brand and reputation and reduce sales. Although we maintain what we believe to be adequate levels of insurance to cover any of these liabilities, insurance may not be available at all or in sufficient amounts with respect to these or other matters. See Note ~~12-9~~ (Commitments and Contingencies) included in Part II, Item 8. “ Financial Statements and Supplementary Data. ” A judgment or other liability in excess of our insurance coverage for any claims or any adverse publicity resulting from claims could adversely affect our business, financial condition, and results of operations. If tax laws change or we experience adverse outcomes resulting from examination of our tax returns or disagreements with taxing authorities, it could adversely affect our business, financial condition, and results of operations. We are subject to federal, state, and local tax laws and regulations in the United States. The application and interpretation of these laws in different jurisdictions affect our operations in complex ways and are subject to change, and some changes may be retroactively applied. Our future effective tax rates and the value of our deferred tax assets could be adversely affected by changes in tax laws, including impacts of the ~~Tax Cuts and Jobs Act of Public Law No. 115-97 (the “TCJA ”)~~ and the Coronavirus Aid, Relief and Economic Security Act (the “ CARES Act ”). The United States ~~is~~ **may** also ~~effectively considering~~ changes to existing U. S. tax laws that, ~~if enacted,~~ could increase our tax obligations or require us to change the manner in which we operate our business. For example, in August 2022, the Inflation Reduction Act (the “ IRA ”) was signed into law. The IRA, among other things, includes a new 15 % corporate minimum tax as well as a 1 % excise tax on corporate stock repurchases, subject to certain exceptions. In addition, we are subject to the examination of our income and other tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from such examinations to determine the adequacy of our provision for income taxes. Although we believe we have made appropriate provisions for taxes in the jurisdictions in which we operate, changes in the tax laws, or challenges from tax authorities under existing tax laws could adversely affect our business, financial condition, and results of operations. Our ability to use our net operating loss carryforwards may be limited. We have incurred substantial federal and state net operating losses (“ NOLs ”). Our ability to use these NOLs to offset potential future taxable income and related income taxes that would otherwise be due is dependent upon our generation of future taxable income before the expiration dates of the NOLs, and we cannot predict with certainty when, or whether, we will generate sufficient taxable income to use all of our NOLs. In addition, under the rules of Section 382 of the ~~Internal Revenue Code of 1986, as amended (the “ Code ”)~~, if a corporation undergoes an “ ownership change, ” generally defined as a greater than 50 % change (by value) in its equity ownership over a three- year period, the corporation’ s ability to use its NOLs to offset its post- change taxable income or taxes annually may be limited. The applicable rules generally operate by focusing on changes in ownership among holders owning, directly or indirectly, 5 % or more of the stock of a company, as well as changes in ownership arising from new issuances of stock by the company. Similar rules may apply under state tax laws. As a result of these rules, if we experience ownership changes, then we may be limited in our ability to use our NOL carryforwards to offset our future taxable income if any. Furthermore, under the TCJA, as amended by the CARES Act, NOLs generated in taxable years beginning after December 31, 2017, may be utilized to offset no more than 80 % of taxable income annually for taxable years beginning after December 31, 2020. For state income tax purposes, there may also be periods during which the use of NOLs is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed. There is also a risk that due to regulatory changes, such as suspensions on the use of NOLs, **or limitations on the use of NOLs,** our existing NOLs could expire or otherwise be unavailable to offset future income tax liabilities. For these reasons, we may not be able to realize a tax benefit from the use of our NOLs, whether or not we attain profitability. General Risk Factors Economic factors and guest behavior trends, which are uncertain and largely beyond our

control, may adversely affect guests' behavior and our ability to maintain or increase sales at our restaurants. The restaurant industry depends on guests' discretionary spending, which is affected by macroeconomic conditions that are beyond our control, such as depressed economic activity, recessionary economic cycles, inflation, guests' income levels, financial market volatility (which may be exacerbated due to the recent turmoil in the banking industry), investment losses, reduced access to credit, increased levels of unemployment, ~~reduced home values and increased foreclosure rates~~, slow or stagnant pace of economic growth, increased energy costs, interest rates, social unrest, political dynamics, and other economic factors that may negatively affect the restaurant industry. Current macroeconomic conditions and events, such as inflation, high interest rates, and **uncertainty** ~~recent turmoil~~ in the banking industry, may increase the risk of a recession. Guests' preferences tend to shift to lower-cost alternatives during recessionary periods and other periods in which disposable income is adversely affected. Therefore, sales ~~volume~~ **volumes** in our restaurants could decline if guests choose to reduce the amount they spend on meals, choose to dine out less frequently, or reduce the amount they spend on meals while dining out. The demand for our CPG offerings could also decline. If negative economic conditions persist for a **long-prolonged** ~~period of time~~ or become pervasive, guests' changes to their discretionary spending behavior that would otherwise be transitory, including the frequency with which they dine out, may become permanent. Furthermore, we cannot predict the effects that **world events, which may include climate disruptions, pandemic or disease outbreak**, actual or threatened armed conflicts, including the ongoing armed conflicts in Ukraine and the Middle East, terrorist attacks, efforts to combat terrorism, heightened security requirements, or a failure to protect information systems for critical infrastructure could have on our operations, the economy, or guests' confidence generally. Any of these events could affect guests spending patterns or result in increased costs for us due to heightened security measures we may need to take. Any of the above factors, or other unfavorable changes in macroeconomic conditions affecting our guests or us, could have an adverse impact on guests' demand for our food and cause us to, among other things, reduce the number and frequency of new restaurant openings, which could have the effect of having a material adverse effect on our business, financial condition, and results of operations. **Pandemics and outbreaks, such as the ongoing COVID-19 pandemic, have had, and may continue to have, an adverse impact on our business. Pandemics and outbreaks, such as the ongoing COVID-19 pandemic, and the related efforts to contain pandemics, such as travel restrictions, shelter-in-place orders, and business slowdowns, have affected all of the regions in which we conduct business and in which our guests and partners are located and have adversely impacted global economic activity. The COVID-19 pandemic has had, and may continue to have, adverse effects on our sales volumes and the ability to adequately staff our restaurants. For example, during periods of the COVID-19 pandemic, government restrictions have required us to temporarily close some of our restaurants, offer only pick-up and delivery, and impose social distancing requirements. In addition, we experienced staffing shortages due to illness, quarantine requirements, and fear of contracting COVID-19, as well as government mandates requiring our Team Members to be fully vaccinated against COVID-19 in order to operate indoor dining. We also experienced temporary disruptions in certain supplies, transportation bottlenecks, increased raw material, and food costs, as well as higher costs associated with the purchase of personal protective equipment and other measures that we took to ensure compliance with changing regulations relating to restaurants and running our business. The COVID-19 pandemic also adversely affected our ability to execute our growth plans, including delaying the construction of new restaurants and conversions of Zoes Kitchen locations into CAVA restaurants, increasing the costs of such constructions and conversions, and making it more challenging to successfully enter into new markets. The extent of the impacts from the COVID-19 pandemic is affected in part by the extent of the government restrictions as well as differences in attitudes and reactions to the restrictions in the locations where we have our restaurants and from which we source our food and supplies. Currently, none of our restaurants are subject to any pandemic-related government restrictions. However, we continue to experience labor shortages, temporary supply chain disruptions, and delays in the construction of some new restaurants. While we have developed, and expect to continue to develop, plans to help mitigate the negative impact of the COVID-19 pandemic on our business, our efforts may not be effective, and a protracted economic downturn may limit the effectiveness of our mitigation efforts. If we are to experience any other pandemic or outbreak, our business, financial condition, and results of operations could be adversely impacted, including in ways similar to the impact of the COVID-19 pandemic.** We are subject to evolving rules and regulations with respect to ESG matters. We are subject to a variety of ESG-related rules and regulations promulgated by a number of governmental and self-regulatory organizations. ESG-related rules and regulations continue to evolve in scope and complexity, and the increase in costs to comply with such evolving rules and regulations, as well as any risk of noncompliance, could adversely impact our business, financial condition, and results of operations. For example, in October 2023, California enacted climate disclosure laws that will require us to report on climate-related financial risks and other climate-related matters. In addition, there is an increasing public focus by regulators, guests, investors, and other stakeholders on ESG matters. Evolving ESG rules, regulations and stakeholder expectations increase general and administrative expenses and may divert management's attention to the consideration and measurement of metrics and standards related to these rules, regulations, and stakeholder expectations. Developing and acting on initiatives within the scope of ESG, and collecting, measuring, and reporting ESG-related information and metrics can be costly, difficult and time consuming. We may communicate certain aspirational initiatives and goals regarding ESG-related matters to our stakeholders. These aspirational initiatives and goals could be difficult and expensive to quantify and implement. In addition, such aspirational initiatives and goals are subject to risks and uncertainties, many of which may not be foreseeable or may be outside of our control. We may be criticized for the scope or nature of such aspirational initiatives or goals, for any revisions to such initiatives or goals, or for failing, or being perceived to have failed, to achieve such initiatives or goals. If our ESG-related data, processes and reporting are incomplete or inaccurate, or if we fail to achieve progress with respect to our, and our industry's, ESG-related aspirational goals, it could lead to private, regulatory, or administrative challenges or proceedings, including with respect to our disclosure controls and procedures, as well as adverse publicity, any of which could damage our reputation and our business, **financial condition, and results of operations**. Climate change and volatile adverse weather

conditions could adversely affect our restaurant sales or results of operations. Climate change has caused, and may continue to cause, more severe, volatile weather or extended droughts, which could increase the frequency and duration of weather impacts on our operations, including impacts related to our supply chain. Adverse weather conditions have in the past and may in the future negatively affect sales at our restaurants, and, in more severe cases such as regional winter storms, hurricanes, tornadoes, wildfires, or other natural disasters, may cause temporary restaurant closures, all of which negatively impact our restaurant sales, as well as temporary production stoppages at our production facilities. Climate change could also adversely impact our production facilities, our distribution channels, and our third- party contract manufacturers' operations, particularly where certain food is primarily sourced from a single location. Similarly, extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season could result in higher instances of food spoilage. It is possible that weather conditions may impact our business more than other businesses in our industry because of the significant concentration of our restaurants in certain locations, such as the risk of earthquakes in Southern California, coastal winds in New York and North Carolina, wind and water intrusion in southeast coastal areas, and winter storms and freezes in the northeast. In addition, our supply chain is subject to increased costs caused by the effects of climate change. Increasing weather volatility and changes in global weather patterns can reduce crop size and crop quality, which could result in decreased availability or higher pricing for our produce and other ingredients . **For example, we have experienced periodic shortages in grape tomatoes due to the impact of hurricanes over the last three years. As a result, we have entered into alternative arrangements to better ensure our supply** . These factors are beyond our control and, in many instances, unpredictable. Climate change and government regulation relating to climate change could also result in construction delays for new restaurants and interruptions to the availability or increases in the cost of utilities. Furthermore, our business could be adversely affected if we are unable to effectively address increased concerns from the public, stockholders, and other stakeholders on climate change and related environmental sustainability and governance matters. See “ — We are subject to evolving rules and regulations with respect to ESG matters. ” The ongoing and long- term costs of these impacts related to climate change and other sustainability related issues could have a material adverse effect on our business, financial condition, and results of operations. Our inability or failure to execute a comprehensive business continuity plan for our Collaboration Center Organization following a disaster or force majeure event could have a material adverse impact on our business. Our operations depend upon our ability to protect our critical information technology equipment and systems against physical theft and damage from power loss, cybersecurity attacks (including ransomware), improper or unauthorized usage by Team Members, telecommunications failures or other catastrophic events, such as fires, earthquakes, tornadoes and hurricanes, climate change, widespread power outages caused by severe storms, as well as from internal and external security breaches, incidents, malware, viruses, worms, and other disruptive problems. Any damage, failure, or breach of our information systems that causes an interruption in our operations could have a material adverse effect on our business and subject us to litigation or actions by regulatory authorities. To mitigate potential risk posed by natural disasters or other catastrophic events, we have disaster recovery procedures and business continuity plans in place and back up and off- site locations for recovery of certain electronic and other forms of data and information. However, if we are unable to fully implement our disaster recovery plans, we may experience delays in recovery of data, inability to perform vital corporate functions, tardiness in required reporting and compliance, failures to adequately support field operations, and other breakdowns in normal communication and operating procedures that could have a material adverse effect on our financial condition, results of operation, and exposure to administrative and other legal claims. In addition, these threats are constantly evolving, which increases the difficulty of accurately and timely predicting, planning for and protecting against the threat. As a result, our disaster recovery procedures and business continuity plans may not adequately address all threats we face or protect us from loss. The failure of any bank in which we deposit our funds could have an adverse effect on our financial condition. Although we generally seek to diversify our cash and cash equivalents across several financial institutions in an attempt to minimize exposure to any one of these entities, we currently have cash and cash equivalents deposited in several financial institutions significantly in excess of federally insured levels. If any of the financial institutions in which we have deposited funds ultimately fails, we may lose our deposits over \$ 250, 000 at such financial institutions, and / or we may be required to move our accounts to another financial institution, which could cause operational difficulties, such as delays in making payments to our partners and employees, which could have an adverse effect on our business and financial condition. Our quarterly financial results may fluctuate significantly, including due to factors that are not in our control. Our quarterly financial results may fluctuate significantly, including due to factors that are not in our control, and could fail to meet investors' expectations for various reasons, including: • negative publicity about the safety of our food, packaging, employment- related issues, litigation, or other issues involving our restaurants; • fluctuations in supply costs, including as a result of inflation, particularly for our most significant ingredients, and our inability to offset the higher cost with price increases without adversely impacting guest spending; • labor availability and wages of Team Members, including as a result of inflation; • increases in marketing or promotional expenses; • the timing of new restaurant openings and related revenue and expenses, such as increased labor expenses, and the operating costs at newly opened restaurants; • the impact of inclement weather and natural disasters, such as freezes and droughts, which could decrease sales volumes and increase the costs of ingredients; • the amount and timing of equity- based compensation; • litigation, settlement costs, and related legal expenses; • tax expenses, asset impairment charges, and non- operating costs; and • variations in general economic conditions and events, including the impact of inflation and recent turmoil in the banking industry. Historically, seasonal factors have also caused our revenue to fluctuate from quarter to quarter. Our revenue per restaurant is typically lower in the first and fourth fiscal quarters due to reduced traffic as a result of colder temperatures and the holiday season. Furthermore, we operate on a 52- week or 53- week fiscal year. In a 52- week fiscal year, the first quarter contains sixteen weeks as compared to twelve weeks for the second, third, and fourth quarters (and thirteen weeks for the fourth quarter in a 53- week fiscal year). As a result of these factors and the differences among our fiscal quarters, our quarterly operating results as well as our key performance measures, such as CAVA Same Restaurant Sales Growth and

CAVA Restaurant- Level Profit Margin, may fluctuate significantly from quarter to quarter and our results for any one quarter are not indicative of any other quarter. ~~Our executive officers, directors, and certain affiliate holders of our common stock collectively beneficially own approximately 41.1% of the outstanding shares of our common stock, which may limit your ability to influence the outcome of important transactions. Our executive officers, directors, and certain affiliate holders of our common stock, in the aggregate, beneficially own approximately 41.1% of the outstanding shares of our common stock, based on the number of shares outstanding as of February 19, 2024. While these stockholders currently do not act together as a group, if some or all of them were to do so in the future, such group of stockholders may exercise significant influence over or control matters requiring approval by our stockholders, including the election and removal of directors and the approval of mergers, acquisitions, or other extraordinary transactions, as a result of their aggregate ownership. They may also have interests that conflict or differ from yours and may vote in a way with which you disagree, and which may be adverse to your interests. This concentration of ownership may also have the effect of delaying, preventing, or deterring a change in control of our company, and could deprive our stockholders of an opportunity to receive a premium for their common stock as part of a sale of our company or by discouraging others from making tender offers for our shares, which may ultimately affect the market price of our common stock.~~

**Risks Related to Our Indebtedness** Our ability to incur a substantial level of indebtedness may reduce our financial flexibility, affect our ability to operate our business, and divert cash flow from operations for debt service. As of December 31-29, 2023-2024, we had no outstanding indebtedness, and \$ 98-74 . 3 million of undrawn availability, under our 2022 Credit Facility (as defined below) ~~, including the Delayed Draw Facility (as defined below).~~ We may incur substantial indebtedness under our 2022 Credit Facility or other debt instruments in the future, and, if we do so, the risks related to our level of indebtedness could increase. Our future borrowings will require interest payments ~~and in the case of the Delayed Draw Facility, quarterly principal payments,~~ and will need to be repaid or refinanced, which could require us to divert funds identified for other purposes to debt service and could create additional cash demands or impair our liquidity position and add financial risk. We may also sell additional debt or equity securities to help repay or refinance our borrowings. However, we do not know whether we would be able to take any of these actions on a timely basis, on terms satisfactory to us or at all. Our future level of indebtedness could affect our operations in several ways, including but not limited to the following:

- increase our vulnerability to changes in general economic, industry, and competitive conditions;
- require us to dedicate a portion of our cash flow from operations to make payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, and other general corporate purposes;
- place us at a competitive disadvantage compared to our competitors that are less leveraged and therefore potentially more able to take advantage of opportunities that our level of indebtedness would prevent us from pursuing; and
- impair our ability to obtain additional financing in the future for working capital, capital expenditures, debt service requirements, acquisitions, or other purposes.

In addition, the 2022 Credit Facility contains, and agreements governing future indebtedness may contain, restrictive covenants that limits our ability to engage in activities that may be in our long- term best interests. Our failure to comply with those covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all of our indebtedness. See “ — Risks Related to Our Indebtedness — ~~The Our 2022~~ Credit Facility contains restrictions on our ability to operate our business and to pursue our business strategies. ”

Borrowings under the 2022 Credit Facility bear interest at variable rates based on prevailing conditions in the financial markets, and changes to such variable market rates may affect both the amount of cash we must pay for interest as well as our reported interest expense. Assuming our 2022 Credit Facility ~~(including the Delayed Draw Term Loans (as defined below))~~ were to be fully drawn, a 100- basis point increase to the applicable variable rate of interest would increase the amount of interest expense by \$ 4-0 . 7 million per annum. If we are unable to generate sufficient cash flows to pay the interest expense on our debt, future working capital, borrowings, or equity financing may not be available from which to pay or refinance such debt. See Part II, Item 7A. “ Management’ s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Indebtedness. ” In addition, if any of the financial institutions that provide loan commitments to us were to fail, our liquidity could be adversely impacted and we may not be able to obtain financing for working capital, capital expenditures, acquisitions, and other purposes. In such event, our ability to operate and compete effectively, and our ability to execute on our growth strategies, could be adversely affected, which in turn would have an adverse impact on our business, results of operations and financial condition. ~~Our 2022 Credit Facility contains restrictions on our ability to operate our business and to pursue our business strategies. Our~~ Credit Facility restricts, subject to certain exceptions, among other things, our ability and the ability of our subsidiaries to:

- incur additional indebtedness and guarantee indebtedness;
- prepay, redeem, or repurchase certain debt;
- create or incur liens;
- make investments and loans;
- pay dividends or make other distributions, in respect of, or repurchase or redeem, capital stock;
- engage in mergers, consolidations, or sales of all or substantially all of our assets;
- sell or otherwise dispose of assets;
- amend, modify, waive, or supplement certain subordinated indebtedness to the extent such amendments would be materially adverse to the interests of the lenders; and
- engage in certain transactions with affiliates.

In addition, we are required to maintain specified financial covenant ratios and satisfy other financial condition tests. Any future financing arrangements entered into by us or any of our subsidiaries may contain similar restrictions or maintenance covenants. As a result of these covenants and restrictions, we and our subsidiaries are, and will be, limited in how we conduct our business, and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. See Part II, Item 7. “ Management’ s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Indebtedness. ” The terms of any future indebtedness we or our subsidiaries may incur could include more restrictive covenants. We cannot guarantee that we will be able to maintain compliance with these covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lenders and / or amend the covenants. Our or our subsidiaries’ failure to comply with the restrictive covenants described above as well as other covenants contained in our or our subsidiaries’ future debt instruments from time to time could result in an event of default, which, if not cured or waived, could require us to repay these borrowings before their maturity. If we are forced to refinance these borrowings on less

favorable terms or cannot refinance these borrowings, our results of operations, and financial condition could be adversely affected. Our failure to comply with the 2022 Credit Facility, including as a result of events beyond our control, could result in an event of default that could materially adversely affect our business, financial condition, and results of operations. If there were an event of default under the 2022 Credit Facility, the lenders under the 2022 Credit Facility could cause all amounts outstanding with respect to that debt to be due and payable immediately. Our assets or cash flow may not be sufficient to fully repay borrowing under the 2022 Credit Facility if accelerated upon an event of default. Furthermore, if we are unable to repay, refinance, or restructure our 2022 Credit Facility, the lenders under the 2022 Credit Facility could proceed against the collateral granted to them to secure such indebtedness, which could force us into bankruptcy or liquidation. As a result, any default by us on our debt could have a materially adverse effect on our business, financial condition, and results of operations.

**Risks Related to our Common Stock** We are an “emerging growth company” and we cannot be certain if the reduced disclosure requirements applicable to “emerging growth companies” will make our common stock less attractive to investors. We are an “emerging growth company,” as defined in Section 2(a)(19) of the Securities Act, and we may take advantage of certain exemptions and relief from various reporting requirements that are applicable to other public companies that are not “emerging growth companies.” In particular, while we are an “emerging growth company,” among other exemptions, we will: • not be required to engage an independent registered public accounting firm to report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act; • not be required to comply with the requirement in Public Company Accounting Oversight Board Auditing Standard 3101, The Auditor’s Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion, to communicate critical audit matters in the auditor’s report; • be permitted to present only two years of audited financial statements and only two years of related “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our periodic reports and registration statements, including in this Annual Report; • not be required to disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the chief executive officer’s compensation to median employee compensation; or • not be required to submit certain executive compensation matters to stockholder advisory votes, such as “say-on-pay,” “say-on-frequency,” and “say-on-golden parachutes.” In addition, the JOBS Act also permits an emerging growth company such as us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies, meaning that we can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have in the past elected to use this extended transition period and, as a result, our financial statements may not be comparable with similarly situated public companies. We will remain an “emerging growth company” until the earliest to occur of (1) our reporting of \$1.24 billion or more in annual gross revenue; (2) our becoming a “large accelerated filer,” with at least \$700 million of equity securities held by non-affiliates; (3) our issuance, in any three year period, of more than \$1.0 billion in non-convertible debt; and (4) the fiscal year end following the fifth anniversary of the completion of our initial public offering. We cannot predict if investors may find our common stock less attractive if we rely on the exemptions and relief granted by the JOBS Act. For example, if we do not adopt a new or revised accounting standard, our future results of operations may not be as comparable to the results of operations of certain other companies in our industry that adopted such standards. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may decline and/or become more volatile. We will continue to incur significant increased costs and become subject to additional regulations and requirements as a result of becoming operating as a public company, and our management will continue to be required to devote substantial time to new compliance matters with our public company responsibilities and corporate governance practices, which could lower our profits or make it more difficult to run our business. As a public company, we continue to incur significant legal, regulatory, finance, accounting, investor relations, insurance, and other expenses that we did not incur as a private company, including costs associated with public company reporting requirements and costs of recruiting and retaining non-executive directors. We also have incurred and will continue to incur costs associated with the Sarbanes-Oxley Act, and the Dodd-Frank Wall Street Reform and Consumer Protection Act, and as well as related rules implemented by the SEC, and the NYSE, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices. The expenses incurred by public companies for reporting and corporate governance purposes have been increasing. We expect these rules and regulations to have increased our legal and financial compliance costs and to make some activities more time-consuming and costly; although we are currently unable to estimate the extent these rules and regulations change in the future, we may continue to experience increased compliance costs with any degree of certainty. Our management and other personnel has and will need to continue to devote a substantial amount of time to ensure that we comply with all of these requirements, which may diverting or divert the their attention of management away from revenue-producing activities. These laws and regulations also could make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. These laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our Board of Directors, our board committees, or as our executive officers. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our common stock, fines, sanctions, and other regulatory action and potentially civil litigation. Failure to comply with requirements to design, implement and maintain effective internal controls could have a material adverse effect on our business and stock price. As a privately held company, we were not required to evaluate our internal control over financial reporting in a manner that meets the standards of publicly traded companies required by Section 404(a) of the Sarbanes-Oxley Act (“Section 404”). As a public company, we are subject to significant requirements for enhanced financial reporting and internal controls. The process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environment, and to expend significant resources to maintain a

system of internal controls that is adequate to satisfy our reporting obligations as a public company. If we are unable to establish or maintain appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations on a timely basis, result in material misstatements in our consolidated financial statements, and harm our results of operations. In addition, ~~we will be required, pursuant to Section 404, to~~ **we are required beginning with our Annual Report on Form 10-K for fiscal year 2024, to perform system and process evaluations and testing** ~~furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting~~ **to allow management to furnish a report on, among other things, the effectiveness of our internal control over financial reporting**. This ~~assessment report~~ **will need to include disclosure, if applicable,** of any material weaknesses identified by our management in our internal control over financial reporting. The rules governing the standards that must be met for our management to assess our internal control over financial reporting are complex and require significant documentation, testing, and possible remediation. Testing and maintaining internal controls may divert our management's attention from other matters that are important to our business. ~~One~~ **In addition, since** we are no longer an "emerging growth company," our auditors ~~are will be~~ **are** required to issue an attestation report on the effectiveness of our internal controls ~~on an annual basis pursuant to Section 404. In the event that they are not satisfied with our design or documentation of or our operations under our internal controls, the auditors may issue a report that is adverse~~. In connection with ~~our~~ **our** the implementation of the necessary procedures and practices related to internal control over financial reporting, we ~~may identify deficiencies that we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404. In addition, we may encounter problems or delays in completing the remediation of any deficiencies identified by us or our independent registered public accounting firm~~ **may identify deficiencies in our systems of internal controls, and we may encounter problems or delays in completing the remediation of any such deficiencies identified by us or our independent registered public accounting firm** in connection with the issuance of their attestation report. Our testing, or the subsequent testing (if required) by our independent registered public accounting firm, may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses. Any material weaknesses could result in a material misstatement of our annual or quarterly financial statements or disclosures that may not be prevented or detected. We may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 or our independent registered public accounting firm may not issue an unqualified opinion. If either we are unable to conclude that we have effective internal control over financial reporting or our independent registered public accounting firm is unable to provide us with an unqualified report ~~(to the extent it is required to issue a report)~~, investors could lose confidence in our reported financial information, which could have a material adverse effect on the trading price of our common stock. An active, liquid trading market for shares of our common stock may not be sustained, which may make it difficult to sell the shares of common stock you purchase. We cannot predict the extent to which investor interest **, including recent interest from retail investors,** in ~~us or company~~ will continue in a sustained trading market or how active and liquid that market may be. If an active and liquid trading market is not sustained, you may have difficulty selling your shares of our common stock at an attractive price or at all. Our stock price may be volatile or may decline regardless of our operating performance, and you may not be able to resell your shares of our common stock at or above the price you paid or at all, and you could lose all or part of your investment as a result. The market price of our common stock may be highly volatile and could be subject to wide fluctuations. **In addition, our stockholder base is increasingly comprised of retail (or non-institutional) investors, which may create additional stock price volatility as these investors are more likely to sell stock frequently**. You may not be able to resell your shares at or above the price you paid due to a number of factors, including those listed in "— Risks Related to Our Business and Our Industry." Furthermore, the stock markets in general have experienced extreme volatility that, in some cases, may be unrelated or disproportionate to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the market price of our common stock, regardless of our actual operating performance. In addition, price volatility may be greater if the public float and trading volume of our common stock is low. In the past, following periods of market volatility, stockholders have instituted securities class action litigation. If we were to become involved in securities litigation, it could have a substantial cost and divert resources and the attention of executive management from our business regardless of the outcome of such litigation. Your percentage ownership in our ~~Company~~ **company** may be diluted by future issuances of our common stock, which could reduce your influence over matters on which stockholders vote. Our amended and restated certificate authorizes us to issue shares of common stock, other equity or equity-linked securities, options, and other equity awards relating to our common stock for the consideration and on the terms and conditions established by our Board of Directors in its sole discretion, whether in connection with acquisitions or otherwise. Issuances of common stock or voting preferred stock would reduce your influence over matters on which our stockholders vote, and, in the case of issuances of preferred stock, would likely result in your interest in us being subject to the prior rights of holders of that preferred stock, if any. We have reserved, or will reserve in the future, shares for issuance under the 2015 Equity Incentive Plan, and for grants under the 2023 Equity Incentive Plan and the ESPP. Any common stock that we issue, including under the 2015 Equity Incentive Plan, the 2023 Equity Incentive Plan, the ESPP, or other equity incentive plans that we may adopt in the future, would dilute the percentage ownership held by our then-current investors. In the future, we may also issue our common stock in connection with investments or acquisitions. The amount of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding shares of our common stock. Any issuance of additional securities in connection with investments or acquisitions may result in additional dilution to investors. Because we have no current plans to pay cash dividends on our common stock, you may not receive any return on investment unless you sell your shares of common stock for a price greater than that which you paid for it. We have no current plans to pay cash dividends on our common stock. The declaration, amount, and payment of any future dividends will be at the sole discretion of our Board of Directors, and will depend on, among other things, general and economic conditions, our results of operations and financial

condition, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions and implications on the payment of dividends by us to our stockholders or by our subsidiaries to us, including restrictions under our credit agreements and other indebtedness we may incur, and such other factors as our Board of Directors may deem relevant. See “ Dividend Policy. ” As a result, you may not receive any return on an investment in our common stock unless you sell our common stock for a price greater than your purchase price. Future sales, or the perception of future sales, by us or our existing stockholders could cause the market price for our common stock to decline. The sale of substantial amounts of shares of our common stock in the public market, or the perception that such sales could occur, including sales by certain investors, including our executive officers, directors, and each of our stockholders who own 5 % or more of our outstanding common stock and their affiliates, could harm the prevailing market price of shares of our common stock. **We cannot predict the number of shares sold or the timing of any future sales of shares of our common stock by our directors, officers or significant stockholders, or the impact that any such shares may have on the prevailing market price of shares of our common stock.** These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate . If securities analysts do not publish research or reports about our business or if they downgrade our stock or our sector, our stock price and trading volume could decline. The trading market for our common stock will depend in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. Furthermore, if one or more of the analysts who do cover us ~~downgrade~~ **downgrades their evaluation of** our stock or our industry, or the stock of any of our competitors, **issues a sell recommendation** or ~~publish~~ **publishes** inaccurate or unfavorable research about our business, the price of our stock could decline. If one or more of these analysts ceases coverage of the Company or fails to publish reports on us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline. Anti- takeover provisions in our organizational documents and under Delaware law could delay or prevent a change of control. Certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws may have an anti- takeover effect and may delay, defer, or prevent a merger, acquisition, tender offer, takeover attempt, or other change of control transaction that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by our stockholders. These provisions will provide for, among other things: • a classified board of directors, as a result of which our Board of Directors will be divided into three classes, with each class serving for staggered three- year terms; • the ability of our Board of Directors to issue one or more series of preferred stock; • advance notice requirements for nominations of directors by stockholders and for stockholders to include matters to be considered at our annual meetings; • certain limitations on convening special stockholder meetings; • the removal of directors only for cause and only upon the affirmative vote of the holders of at least 66 2 / 3 % of the shares of common stock entitled to vote generally in the election of directors; and • the required approval of at least 66 2 / 3 % of the voting power of the outstanding shares of capital stock entitled to vote generally in the election of directors, voting together as a single class, to adopt, amend, or repeal certain provisions of our amended and restated certificate of incorporation. Further, we are subject to Section 203 of the Delaware General Corporation Law (“ DGCL ”), which prohibits persons deemed to be “ interested stockholders ” from engaging in a “ business combination ” with a publicly held Delaware corporation for three years following the date these persons become interested stockholders unless the business combination is, or the transaction in which the person became an interested stockholder was, approved in a prescribed manner or another prescribed exception applies. This provision will make it more difficult for a person who would be an “ interested stockholder ” to effect various business combinations with ~~the our Company~~ **company** for a three- year period. These anti- takeover provisions could make it more difficult for a third party to acquire us, even if the third party’ s offer may be considered beneficial by many of our stockholders. These provisions also may have the effect of preventing changes in our Board of Directors and may make it more difficult to accomplish transactions that stockholders may otherwise deem to be in their best interests. As a result, our stockholders may be limited in their ability to obtain a premium for their shares. Our Board of Directors is authorized to issue and designate shares of our preferred stock in additional series without stockholder approval. Our amended and restated certificate of incorporation authorizes our Board of Directors, without the approval of our stockholders, to issue ~~up to~~ **up to** 250 -~~0~~ million shares of our preferred stock, subject to limitations prescribed by applicable law, rules and regulations and the provisions of our amended and restated certificate of incorporation, as shares of preferred stock in one or more series, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series, and the qualifications, limitations, or restrictions thereof. The powers, preferences and rights of these additional series of preferred stock may be senior to or on parity with our common stock, which may reduce its value. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware (or if such court does not have jurisdiction, another state or the federal courts (as appropriate) located within the State of Delaware) will be the sole and exclusive forum for certain stockholder litigation matters, which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees, or stockholders. Our amended and restated certificate of incorporation provides that unless we consent to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or if such court does not have jurisdiction, another state or the federal courts (as appropriate) located within the State of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for any (i) derivative action or proceeding brought on behalf of the Company, (ii) action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, or other employee, or stockholder of the Company to the Company or our stockholders, (iii) action asserting a claim against the Company or any current or former director or officer of the Company arising pursuant to any provision of the DGCL, or our amended and restated certificate of incorporation or our amended and restated bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) action asserting a claim governed by the internal affairs doctrine of the State of Delaware. Our amended and restated certificate of incorporation further will provide that, unless we consent in writing to the selection of an alternative forum, to the

fullest extent permitted by law, the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the federal securities laws of the United States, including any claims under the Securities Act and the Exchange Act of 1934, as amended (the “ Exchange Act ”). However, Section 22 of the Securities Act of 1933, as amended (the “ Securities Act ”), creates concurrent jurisdiction for federal and state courts over all suits brought to enforce a duty or liability created by the Securities Act or the rules and regulations thereunder and accordingly, we cannot be certain that a court would enforce such provision. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and consented to the forum provisions in our amended and restated certificate of incorporation, except our stockholders will not be deemed to have waived (and cannot waive) compliance with the federal securities laws and the rules and regulations thereunder. This choice of forum provision may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our current or former directors, officers, other employees, or stockholders which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations, and financial condition.