

Risk Factors Comparison 2025-02-26 to 2024-02-28 Form: 10-K

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An investment in our common stock involves a high degree of risk. You should carefully read and consider the risks described below before making an investment decision. The occurrence of any of the following risks could materially harm our business, financial condition, **and** results of operations, ~~or cash flows~~. The trading price or value of our common stock could decline, and you could lose all or part of your investment. **We may also be affected by unknown risks or risks that we currently think are immaterial.** When making an investment decision with respect to our common stock, you should also refer to the other information contained in this Annual Report on Form 10-K, including our consolidated financial statements and the related notes.

Risks Related to Our Business Our business strategy may not be successful or achieve the desired results, which may have an adverse impact on our business **and**, financial **condition, and** results **of operations**. The Company is currently undergoing a significant transformation. In 2023, we launched our "North Star" business strategy. Developed under new leadership, this five-point plan is designed to drive long-term shareholder value and enhance Red Robin's competitive positioning. The North Star five-point plan focuses on transforming to an operations focused restaurant company ~~;~~ elevating the Guest experience ~~;~~ removing costs and complexity ~~;~~ optimizing Guest engagement ~~;~~ and driving growth in comparable restaurant revenue and unit level profitability, and delivering financial commitments. These strategies and related initiatives ~~;~~ ~~including changes to our restaurant management structures~~, may not result in increased traffic and sustained higher sales, which are important to achieving our strategic objectives. Changes to our operations structure and compensation, service model, **menu**, Guest experience and cooking platform, supply chain and vendors, marketing and branding strategies, loyalty program, technology, and Guest engagement may not achieve the business growth and results we expect, which may negatively affect Guest satisfaction, Guest traffic, sales, profits, or liquidity. Our business and desired results depend upon our ability to continue to grow and evolve through various important strategic initiatives. There can be no assurance we will be able to develop or implement these or other important strategic initiatives **in accordance with our expectations or on the expected timeline**, or that we have, or will have, sufficient resources to fully and successfully implement, sustain results from, or achieve additional expected benefits from them **in accordance with our expectations or on the expected timeline**, which could in turn adversely affect our business, **financial condition, and results of operations**. The global and domestic economic and geopolitical environment may negatively affect frequency of Guest visits and average ticket spend at our restaurants, which would negatively affect our revenues and our results of operations. The global and domestic economic and geopolitical environment affects the restaurant industry and may negatively affect us directly and indirectly through our customers, distributors, and suppliers. These conditions include unemployment, weakness ~~and lack of consistent improvement~~ in the housing markets, downtrend or delays in residential or commercial real estate development, volatility in the U. S. stock market and in other financial markets, inflationary pressures, wage rates, tariffs and other trade barriers, **disputes and tensions**, reduced access to credit or other economic factors that may affect consumer confidence. As a result, our Guests may be apprehensive about the economy and ~~maintain or further~~ reduce their level of discretionary spending, ~~especially in a potential recessionary environment~~. This could affect the frequency with which our Guests choose to dine-out or the amount they spend on meals, thereby decreasing our revenues and potentially negatively affecting our operating results. ~~Also, our Guests may choose to purchase food at supermarkets or other food retailers.~~ We believe there is a risk that ~~prolonged~~ uncertain economic conditions might cause consumers to make long-lasting changes to their discretionary spending behavior, including dining out less frequently or at lower priced restaurants on a more permanent basis, which would have a negative effect on our profitability as we spread fixed costs across a lower level of sales. Our success depends on our ability to effectively compete in the restaurant industry to attract and retain Guests. Competition in the restaurant industry is intense and barriers to entry are low. Our competitors include a large and diverse group of restaurants in all segments ranging from quick serve and fast casual to polished casual and those verging on fine dining. These competitors range from independent local operators that have opened restaurants in various markets, high growth targeted "better" burger concepts in the quick serve and fast casual space, to the well-capitalized national restaurant companies. Many of these concepts have already captured segments of the market that we are targeting, and are expanding faster than we are, penetrating both desirable geographic and demographic markets. Many of our competitors are well established in the casual dining market segment and in certain geographic locations and some of our competitors have substantially greater financial, marketing, and other resources than we have available. Accordingly, they may be better equipped than us to **invest in improving and expanding restaurants and infrastructure**, increase marketing, or to take other measures to maintain their competitive position, including the use of significant discount offers to attract Guests. **Additionally, our Guests may choose alternatives to restaurants, including meal kit and food delivery service providers or purchasing meals at supermarkets, delis, or other food retailers.** Decreased cash flow from operations, or an inability to access ~~credit capital~~ or successfully execute our potential **real property sale sales** ~~leaseback transactions~~ could negatively affect our business initiatives or may result in our inability to execute our revenue, expense, and capital deployment strategies. Our ability to fund our operating plans and to implement our capital deployment strategies depends on sufficient cash flow from operations or other financing, including using funding under our revolving ~~Credit~~ **credit Facility facility** and from potential **real property sales**. **We may also seek access to the debt or equity capital markets. Any additional capital raised through the sale** ~~leaseback transactions~~. **The Company is working to complete** ~~of equity~~ **may dilute our shareholders ownership percentages and could also result in a decrease in the market value of our securities** ~~third sale leaseback transaction and if completed, anticipated proceeds will be used to repay debt~~. Our capital deployment strategies include but are not limited to, **maintaining**

existing restaurants and infrastructure, paying down debt, maintaining and improving existing restaurants and infrastructure, and executing on our long-term transformation strategy, and improving existing restaurants. If we experience decreased cash flow from operations, or an inability to access new capital on acceptable terms with acceptable interest rates if needed, our ability to fund our operations and planned initiatives, and to take advantage of growth opportunities, may be delayed or negatively affected. In addition, these disruptions and any resulting negative effect on our net income, cash flows, or other relevant financial performance metrics under our revolving Credit credit Facility facility could affect our ability to borrow or comply with our covenants under that facility. If we are unable to service our debt or comply with the financial and other covenants in our Credit credit Facility facility, our financial condition could be negatively affected. As of December 29, 2024, the total principal amount of our debt was \$ 189. 5 million. A substantial portion of our cash flows are dedicated to debt service payments. Our business may not continue to generate cash flow from operations in the future sufficient to meet our debt service, working capital and capital expenditure needs. Additionally, our Credit credit Facility facility contains financial and other restricted- restrictive covenants, including among others, a Total total Net net Leverage leverage ratio covenant. A breach of these covenants could result in default, and if such default is not cured or waived, our lenders could accelerate our debt and declare it immediately due and payable. If this occurs, we may not be able to repay or borrow sufficient funds to refinance the debt. Even if financing is available, it may not be on acceptable terms. A default under our Credit credit Facility facility could cause a material adverse effect on our financial condition, including our liquidity and cash flows. A privacy or security breach involving our information technology systems, or the failure of our data security measures could interrupt our business, damage our reputation, and negatively affect our operations and profits financial condition. The protection- Protecting of Guest, Team Member, and Company data is critical to us. We are subject to numerous privacy and data protection laws and regulations relating to information security, privacy, cashless payments, consumer credit, and fraud. Additionally, an and increasing number of government and industry groups have established laws and standards for the protection of personal and health information. The regulatory environment surrounding information security and privacy is increasingly demanding, with the frequent imposition of new and constantly changing requirements including the California Consumer Privacy Act (CCPA), the California Privacy Rights Act, and other similar legislative initiatives. Compliance with these requirements may result in cost increases due to necessary system changes and the development of new administrative processes, and if we fail to comply with the laws and regulations regarding privacy and security, we could be exposed to risks of fines, investigations, litigation, and disruption of our operations. Moreover, we accept electronic payment cards from our Guests for payment in our restaurants. In the ordinary course of our business, we receive and maintain certain personal and payment information from our Guests, Team Members, and vendors, and we process Guest payments using payment information. Customers and employees have a high expectation we will adequately protect their personal information. Third parties may have the technology or know-how to breach the security of this customer personal and payment information, and our. Although we employ security cybersecurity measures and those of our technology vendors may not effectively prohibit others from obtaining improper access to this information. Although we employ security technologies and practices and have taken other steps to try to prevent a cybersecurity incident incidents, we have in the past and could be impacted by a cyber incidents or data breaches attack, due to the rapidly increasing number of cybersecurity threats. We have in the past been subject, and we could in the future become subject, to claims, lawsuits, or other proceedings for purportedly fraudulent transactions arising from out of the theft-- the unauthorized use of personal and payment credit or debit card information from, compromised security and information systems, failure of our employees to comply with applicable laws, the unauthorized acquisition or our Guests use of such information by third parties, or other similar claims Team Members, and vendors. Any such cyber incidents- incident or proceedings data breach could disrupt the operation of our restaurants, adversely affect our reputation, Guest confidence, and our results of operations, or result in the imposition of penalties or cause us to incur significant unplanned losses and expenditures, including those necessary to remediate any damage to persons whose personal information may have been compromised. Although we have established a number of procedures designed to increase transparency and address our Guests' concerns regarding data breaches (whether actual or perceived), this policy may not be effective in addressing those concerns, which may in turn adversely affect our reputation and Guest confidence. We maintain a separate insurance policy covering cyber security risks and such insurance coverage may, subject to policy terms and conditions, cover certain aspects of cyber risks, but is subject to a retention amount and may not be applicable to a particular incident or otherwise may be insufficient to cover all our losses beyond any retention. Further, in light of recent court rulings and amendments to policy forms, there is uncertainty as to whether traditional commercial general liability policies will be construed to cover the expenses related to a cyber- attack and breaches if credit and debit card information is stolen. Because of the number of credit card transactions we process, we are required to maintain the highest level of PCI Data Security Standard compliance at our Restaurant Support Center and Company- owned restaurants. As part of an overall security program and to meet PCI standards, we undergo regular external vulnerability scans and we are reviewed by a third party assessor. As PCI standards change, we may be required to implement additional security measures. If we do not maintain the required level of PCI compliance, we could be subject to costly fines or additional fees from the card brands that we accept or lose our ability to accept those payment cards. Our franchisees are separate businesses that have different levels of compliance required depending on the number of credit card transactions processed. If our franchisees fail to maintain the appropriate level of PCI compliance or they experience a security breach, it could negatively impact their business operations, and we could face a loss of or reduction in royalties or other payments they are required to remit to us and it could adversely affect our reputation and Guest confidence. If there is a material failure in our information technology systems, our business operations and profits could be negatively affected, and our systems may be inadequate to support our future growth strategies. We rely heavily on information technology systems in all aspects of our operations including our restaurant point- of sale systems, financial systems, marketing programs, employee engagement, supply chain management, cyber- security, and various other processes and transactions. This

reliance has grown since the onset of the COVID-19 pandemic as we have had to rely to a greater extent on systems such as online ordering, contactless payments, online reservations, and systems supporting a remote workforce. Our ability to effectively manage and run our business depends on the reliability and capacity of our information technology systems, including technology services and systems for which we contract from third parties. These systems and services may be insufficient to effectively manage and run our business. These systems and our business needs will continue to evolve and require upgrading and maintenance over time, consequently requiring significant future commitments of resources and capital. **Some of our information technology systems are aging, and while we have been evolving and improving our information technology systems, if we do not timely or adequately complete this work or if we have problems transitioning to upgraded or replacement systems, or any other failure to maintain continuous and secure information technology systems, we could experience cybersecurity incidents, system downtime, or other adverse effects that negatively impact our business.** We cannot provide assurance, however, that the measures we take to secure, evolve and enhance these improve our information technology systems will be sufficient to protect our information technology systems and prevent future cyber-attacks, system failures, or data or information loss. Cyber-attacks, malicious internet-based activity and online and offline fraud are prevalent and continue to increase. In addition to traditional computer "hackers," threat actors, personnel (such as through theft or misuse), sophisticated nation-states and nation-state supported actors now engage in attacks. We continue to be subject to a variety of evolving threats, including but not limited to social engineering, such as phishing, malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks (such as credential stuffing), personnel misconduct or error, supply-chain attacks, software bugs, server malfunctions and large-scale, complex automated attacks that can evade detection for long periods of time. Ransomware attacks, including those perpetrated by organized criminal threat actors, nation-states and nation-state supported actors, are becoming increasingly prevalent and severe and can lead to significant interruptions in our operations, loss of data and income, reputational harm and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments. In the past, we have experienced the negative impacts of a breach of a service providers' network. Any breach of our or our service providers' networks, or other vendor systems, may result in the loss of confidential business and financial data, misappropriation of our consumers', users' or employees' personal information or a disruption of our business. Any of these outcomes could have a material adverse effect on our business, including unwanted media attention, impairment of our consumer and customer relationships, damage to our reputation, resulting in lost sales and consumers, fines, lawsuits, government enforcement actions (for example, investigations, fines, penalties, audits and inspections) or significant legal and remediation expenses. **Our software** We also may need to expend significant resources to protect against, respond to and / or redress problems caused by any breach. Additionally, if third parties on which we rely experience cybersecurity incidents, we may not become aware of such incidents in a timely manner, which may impact our **or** ability to mitigate their impacts, which may exacerbate the risks described above. In addition, the increased use of employee-owned devices for communications as well as work-from-home arrangements, such as those initially implemented in response to the COVID-19 pandemic, present additional operational risks to our information technology systems, **or those** including, but not limited to, increased risks of cyber-attacks. Our software **or our employees** information technology systems, **or that** of third parties upon who we rely to operate our business, may have material vulnerabilities and, despite our efforts to identify and remediate these vulnerabilities, our efforts may not be successful or we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities. It may be expensive and time-consuming to remediate material vulnerabilities, and our operations, reputation, sales and financial performance may be adversely impacted if we are not able to successfully and promptly remediate such vulnerabilities. Further, like other companies in the restaurant industry, we have in the past experienced, and we expect to continue to experience, cyber-attacks, including phishing attacks, and other attempts to breach or gain unauthorized access to our systems. However, despite the precautions we take to mitigate the risks of such events, an attack on our enterprise information technology system systems, or those of third parties with which we do business, could result in theft or unauthorized disclosure of our proprietary or confidential information or a breach of confidential customer, supplier or employee information. Such events could impair our ability to conduct our operations or cause disruptions to our supply chain, which could have an adverse impact on revenue **our financial condition** and harm our reputation. Additionally, such an event could expose us to regulatory sanctions or penalties, lawsuits or other legal action or cause us to incur legal liabilities and costs, which could be significant, in order to address and remediate the effects of an attack and related security concerns. The insurance coverage we maintain may be inadequate to cover claims or liabilities relating to a cybersecurity attack. We also use information technology systems to process financial information and results of operations for internal reporting purposes and to comply with regulatory financial reporting, legal and tax requirements. If these systems suffer severe damage, disruption or shutdown and our business continuity plans, or those of our vendors, do not effectively resolve the issues in a timely manner, we could experience delays in reporting our financial results, which could result in lost revenues and profits, as well as reputational damage. Furthermore, we depend on information technology systems and personal information collection for digital marketing, digital commerce, consumer engagement and the marketing and use of our digital products and services. We also rely on our ability to engage in electronic communications throughout the world between and among our employees as well as with other third parties, including customers, suppliers, vendors, and consumers. Any interruption in information technology systems may impede our ability to engage in digital commerce and result in lost revenues, damage to our reputation, and loss of users. Moreover, these technology services and systems, communication systems, and electronic data could be subject or vulnerable to damage or interruption from earthquakes, terrorist attacks, floods, fires, power loss, telecommunications failures, computer viruses, loss of data, data breaches, or other attempts to harm our systems. A failure of these systems to operate effectively, problems with transitioning to upgraded or replacement systems, or any other failure to maintain a continuous and secure

information technology network for any of the above reasons could result in interruption and delays in Guest services, adversely affect our reputation, and negatively impact our results of operations. Our marketing and branding strategies to attract, engage, and retain our Guests, including anticipated recent and future changes to our loyalty program, may not be successful, which could negatively affect our business. While we persistently routinely refine our communication strategies to effectively target and compete for the right customers, these strategies it's essential to acknowledge potential challenges that may arise not prove to be successful. The For example, our Red Robin Royalty™ loyalty program has historically contributed to sales and Guest count growth. We plan to launch launched a new loyalty program in fiscal 2024 to which transition transitioned to a points-based program to reward our most loyal guests Guests, but we cannot guarantee this new loyalty program will be a success. We also plan to launch a new marketing program in 2024 designed to drive sales and traffic. If our advertising, branding, and other marketing initiatives fall short do not drive visits from consumers, there is a risk that we may not achieve the expected levels of restaurant sales or Guest traffic, potentially impacting our financial results negatively. Furthermore, the competitive landscape presents a challenge, as some competitors boast larger marketing resources and more extensive national strategies, potentially limiting our ability to successfully compete against these well-established programs. Damage If we are unable to our effectively use and brand monitor image or reputation, including due to unfavorable social and digital media, could adversely impact our business. Maintaining and enhancing our brand image and reputation is critical to our success. Unfavorable events or rumors, poorly received advertising, negative publicity, and negative information disseminated through social and digital media could impact our brand image and reputation. As part of our marketing efforts as well as our reputation could be harmed, which could negatively impact our restaurant sales and financial performance. As part of our marketing efforts, we rely on an omni-channel creative strategy including increased social and digital engagement platforms, including Facebook @, Instagram @, and Twitter @ to attract and retain Guests. As a result, we need to continuously innovate and develop our social media strategies to maintain broad appeal. Many of our competitors are expanding their use of social media and new social media platforms are rapidly being developed, potentially making more traditional social media platforms obsolete and making it challenging for us to differentiate promote our concepts social media messaging. As a result, we need to continuously innovate and attract and retain Guests develop our social media strategies to maintain broad appeal. Social media can be challenging because it provides consumers, employees, and others with the ability to communicate approval or displeasure with a business, in near real time, and provides any individual with the ability to reach a broad audience and with comments that are often not filtered or checked for accuracy. If we are unable to quickly and effectively respond, any negative publicity could "go viral" causing nearly immediate and potentially significant harm to our brand and reputation, whether or not factually accurate. In addition, social media can facilitate the improper disclosure of proprietary information, exposure of personally identifiable information, fraud, or out-of-date information. As a result, if we do not appropriately manage our social media strategies, our marketing efforts in this area may not be successful and any failure (or perceived failure) to effectively respond to negative or potentially damaging social media chatter, whether accurate or not, could damage our reputation, negatively impacting our restaurant sales and financial performance. The inappropriate use of social media vehicles by our Guests or Team Members could increase our costs, lead to litigation, or result in negative publicity that could damage our reputation. Changes in consumer preferences could negatively affect our results of operations. The restaurant industry is characterized by the continual introduction of new concepts and is subject to rapidly changing consumer preferences, tastes, and eating and purchasing habits. Our restaurants compete on the basis of provide a full-service casual dining experience and offer a varied menu and feature consisting of burgers, salads, soups, appetizers, other entrees, desserts, and our signature alcoholic and non-alcoholic beverages, and we are in the process of rolling out Donatos® pizza to available in a portion of our restaurants. Our success depends, in part, upon the continued popularity of these foods and this style of dining. Shifts in consumer preferences away from this cuisine or dining style could have a material adverse effect on our future profitability. In addition, competitors' use of significant advertising and food discounting could influence our Guests' dining choices. There is no assurance that the addition of Donatos® pizza to our menu will not negatively impact our brand or cannibalize sales of core menu items. Further, changing health or dietary preferences may cause consumers to avoid our products in favor of alternative foods. The food service industry as a whole rests on consumer preferences and demographic trends at the local, regional, and national levels. New information or changes in dietary, nutritional or health guidelines, among other things, may affect consumer choice and cause consumers to significantly alter their dining choices in ways that adversely affect our sales and profitability. We are subject to all of the risks associated with leasing space subject to long-term non-cancelable leases, and risks related to renewal. As of December 31-29, 2023-2024, 398-400 of our 415-407 Company-owned restaurants are located on leased premises. We have in the past and may in the future engage in sale-leaseback lease back transactions, which have and may in the future increase the number of our leased properties. During fiscal For example, in 2023 and 2024, we completed two-three such transactions, selling and simultaneously leasing back an aggregate of 18-28 previously owned properties. Payments under our operating leases account for a significant portion of our operating expenses. Additional sites that we lease are likely to be subject to similar long-term non-cancelable leases. In connection with closing restaurants, we may nonetheless be committed to perform our obligations under the applicable lease including, among other things, paying the base rent for the balance of the lease term. In addition, as each of our leases expires, there can be no assurance we will be able to renew our expiring leases after the expiration of all remaining renewal options, either on commercially acceptable terms or at all. As a result, we may incur additional costs to operate our restaurants, including increased rent and other costs related to the negotiation of terms of occupancy of an existing leased premise. If we are unable to renew a lease or determine not to renew a lease, there may be costs related to the relocation and development of a replacement restaurant or, if we are unable to relocate, reduced revenue. Changes in consumer buying patterns, particularly due to declines in traffic near our leased locations, and increases in online sales, may affect our revenues, operating financial condition and results of operations, and liquidity. The success of our restaurants depends in large part on leased locations. Our restaurants are primarily located near high density retail

areas such as regional malls, lifestyle centers, big box shopping centers, and entertainment centers. We depend on a high volume of visitors at these centers to attract Guests to our restaurants. As demographic and economic patterns change, current locations may or may not continue to be attractive or profitable. Online sales continue to increase and negatively impact consumer traffic at traditional "brick and mortar" retail sites located in regional malls, lifestyle centers, big box shopping centers and entertainment centers. A decline in development or closures of businesses in these settings or a decline in visitors to retail areas near our restaurants could negatively affect our restaurant sales. In addition, we compete with other restaurants and retail establishments for prime real estate locations. Desirable locations for the relocation of existing restaurants may not be available at an acceptable cost, due in part to the inability to easily terminate a long-term lease. **In recent years** During the COVID-19 pandemic, **we've made investments in** off-premises sales, **specifically including** delivery, **increased due to pickup options, and catering,** to **consumer demand attract Guests who are looking** for convenience **or want to enjoy our food off-premises**. While we plan to continue to invest in the growth of our off-premises sales, there can be no guarantee we will maintain or increase such sales. Off-premises sales could also cannibalize dine-in sales, or our systems and procedures may not be sufficient to handle off-premises sales, which may require additional investments in technology or people. Additionally, a large percentage of delivery from our restaurants is through third party delivery companies. These third-party delivery companies require us to pay them a commission, which lowers our profit margin on those sales, and delivery drivers **may** make errors, fail to make timely deliveries, damage our food or poorly represent our brand, which may lead to customer disappointment, reputational harm and unmet sales expectations. Any bad press, whether true or not, regarding third party delivery companies or their business model may negatively impact our sales. While we have introduced an alternative to third party delivery by offering an online Company platform to collect orders and outsource the "last mile" of delivery, we may not be able to convert Guests to our platform and that model remains subject to some of the same risks. Our operations are susceptible to the changes in cost and availability of commodities which could negatively affect our **operating results of operations**. Our profitability depends in part on our ability to anticipate and react to changes in commodity costs. Various factors beyond our control, including adverse weather conditions, governmental regulation and monetary policy, **new or increased** trade barriers and import tariffs **(including retaliatory trade actions)**, product availability, recalls of food products, and seasonality, as well as the effects of the current macroeconomic environment on our suppliers, may affect our commodity costs or cause a disruption in our supply chain. In an effort to mitigate some of this risk, we enter into fixed price agreements on some of our food and beverage products, including certain proteins, produce and cooking oil. As of the end of **fiscal 2023-2024**, approximately **50-42** % of our estimated **fiscal 2024-2025** annual food and beverage purchases **were will be** covered by fixed price contracts, most of which are scheduled to expire at various times through **2024-2025**. Changes in the price or availability of commodities for which we do not have fixed price contracts could have a material adverse effect on our profitability. Expiring contracts with our food suppliers could also result in **disruptions in relationships or** unfavorable renewal terms and therefore increase costs associated with these suppliers or may necessitate negotiations with alternate suppliers. We may be unable to obtain favorable contract terms with suppliers or adjust our purchasing practices and menu prices to changing food costs, and a failure to do so could negatively affect our operating results. We may experience interruptions in the delivery of food and other products from third parties. Our restaurants depend on frequent deliveries of fresh produce, food, beverage, and other products. This subjects us to the risk of interruptions in food and beverage supplies that may result from a variety of causes including, but not limited to, outbreaks of food-borne illness, disruption of operation of production facilities, financial difficulties, including bankruptcy of our suppliers or other unforeseen circumstances, especially where a product comes from a single or small number of suppliers. Such shortages could adversely affect our revenue and profits. Our restaurants bear risks associated with the timeliness of deliveries by suppliers and distributors as well as the solvency, reputation, labor relationships, freight rates, and health and safety standards of each supplier and distributor. We strive to have multiple approved suppliers on key items; however, the Company is undertaking initiatives to consolidate suppliers and there are situations where we only have one approved supplier, which increases the risk to our supply chain if something were to happen to interrupt the supplier's ability to continue supplying the Company. Other significant risks associated with our suppliers and distributors include improper handling of food and beverage products, and / or the adulteration or contamination of such food and beverage products. Price increases may negatively affect Guest visits. From time to time, we increase **menu** prices, primarily to offset increased costs and operating expenses. We cannot provide assurance that any future **menu** price increases will not deter Guests from visiting our restaurants, reduce the frequency of their visits, or affect their purchasing decisions. New or improved technologies or changes in consumer behavior facilitated by these technologies could negatively affect our business. **Advances in technologies or certain changes in consumer** **Consumer** behavior driven by such technologies could have a negative effect on our business. Technology and consumer offerings continue **continues** to **evolve regarding restaurant** develop, and we expect new or enhanced technologies **technology expectations,** and consumer offerings will **we may not** be **able to meet** available in the future. We may pursue certain of those **changing demands** technologies and consumer offerings if we believe they offer a sustainable Guest proposition and can be successfully integrated into our business model. **Our** However, we cannot predict consumer acceptance of these delivery channels or their impact on our business. In addition, our competitors, some **with** of whom have greater resources than us, may **capitalize on emerging** be able to benefit from changes in technologies or **shifts in** consumer **preferences** acceptance of such changes, **potentially weakening** which could harm our competitive position. **Certain** There can be no assurance we will be able to successfully respond to changing consumer preferences, including with respect to new technologies **technology** or to effectively adjust our product mix, service offerings, and marketing initiatives **require** for products and services that address, and anticipate advances in, technology, and market trends. Additionally, from time to time, we implement new or different technologies in our restaurants, including our recent decision to introduce flat top cooking methods into our restaurants. These initiatives have involved and may in the future involve significant capital expenditures **investment, including addressing aging hardware** and may involve unexpected expenditures **software infrastructure and**

components nearing end-of-life, necessitating careful evaluation against other business priorities. Aging hardware and outdated systems, as well as the process to upgrade for or replace hardware training, maintenance or otherwise, and systems, increases may ultimately not produce the results we anticipate risk of system failures, business disruptions, and degraded Guest experiences. If Additionally, we are not able to successfully respond to these challenges, closely monitoring advancements in artificial intelligence (AI) and its potential applications within our organization and business, financial condition, strategy. Key risks include ethical concerns in AI and Machine Learning models and liability associated with AI-driven decisions impacting customers and operating operations results could be harmed. Expanding We may expand our restaurant base is as a component of our long-term growth, and our ability to open and profitably operate new restaurants is subject to factors beyond our control. Our resources are currently allocated to increasing performance in our existing base of restaurants, but we may expand our restaurant base as a component of our long-term growth. The expansion of our restaurant base depends in upon numerous factors, some of which large are part on-out of our control, including the cost and availability of capital, the ability and the ability of our franchisees to timely and efficiently open attract qualified operating Team Members to staff new restaurants, and to operate these the ability to secure available and suitable restaurant sites on favorable lease and construction terms, timely adherence to development schedules, and competition that may affect consumer spending. New or less mature restaurants on a, once opened, may vary in profitable-profitability basis-and levels of operating revenue for six months or more, and there is no assurance new restaurants will attain operating results similar to those of existing restaurants. Delays or failures in opening new restaurants, or the inability to profitably operate them once opened, could materially and adversely affect our planned growth. The success of our expansion strategy and the success of new restaurants depends upon numerous factors, many of which are beyond our control, including the following: • changes to or volatility in the macroeconomic environment nationally and regionally, which could affect restaurant-level performance and influence our decisions on the rate of expansion, timing, and the number of restaurants to be opened; • competition in our markets and general economic conditions that may affect consumer spending or choice; • our ability to locate, hire, train, and retain qualified operating Team Members to staff our new restaurants, especially our Managing Partners and Market Partners; • identification of and ability to secure an adequate supply of available and suitable restaurant sites; • timely adherence to development schedules; • cost and availability of capital to fund restaurant expansion and operation; • negotiation of favorable lease and construction terms; • the availability and cost of construction materials and labor; • our ability to manage construction and development costs of new restaurants; • unforeseen environmental problems with new locations; • securing required governmental approvals and permits, including liquor licenses, in a timely manner or at all; • our ability to attract and retain Guests; • weather, natural disasters, and other calamities; and • our ability to operate at acceptable profit margins. The ongoing need for maintenance and improvements at our existing restaurants requires us to spend significant capital and we may not achieve a return on investment. Many of our existing restaurants are mature and require capital expenditures for maintenance and improvement to remain competitive and maintain our brand standard. Additionally, we announced plans to test have evaluated and may undertake in the future a restaurant renovation program, including upgrading interior ambience and exterior appeal of our restaurants. These initiatives involve significant capital expenditures. If we do not make these capital investments or do not achieve a return on the investment, our business, profitability, and our ability to compete effectively could be harmed. We are subject to the risks presented by acquisitions or refranchising. As part of our expansion efforts, we have acquired some of our franchised restaurants in the past. In the future, we may, from time to time, consider opportunistic acquisitions or dispositions of restaurants. We may in the future pursue refranchising with quality operators in certain identified markets. Any future acquisitions or dispositions will be accompanied by the risks commonly encountered in acquisitions. These risks include among other things: • the difficulty of integrating operations and Team Members; • the potential disruption to our ongoing business; • the potential distraction of management; • the effect on selling, general, and administrative expenses and earnings; • the inability to maintain uniform standards, controls, procedures, and policies; and • the impairment of relationships with Team Members and Guests as a result of changes in ownership and management. New or less mature restaurants, once opened, may vary in profitability and levels of operating revenue for six months or more. New and less mature restaurants typically experience higher operating costs in both dollars and percentage of revenue initially when compared to restaurants in the comparable restaurant base. There is no assurance new restaurants in the future will continue to experience success. It takes approximately six months or more for new restaurants to reach normalized operating levels due to inefficiencies and other factors typically associated with new restaurants. These factors include operating costs, which are often significantly greater during the first several months of operation, and fluctuating Guest counts at new locations, as well as competition from our competitors or our own restaurants, consumer acceptance of our restaurants in new markets and lack of market awareness of our brand in a new market. Further, there is no assurance our less mature restaurants will attain operating results similar to those of our existing restaurants. The large number of Company- owned restaurants concentrated in the Western United States makes us susceptible to changes in economic and other trends in that region. As of December 31-29, 2023-2024, a total of 167-166 or 40-41 % of our 415-407 Company- owned restaurants, representing 49-51 % of restaurant revenues, were located in the Western United States (i. e., Arizona, California, Colorado, Nevada, Oregon, Idaho, New Mexico, Utah, and Washington state). As a result of our geographic concentration, negative publicity regarding any of our restaurants in the Western United States, as well as regional differences in the legal, regulatory, and litigation environment, could have a material adverse effect on our business and operations, as could other regional occurrences such as local strikes, regional cost-of-living increases, energy shortages, or increases in energy prices, droughts, earthquakes, fires, or other natural disasters. We rely on our management Senior Executive Team team for the development and execution of our business strategy and the loss of any-a member of our management Senior Executive Team team could negatively affect our operating results. We recently implemented significant changes in to our senior executive management team to support the Company's new "North Star" five-point plan. Our Key members of our senior executive management team are-is central to our success

and difficult to replace. We may be unable to retain **our management team** or attract **other new** highly qualified **members** senior executives, particularly if we do not offer competitive employment terms. **Turnover on** The loss of the services of any of our **management team** key senior executives or the failure to implement an appropriate succession plan could **disrupt our business and** prevent us from achieving our business strategy and initiatives, which could adversely affect our operating results. ~~Changes in our management team can also disrupt our business. The failure to successfully transition and assimilate key employees could adversely affect our results of operations. To the extent we do not effectively hire, onboard, retain, and motivate key employees, our business can be harmed.~~ If we are unable to successfully recruit and, retain, and **motivate** qualified restaurant management and operations Team Members in an increasingly competitive market, we may be unable to effectively operate and grow our business and revenues, which could materially adversely affect our financial performance. Our ability to attract, retain, and motivate qualified management and operating Team Members is central to providing the desired Guest and Team Member experience in our restaurants and delivering on our business strategy. Qualified management and operations Team Members are currently in high demand. Labor shortages in our industry and in the broader economy have disrupted, and may further disrupt, our ability to maintain adequate staffing levels at our restaurants. Increasing competition in the market for Team Members may increase our labor costs, including by requiring us to take additional measures to ensure that our compensation and benefits for Team Members remain competitive within the restaurant industry and with other industries that compete with us for workers, which could materially increase our expenses, or take measures to limit the impact of staffing shortages on the Guest experience. From time to time, we make capital expenditures for, and commit management resources towards, efforts aimed at improving our competitiveness and our ability to attract and retain qualified management and operating Team Members, such as our recently launched Market Partner and Managing Partner compensation programs designed to reward these Team Members based on the profits of the restaurants they oversee. ~~Additionally, we have made and may continue making changes to our service model, including adding back bussers and providing servers with fewer tables. We may not be successful in implementing these initiatives, and they may not lead to the benefits or results that we anticipate.~~ If we are unable to attract and retain qualified people, our restaurants could be short staffed, we may be forced to incur overtime expenses, hourly Team Member turnover could increase, and our ability to operate our restaurants ~~and roll out new service model and technology solutions~~ effectively could be limited, and the Guest experience could be negatively affected, leading to a decline in traffic and sales, which could materially adversely affect our financial performance. Our ~~revenues and operating~~ results **of operations** may fluctuate significantly due to various risks and unexpected circumstances, including adverse weather conditions, natural disasters, climate change, pandemics, **catastrophic events**, and other factors outside our control that could increase costs, disrupt our supply chain, and impact seasonality, among other things. We are subject to a number of significant risks that might cause our ~~actual~~ quarterly and annual results to fluctuate significantly or be negatively affected. Adverse weather conditions, natural disasters **(such as earthquakes, hurricanes, and wildfires)**, climate change, **pandemics**, or catastrophic events, such as terrorist acts, can adversely impact restaurant sales, ~~and~~ **Natural disasters such as they earthquakes, hurricanes, and severe adverse weather conditions, climate change and health pandemics** may keep customers in the affected area from dining out, adversely affect consumer spending and confidence levels. These events may also impact the cost and availability of key commodities such as beef, poultry, potatoes, and other important ingredients in our products; cause material disruptions in our supply chain; impact borrowings and interest rates; cause damage to or closure of restaurants, or result in lost opportunities for our restaurants. Moreover, our business fluctuates seasonally. ~~Historically~~ **Prior to the onset of the COVID-19 pandemic**, sales in most of our restaurants have been higher during the **spring and** summer months and winter holiday season **due to factors including our retail-oriented location and family appeal. The timing of holidays and school vacations may affect the seasonal operating results in the areas impacted.** As a result, our quarterly and annual operating results and comparable restaurant sales may fluctuate significantly as a result of seasonality and the factors **outside of our control** discussed above. Accordingly, results for any one quarter or year are not necessarily indicative of results to be expected for any other quarter or for any year, and comparable restaurant sales for any particular future period may decrease. Our franchisees could take actions that could harm our business, expose us to liability, or damage our reputation. Franchisees are independent entities and are not our employees, partners, or affiliates. We share with our franchisees what we believe to be best practices in the restaurant industry; however, franchisees operate their restaurants as independent businesses. Consequently, the quality of franchised restaurant operations may be diminished by any number of factors beyond our control. Moreover, franchisees may not successfully operate restaurants in a manner consistent with our standards and requirements or may not hire and train qualified managers and other restaurant Team Members. In addition, as independent businesses, franchisees may not be required to comply with the same levels of business or regulatory compliance we are. While we try to ensure the quality of our brand and compliance with our operating standards, and the confidentiality thereof, are maintained by all of our franchisees, we cannot provide assurance our franchisees will avoid actions that negatively affect the reputation of Red Robin or the value of our proprietary information. Our image and reputation and the image and reputation of other franchisees may suffer materially, and system-wide sales could significantly decline if our franchisees do not operate restaurants according to our standards. We are subject to federal and state laws that regulate the offer and sale of franchises and aspects of the licensor- licensee relationship. Further, there have been historical actions before the National Labor Relations Board (NLRB) where it was alleged that a parent company could be held liable for the actions of its franchisees, including potentially jointly liable for labor and wage violations by its franchisees. Failure to comply with the laws and regulations governing our franchisee relationships or adverse decisions similar to the above-described NLRB actions could subject us to liability for actions of the franchisees, or expose us to liability to franchisees, or fines and penalties for non-compliance. Food safety and food-borne illness concerns, and any related unfavorable publicity could have an adverse effect on our business. We dedicate substantial resources to ensuring our Guests enjoy safe, quality food products. Nonetheless, restaurant businesses such as ours can be adversely affected by publicity resulting from complaints or litigation regarding poor food quality, food-borne illness, personal injury, food tampering,

communicable disease, adverse health effects of consumption of various food products or high- calorie foods, or other concerns. Food safety issues also could be caused by food suppliers or distributors and, as a result, could be out of our control. Regardless of the source or cause, any report of food- borne illnesses such as E. coli, norovirus, listeria, hepatitis A, salmonella, or trichinosis, as well as other food safety issues including food tampering or contamination, at one of our or a franchisee' s restaurants, could adversely affect our reputation and have a negative impact on our sales. The occurrence of food safety issues could also adversely affect the price and availability of affected ingredients, resulting in higher costs and lower margins. Health concerns relating to the consumption of beef, chicken, or other food products could affect consumer preferences and could negatively affect our results of operations. Consumer preferences could be affected by health concerns about food- related illness, the consumption of beef (which is the key ingredient in many of our menu items), or negative publicity or publication of government or industry findings concerning food quality, illness, and injury. Further, consumers may react negatively to reports concerning our food products or health or other concerns or operating issues stemming from one or more of our restaurants. Such negative publicity, whether or not valid, may negatively affect demand for our food and could result in decreased Guest traffic to our restaurants. A decrease in Guest traffic to our restaurants as a result of these health concerns or negative publicity or as a result of a change in our menu or concept could materially harm our business and negatively affect our profitability. Our business could be adversely affected by increased labor costs, including costs related to the increase in minimum wage and new health care laws. Labor is a primary component in the cost of operating our business. Increased labor costs, whether due to **our business model**, competition, unionization, increased minimum and tip wage, state unemployment rates, employee benefits costs, or otherwise, may adversely impact our operating expenses. A considerable amount of our restaurant Team Members are paid at rates related to the federal, state, or local minimum wage. Further, we have a substantial number of restaurants located in states or municipalities where the minimum wage is greater than the current federal minimum wage, including California, Washington, Oregon, Colorado, and New York. For example, California enacted legislation that increased its minimum wage through a series of annual rate increases, from \$ 10. 50 an hour in January 2017 to \$ 16 . 50 an hour in January 2024-2025, and some California localities currently mandate wages higher than the state minimum. ~~Effective April 1, 2024, a fast- food restaurant minimum wage of \$ 20 per hour will go into effect for employers with over 60 locations. While we are a full- service restaurant company, this legislation could impact our ability to attract and retain Team Members in California. In addition, the Biden administration and members of Congress have called for an increase in the federal minimum wage and tip credit wage (or eliminate the tip credit altogether) and more mandated benefits. We anticipate additional legislation increasing minimum wages and mandated benefits will be enacted in future periods and in other jurisdictions. In addition to increasing the overall wages paid to our minimum wage and tip credit wage earners, these increases create pressure to increase wages and other benefits paid to other Team Members who, in recognition of their tenure, performance, job responsibilities and other similar considerations, historically received a rate of pay exceeding the applicable minimum wage or minimum tip credit wage. Because we employ a large workforce, any wage increase and / or expansion of benefits- **benefit** mandates will have a particularly significant impact on our labor costs. Our vendors, contractors and business partners are similarly impacted by wage and benefit cost inflation, and many have or will increase their price for goods, construction and services in order to offset their increasing labor costs. In the past, many of our eligible Team Members chose not to participate in our Company- sponsored health care plans for various reasons, but we expect to continue to see increased costs due to the impact of changes in the health care laws. Our distributors and suppliers also may be affected by higher minimum wage or health care costs, which could result in higher costs for goods and services supplied to us. A shortage in the labor pool or other general inflationary pressures or changes could also increase our labor costs. While we try to offset labor cost increases through price increases, more efficient purchasing practices, productivity improvements, changing staffing models, greater economies of scale and by offering a variety of health plans to our Team Members, there can be no assurance that these efforts will be successful. If we are unable to anticipate and offset increased labor costs, our financial performance could be materially adversely affected. Further, changes to our staffing models in our restaurants due to labor costs or any labor shortages, could negatively impact our ability to provide adequate service levels to our Guests, which could result in adverse Guest reactions and a possible reduction in Guest traffic at our restaurants. Our failure to remain in compliance with governmental laws and regulations as they continually evolve, and the associated costs of compliance, could cause our business results to suffer. Our business is subject to various ~~federal, state, and local~~ government laws and regulations, including, among others, those relating to our employees, public health and safety, food safety, alcoholic beverage control, public accommodations, data privacy and security, securities regulation, and consumer health regulations, including those pertaining to nutritional content and menu labeling such as the Affordable Care Act, which requires restaurant companies such as ours to disclose calorie information on their menus. These laws and regulations continually evolve and change, and compliance may be costly and time- consuming. Moreover, we may fail to maintain compliance with all laws and regulations despite our best efforts. Changes in applicable laws and regulatory requirements, or failure to comply with them could result in, among other things, increased exposure to litigation, administrative enforcement actions or governmental investigations or proceedings; revocation of required licenses or approvals; fines; and civil and criminal liability. These negative consequences could increase the cost of or interfere with our ability to operate our business and execute our strategies. Various ~~federal, state, and local~~ employment laws govern our relationship with our Team Members and affect operating costs. These laws govern employee classification, wage rates, fair scheduling and payment requirements including tip credit laws and overtime pay, meal and rest breaks, unemployment and other taxes, health care and benefits, workers' compensation rates, ~~citizenship or residency requirements~~, labor relations, ~~child labor~~ **work authorization** regulations, and discriminatory conduct. Changes in these laws or our failure to comply with enforcement requirements could require changes to our operations that could harm our operating results. For example, although we require all Team Members to provide us with the government- specified documentation evidencing their employment eligibility, some Team Members, without our knowledge, may not meet federal citizenship or residency requirements, which could lead to a disruption in our work force. In addition, we rely on our Team~~

Members to accurately disclose the full amount of tips received, and we base our FICA tax reporting on the amounts provided to us by such tipped Team Members. Inaccurate FICA tax reporting could subject us to monetary liabilities. A number of other factors could adversely affect our operating results, including: • additional government- imposed increases in minimum and / or tipped wages, overtime pay, paid leaves of absence, sick leave, and mandated health benefits; • increased tax reporting and tax payment requirements for employees who receive gratuities; • a reduction in the number of states that allow gratuities to be credited toward minimum wage requirements; and • increased employee litigation including claims under federal and / or state wage and hour laws, including the Worker Adjustment and Retraining Notification (WARN) Act of 1988. **In recent years, there** has been increasing public focus by investors, environmental activists, the media and governmental and nongovernmental organizations on social and environmental sustainability matters, including packaging and waste, animal health and welfare, human rights, climate change, greenhouse gases and land, energy and water use. As a result, we have experienced increased ~~pressure and~~ **expectations and costs** to provide expanded disclosure and make commitments, establish goals or set targets with respect to various environmental and social issues and to take the actions necessary to meet those commitments, goals and targets. If we are not effective in addressing social and environmental sustainability matters, consumer trust in our brand may suffer. In addition, the actions needed to achieve our commitments, goals and targets could result in market, operational, execution and other costs, which could have a material adverse effect on our results of operation and financial condition. Our results of operation and financial condition could be adversely impacted if we are unable to effectively manage the risks or costs to us and our supply chain associated with social and environmental sustainability matters. We are subject to " dram shop" statutes in some states. These statutes generally allow a person injured by an intoxicated person to recover damages from an establishment that wrongfully served alcoholic beverages to such intoxicated person. Failure to comply with alcoholic beverage control or dram shop regulations could subject us to liability and could negatively affect our business. Our future success depends on our ability to protect our intellectual property. Our business prospects will depend in part on our ability to protect our proprietary information and intellectual property, including the Red Robin, Red Robin Gourmet Burgers ®, Red Robin America's Gourmet Burgers & Spirits ®, " YUMMM ®", Red Robin Gourmet Burgers and BrewsTM, and Red Robin RoyaltyTM names and logos. We have registered or filed applications for trademarks for these names and logos, among others, with the United States Patent and Trademark Office and in Canada and we have applied to register various trademarks in certain other international jurisdictions. Our trademarks could be infringed in ways that leave us without redress, such as by imitation or by filings by others in jurisdictions where we are not currently registered. In addition, we rely on trade secrets and proprietary know- how in operating our restaurants, and we employ various methods to protect these trade secrets and proprietary know- how. However, such methods may not afford adequate protection and others could independently develop similar know- how or obtain access to our know- how, concepts, and recipes. Consequently, our business could be negatively affected and less profitable if we are unable to successfully defend and protect our intellectual property. The Company's effective tax rate could be volatile and materially change as a result of changes in tax laws. ~~Prior to the 2020 U. S. presidential election, then presidential candidate Biden proposed an increase in the U. S. corporate income tax rate from 21 % to 28 %, the creation of a 10 % penalty on certain imports, and a 15 % minimum tax on worldwide book income. Additionally, a repeal of NOL carrybacks has also been discussed. During 2022, Congress passed, and President Biden signed into law, tax legislation~~ **was enacted** that includes the 15 % corporate minimum income tax for certain large corporate taxpayers. At this time, the Company is not subject to the corporate minimum tax and does not project that it will be subject to the tax in the near future. **Future change to tax laws** If any or all of President Biden's other proposed legislation (or similar) proposals are ultimately **enacted into law**, in whole or in part, they could have a negative impact to the Company's effective tax rate and cash tax refunds. Additionally, while we believe our tax estimates are reasonable, the final determination of tax audits could be materially different from our historical income tax provisions and accruals. The results of a tax audit could have a material effect on our results of operations or cash flows in the period which the final determination is made. A significant increase in litigation could have a material adverse effect on our **business results of operations**, financial condition, and **business prospects results of operations**. As a member of the restaurant industry, we are sometimes the subject of complaints or litigation, including class action lawsuits, or from Guests alleging illness, injury, or other food quality, health, or operational concerns. Negative publicity resulting from these allegations could harm our restaurants, regardless of whether the allegations are valid or whether we are liable. In addition, we are subject to the same risks of negative publicity resulting from these sorts of allegations even if the claim actually involves one of our franchisees. Any failure by us **(or claims of failure)** to comply with the various federal and state labor laws governing our relationship with our Team Members including requirements pertaining to minimum wage, overtime pay, meal and rest breaks, unemployment tax rates, workers' compensation rates, **work authorization citizenship or residency requirements, child labor regulations**, and discriminatory conduct, may have a material adverse effect on our business or operations. We have been subject to such claims from time to time. The possibility of a material adverse effect on our business relating to employment litigation is even more pronounced given the high concentration of Team Members employed in the Western United States, as this region, and California in particular, has a substantial amount of legislative and judicial activity pertaining to employment- related issues. Further, employee claims against us based on, among other things, discrimination, harassment, or wrongful termination may divert our financial and management resources that would otherwise be used to benefit the future performance of our operations. **Litigation proceedings are subject to inherent uncertainties, and we have in the past received, and may in the future receive, unfavorable rulings.** Labor organizing could adversely affect our operations and harm our competitive position in the restaurant industry, which could harm our financial performance. Our employees or others may attempt to unionize our workforce, establish boycotts or picket lines or interrupt our supply chains which could increase our labor costs, limit our ability to manage our workforce effectively, and cause disruptions to our operations. A loss of our ability to effectively manage our workforce and the compensation and benefits we offer to our staff members could harm our financial performance. Our current insurance may not provide adequate levels of coverage against

claims. There are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure against. Such losses could have a material adverse effect on our business and results of operations. In addition, we self-insure a significant portion of expected losses under our employee health, workers' compensation, general liability, property, and cyber insurance programs. Unanticipated changes in the actuarial assumptions and management estimates underlying our reserves for these losses could result in materially different amounts of expense under these programs, which could have a material adverse effect on our financial condition, results of operations, and liquidity. Failure to obtain and maintain adequate directors' and officers' insurance could materially adversely affect our ability to attract and retain qualified officers and directors.

Risks Related to Owning Our Stock The market price of our common stock is subject to volatility, which has and may continue to attract the interest of activist stockholders or subject us to securities litigation, which could cause us to incur significant expenses, hinder execution of our strategy, and impact our stock price. During fiscal ~~2023~~ **2024**, the price of our common stock fluctuated between \$ ~~5-3.39-04~~ and \$ ~~15-11.63-83~~ per share. The market price of our common stock may be significantly affected by a number of factors, including, but not limited to, actual or anticipated variations in our operating results or those of our competitors as compared to analyst expectations, changes in financial estimates by research analysts with respect to us or others in the restaurant industry, and announcements of significant transactions (including mergers or acquisitions, divestitures, joint ventures or other strategic initiatives) by us or others in the restaurant industry. In addition, the equity markets have experienced price and volume fluctuations that affect the stock price of companies in ways that have been unrelated to an individual company's operating performance. The price of our common stock may continue to be volatile, based on factors specific to our Company and industry, as well as factors related to the equity markets overall. Moreover, such volatility has in the past and may in the future attract the interest of activist stockholders, and in the past, following periods of volatility in the market price of a company's stock, securities class action litigation has been brought against companies. Responding to activist stockholders and securities litigation can be costly and time-consuming, and the perceived uncertainties as to our future direction resulting from responding to activist strategies could itself then further affect the market price and volatility of our common stock. We may not ~~continue to~~ repurchase our common stock pursuant to our share repurchase program, and any repurchases may not enhance long-term stockholder value. Share repurchases could also increase the volatility of the price of our common stock and could diminish our cash reserves. The Company has an authorized share repurchase program. We are not obligated to repurchase shares of common stock under the repurchase program, and the repurchase program may be suspended or terminated at any time. The amount, timing, and execution of repurchases under this repurchase program may fluctuate, and any repurchases by us of our shares of common stock may further reduce cash available for operations and future growth, as well as debt repayment. Our ability to repurchase stock will depend on our ability to generate sufficient cash flows from operations, as supplemented our capacity to borrow funds, which may be subject to economic, financial, competitive and other factors that are beyond our control. Further, our ~~Credit~~ **credit Agreement facility** limits our ability to repurchase shares to certain conditions set forth by the lenders. ~~Continuing~~ **Making** share repurchases, or alternatively limiting or halting share repurchases under our share repurchase program may negatively impact investor perception of us and may therefore affect the market price and volatility of our stock.