UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 28, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______ to ______

Commission File Number 001-41721

CAVA Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**47-3426661**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
14 Ridge Square NW, Suite 500 Washington, DC	**20016**
(Address of principal executive offices)	**(Zip Code)**

202-400-2920
Registrant's telephone number, including area code

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	**CAVA**	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes☒ No☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes☐ No☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of July 11, 2025, the last trading day of the registrant’s most recently completed second fiscal quarter, the aggregate market value of the registrant’s outstanding common stock held by non-affiliates was $9.2 billion based on the closing price of the registrant’s common stock. For purposes of this calculation, shares of common stock held by the registrant’s executive officers and directors and certain significant stockholders have been excluded since those persons may under certain circumstances be deemed affiliates.

This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The registrant had 116,377,765 shares of common stock outstanding as of February 17, 2026.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the registrant’s definitive proxy statement for the 2026 annual meeting of stockholders, which will be filed no later than 120 days after the registrant’s fiscal year ended December 28, 2025.

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Cautionary Statement Concerning Forward-Looking Statements

This Annual Report on Form 10-K (the "Annual Report") contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that reflect our current views with respect to, among other things, our operations and financial performance. Forward-looking statements include all statements that are not historical facts. These forward-looking statements relate to matters such as our industry, business strategy, goals, expectations concerning our market position, future operations, margins, profitability, capital expenditures, dividends, liquidity and capital resources, and other financial and operating information. These statements may include words such as "anticipate," "assume," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "future," "will," "seek," "foreseeable," "outlook," the negative version of these words, or similar terms and phrases.

The forward-looking statements contained in this Annual Report are based on management's current expectations and are not guarantees of future performance. The forward-looking statements are subject to various risks, uncertainties, assumptions, or changes in circumstances that are difficult to predict or quantify, including those described in "Item 1A. Risk Factors" in this Annual Report. Our expectations, beliefs, and projections are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management's expectations, beliefs, and projections will result or be achieved. Moreover, we operate in a very competitive and rapidly changing environment and new risks emerge from time to time. Actual results may differ materially from these expectations due to changes in global, regional, or local economic, business, competitive, market, regulatory, and other factors, many of which are beyond our control.

You should not put undue reliance on any forward-looking statements. You should understand that many important factors, including those discussed herein, could cause our results to differ materially from those expressed or suggested in any forward-looking statement. Except as required by law, we do not undertake any obligation to update or revise these forward-looking statements to reflect new information or events or circumstances that occur after the date of this Annual Report or to reflect the occurrence of unanticipated events or otherwise.

Summary of Risk Factors

An investment in our common stock involves risks. The following risks, trends, and uncertainties, which are discussed more fully in “Item 1A. Risk Factors,” and all of the other information contained in this Annual Report should be considered carefully before investing in our common stock. These risks include, but are not limited to, the following:

- We operate in a highly competitive industry;
- 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;
- We may not be able to successfully identify appropriate locations and develop and expand our operations in existing and new markets;
- New restaurants may not be profitable, and may negatively affect sales at our existing locations;
- Negative changes in guest perception of our brand could negatively impact our business;
- Our efforts to market our restaurants and brand may not be successful;
- Food safety issues and food-borne illness concerns may harm our business;
- If we are unable to maintain or increase prices, our margins may decrease;
- 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;
- We are subject to risks associated with leasing property;
- We may not be able to successfully expand our digital and delivery business, which is subject to risks outside of our control;
- 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;
- We may not realize the anticipated benefits from past and potential future acquisitions, investments or other strategic initiatives;
- We may not be able to manage our manufacturing and supply chain effectively, which may adversely affect our results of operations;
- Our reliance on third parties could have an adverse effect on our business, financial condition;
- We may not successfully optimize, operate, and manage our production facilities;
- We may experience shortages, delays, or interruptions in the delivery of food items and other products;
- We may face increases in food, commodity, energy, and other costs;
- We may face increases in labor costs, labor shortages, and difficulties in our ability to identify, hire, train, motivate, and retain the right Team Members;
- Our success depends on our ability to attract, develop, and retain our management team and key Team Members;
- Security breaches of our information systems or data including in relation to the 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;
- Our business is subject to complex and evolving laws and regulations regarding privacy, data protection, and cybersecurity;
- We rely heavily on information technology systems, and failures of, or interruptions in, or not effectively scaling and adapting, our information technology systems could harm our business;
- 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;
- 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;
- We are subject to evolving rules and regulations with respect to sustainability matters; and
- Climate change and volatile adverse weather conditions could adversely affect our restaurant sales or results of operations.

Glossary

The following definitions apply to these terms as used in this Annual Report on Form 10-K:

“Adjusted EBITDA” is defined as net income adjusted to exclude interest income, net, provision for (benefit from) income taxes, and depreciation and amortization, further adjusted to exclude equity-based compensation, other income, net, impairment and asset disposal costs, restructuring and other costs, and executive transition costs, in each case, to the extent applicable in a given fiscal year. See “Non-GAAP Financial Measures” for a reconciliation of net income to Adjusted EBITDA for fiscal 2025 and 2024;

“Adjusted EBITDA Margin” is defined as Adjusted EBITDA as a percentage of revenue;

“Adjusted Net Income” is defined as net income adjusted to exclude the net benefit associated with the release of a valuation allowance in fiscal 2024 against deferred tax assets (“VA Release”). See “Non-GAAP Financial Measures” for a reconciliation of net income to Adjusted Net Income for fiscal 2025 and 2024;

“Adjusted Net Income Margin” is defined as Adjusted Net Income as a percentage of revenue;

“Average Unit Volume” or “AUV” represents total revenue of operating CAVA Restaurants that were open for the entire trailing thirteen periods and Digital Kitchens sales for such period divided by the number of operating CAVA Restaurants that were open for the entire trailing thirteen periods;

“CAVA Restaurant-Level Profit,” a segment measure of profit and loss, represents CAVA Revenue less food, beverage, and packaging, labor, occupancy, and other operating expenses, excluding depreciation and amortization. CAVA Restaurant-Level Profit excludes pre-opening costs;

“CAVA Restaurant-Level Profit Margin” represents CAVA Restaurant-Level Profit as a percentage of CAVA Revenue;

“CAVA Restaurants” is defined to include all CAVA restaurants, including converted Zoes Kitchen locations and Hybrid Kitchens, that are open or temporarily closed as of the end of the specific period. CAVA Restaurants exclude restaurants operating under license agreements and Digital Kitchens;

“CAVA Revenue” is defined to include all revenue attributable to CAVA restaurants in the specified period, excluding restaurants operating under license agreements;

“Collaboration Center Organization” represents Team Members who work out of our restaurant collaboration center located in Washington, D.C., as well as our support centers located in Brooklyn, New York, Manhattan, New York, and Plano, Texas, together with remote and hybrid Team Members whose job responsibilities support our operations;

“CPG” refers to consumer packaged goods;

“Digital Kitchen” is defined to include kitchens used for third-party marketplace and native delivery, Digital Order pick-up, and/or centralized catering production and that has neither in-restaurant dining nor customer-facing make lines;

“Digital Orders” means orders made through catering and digital channels, such as the CAVA app and the CAVA website. Digital Orders include orders fulfilled through third-party marketplace and native delivery and digital order pick-up;

“Digital Revenue Mix” represents the portion of CAVA Revenue related to Digital Orders as a percentage of total CAVA Revenue;

“Guest Traffic” means the number of entrees ordered in-restaurant and through Digital Orders;

“Hybrid Kitchen” is defined to include kitchens that have enhanced kitchen capabilities to support centralized catering production and that also have in-restaurant dining and customer-facing make lines;

“Net New CAVA Restaurant Openings” is defined as new CAVA restaurant openings (including CAVA restaurants converted from a Zoes Kitchen location) during a specified reporting period, net of any permanent CAVA restaurant closures during the same period; and

"Same Restaurant Sales" is defined as the period-over-period sales comparison for CAVA restaurants that have been open for 365 days or longer (including converted Zoes Kitchen locations that have been open for 365 days or longer after the completion of the conversion to a CAVA restaurant).

We operate on a 52-week or 53-week fiscal year that ends on the last Sunday of the calendar year. In a 52-week fiscal year, the first fiscal quarter contains sixteen weeks and the second, third, and fourth fiscal quarters each contain twelve weeks. In a 53-week fiscal year, the first fiscal quarter contains sixteen weeks, the second and third fiscal quarters each contain twelve weeks, and the fourth fiscal quarter contains thirteen weeks. References to "thirteen periods" are to the 13 accounting periods we have in each fiscal year, with each accounting period being four weeks, except in a 53-week fiscal year which will contain one accounting period of five weeks.

Certain numerical figures have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in various tables may not be arithmetic aggregations of the figures that precede them.

Part I

Item 1. Business

Our Mission

To Bring Heart, Health, And Humanity To Food

General

CAVA Group, Inc. (together with its wholly owned subsidiaries, referred to as the “Company,” “CAVA,” “we,” “us,” and “our,” unless specified otherwise) was formed as a Delaware corporation in 2015, and prior to that, the first CAVA restaurant opened in 2011 in Bethesda, Maryland. As of December 28, 2025, we operate 439 fast-casual CAVA Restaurants in 28 states and Washington, D.C. The Company’s authentic Mediterranean cuisine unites taste and health, with a menu that features chef-curated and customizable bowls and pitas. We centrally produce our dips, spreads, and certain dressing bases for use in our restaurants while also selling our dips, spreads, and prepared dressings in grocery stores.

Business Strategy

We believe that our differentiated offerings and broad appeal give us significant opportunity in the Mediterranean and health and wellness food categories. Our guests span age groups, genders, and income brackets with a strong Millennial and a growing Gen Z contingent. The broad appeal of our brand is evidenced by substantial diversity across geographies, formats, dayparts, and channels. We are in the early stages of fulfilling our total restaurant potential, and we believe there is opportunity for more than 1,000 CAVA restaurants in the United States by 2032. We believe we are well positioned to benefit from the following strong and emerging trends:

- Evolving consumer preferences for authentic and ethnic cuisine
- Increased focus on health and wellness
- Emphasis on combined quality and convenience

We aim to create an industry-leading, category defining brand rooted in the following strategic pillars:

Expand our Mediterranean Way in Communities Across the Country

- Grow our footprint and expand multi-channel access
- Fuel our culinary innovation and communication engine to drive traffic, mix, and check
- Express the essence of our category-defining concept consistently across brand properties

Develop Personal Relationships with Guests, Even as We Scale

- Leverage our digital ecosystem to enable more personalized communication with guests
- Deepen our connections with guests and drive increased frequency with our enhanced loyalty offerings
- Create a cohesive physical and digital journey

Run Great Restaurants, Every Location, Every Shift

- Streamline and automate preparation to make our restaurants easier to run
- Enhance our training and standards to consistently deliver our Mediterranean hospitality
- Leverage technologies to increase automation and improve restaurant operations

Operate As a High-Performing Team

- Create a culture of growth and accountability
- Use best-in-class data capabilities to unlock powerful, actionable insights
- Implement programs and tools that engage, retain, and connect the organization

Our Food - Where Taste and Health Unite

Our menu fulfills a broad range of dietary preferences, from hearty and indulgent to vegan, vegetarian, gluten-free, dairy-free, paleo, keto, and nut-free diets. We have designed our menu to offer vibrant flavors using many fresh, high-quality ingredients inspired by our Mediterranean roots. Our guests can choose a chef-curated meal or a build-your-own-bowl or pita using our 38 ingredients with over 17.4 billion combinations. We make it deliciously simple to eat well and feel good every day.

People and Culture

As of December 28, 2025, we employed approximately 12,900 Team Members in our restaurants and 580 within manufacturing and our Collaboration Center Organization. From the very beginning, our founders were focused on ensuring CAVA treated all Team Members with generosity – we believe the health and well-being of our Team Members are just as important as the health of our food. Our Employee Net Promoter Score indicates we have a highly engaged team according to Denison Consulting, which conducted our 2025 Team Member engagement survey.

Our Values

We maintain a core set of values that guide the organization and our culture. They are:

- *Generosity First, Always* - We lead with kindness. Our best work happens when we act in service of others.
- *Constant Curiosity* - We are eager to learn, grow, and explore beyond the obvious.
- *Act with Agility* - We welcome change; it's the only constant. We embrace, adjust, and adapt.
- *Passion for Positivity* - We greet each day with warmth and possibility.
- *Collective Ambition* - We have high aspirations that are achieved when we work together with a shared purpose.

Our values build upon our mission and set a clear foundation in establishing our seven core competencies for expected behavior from all Team Members, which we believe allows us to maximize opportunities for growth and development.

Talent Development

Inspired by our Mediterranean Way and defined by a genuine expression of hospitality and warmth, we want our Team Members – who are vital to our growth and carry on the CAVA culture every day – to build a career, not merely find employment. Under our *Flavor Your Future* platform, we continuously nurture our talent-rich pipeline by offering a clear promotional track for Team Members to become General Managers, including by the introduction of the Assistant General Manager role. Another key component of our Team Member development pipeline includes a nationwide training network led by our Academy General Managers, who we have identified as achieving strong operational and financial results at the restaurants they operate.

Total Rewards

We believe recognition and rewards are key to a healthy and vibrant culture. We offer our Team Members competitive compensation and benefits including:

- medical, dental, and vision insurance for full-time Team Members and a mini-medical plan for part-time Team Members including office visits, telemedicine, behavioral health, and prescription discounts, among other items;
- 401K matching;
- an employee stock purchase plan that gives virtually all our Team Members an ownership opportunity;
- an Employee Assistance Program that covers paid mental health benefits and counseling for all Team Members and their household members, elder care services, alcohol and drug dependency programs, continuing education and college planning, marriage and relationship counseling, relocation guidance, and family planning assistance;
- continuing education, including a tuition discount program in partnership with University of Maryland Global Campus for any Team Member wanting to further their education;
- financial assistance for adoption and family planning through our Well Being program for all Team Members;
- free meals to all Team Members during working hours and discounted meals outside of working hours; and
- short- and long-term incentive programs for our General Managers and Team Members within manufacturing and our Collaboration Center Organization.

Creating an Inclusive Culture

Guided by the skills and insights of our Team Members, we're intentional about human connection, bringing down barriers, and creating an environment where everyone is welcome at our table.

We are strongly committed to supporting and engaging all Team Members. We encourage our Team Members, to leverage each of their unique backgrounds, perspectives, and experiences to deliver exceptional results. Inclusivity is a hallmark of several of our core competencies, such as enterprise leadership, service mindset, and people development. We are committed to equal employment opportunities and to providing a respectful work environment free of harassment, discrimination, or retaliation on the basis of any protected classes or characteristics in accordance with applicable federal, state, and local laws.

Real Estate

Our market evaluation and site selection process is data-driven and includes reviewing characteristics such as geography, presence of peer brands, demographic and psychographic data, urban/suburban balance, foot- and vehicle-traffic, retail and daily needs, employment and daytime activity, adjacent retailers, and volume potential.

Our restaurant designs are flexible and adaptable to fit any site, which allows us to enhance and tailor our format to our guests' preferences, including their preferred channels. Each CAVA Restaurant includes walk-the-line ordering and digital pick-up capabilities, as well as a separate digital make line to maximize throughput. Our 2026 restaurant openings will feature our new Project Soul design, which, in addition to convenience, expresses our Mediterranean hospitality and taps into guests' desire for human connection, including softer seating, more greenery and a warmer brand pallet. Our restaurants generally range from 2,000 to 3,000 square feet in size and seat approximately 30 to 60 guests indoors. As of December 28, 2025, we offered drive-thru pick-up at 75 locations. In select markets, we operate Digital Kitchens to serve as centralized production hubs.

Sourcing, Manufacturing, and Distribution

Our Sourcing and Supply Chain

We have invested in vertically-integrated manufacturing capabilities and built a differentiated directly-sourced supply chain with more than 50 trusted grower, rancher, and producer partners. We conduct certain site visits to maintain our strong relationships and seek to ensure that our partners adhere to our high-quality standards. To secure any potential sourcing needs well in advance of our growth, we continually evaluate the strength and diversity of our supply chain. For additional information, see Item 1A. "Risk Factors—Risks Related to our Manufacturing and Supply Chain."

Manufacturing and Distribution

We operate a 30,000-square-foot production facility in Laurel, Maryland, a state-of-the-art 55,000-square-foot production facility in Verona, Virginia, and a 4,000-square-foot distribution facility in Edison, New Jersey, which we use primarily for CPG distribution in the Northeast. We have also signed a lease to expand our Laurel, Maryland facility by an additional 20,000 square feet. This expansion is expected to support the growth of our CPG production and provide additional capacity for the restaurant-focused manufacturing operations currently centered in Verona. We expect that our production facilities will support at least 750 restaurants, as well as our CPG business, and plans are currently underway to develop additional capacity over time. We believe these strategic investments give us several key advantages, including the ability to create our signature dips and spreads with quality, consistency, and efficiency with the adoption of facilities and capabilities that are difficult to replicate.

Sustainability

Since our beginning, we have been committed to the well-being of people and the planet.

We believe in serving the full scope of human needs. CAVA offers benefits such as paid time off to vote and work in the community, adoption assistance, and mental health services for all Team Members and their immediate families. Starting in our restaurants, we work to create clear development paths for all of our Team Members, so they can have not just a good job, but the opportunity to build a great career. We have also created our non-profit Goodness Fund that allows all Team Members to help one another, in partnership with company contributions. Any Team Member can apply for financial assistance in the event of an unexpected financial hardship.

Utilizing food as a force for good, we cultivate relationships with our neighbors through local food-based non-profit groups. When we open a new restaurant, we host "Community Days," where we provide free meals, and suggest and match donations to benefit local nonprofit partners that focus on underserved neighborhoods. We launched a national food donation program in the fall of 2023 to donate fresh, healthy, and delicious unused food prepared during each new restaurant's training period to local community members. This work is part of our commitment to fighting hunger and reducing food waste. In 2025, we donated over 60,000 pounds of food with an overall retail value of $0.8 million.

We care deeply about the quality of our food, where it comes from, and how it's created. We are dedicated to working with and sourcing our products from farmers and suppliers who share our values. We strive to use clean label-friendly ingredients, source dairy products from farmers who don't treat their cows with rbST, and serve only antibiotic-free beef and chicken. As certain suppliers come on board, we ask them to verify their sustainability and sourcing credentials, including with respect to animal welfare. We remain dedicated to broiler chicken welfare and work diligently with our suppliers to support that commitment.

Marketing

Our marketing strategy is grounded in a growth mindset and centered on the evolving needs of our guests. We focus on creating, capturing, and retaining demand by building brand awareness while working to strengthen our value proposition and relevance with guests across occasions and channels.

Brand Marketing

We engage guests through an integrated ecosystem of touchpoints designed to deliver a cohesive and consistent brand experience. Our brand campaigns span an optimized mix of paid, owned, and earned channels, reinforcing our mission and extending the reach of the CAVA brand.

Paid media includes platforms such as Google, Instagram, TikTok, influencer and creator partnerships, and out-of-home advertising. Our owned channels include our restaurants, loyalty program, CPG offerings, the CAVA website and app, and our presence on social media platforms. We also leverage a seasonal marketing framework to create excitement around new menu offerings throughout the year.

Loyalty Program

In 2024, we launched our reimagined loyalty program nationwide which features an earn-and-bank points model with flexible redemption options across our menu, from freshly made juices to entrees. In 2025, we continued to evolve our reimagined loyalty program, introducing Sea, Sand, and Sun status tiers designed to recognize and reward our most engaged guests as their relationship with CAVA deepens. Guests may unlock accelerated earning, exclusive benefits, and elevated experiences as they progress through higher tiers. This tiered structure enables us to more effectively reward higher levels of spend, encourage progression over time, and deliver increasingly personalized experiences. As part of a multi-phased roadmap, the program continues to expand our first-party data capabilities and strengthens our ability to extend Mediterranean hospitality across channels in ways that feel both personal and scalable.

Restaurant Marketing

In our restaurants, we aim to create a warm, welcoming experience inspired by the Mediterranean with every visit. Our Community Days allow us to authentically engage with new and existing guests by partnering with local organizations and charities, reinforcing our mission while strengthening community ties.

To support new restaurant openings, we leverage our growing social media presence, local media outreach, and targeted neighborhood marketing efforts, including direct distribution of menus and flyers to nearby homes and offices. Together, these efforts drive awareness, trial, and excitement, contributing to strong restaurant performance.

Digital Business

As consumer preferences continue to shift toward convenience and personalization, digital remains a core pillar of our growth strategy. We have built a robust, multi-channel experience that includes in-restaurant dining, digital pick-up, drive-thru pick-up in select restaurants, delivery, catering in select markets, and CPG offerings—all supported by a strong digital and data infrastructure. Digital Revenue Mix was 37.9% and 36.4% in fiscal 2025 and 2024, respectively. We are in the early stages of our catering program and plan to expand our catering capabilities to an additional test market in 2026.

Quality and Food Safety

We are deeply committed to food safety. Our food safety and quality assurance ("FSQA") team establishes and monitors our food safety programs and protocols and is responsible for reviewing and ensuring that our suppliers, restaurants, restaurant Team Members, and production facilities operate in compliance with our food safety standards and federal and state legal requirements. Our approach to food safety is interdepartmental. Our FSQA, supply chain, culinary, and operations teams work together to implement our standards for food safety, restaurant cleanliness, and employee health protocols. In addition, we periodically conduct reviews in an effort to confirm that our ongoing food safety practices across our operations are robust and efficient. The CAVA Food Safety Council, which is comprised of independent outside food safety experts, also supplements the knowledge and experience of our FSQA team and advises us on key initiatives in our restaurants and manufacturing facilities.

Our Suppliers

As part of new suppliers' onboarding, we review applicable food safety and quality programs as well as general insurance coverage as appropriate. We perform site visits to evaluate certain suppliers' compliance with our food safety standards and requirements. In addition, we periodically review certain suppliers' compliance with their own internal processes and review their third-party audits.

Our Restaurants

To enhance our compliance with food safety and other regulatory requirements, our restaurants use customizable technology, giving us the flexibility to design and implement processes tailored to our specific needs. We contract with third-party auditing services to regularly monitor restaurant performance through unannounced and announced food safety assessments with program standards that are designed to meet the requirements of local health departments. To align incentives and increase accountability, adherence to food safety standards at restaurants is taken into account in determining the compensation of our General Managers, Academy General Managers, and other restaurant operations leaders.

Our Production Facilities

We operate two production facilities, one in Maryland and one in Virginia. These facilities are licensed to produce and warehouse food products in their respective states and are also registered with the U.S. Food and Drug Administration. Our production facilities' processes and systems are designed to mitigate the risk of contamination and illness and help ensure compliance with applicable food safety regulations and standards. As required by our food safety programs and regulatory oversight, we have developed and implemented comprehensive Good Manufacturing Practices and Food Safety Plans. In addition, for certain of our offerings, we comply with standards of organic and kosher certifying agencies and the Gluten-Free Certification Organization. All of our CPG products undergo a validated cold, pressurized process step that demonstrably reduces pathogens and ensures a high-level of food safety.

Our production facility in Maryland holds a number of third-party certificates, including achieving a high rating based on the British Retail Consortium's Global Standard for Food Safety, providing independent and external verification that our ingredients, food products, and/or processes comply with applicable food safety regulations and third-party standards. Additionally, our production facility in Virginia will be evaluated under the same third-party standards.

Competition

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, which offer in-restaurant, carry-out, delivery, and/or catering services. We also compete with grocery 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 and spreads and other pantry and food items.

As we expand our geographic presence and develop our digital channels, we anticipate we will face increased competition for channel access. In addition, 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. See Item 1A. "Risk Factors—Risks Related to Our Business and Our Industry—We operate in a highly competitive industry" for more information.

Intellectual Property

We rely on a combination of trademark, patent, trade secret, copyright, and other intellectual property laws, as well as contractual provisions, including in employment, confidentiality, and inventions assignment agreements, to protect our intellectual property, intangible assets, and associated proprietary 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 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. In the United States, we have obtained trademark registrations for key trademarks including CAVA, CRAZY FETA, SPLENDIDGREENS, and CAVA DIGITAL KITCHEN. We are currently pursuing additional trademark registrations in the United States and will continue to pursue additional trademark registrations to the extent we believe they would be beneficial and cost-effective. We also own three issued patents in the United States, which cover various features relating to our sentence builder system, walk-the-line functionality, and other functionality used in the CAVA app. A further continuation patent application has been filed that seeks to further broaden the scope of protection for features included in the CAVA app and which seeks more expansive coverage for the walk-the-line functionality and other functionality. In addition, we have registered the cava.com domain name, which we use in connection with our primary online platform.

We have procedures in place to monitor for potential infringement of our intellectual property, and it is our policy to take appropriate action to enforce our intellectual property, taking into account the strength of our claim, likelihood of success, cost, and overall business priorities. See Item 1A. “Risk Factors—Risks Related to Information Technology Systems, Cybersecurity, Data Privacy and Intellectual Property” for more information.

Government Regulation

We are subject to or affected by various U.S. federal, state, and local laws and regulations, including those relating to building and zoning requirements, public health and safety, the preparation and sale of food, import duties and tariffs, and data privacy. 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 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.

Our operations are subject to the U.S. Occupational Safety and Health Act, which governs worker health and safety, the U.S. Fair Labor Standards Act, which governs such matters as minimum wages and overtime, California Assembly Bill No. 1228, which increased the state’s minimum wage and created a council to set minimum wages and recommend regulations to address working conditions and other matters in the broadly defined fast food industry, and a variety of similar federal, state, and local laws (such as fair work week laws, various wage and hour laws, termination and discharge laws, and state occupational safety regulations) that govern these and other employment law matters. We may also be subject to lawsuits or investigations from our current or former employees, the U.S. Equal Employment Opportunity Commission, the Department of Labor, or others alleging violations of federal and state laws regarding workplace and employment matters, discrimination, and similar matters, and we have been a party to such matters in the past. These lawsuits and investigations require resources and attention from our senior management and can result in material fines, penalties, and/or settlements, some or all of which may not be covered by insurance, as well as significant remediation efforts that may be costly and time consuming, and which we may not implement effectively.

We are also subject to the Americans with Disabilities Act of 1990 and similar state laws that give civil rights protections to individuals with disabilities in the context of employment, public accommodations, and other areas, including our restaurants, website, and smartphone applications.

For a discussion of the various risks we face from regulation and compliance matters, see Item 1A. “Risk Factors—Risks Related to Legal and Governmental Regulation” for more information.

Seasonality

Seasonal factors influencing our business are described under the heading “Fiscal Calendar and Seasonality” in Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Corporate and Available Information

We were incorporated in 2015 in Delaware. Our principal offices, which we refer to as our restaurant collaboration center, are located at 14 Ridge Square NW, Suite 500, Washington, D.C. 20016 and our telephone number is (202)

400-2920. Our website address is www.cava.com. We completed our initial public offering ("IPO") in June 2023 and our common stock is listed on the New York Stock Exchange under the symbol "CAVA."

CAVA's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports filed with or furnished to the Securities and Exchange Commission ("SEC") pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are publicly available free of charge on the Investor Relations section of our website at investor.cava.com or at www.sec.gov as soon as reasonably practicable after these materials are filed with or furnished to the SEC. We also make available through the Investor Relations Section of our website other reports filed with or furnished to the SEC under the Exchange Act, including our proxy statements and reports filed by officers and directors under Section 16(a) of the Exchange Act, as well as our Code of Business Conduct and Ethics, Corporate Governance Guidelines and Board committee charters. We intend to make any legally required disclosures regarding amendments to, or waivers of, provisions of our Code of Conduct on our website rather than by filing a Current Report on Form 8-K. We also use our website as a tool to disclose important information about the company and comply with our disclosure obligations under Regulation Fair Disclosure. The information on our website (or any webpages referenced in this Annual Report) is not part of this or any other report CAVA files with, or furnishes to, the SEC.

Item 1A. Risk Factors

You should carefully consider the following risk factors as well as the other information set forth in 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, 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 limit price increases and/or 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 remain profitable.

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 new restaurants on a profitable basis. As of December 28, 2025, we owned and operated 439 CAVA Restaurants in 28 states and Washington, D.C. In fiscal 2025, we had 72 Net New CAVA Restaurant Openings. If we are unable to sustain the pace of new restaurant openings, 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 macroeconomic factors such as labor shortages, inflation, tariffs, and regulatory changes, 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 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 expanded into South Florida, Detroit, Indianapolis, and Pittsburgh in 2025, and are continuing to expand further 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 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 have either been permanently closed or closed for conversion, 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 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 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 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. 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. Negative publicity 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, concerns or complaints about 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 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 may result in damage to our brand and may have a material adverse effect on our business, financial condition and results of operations.

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 a reimagined loyalty 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 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. From time to time, we may need to recall or withdraw some or all of our CPG offerings if such products 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, including those that occur solely at a competitor's restaurant, or at one of our or our manufacturing partners' 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.

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, consumer perception 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 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, 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 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 7.0%, 7.1%, and 8.2% of our revenue in fiscal 2025, 2024, and 2023, 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.

Also, negative effects on our existing and potential landlords due to the inaccessibility of credit, high interest rates and other unfavorable economic factors may, in turn, harm our business, financial condition and results of operations. If our landlords are unable to obtain financing or remain in good standing under their existing financing arrangements, they may be unable to provide construction contributions or satisfy other lease covenants to us. In addition, if our landlords are unable to obtain sufficient credit to continue to properly manage their retail sites, we may experience a drop in the level of quality of such retail centers. Our development of new restaurants may also be adversely affected by the negative financial situations of developers and potential landlords. Landlords may try to delay or cancel recent development projects (as well as renovations of existing projects) due to the instability in the credit markets which could reduce the number of appropriate locations available that we would consider for our new restaurants. Furthermore, the failure of landlords to obtain licenses or permits for development projects on a timely basis, which is beyond our control, may negatively impact our ability to implement our development plan.

We may not be able to successfully expand our digital and delivery business, which is subject to risks outside of our control.

For fiscal 2025, 2024, and 2023, Digital Revenue Mix was 37.9%, 36.4%, and 36.0%, 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 our company. The risk of these claims may increase, and the cost to us to insure against such risks 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 that may have greater financial resources to spend on marketing and advertising. We 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.

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.

Social media and internet-based communication or review platforms give individual users immediate access to a broad audience. 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 may not maintain profitability in the future, especially if we continue to grow at an accelerated rate.

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. Further, we currently expect that a meaningful portion of our new restaurants opening in fiscal 2026 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 maintain profitability.

We may not realize the anticipated benefits from past and potential future acquisitions, investments or other strategic initiatives.

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, 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 businesses, 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 businesses, facilities, technologies, or products into our business or retain any key personnel, suppliers, or guests. 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.

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 decrease.

Our reliance on third parties could have an adverse effect on our business, financial 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 offerings, we plan to add 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, 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 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, as we did for our facility in Virginia that opened in 2024. 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.

The infrastructure of our production facilities 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, 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, 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.

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 experienced shortages, delays or 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.

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, including inflation and tariffs. In particular, we purchase substantial quantities of chicken, which is subject to significant price fluctuations due to conditions 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 increased food and packaging costs, which put pressure on our gross margins. 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 conflict in Ukraine, or other changes in U.S. trade or tax policy, could result in higher food and supply costs. For example, we have experienced price increases as a result of tariffs on certain items, including olive oil, sugar, rice, beef, lamb and paper products. Our imported products 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 or supply chain disruptions in countries from which we import products 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 inflation and increases in interest rates that have recently been experienced. Any cost increases could have an adverse effect on our profitability, business, financial condition, and results of operations.

Risks Related to 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 and we cannot be certain that our turnover rates will remain the same or 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 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 levels, such as California Assembly Bill No. 1228, which was signed into law in September 2023 and which increased the state’s minimum wage and created a Fast Food 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;
- laws related to wages and working hours and 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.

In particular, several jurisdictions in which we operate, including New York City, have implemented “Fair Workweek” legislation, which generally require fast food employers to provide employees with specified notice in scheduling changes and pay premiums for certain 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 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. 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, and could result in exposure 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, such as the departure of our former Chief Operations Officer in September 2025, 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. 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 our or third party 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 and could have a material adverse effect on our business. 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). Additional states, such as Colorado, Connecticut, Iowa, Utah, Oregon, Montana, Tennessee, Indiana, Delaware, New 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. We may not be effective in preventing degradations or interruptions of our information technology systems or platforms and if our systems and platforms do not operate effectively and are not available our business may be harmed.

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.

Our use or capabilities of artificial intelligence may result in reputational harm and liability and may have a material adverse effect on our business, financial condition and results of operations..

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. Additionally, we may not be able to control, and may lack visibility into, how third-party artificial intelligence tools use, or artificial intelligence features incorporated into third-party products that we use, are developed or maintained, or how such tools use, disclose, and/or protect the data we input, even where we have sought contractual protections with respect to these matters. Further, artificial intelligence algorithms may be flawed, and the data used to train artificial intelligence tools may be inaccurate, incomplete or biased. As a result, the content, analysis or recommendations that these tools produce may be inaccurate, incomplete or biased and our use of this information may have a material adverse effect on our business, results of operations and financial condition. There is also a risk that our artificial intelligence capabilities (or artificial intelligence capabilities or tools used without our approval) will be used in a manner that does not adhere to our artificial intelligence policy and may be misused by our Team Members. This could result in the loss of confidential or proprietary information and subject us to competitive or reputational harm as well as potential regulatory investigations or actions and legal liability.

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 platforms are unavailable when guests attempt to access them, or if our online and mobile ordering 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.

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.

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; and
- California's Assembly Bill No. 1228, which increased the minimum wage for fast food workers and created a Fast Food Council to make future increases to the minimum wage and to adopt other minimum employment standards for fast food restaurants. See "—Risks Related to 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.

Additionally, we import some of our products and food service items and such items are subject to tariffs that were enacted by executive order. The imposition by the government of new or additional tariffs or trade barriers could harm our business and results of operations.

Compliance with U.S. federal, state, and local laws, regulations, and orders, and new laws, regulations or orders, or changes in these laws, regulations, or orders, or laws, regulations, and orders 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, regulations, or orders 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 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 an adverse 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.

Insurance may not be available at all or in sufficient amounts with respect to these or other matters. See Note 10 (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. On July 4, 2025, President Trump signed into law the One Big Beautiful Bill Act (the "OBBBA"). The OBBBA extended certain provisions of the Tax Cuts and Jobs Act ("TCJA") that were set to expire for tax years beginning after December 31, 2025 and introduced other significant changes in many areas of tax law that may have a material impact on us. Regulations and other guidance are still forthcoming and there may be additional legislation enacting technical corrections or other changes that may materially change the scope or the application of the OBBBA. Any future changes are highly uncertain, and their impact on us cannot be accurately predicted.

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. 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 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 Coronavirus Aid, Relief and Economic Security Act and the OBBBA, 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, investment losses, reduced access to credit, increased levels of unemployment, 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, tariffs, a softening labor market and geopolitical tensions, may increase the risk of a recession or may cause consumer sentiment to decline. Guests' preferences tend to shift to lower-cost alternatives during recessionary periods, other periods in which disposable income is adversely affected, or when consumer sentiment is declining. Therefore, sales 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 prolonged period 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 other ongoing geopolitical tensions, 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.

We are subject to evolving rules and regulations with respect to sustainability matters.

We are subject to a variety of sustainability-related rules and regulations promulgated by a number of governmental and self-regulatory organizations. Sustainability-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, several states in the U.S. have enacted legislation to reduce single use packaging and food serviceware and/or to establish extended producer responsibility programs, which are designed to transfer the cost of disposal to manufacturers or distributors of such products. Evolving 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 sustainability, and collecting, measuring, and reporting sustainability-related information and metrics can be costly, difficult and time consuming.

We may communicate certain aspirational initiatives and goals regarding sustainability-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 sustainability-related data, processes and reporting are incomplete or inaccurate, or if we fail to achieve progress with respect to our, and our industry's, sustainability-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 several of the past 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 sustainability 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. If we are unable to fully implement our disaster recovery procedures and business continuity plans or if our backup and off-site data recovery locations experience a similar disaster or force majeure event, 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.

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 and tariffs, 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, tariffs and high interest rates.

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 Same Restaurant Sales 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.

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 28, 2025, we had no outstanding indebtedness, and $74.1 million of undrawn availability, under our 2022 Credit 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 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—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 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 $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 2022 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 or consolidations, or the liquidation or winding up of our or our subsidiaries businesses;
- sell or otherwise dispose of assets;
- amend, or otherwise modify certain 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 or the terms of any future indebtedness, 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 or under the terms of any future indebtedness, the lenders thereto 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 borrowings under the 2022 Credit Facility or any future indebtedness if accelerated upon an event of default. Furthermore, if we are unable to repay, refinance, or restructure our 2022 Credit Facility or any future indebtedness, the lenders thereto 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 have in the past and will continue to incur significant increased costs and become subject to additional regulations and requirements as a result of operating as a public company, and our management will continue to be required to devote substantial time to compliance 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, 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. These rules and regulations have increased our legal and financial compliance costs and made some activities more time-consuming and costly; to the extent these rules and regulations change in the future, we may continue to experience increased compliance costs. 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 divert their attention 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 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, pursuant to Section 404(a) of the Sarbanes Oxley Act ("Section 404(a)"), we are required to perform system and process evaluations and testing 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 report will 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. In addition, our auditors are required to issue an attestation report on the effectiveness of our internal controls pursuant to Section 404(b) of the Sarbanes Oxley Act. 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 procedures and practices related to internal control over financial reporting, we 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 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(a) 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, investors could lose confidence in our reported financial information, which could have a material adverse effect on the trading price of our common stock.

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 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 our 2015 Equity Incentive Plan, our Amended and Restated 2023 Equity Incentive Plan (as amended, the "2023 Equity Incentive Plan") and our employee stock purchase plan (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 downgrades their evaluation of our stock or our industry, or the stock of any of our competitors, issues a sell recommendation or 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 our common stock; and
- the required approval of holders of at least $66^{2}/_{3}$% of our common, 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 our 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 250 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 of 1933, as amended (the "Securities Act") and the Exchange Act. However, Section 22 of 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.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy

We have developed a cybersecurity program that evaluates material risks to our business and applies controls in an attempt to help avoid or mitigate them. Our key cybersecurity risks include, among others: brand and reputational damage, business disruption, regulatory and compliance risk, sensitive data loss, and reliance on third parties.

We recognize cybersecurity as an enterprise risk, and accordingly cybersecurity risk has been integrated into our overall risk management process. As part of our overall enterprise risk management process, we have established our management-level Risk Committee, composed of our Chief Information Officer, Chief Information Security Officer, Chief Legal Officer and Chief Financial Officer, among others, which assesses overall risks to the Company based on input from our other business leaders. We have also implemented an incident response process that is overseen by our Chief Information Security Officer, who reports to the Chief Information Officer and is supported by a multi-level incident response process led by our cybersecurity team. This is a documented framework that addresses our processes to assess, identify, and manage material risks from cybersecurity threats and incidents, which are prioritized for response and remediation efforts. Our incident response process includes analysis of the impact of a cybersecurity threat or incident for materiality to ensure proper reporting. We enhance and validate our incident response process through tabletop exercises and engagements with third-party partners.

We engage third parties and auditors to assess our cybersecurity program, including the use of select penetration testing and threat intelligence services, and to assist us in adopting and implementing industry-standard practices to improve our cybersecurity program. We have also retained third parties for cybersecurity incident response engagement in the event that a cybersecurity threat or incident requires capabilities beyond those of our own cybersecurity program. In addition, we have a third-party managed security operations center that provides 24/7 monitoring and alerting, threat intelligence, and posture recommendations. We are members of the Retail and Hospitality Information Sharing and Analysis Center, with more than 300 member companies from the retail, hospitality, and travel industries, which enables us to benchmark our cybersecurity risks, identify and adopt industry-standard practices for our cybersecurity program, subscribe to threat intelligence alerts, and contribute to the collective defense of our industries.

We have a process to oversee and identify material risks from cybersecurity threats associated with the use of third-party service providers. We conduct a third-party risk assessment program through the use of assessment templates, surveys and contractual requirements that evaluates certain potential and current vendors in connection with our security standards. If, following an evaluation, a third-party's cybersecurity controls are assessed by us as inadequate based on risk, we work with our business partners to engage a replacement vendor and remediate or seek to reduce our exposure, if any.

While we are subject to cybersecurity threats and attacks like most companies, risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have not materially affected and are not reasonably likely to materially affect us, including our business strategy, results of operations, or financial condition. However, as discussed more fully under Item 1A. "Risk Factors," cybersecurity threats continue to evolve to become more sophisticated and there is a risk that we could experience compromise of our information technology systems and data. Accordingly, while we continue to make significant investment in physical and technological security measures, including third-party services designed to help us anticipate cyber-attacks and prevent breaches, we cannot provide assurance that we will be successful in adequately responding to, or preventing, cyber-attacks. We also maintain cybersecurity insurance that is regularly reviewed to assess whether there is appropriate coverage.

Governance

Role of the Board

The Audit Committee of the Board of Directors is responsible for the primary oversight of strategic risk, including cybersecurity risk oversight. The Audit Committee receives regular reports on at least a quarterly basis from our cybersecurity team, typically on, among other things, our cybersecurity posture, cybersecurity benchmarking, potential cybersecurity vulnerabilities, and other cybersecurity interest items such as the external cybersecurity environment, items requiring Audit Committee input, and our broader cybersecurity program roadmap, in order to monitor the prevention, detection, mitigation and remediation of cybersecurity threats and incidents. The Audit Committee regularly reports to the full Board of Directors regarding its activities, including those related to cybersecurity.

Role of Management

We have established a management-level Risk Committee, that is comprised of the Chief Legal Officer, the Chief Information Officer, and Chief Financial Officer, as well as certain of their respective Team Members. The Risk Committee meets on at least a quarterly basis to review enterprise risks, including with respect to cybersecurity, as applicable. The Audit Committee is briefed on enterprise risk, including cybersecurity risk, at least on a quarterly basis by our Chief Legal Officer or a member of their team in coordination with the Chief Information Officer and Chief Financial Officer, or through general updates. In addition, our cybersecurity team, led by the Chief Information Officer, works cross functionally with our legal and other business functions to provide cybersecurity training and, as appropriate, manage cybersecurity risks and incidents.

Our Chief Information Officer and our Chief Information Security Officer each have more than two decades of experience in technology and cybersecurity. The cybersecurity team has related academic degrees, multiple certifications, and real-world experience managing cybersecurity incidents and risks and is responsible for building out the materials for review by leadership.

Item 2. Properties

Our restaurant collaboration center is located in Washington, D.C., where we currently lease approximately 27,000 square feet pursuant to a lease agreement that expires in 2036. In addition, we lease property for our three additional support centers, which are located in Brooklyn, New York, Manhattan, New York, and Plano, Texas; our production facility in Laurel, Maryland; and our food distribution center in Edison, New Jersey. The additional support centers focus primarily on creative content and restaurant and general support functions. We do not currently own any real estate, other than our production facility in Verona, Virginia, and we lease all of our restaurant locations. We believe our facilities are adequate and suitable for our current needs, and that suitable additional or alternative space will be available to accommodate our operations when needed.

Item 3. Legal Proceedings

For information regarding legal proceedings, see Note 10 (Commitments and Contingencies) in our consolidated financial statements included in Part II, Item 8. “Financial Statements and Supplementary Data.”

Item 4. Mine Safety Disclosures

Not applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock trades on the New York Stock Exchange under the symbol "CAVA." As of February 17, 2026, there were approximately 31 stockholders of record. This does not include persons whose stock is held in nominee or "street name" accounts through brokers.

Purchases of Equity Securities by Issuer

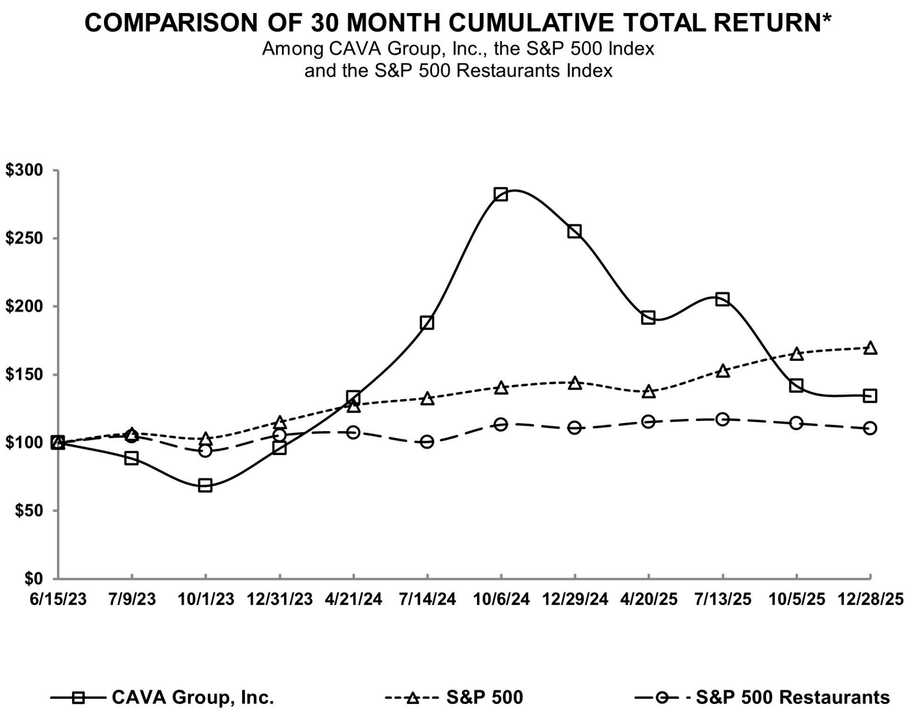
None.

Dividend Policy

No dividends have been declared or paid on our shares of common stock to date, and we do not intend to declare or pay any cash dividends on our common stock for the foreseeable future. We currently intend to continue to retain earnings for the operation and expansion of our business and for working capital needs.

Stock Performance Graph

The graph below compares the cumulative total stockholder return on our common stock with the cumulative total return on the S&P 500 Index and the S&P Restaurant 500 Index, assuming an initial investment of $100 at the market close of June 15, 2023, the date our stock commenced trading on the New York Stock Exchange at an opening price of $22.00 per share. Prior to that time, there was no public market for our common stock. Data for the S&P 500 Index and the S&P 500 Restaurant Index assumes reinvestment of dividends. As noted above, no dividends have been declared on our common stock to date. The comparisons in the graph below are based on historical data and are not indicative of, nor intended to forecast, future performance of our common stock.



	June 15, 2023	December 31, 2023	December 29, 2024	December 28, 2025
CAVA	$ 100.00	$ 95.79	$ 254.89	$ 134.05
S&P 500	100.00	115.17	143.99	169.74
S&P Restaurant 500	100.00	105.32	110.62	110.29

*$100 invested on June 15, 2023 in CAVA Group, Inc. stock or May 31, 2023 in indices, including reinvestment of dividends.
Source Data: Research Data Group Inc.

The performance graph and related information shall not be deemed “soliciting material,” is not deemed “filed” with the SEC, and is not to be incorporated by reference into any future filing under the Securities Act or Exchange Act.

Item 6. Reserved

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and the related notes thereto included in Item 8. “Financial Statements and Supplementary Data” of this Annual Report. For a discussion of the year ended December 29, 2024 compared to December 31, 2023, please refer to Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II of our Annual Report on Form 10-K for the year ended December 29, 2024 as filed with the SEC on February 26, 2025. In addition to historical information, this discussion and analysis contains forward-looking statements based on current expectations that involve risks, uncertainties, and other factors outside the Company’s control, as well as assumptions, such as our plans, objectives, expectations, and intentions. Our actual results may differ materially from those expressed or implied in the forward-looking statements as a result of various factors, including those described under the sections entitled “Cautionary Statement Concerning Forward-Looking Statements” and “Risk Factors” included elsewhere in this Annual Report.

Overview

CAVA Group, Inc. (together with its wholly owned subsidiaries, referred to as the “Company,” “CAVA,” “we,” “us,” and “our,” unless specified otherwise) was formed as a Delaware corporation in 2015, and prior to that, the first CAVA restaurant opened in 2011 in Bethesda, Maryland. The Company is headquartered in Washington, D.C. and, as of December 28, 2025, operates 439 fast-casual CAVA Restaurants in 28 states and Washington, D.C. The Company’s authentic Mediterranean cuisine unites taste and health, with a menu that features chef-curated and customizable bowls and pitas. The Company centrally produces dips, spreads, and certain dressing bases for use in its restaurants while also selling its dips, spreads, and prepared dressings in grocery stores.

Segments

The Company’s operations are conducted as two operating segments: CAVA and CAVA Foods. CAVA includes the operations of all company-owned CAVA restaurants. CAVA Foods includes the production of dips, spreads, and certain dressing bases used in CAVA restaurants as well as sales from the Company’s CPG business. These segments were determined on the same basis that the Company’s Chief Executive Officer (“CEO”), who is the chief operating decision maker (“CODM”), manages, evaluates, and makes key decisions regarding the business. The CODM does not manage the Company on a consolidated basis.

CAVA Foods is below quantitative thresholds for segment reporting purposes, resulting in CAVA being the Company’s one reportable segment for the periods covered by the consolidated financial statements. The Company’s CPG operations are included in Other. See Item 8. “Financial Statements and Supplementary Data,” Note 13 (Segment Reporting) for more information.

Key Factors Affecting Our Business

We have continued to see growth in revenue, surpassing $1 billion in revenue in fiscal 2025, due to our Net New CAVA Restaurant openings and Same Restaurant Sales growth. In fiscal 2025, we opened 72 Net New CAVA Restaurants, entering new markets such as Indianapolis, South Florida, Pittsburgh, and Detroit. Our 2025 Net New CAVA Restaurants are trending above $3.0 million in AUV demonstrating strong new restaurant productivity and the portability of the brand across the country. CAVA Restaurant-Level Profit Margin remained strong, while making investments in the business to support culinary innovation, Team Member wages, and menu pricing below inflation.

Future results will be impacted by our ability to continue to successfully expand our restaurant base and navigate challenges and uncertainties such as macroeconomic conditions that may impact guest demand, commodity and wage inflation, and supply chain constraints.

Fiscal Calendar and Seasonality

We operate on a 52-week or 53-week fiscal year that ends on the last Sunday of the calendar year. In a 52-week fiscal year, the first fiscal quarter contains sixteen weeks and the second, third and fourth fiscal quarters each contain twelve weeks. In a 53-week fiscal year, the first fiscal quarter contains sixteen weeks, the second and third fiscal quarters each contain twelve weeks, and the fourth fiscal quarter contains thirteen weeks. Fiscal year 2025 and fiscal year 2024 were 52-week periods that ended on December 28, 2025 and December 29, 2024, respectively.

Historically, seasonal factors have 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.

As a result of these factors and the differences among our fiscal quarters, our quarterly operating results and Same Restaurant Sales, as well as other key performance measures, may fluctuate significantly from quarter to quarter and our results for any one quarter are not indicative of any other quarter.

Key Performance Measures

In assessing the performance of our business, in addition to considering a variety of measures in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"), our management team also considers a variety of other key performance measures, including non-GAAP measures. The key performance measures used by our management for determining how our business is performing are detailed below.

We believe that these key performance measures provide useful information to users of our financial statements in understanding and evaluating our results of operations in the same manner as our management team. The presentation of these key performance measures, including Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income and Adjusted Net Income margin, which are non-GAAP financial measures, are not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. See "Non-GAAP Financial Measures" below.

The following table sets forth our key performance measures for the fiscal years indicated:

($ in thousands)	2025	2024	Change
CAVA Revenue	$ 1,169,286	$ 954,273	$ 215,013
Same Restaurant Sales	4.0 %	13.4 %	(9.4)%
AUV[1]	$ 2,934	$ 2,865	$ 69
CAVA Restaurant-Level Profit	$ 285,044	$ 238,113	$ 46,931
CAVA Restaurant-Level Profit Margin	24.4 %	25.0 %	(0.6)%
Net New CAVA Restaurant Openings	72	58	14
Digital Revenue Mix	37.9 %	36.4 %	1.5 %
Net income	$ 63,743	$ 130,319	$ (66,576)
Adjusted EBITDA[2]	$ 152,760	$ 126,248	$ 26,512
Adjusted Net Income[2]	$ 63,743	$ 50,219	$ 13,524
Net income margin	5.4 %	13.5 %	(8.1)%
Adjusted EBITDA margin[2]	12.9 %	13.1 %	(0.2)%
Adjusted Net Income margin[2]	5.4 %	5.2 %	0.2 %

1 Presented on a trailing thirteen period basis. For purposes of calculating AUV for fiscal 2025, the applicable measurement period is the trailing thirteen periods ended December 28, 2025. For purposes of calculating AUV for fiscal 2024, the applicable measurement period is the trailing thirteen periods ended December 29, 2024.

2 See "Non-GAAP Financial Measures" below for a discussion of Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, and Adjusted Net Income margin and reconciliations of Adjusted EBITDA and Adjusted Net Income to net income, the most directly comparable GAAP measure. Adjusted EBITDA margin and Adjusted Net Income margin are Adjusted EBITDA and Adjusted Net Income as a percentage of revenue, respectively.

CAVA Revenue

CAVA Revenue represents all revenue attributable to CAVA restaurants in the specified period, excluding restaurants operating under licensing agreements. We use CAVA Revenue to evaluate and track the aggregate sales of food and beverages in CAVA restaurants. Several factors affect CAVA Revenue in any given period, including the number of CAVA restaurants in operation, Guest Traffic, menu prices, and product mix.

Same Restaurant Sales

Same Restaurant Sales is defined as the period-over-period sales comparison for CAVA restaurants that have been open for 365 days or longer (including converted Zoes Kitchen locations that have been open for 365 days or longer after the completion of the conversion to a CAVA restaurant). We use Same Restaurant Sales to assess the performance of existing CAVA restaurants that have been open for 365 days or longer, as the impact of new restaurant openings is excluded.

Average Unit Volume (AUV)

AUV represents total revenue of operating CAVA Restaurants that were open for the entire trailing thirteen periods and includes sales from Digital Kitchens for such period, divided by the number of operating CAVA Restaurants that were open for the entire trailing thirteen periods. We use AUV to assess and understand changes in guest spending patterns and the overall performance of operating restaurants open for the entire period. AUV is impacted by changes in Guest Traffic, menu prices, and product mix. We gather daily sales data and regularly analyze our Guest Traffic and the mix of menu items sold to aid in developing menu pricing, food offerings, and other strategies designed to grow AUV.

CAVA Restaurant-Level Profit and CAVA Restaurant-Level Profit Margin

CAVA Restaurant-Level Profit represents CAVA Revenue in the specified period less food, beverage, and packaging, labor, occupancy, and other operating expenses, excluding depreciation and amortization. CAVA Restaurant-Level Profit excludes pre-opening costs. We use CAVA Restaurant-Level Profit as a segment measure of profit and loss.

CAVA Restaurant-Level Profit Margin represents CAVA Restaurant-Level Profit as a percentage of CAVA Revenue. We use CAVA Restaurant-Level Profit and CAVA Restaurant-Level Profit Margin as measures of CAVA restaurants' profitability.

CAVA Restaurant-Level Profit and CAVA Restaurant-Level Profit Margin are not indicative of the overall results of the Company and do not accrue directly to the benefit of our stockholders, as corporate-level expenses are excluded from such measures.

CAVA Restaurants

The following table details CAVA Restaurants for the fiscal years indicated:

	2025	2024
Beginning of period	367	309
New CAVA Restaurant openings	73	59
Permanent closure	(1)	(1)
End of period	439	367

Digital Revenue Mix

Digital Revenue Mix represents the portion of CAVA Revenue related to Digital Orders as a percentage of total CAVA Revenue. Digital Orders are those made through our catering and digital channels, such as the CAVA app and the CAVA website, and include orders fulfilled through third-party marketplace and native delivery and Digital Order pick-up. We use Digital Revenue Mix to evaluate and track the effectiveness of our coordinated digital infrastructure and network of delivery partners. We charge increased prices for delivery orders to account for the delivery fees and commissions payable by us to our third-party delivery partners and therefore are generally agnostic between in-restaurant and digital sales, as it relates to profitability.

Adjusted EBITDA and Adjusted EBITDA Margin

Adjusted EBITDA is net income adjusted to exclude interest income, net, provision for (benefit from) income taxes, and depreciation and amortization, further adjusted to exclude equity-based compensation, other income, net, impairment and asset disposal costs, restructuring and other costs, and executive transition costs. Adjusted EBITDA Margin is Adjusted EBITDA as a percentage of revenue. We use Adjusted EBITDA and Adjusted EBITDA Margin to supplement GAAP measures of performance in the evaluation of the effectiveness of our business strategies, to make budgeting decisions, and to compare our performance against that of other peer companies using similar measures. See "Non-GAAP Financial Measures" below for a reconciliation of Adjusted EBITDA to net income.

Adjusted Net Income and Adjusted Net Income Margin

Adjusted Net Income is net income adjusted to exclude the net benefit from the VA Release. Adjusted Net Income margin is Adjusted Net Income as a percentage of revenue. We use Adjusted Net Income and Adjusted Net Income margin to supplement GAAP measures of performance in the evaluation of the effectiveness of our business strategies, to make budgeting decisions, and to compare our performance against that of other peer companies using similar measures. See “Non-GAAP Financial Measures” below for a reconciliation of Adjusted Net Income to net income.

Components of Results of Operations

Revenue includes sales of food and beverage in our CAVA restaurants and CPG sales.

Food, beverage, and packaging consists primarily of food, beverage, and packaging costs, including manufacturing costs and costs associated with our production facilities. The components of food, beverage, and packaging are variable in nature, increase as sales volumes increase, and are influenced by sales mix, commodity costs, and inflation.

Labor includes all restaurant-level management and hourly labor costs, including salaries, wages, benefits, bonuses, payroll taxes, and other indirect labor costs. Factors that influence labor costs include the minimum wage in the jurisdictions in which we operate, payroll tax legislation, inflation, the strength of the labor market for hourly Team Members, benefits costs, healthcare costs, and the number, size, and location of our restaurants. As we open new restaurants, we typically incur higher labor following the initial opening of such restaurant due to increased training costs. We expect labor to increase in the aggregate as we continue to open new restaurants.

Occupancy consists of restaurant-level occupancy including rent, common area expenses, real estate and other taxes, and disposal fees. Occupancy excludes expenses associated with unopened restaurants, which are recorded in pre-opening costs and expenses related to our collaboration and support centers, which are recorded in general and administrative expenses. Occupancy varies from location to location and is impacted by macroeconomic conditions, including inflation. We expect occupancy to increase in the aggregate as we continue to open new restaurants but to decrease as a percentage of revenue in the long-term as we continue to leverage higher Same Restaurant Sales.

Other operating expenses include all other restaurant-level operating expenses, such as kitchen supplies, utilities, repairs and maintenance, travel costs, credit card and bank fees, recruiting, third-party delivery service fees, marketing expenses, and costs associated with our distribution network.

General and administrative expenses include expenses associated with our Collaboration Center Organization which supports the development and operation of restaurants, including compensation and benefits, legal and professional fees, equity-based compensation, technology fees, travel expenses, marketing expenses, and rent and other costs related to the facilities in our Collaboration Center Organization. We expect general and administrative expenses to increase in the aggregate as we continue to expand our business but to decrease as a percentage of revenue in the long-term.

Depreciation and amortization primarily consists of depreciation of assets related to CAVA restaurants and our production facilities, including leasehold improvements and equipment, as well as technology improvements.

Pre-opening costs consist primarily of expenses incurred prior to opening a new restaurant and are made up primarily of manager salaries, payroll and training costs, travel costs, supplies, relocation costs, and recruiting expenses. Pre-opening costs also include occupancy costs recorded during the period between the date of possession and the date we begin operations at a location. Pre-opening costs are expensed as incurred.

Impairment and asset disposal costs consist of losses recognized on the write-down of the carrying value of property and equipment, net and operating lease assets and the loss on disposal of assets.

Interest income, net includes interest income from investments in fixed income debt securities and money market funds, partially offset by cash and non-cash charges related to our 2022 Credit Facility, including the amortization of debt issuance costs.

Provision for (benefit from) income taxes represents federal and state current and deferred income tax expense.

Results of Operations

Our results of operations, on a consolidated basis and by segment, for fiscal 2025 and 2024 are set forth below.

Comparison of Fiscal 2025 and 2024

Consolidated Results

The following table summarizes our consolidated results of operations for the fiscal years indicated:

	2025		2024		Change	
($ in thousands)	$	% of Revenue	$	% of Revenue	$	%
Revenue	$ 1,179,664	*100.0 %*	$ 963,713	*100.0 %*	$ 215,951	*22.4 %*
Operating expenses:						
Restaurant operating costs (excluding depreciation and amortization)						
Food, beverage, and packaging	352,778	*29.9*	284,743	*29.5*	68,035	*23.9*
Labor	301,861	*25.6*	247,490	*25.7*	54,371	*22.0*
Occupancy	83,576	*7.1*	69,851	*7.2*	13,725	*19.6*
Other operating expenses	150,982	*12.8*	119,824	*12.4*	31,158	*26.0*
Total restaurant operating expenses	889,197	*75.4*	721,908	*74.9*	167,289	*23.2*
General and administrative expenses	137,462	*11.7*	120,500	*12.5*	16,962	*14.1*
Depreciation and amortization	73,661	*6.2*	60,355	*6.3*	13,306	*22.0*
Restructuring and other costs	—	—	580	*0.1*	(580)	*(100.0)*
Pre-opening costs	19,134	*1.6*	12,197	*1.3*	6,937	*56.9*
Impairment and asset disposal costs	4,925	*0.4*	5,055	*0.5*	(130)	*(2.6)*
Total operating expenses	1,124,379	*95.3*	920,595	*95.5*	203,784	*22.1*
Income from operations	55,285	*4.7*	43,118	*4.5*	12,167	*28.2*
Interest income, net	(15,045)	*(1.3)*	(16,474)	*(1.7)*	1,429	*(8.7)*
Other income, net	(469)	—	(318)	—	(151)	*47.5*
Income before taxes	70,799	*6.0*	59,910	*6.2*	10,889	*18.2*
Provision for (benefit from) income taxes	7,056	*0.6*	(70,409)	*(7.3)*	77,465	*(110.0)*
Net income	$ 63,743	*5.4 %*	$ 130,319	*13.5 %*	$ (66,576)	*(51.1)%*

Revenue, Food, beverage, and packaging, Labor, Occupancy, and Other operating expenses:

The increases in Revenue, Food, beverage, and packaging, Labor, Occupancy, and Other operating expenses are primarily driven by the growth of our CAVA Segment. Refer to “CAVA Segment Results” below for more information.

General and Administrative Expenses

The increase in general and administrative expenses was primarily due to investments to support future growth, including our CAVA Connect conference, higher equity-based compensation, and executive transition costs, partially offset by lower performance-based incentive compensation. As a percentage of revenue, general and administrative expenses decreased primarily due to leverage from higher sales and the net impact of the items noted above.

Depreciation and Amortization

The increase in depreciation and amortization was primarily driven by the addition of assets from 130 Net New CAVA Restaurant Openings during or subsequent to fiscal 2024 and technology improvements.

Pre-opening Costs

The increase in pre-opening costs was due to a higher volume of new CAVA restaurants under construction and higher costs on a per unit basis.

Interest Income, Net

The decrease in interest income, net, was due to lower interest rates on investments in fixed income debt securities and money market funds in the current year, partially offset by higher balances in these investments.

Provision For (Benefit From) Income Taxes

The effective income tax rate for fiscal 2025 was 10.0%, which includes the permanent benefit associated with the vesting of restricted stock units (“RSUs”) and exercise of stock options above grant date fair values. The effective tax rate for fiscal 2024 was not meaningful due to the impact of the valuation allowance. The benefit from income taxes in fiscal 2024 was primarily driven by the VA Release. Excluding the net benefit of the VA Release of $80.1 million, the effective tax rate in fiscal 2024 would have been 16.2%. The permanent benefit associated with equity-based compensation was higher in fiscal 2025 compared with fiscal 2024 primarily due to a higher stock price on the applicable dates that RSUs vested and stock options were exercised.

Net Income

Our net income decreased primarily due to the benefit of the VA Release in the prior year and higher depreciation and amortization, partially offset by higher operating performance.

CAVA Segment Results

The following table summarizes the results of the CAVA segment for the fiscal years indicated:

	2025		2024		Change	
($ in thousands)	**$**	**% of Revenue**	**$**	**% of Revenue**	**$**	**%**
Restaurant revenue	$ 1,169,286	*100.0 %*	$ 954,273	*100.0 %*	$ 215,013	*22.5 %*
Restaurant operating expenses (excluding depreciation and amortization):						
Food, beverage, and packaging	348,684	*29.8*	279,741	*29.3*	68,943	*24.6*
Labor	301,861	*25.8*	247,490	*25.9*	54,371	*22.0*
Occupancy	83,576	*7.1*	69,851	*7.3*	13,725	*19.6*
Other operating expenses	150,121	*12.8*	119,078	*12.5*	31,043	*26.1*
Total restaurant operating expenses	884,242	*75.6*	716,160	*75.0*	168,082	*23.5*
Restaurant-level profit	$ 285,044	*24.4 %*	$ 238,113	*25.0 %*	$ 46,931	*19.7 %*

CAVA Revenue

The increase in CAVA Revenue was primarily due to a $175.5 million increase from the 130 Net New CAVA Restaurant Openings during or subsequent to fiscal 2024. The remainder of the increase in CAVA Revenue was driven by growth in Same Restaurant Sales of 4.0%, which consists of 2.4% from menu price and product mix and 1.6% from Guest Traffic.

CAVA Food, Beverage, and Packaging

The increase in CAVA food, beverage, and packaging was primarily due to a $53.8 million increase from the 130 Net New CAVA Restaurant Openings during or subsequent to fiscal 2024. The remainder of the increase was primarily due to Same Restaurant Sales growth of 4.0%. As a percentage of CAVA Revenue, CAVA food, beverage, and packaging increased primarily due to input costs associated with the launch of grilled steak in the second quarter of fiscal 2024, the impact of tariffs, and our limited-time only chicken shawarma offering in the third and fourth quarters of fiscal 2025.

CAVA Labor

The increase in CAVA labor was primarily due to the 130 Net New CAVA Restaurant Openings during or subsequent to fiscal 2024. The remainder of the increase was primarily due to the impact of higher average hourly wages of approximately 2%. As a percentage of CAVA Revenue, CAVA labor decreased due to the impact of higher sales, partially offset by the aforementioned incremental wage investments.

CAVA Occupancy

The increase in CAVA occupancy was primarily due to the 130 Net New CAVA Restaurant Openings during or subsequent to fiscal 2024. As a percentage of CAVA Revenue, CAVA occupancy decreased primarily due to operating leverage associated with higher sales.

CAVA Other Operating Expenses

The increase in CAVA other operating expenses was primarily due to the 130 Net New CAVA Restaurant Openings during or subsequent to fiscal 2024 and Same Restaurant Sales growth of 4.0%. As a percentage of CAVA Revenue, CAVA other operating expenses increased due to a higher mix of third-party delivery, insurance costs, and other individually insignificant items, partially offset by operating leverage associated with higher sales.

Other Results

The following table summarizes remaining activity primarily related to our CPG operations for the fiscal years indicated:

	2025		2024		Change	
($ in thousands)	$	% of Revenue	$	% of Revenue	$	%
Revenue	$ 10,378	*100.0 %*	$ 9,440	*100.0 %*	$ 938	*9.9 %*
Food, beverage, and packaging	4,094	*39.4*	5,002	*53.0*	(908)	*(18.2)*
Other operating expenses	861	*8.3*	746	*7.9*	115	*15.4*

The increases noted above were primarily a result of increased CPG sales. As a percentage of revenue, food, beverage, and packaging decreased due to operational efficiencies realized since the commencement of operations at our facility in Verona, VA in the first quarter of fiscal 2024.

Non-GAAP Financial Measures

In addition to our consolidated financial statements, which are prepared in accordance with GAAP, we present Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, and Adjusted Net Income margin as supplemental measures of financial performance that are not required by, or presented in accordance with, GAAP. We believe these non-GAAP financial measures assist investors and analysts in comparing our operating performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our operating performance. Management believes Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, and Adjusted Net Income margin are useful to investors in highlighting trends in our operating performance, while other measures can differ significantly depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which we operate, and capital investments. Management uses Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, and Adjusted Net Income margin to supplement GAAP measures of performance in the evaluation of the effectiveness of our business strategies, to make budgeting decisions, and to compare our performance against that of other peer companies using similar measures. Management supplements GAAP results with non-GAAP financial measures to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone provide.

Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, and Adjusted Net Income margin are not recognized terms under GAAP and should not be considered as alternatives to net income or net income margin as measures of financial performance, or cash provided by operating activities as measures of liquidity, or any other performance measure derived in accordance with GAAP. Additionally, these measures are not intended to be measures of free cash flow available for management's discretionary use, as they do not consider certain cash requirements such as interest payments, tax payments, and debt service requirements. Because not all companies use identical calculations, the presentation of these measures may not be comparable to other similarly titled measures of other companies and can differ significantly from company to company.

Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, and Adjusted Net Income margin measures have limitations as analytical tools, and you should not consider them in isolation, or as substitutes for analysis of our results as reported under GAAP. Some of these limitations are:

- Adjusted EBITDA and Adjusted Net Income do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;

- Adjusted EBITDA and Adjusted Net Income do not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA and Adjusted Net Income do not reflect financing activities of our business;
- Adjusted EBITDA does not reflect period to period changes in taxes, income tax expense, or the cash necessary to pay income taxes;
- Adjusted EBITDA does not reflect the impact of earnings or cash charges resulting from matters we consider not to be indicative of our ongoing operations;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements; and
- other companies in our industry may calculate Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, and Adjusted Net Income margin differently than we do, limiting their usefulness as comparative measures.

Because of these limitations, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, and Adjusted Net Income margin should not be considered as measures of discretionary cash available to invest in business growth or to reduce any applicable indebtedness.

The following table provides a reconciliation of net income to Adjusted EBITDA and net income margin to Adjusted EBITDA margin:

(in thousands)	2025	2024
Net income	$ 63,743	$ 130,319
Non-GAAP Adjustments		
Interest income, net	(15,045)	(16,474)
Provision for (benefit from) income taxes	7,056	(70,409)
Depreciation and amortization	73,661	60,355
Equity-based compensation	18,057	17,140
Other income, net	(469)	(318)
Impairment and asset disposal costs	4,925	5,055
Restructuring and other costs	—	580
Executive transition costs[1]	832	—
Adjusted EBITDA	$ 152,760	$ 126,248
Revenue	$ 1,179,664	$ 963,713
Net income margin[2]	5.4 %	13.5 %
Adjusted EBITDA margin	12.9 %	13.1 %

1 Includes costs associated with the separation of the Company's Chief Operations Officer.
2 Net income margin for fiscal 2024 includes the impact of the $80.1 million benefit from the VA Release.

The following table provides a reconciliation of net income to Adjusted Net Income and net income margin to Adjusted Net Income margin:

(in thousands)	2025	2024
Net income	$ 63,743	$ 130,319
Non-GAAP Adjustments		
Tax benefit from VA Release	—	(80,100)
Adjusted Net Income	$ 63,743	$ 50,219
Revenue	$ 1,179,664	$ 963,713
Net income margin[1]	5.4 %	13.5 %
Adjusted Net Income margin	5.4 %	5.2 %

1 Net income margin for fiscal 2024 includes the impact of the $80.1 million benefit from the VA Release.

Liquidity and Capital Resources

We assess our liquidity in terms of our ability to generate adequate amounts of cash to meet current and future needs. Our expected primary uses on a short- and long-term basis are for the expansion of our restaurant base, working capital, and other capital expenditures including investments in technology and the expansion of our manufacturing capabilities. Total capital expenditures for fiscal 2026 are expected to be higher than fiscal 2025.

We believe that cash provided by operating activities and existing cash on hand, together with amounts available under our 2022 Credit Facility, will be sufficient to satisfy our anticipated cash requirements for the next twelve months and foreseeable future, including our expected capital expenditures for expansion of our CAVA restaurant base, operating lease obligations, and other working capital obligations. See Item 8. “Financial Statements and Supplementary Data,” Note 7 (Debt) and Note 9 (Leases) to our consolidated financial statements for more information. Our sources of liquidity could be affected by factors described Part I, Item 1A. “Risk Factors”. Depending on the severity and direct impact of these factors on us, we may not be able to secure additional financing on acceptable terms, or at all.

Cash Overview

We had cash and cash equivalents of $282.9 million and $366.1 million as of December 28, 2025 and December 29, 2024, respectively. In addition, we had investments in fixed income debt securities of $110.1 million as of December 28, 2025. For fiscal 2025, our operations were funded from cash flows from operations. Our principal uses of liquidity for fiscal 2025 were to fund new restaurant openings and working capital needs.

Cash Flows

The following table summarizes our cash flows for the fiscal years indicated:

			Change	
($ in thousands)	2025	2024	$	%
Net cash provided by operating activities	$ 184,840	$ 161,027	$ 23,813	*14.8 %*
Net cash used in investing activities	(273,038)	(108,131)	(164,907)	*152.5 %*
Net cash provided by (used in) financing activities	4,995	(19,204)	24,199	*(126.0)%*
Net change in cash and cash equivalents	$ (83,203)	$ 33,692	$ (116,895)	*N/M*

N/M Data not meaningful

Operating Activities

The increase in net cash provided by operating activities was primarily due to improved operating performance, partially offset by working capital changes.

Investing Activities

The increase in net cash used in investing activities was primarily due to launching an investment portfolio of fixed income debt securities to optimize returns on our cash balance, higher capital expenditures related to new CAVA restaurant openings, and an investment in a convertible promissory note described in Item 8. “Financial Statements and Supplementary Data,” Note 4 (Investments).

Financing Activities

The change in net cash provided by (used in) financing activities was primarily due to decreased tax withholding obligations arising from the vesting of RSUs.

Material Cash Commitments

The following table summarizes current and long-term material cash requirements as of December 28, 2025, which we expect to fund primarily with operating cash flows:

	Payments Due by Fiscal Year				
(in thousands)	Total	2026	2027-2028	2029-2030	Thereafter
Operating leases[1]	$ 624,878	$ 77,297	$ 154,614	$ 137,963	$ 255,004
Purchase obligations[2]	22,064	22,064	—	—	—

1 Refer to Item 8. “Financial Statements and Supplementary Data,” Note 9 (Leases) for more information on our operating leases.

2 Purchase obligations include agreements to purchase goods or services that are enforceable and legally binding on us and that specify all significant terms. We have excluded agreements that are cancellable without penalty. The majority of our purchase obligations relate to amounts owed for produce and other ingredients and supplies, including supplies and materials used for new restaurant openings.

Credit Facility

Refer to Item 8. “Financial Statements and Supplementary Data,” Note 7 (Debt), for a description of our 2022 Credit Facility. The Company expects to amend and upsize its 2022 Credit Facility in the first quarter of 2026. In connection with the closing of the amendment, the Company does not expect to immediately borrow funds under the new credit facility.

Critical Accounting Estimates

Our management’s discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires us to make certain estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent asset and liabilities as of the balance sheet date, as well as the reported amounts of revenue and expenses during the period. We base our estimates on historical experience, known trends and events, as well as management’s judgment. Although management believes the judgment applied in preparing estimates is reasonable based on circumstances and information known at the time, actual results could vary materially from the estimates based on assumptions used in the preparation of our financial statements. We evaluate our judgments and estimates on an ongoing basis in light of changes in circumstances, facts, and experience. The effects of material revisions in estimates, if any, are reflected in the financial statements prospectively from the date of change in estimates. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations, and cash flows will be affected.

We believe that the following critical accounting policies involve a greater degree of judgment and complexity than our other significant accounting policies. Accordingly, these are the policies we believe are the most critical to understanding when evaluating our consolidated financial condition and results of operations. Our significant accounting policies are more fully described in Note 2 (Basis of Presentation and Significant Accounting Policies) to our consolidated financial statements included in Item 8. “Financial Statements and Supplementary Data.”

Leases

The Company makes judgments regarding the probable term for each lease, which can impact the classification and accounting for a lease as well as the amount of straight-line rent expense recognized in a period. Typically, restaurant leases have initial terms of ten years and include five-year renewal options. Renewal options are typically not included in the lease term as it is not reasonably certain at commencement that we will exercise the options. Restaurant leases provide for fixed minimum rent payments and in some cases include contingent rent payments based upon sales in excess of specified breakpoints. When achievement of sales breakpoints is probable, contingent rent is accrued. Fixed minimum rent payments are recognized on a straight-line basis over the lease term starting on the date we take control of the leased space.

Operating lease assets and liabilities are recognized at the lease's commencement date. We measure the lease liability at lease commencement by discounting the future minimum lease payments. Operating lease assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments, initial direct costs, lease incentives, and impairment. As the rate implicit in the lease is not readily determinable in most of the Company's leases, the Company uses its incremental borrowing rate based on the information available at a lease's commencement date to determine the present value of lease payments. The Company's incremental borrowing rate for a lease is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms.

Income Taxes

The Company is taxed as a C corporation under which income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities, reflecting the impact of net operating loss carryforwards and the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The factors used to assess the likelihood of realization include the Company's historical and forecast of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets.

The Company has assessed the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of the existing deferred tax assets. A significant piece of objective positive evidence evaluated is the cumulative income earned over the most recent three-year period. Such objective evidence in addition to other subjective evidence, such as our projections for future growth, supports a more likely than not conclusion that all deferred tax assets will be realized. On the basis of this evaluation, the full valuation allowance was released in fiscal 2024, as further described in Item 8. "Financial Statements and Supplementary Data," Note 7 (Income Taxes). For fiscal 2025, the Company continues to maintain this conclusion. Key assumptions utilized within the projections include the Company's sales, growth rates, gross margins, operating expenses in relation to the current economic conditions and the Company's future expectations, market competition, inflation, consumer trends, and other relevant economic factors. The amount of the deferred tax assets considered realizable, however, could be adjusted if estimates of future taxable income during the carryforward period are reduced or if objective positive evidence in the form of cumulative income is no longer present.

Equity-based Compensation

The Company has issued stock options and RSUs. Equity-based compensation expense is measured based on the grant date fair value of those awards and is recognized on a straight-line basis over the requisite service period. Equity-based compensation expense is based on awards outstanding, and forfeitures are recognized as they occur.

The Company uses the Black-Scholes-Merton ("Black-Scholes") option-pricing model to estimate the fair value of stock options at the grant date. The use of the Black-Scholes option-pricing model requires the use of subjective assumptions, including the expected term, risk-free interest rate, expected volatility, and expected dividend yield of the underlying common stock. The fair value of RSUs is equal to the fair value of our common stock at the date of grant.

Recent Accounting Pronouncements

Refer to Item 8. "Financial Statements and Supplementary Data," Note 2 (Basis of Presentation and Significant Accounting Policies).

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of business, we are exposed to market risks, including commodity and food price risks, labor costs, effects of inflation, and interest rate risk. We currently do not enter into derivatives or other financial instruments for trading or speculative purposes. We currently have operations only in the United States and do not have material foreign currency exposure.

Commodity and Food Price Risks

We purchase certain products that are affected by commodity prices and are, therefore, subject to price volatility caused by market conditions, supply chain interruptions, weather, the impact of tariffs, and other factors which are not within our control. In many cases, we believe we will be able to address material commodity cost increases through purchasing contracts, pricing arrangements, adjusting our menu pricing, or other operational adjustments that increase productivity. However, we cannot assure you that these measures will be able to fully offset any increase in commodity prices, which could increase restaurant operating costs as a percentage of restaurant sales and impact our results from operations.

Labor Costs

Wages paid in our restaurants are impacted by, among other factors, changes in federal and state hourly minimum wage rates. Accordingly, changes in the federal and state hourly minimum wage rates directly affect our labor costs. Wages and benefits are also affected by supply and demand forces in specific regions. We currently pay all our Team Members more than the applicable minimum wage in the area where they work. Competition in these communities for qualified Team Members could require us to pay higher wages and provide greater benefits. In addition, recent macroeconomic conditions have resulted in aggressive competition for talent, wage inflation and pressure to improve benefits, and workplace conditions to remain competitive.

While we generally seek to offset any wage increases with operational efficiencies and by leveraging Same Restaurant Sales, such measures may not fully offset any wage increases and we may seek to increase our menu prices. We cannot assure you that we will be able to fully offset wage increases through any of these measures.

Effects of Inflation

Inflation impacts our restaurant operating expenses. While we have been able to partially offset inflation and other changes in operating expenses by gradually increasing menu prices, coupled with more efficient purchasing practices, productivity improvements, and greater economies of scale, there can be no assurance that we will be able to continue to do so in the future. From time to time, competitive conditions could limit our menu pricing flexibility. In addition, macroeconomic conditions could make additional menu price increases imprudent. There can be no assurance that future cost increases can be offset by increased menu prices or that increased menu prices will be fully absorbed without any resulting change to traffic frequency or purchasing patterns. In addition, there can be no assurance that we will generate Same Restaurant Sales in an amount sufficient to offset inflationary or other cost pressures.

Interest Rate Risk

We are exposed to interest rate risk through fluctuations of interest rates. Changes in interest rates affect the interest income we earn, and therefore impact our cash flows and results of operations. As of December 28, 2025, we had $282.9 million of cash and cash equivalents consisting of bank accounts, money market funds, and other cash equivalent investments and $110.1 million of investments in fixed income debt securities. We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. Due to the short-term nature of our investments, we have not been exposed to, nor do we anticipate being exposed to, material risks due to changes in interest rates. A hypothetical decrease of 100 basis points to current prevailing market rates applied to our cash and cash equivalents and investments balances as of December 28, 2025, would result in a decrease of $3.9 million in investment income over a twelve month period. Further, we are exposed to interest rate risk because interest on borrowings under our 2022 Credit Facility bear interest based on a variable rate. At December 28, 2025, we had no borrowings outstanding under our 2022 Credit Facility. Assuming our 2022 Credit Facility were to be fully drawn, a 100 basis point increase to the applicable variable rate of interest would increase our interest expense by approximately $0.7 million.

Item 8. Financial Statements and Supplementary Data

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of CAVA Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of CAVA Group, Inc. and subsidiaries (the "Company") as of December 28, 2025 and December 29, 2024, the related consolidated statements of operations, comprehensive income, preferred stock and stockholders' equity, and cash flows, for each of the three years in the period ended December 28, 2025, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 28, 2025 and December 29, 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 28, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 28, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 24, 2026, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ Deloitte & Touche LLP

McLean, Virginia
February 24, 2026

We have served as the Company's auditor since 2018.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of CAVA Group, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of CAVA Group, Inc. and subsidiaries (the "Company") as of December 28, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 28, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 28, 2025, of the Company and our report dated February 24, 2026, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

McLean, Virginia
February 24, 2026

CAVA GROUP, INC.
CONSOLIDATED BALANCE SHEETS

(in thousands, except per share amount)	December 28, 2025	December 29, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	$ 282,917	$ 366,120
Trade accounts receivable, net	6,324	4,799
Other accounts receivable	12,664	8,197
Investments at fair value (amortized cost of $109,951)	110,112	—
Inventories	9,017	7,600
Prepaid expenses and other	10,039	7,438
Total current assets	431,073	394,154
Property and equipment, net	457,501	372,902
Operating lease assets	389,417	321,832
Goodwill	1,944	1,944
Intangible assets, net	1,779	1,355
Deferred income taxes	65,393	71,537
Other long-term assets	12,920	5,945
Total assets	$ 1,360,027	$ 1,169,669
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 37,488	$ 25,573
Accrued expenses and other	76,635	69,822
Operating lease liabilities, current	48,534	37,241
Total current liabilities	162,657	132,636
Operating lease liabilities	417,714	341,467
Total liabilities	580,371	474,103
Commitments and Contingencies (Note 10)		
Stockholders' equity:		
Common stock, par value $0.0001 per share; 2,500,000 authorized; 116,127 and 115,093 issued and outstanding, respectively	12	12
Treasury stock, at cost; 1,431 shares	(34,377)	(34,377)
Additional paid-in capital	1,067,504	1,047,275
Accumulated deficit	(253,601)	(317,344)
Accumulated other comprehensive income	118	—
Total stockholders' equity	779,656	695,566
Total liabilities and stockholders' equity	$ 1,360,027	$ 1,169,669

The accompanying notes are an integral part of these consolidated financial statements.

CAVA GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)	Fiscal Year Ended December 28, 2025	Fiscal Year Ended December 29, 2024	Fiscal Year Ended December 31, 2023
Revenue	$ 1,179,664	$ 963,713	$ 728,700
Operating expenses:			
Restaurant operating costs (excluding depreciation and amortization)			
Food, beverage, and packaging	352,778	284,743	213,458
Labor	301,861	247,490	187,326
Occupancy	83,576	69,851	58,319
Other operating expenses	150,982	119,824	89,251
Total restaurant operating expenses	889,197	721,908	548,354
General and administrative expenses	137,462	120,500	101,491
Depreciation and amortization	73,661	60,355	47,433
Restructuring and other costs	—	580	6,080
Pre-opening costs	19,134	12,197	15,718
Impairment and asset disposal costs	4,925	5,055	4,899
Total operating expenses	1,124,379	920,595	723,975
Income from operations	55,285	43,118	4,725
Interest income, net	(15,045)	(16,474)	(8,852)
Other income, net	(469)	(318)	(471)
Income before taxes	70,799	59,910	14,048
Provision for (benefit from) income taxes	7,056	(70,409)	768
Net income	$ 63,743	$ 130,319	$ 13,280
Earnings per share			
Basic	$ 0.55	$ 1.14	$ 0.22
Diluted	$ 0.54	$ 1.10	$ 0.21
Weighted-average common shares outstanding:			
Basic	115,804	114,292	60,512
Diluted	118,278	118,273	63,448

The accompanying notes are an integral part of these consolidated financial statements.

CAVA GROUP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Fiscal Year Ended		
(in thousands)	December 28, 2025	December 29, 2024	December 31, 2023
Net income	$ 63,743	$ 130,319	$ 13,280
Other comprehensive income, net of tax			
Unrealized gain on investments	118	—	—
Total other comprehensive income, net of tax	118	—	—
Comprehensive income	$ 63,861	$ 130,319	$ 13,280

The accompanying notes are an integral part of these consolidated financial statements.

CAVA GROUP, INC.
CONSOLIDATED STATEMENTS OF PREFERRED STOCK AND STOCKHOLDERS' EQUITY

	Redeemable Preferred Stock		Common Stock		Treasury Stock		Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
(in thousands)	Shares	Amount	Shares	Amount	Shares	Amount				
Balance—December 25, 2022	95,204	$ 662,308	1,409	$ —	886	$ (6,619)	$ 19,059	$ (460,943)	$ —	$ (448,503)
Equity-based compensation	—	—	—	—	—	—	9,360	—	—	9,360
Shares purchased under equity plans	—	—	116	—	—	—	1,353	—	—	1,353
RSU vesting	—	—	568	—	—	—	—	—	—	—
Tax withholding on equity-based compensation awards	—	—	(200)	—	200	(3,108)	—	—	—	(3,108)
Proceeds from initial public offering, net of underwriting fees and offering costs of $29.3 million	—	—	16,611	1	—	—	336,110	—	—	336,111
Conversion of preferred stock	(95,204)	(662,308)	95,204	10	—	—	662,299	—	—	662,309
Net income	—	—	—	—	—	—	—	13,280	—	13,280
Balance—December 31, 2023	—	$ —	113,708	$ 11	1,086	$ (9,727)	$ 1,028,181	$ (447,663)	$ —	$ 570,802
Equity-based compensation	—	—	—	—	—	—	13,603	—	—	13,603
Shares purchased under equity plans	—	—	830	—	—	—	5,491	—	—	5,491
RSU vesting	—	—	900	1	—	—	—	—	—	1
Tax withholding on equity-based compensation awards	—	—	(345)	—	345	(24,650)	—	—	—	(24,650)
Net income	—	—	—	—	—	—	—	130,319	—	130,319
Balance—December 29, 2024	—	$ —	115,093	$ 12	1,431	$ (34,377)	$ 1,047,275	$ (317,344)	$ —	$ 695,566
Equity-based compensation	—	—	—	—	—	—	15,234	—	—	15,234
Shares purchased under equity plans	—	—	367	—	—	—	4,995	—	—	4,995
RSU vesting	—	—	667	—	—	—	—	—	—	—
Net income	—	—	—	—	—	—	—	63,743	—	63,743
Other comprehensive income, net of tax	—	—	—	—	—	—	$ —	—	118	118
Balance—December 28, 2025	—	$ —	116,127	$ 12	1,431	$ (34,377)	$ 1,067,504	$ (253,601)	$ 118	$ 779,656

The accompanying notes are an integral part of these consolidated financial statements.

CAVA GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Year Ended		
(in thousands)	December 28, 2025	December 29, 2024	December 31, 2023
Cash flows from operating activities:			
Net income	$ 63,743	$ 130,319	$ 13,280
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	73,661	60,355	47,433
Unrealized gain on convertible promissory note	(291)	—	—
Equity-based compensation	15,234	13,603	9,360
Deferred income taxes	6,102	(71,616)	50
Impairment and asset disposal costs	4,925	5,055	4,899
Changes in operating assets and liabilities:			
Trade accounts receivable	(1,525)	(1,137)	(835)
Other accounts receivable	(4,467)	26	(3,315)
Inventories	(1,417)	(1,963)	(498)
Prepaid expenses and other	(5,001)	(3,362)	60
Operating lease assets	(67,976)	(32,494)	(20,521)
Accounts payable	9,434	8,903	2,549
Accrued expenses and other	4,819	10,791	19,123
Operating lease liabilities	87,599	42,547	25,516
Net cash provided by operating activities	184,840	161,027	97,101
Cash flows from investing activities:			
Purchases of property and equipment	(158,699)	(108,131)	(138,806)
Purchases of debt securities	(134,664)	—	—
Investment in convertible promissory note	(5,000)	—	—
Proceeds from principal payments on debt securities	25,325	—	—
Net cash used in investing activities	(273,038)	(108,131)	(138,806)
Cash flows from financing activities:			
Proceeds from long-term debt	—	—	6,000
Payments on long-term debt	—	—	(6,000)
Tax withholding on equity-based compensation awards	—	(24,650)	(3,108)
Shares purchased under equity plans	4,995	5,491	1,353
Proceeds from initial public offering, net of underwriting fees of $22.8 million	—	—	342,604
Offering costs paid	—	—	(5,384)
Payment of loan acquisition fees	—	—	(372)
Payments on finance lease obligations	—	(45)	(85)
Net cash provided by (used in) financing activities	4,995	(19,204)	335,008
Net change in cash and cash equivalents	(83,203)	33,692	293,303
Cash and cash equivalents - beginning of year	366,120	332,428	39,125
Cash and cash equivalents - end of year	$ 282,917	$ 366,120	$ 332,428

(in thousands)	Fiscal Year Ended December 28, 2025	Fiscal Year Ended December 29, 2024	Fiscal Year Ended December 31, 2023
Supplemental Disclosure of Cash Flow Information:			
Cash paid for fees and interest related to long-term debt	$ 164	$ 211	$ 330
Cash paid for income taxes	1,672	2,533	116
Change in accrued purchases of property and equipment	4,475	(986)	584
Conversion of redeemable preferred stock into common stock in connection with initial public offering	—	—	662,309

The accompanying notes are an integral part of these consolidated financial statements.

CAVA GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS

CAVA Group, Inc. (together with its wholly owned subsidiaries, referred to as the “Company,” “CAVA,” “we,” “us,” and “our” unless specified otherwise) was formed as a Delaware corporation in 2015, and prior to that, the first CAVA restaurant opened in 2011 in Bethesda, Maryland. The Company is headquartered in Washington, D.C. and, as of December 28, 2025, operates 439 fast-casual CAVA Restaurants in 28 states and Washington, D.C. The Company’s authentic Mediterranean cuisine unites taste and health, with a menu that features chef-curated and customizable bowls and pitas. The Company centrally produces dips, spreads, and certain dressing bases for use in its restaurants while also selling its dips, spreads, and prepared dressings in grocery stores.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Initial Public Offering—On June 20, 2023, the Company completed an initial public offering (the “IPO”) of 16.6 million shares of common stock at a price of $22.00 per share, which included 2.2 million shares sold to the underwriters pursuant to their option to purchase additional shares. After underwriting discounts and commissions of $22.8 million and offering expenses of $6.5 million, the Company received net proceeds from the offering of $336.1 million. In connection with the IPO, the Company issued 95.2 million shares of common stock, par value $0.0001 per share, of the Company upon conversion on a one-for-one basis of all outstanding shares of its Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, and Series F Preferred Stock, each of which had a par value of $0.0001 per share in connection with the Company’s IPO. Conversion of the preferred stock into shares of common stock occurred automatically. As of December 28, 2025 and December 29, 2024 there were no outstanding shares of preferred stock.

Reclassification—Certain prior year amounts have been reclassified to conform to current year presentation.

Rounding—Certain numerical figures have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in various tables may not be arithmetic aggregations of the figures that precede them.

Principles of Consolidation—The accompanying consolidated financial statements include the accounts of CAVA Group, Inc. and its wholly owned subsidiaries after elimination of all intercompany accounts and transactions.

Fiscal Year—The Company operates on a 52-week or 53-week fiscal year that ends on the last Sunday of the calendar year. The fiscal years ended December 28, 2025 (“fiscal 2025”) and December 29, 2024 (“fiscal 2024”) each contain 52 weeks, and the fiscal year ended December 31, 2023 (“fiscal 2023”) contains 53 weeks. In a 52-week fiscal year, the first fiscal quarter contains sixteen weeks and the second, third, and fourth fiscal quarters each contain twelve weeks. In a 53-week fiscal year, the first fiscal quarter contains sixteen weeks, the second and third fiscal quarters each contain twelve weeks, and the fourth fiscal quarter contains thirteen weeks.

Use of Estimates—The accompanying consolidated financial statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”). The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates made by the Company include the evaluation of a potential valuation allowance on deferred tax assets, equity-based compensation, lease accounting matters, impairment of long-lived assets including right-of-use assets, and legal liabilities. These estimates are based on information available as of the date of the consolidated financial statements; therefore, actual results could differ from those estimates.

Cash and Cash Equivalents—The Company considers all highly liquid investments with an original maturity of three months or less at the date of purchase, and deposits in transit from credit card processers, to be cash equivalents. Cash and cash equivalents are maintained with financial institutions and, at times, the amount on deposit may exceed the amount of insurance provided on such deposits. Interest earned on cash and cash equivalents is presented within interest income, net in the accompanying consolidated statements of operations.

Accounts Receivable—Trade accounts receivable primarily relates to revenues from CPG sales, third-party delivery, and catering. Other accounts receivable primarily relates to amounts due from landlords. The determination of the allowance for doubtful accounts is based on management’s estimate of uncollectible accounts receivable. The Company recorded an allowance for doubtful accounts as of December 28, 2025 and December 29, 2024 of approximately $0.1 million.

Investments—Investments consists of a portfolio of fixed income debt securities classified as available-for-sale and carried at fair value. The difference between amortized cost, net of any credit loss allowances, and fair value is reflected as a component of accumulated other comprehensive income, net of tax. Interest earned on investments is presented within interest income, net in the accompanying consolidated statements of operations.

Inventories—Inventories consist of food, beverage, paper goods, finished goods, raw materials, packaging, and supplies, and are stated at the lower of cost, as determined on a first-in, first-out method, or net realizable value.

Property and Equipment—Property and equipment is stated at cost, less accumulated depreciation. Depreciation on property and equipment is calculated using the straight-line method based on the following estimated lives:

Property and Equipment	Useful life
Leasehold improvements	Shorter of lease term or estimated asset life
Building	39 years
Equipment and vehicles	5-7 years
Furniture and fixtures	7 years
Computer hardware and software	3-5 years

Expenditures for improvements that extend the useful life of an asset are capitalized. Upon sale, retirement, or other disposition of these assets, the costs and related accumulated depreciation are removed from the respective accounts and any gain or loss on the disposition is included in impairment and asset disposal costs in the accompanying consolidated statements of operations. Repair and maintenance costs are expensed as incurred and presented within other operating expenses in the accompanying consolidated statements of operations.

The Company capitalizes certain internal costs, including payroll and payroll-related costs, for employees directly associated with development and construction of future restaurants that are considered probable to open. These costs are included in property and equipment, net and depreciated over the shorter of the lease term or the estimated life of the related asset. The Company also capitalizes payroll and payroll-related costs directly associated with the development and implementation of technology. These costs are included in property and equipment, net and are depreciated over the estimated life of the related computer hardware and software. The Company capitalized internal payroll costs related to new restaurant construction and technology activities of $9.0 million, $6.0 million, and $5.6 million during fiscal 2025, 2024, and 2023, respectively.

Leases—We lease all of our restaurants, our production facility in Laurel, Maryland, our food distribution center in Edison, New Jersey, our restaurant collaboration center in Washington, D.C., and our support centers in Brooklyn, New York, Manhattan, New York, and Plano, Texas under various non-cancelable lease agreements that expire on various dates through 2041. At inception of a lease, we determine its classification as an operating or financing lease. All of our restaurant leases are classified as operating leases. Restaurants are located on sites leased from third parties. When determining the lease term, the Company considers reasonably certain option periods.

The Company makes judgments regarding the probable term for each lease, which can impact the classification and accounting for a lease as well as the amount of straight-line rent expense recognized in a period. Typically, restaurant leases have initial terms of ten years and include five-year renewal options. Renewal options are typically not included in the lease term as it is not reasonably certain at commencement that we will exercise the options. Restaurant leases provide for fixed minimum rent payments and in some cases include contingent rent payments based upon sales in excess of specified breakpoints. When achievement of sales breakpoints is probable, contingent rent is accrued. Fixed minimum rent payments are recognized on a straight-line basis over the lease term starting on the date we take control of the leased space.

Operating lease assets and liabilities are recognized at the lease’s commencement date. We measure the lease liability at lease commencement by discounting the future minimum lease payments. The Company made policy elections to not apply the balance sheet recognition requirements for short-term leases (less than 12 months) and to account for lease components and non-lease components as a single lease component. Operating lease assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments, initial direct costs, lease incentives, and impairment. As the rate implicit in the lease is not readily determinable in most of the Company’s leases, the Company uses its incremental borrowing rate based on the information available at a lease’s commencement date to determine the present value of lease payments. The Company's incremental borrowing rate for a lease is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms.

Goodwill and Intangible Assets—Related to the acquisition of CAVA Foods, LLC in 2015, the Company recorded goodwill of $1.9 million. Intangible assets not subject to amortization consist of purchased trademarks of $0.8 million and $0.6 million of other intangibles. Intangible assets subject to amortization consist of favorable lease assets and licenses to reproduce artwork. These assets are amortized on a straight-line basis over their estimated useful lives. The useful life of favorable lease assets corresponds to the related lease term, and the useful life of artwork reproduction licenses corresponds to the contractual license period, which is typically two years. Goodwill and indefinite-lived intangible assets are tested for impairment at least annually or when impairment indicators are present. Impairment is measured as the excess of the carrying value over the fair value of the goodwill and intangible assets.

Impairment of Long-lived Assets—Whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable, the Company evaluates its long-lived assets for impairment at the lowest level in which there are identifiable cash flows ("asset group"). The asset group is at the restaurant-level for restaurant assets. If the estimated future cash flows (undiscounted) from the use of an asset are less than the carrying value, impairment would be indicated. The Company uses an income approach (discounted cash flow method) to measure the fair value of an asset group. An impairment charge will be recognized in the amount by which the carrying amount of an asset group exceeds its fair value. A significant number of estimates, which are largely unobservable and classified as Level 3 inputs in the fair value hierarchy, are involved in the application of the discounted cash flow method. Estimates and assumptions used include sales, growth rates, gross margins, operating expenses in relation to the current economic conditions and the Company's future expectations, market competition, inflation, consumer trends, and other relevant economic factors. If actual performance does not achieve such projections, the Company may be required to recognize impairment charges in futures periods and such charges could be material.

The Company recorded impairment charges, which are presented in impairment and asset disposal costs in the accompanying consolidated statements of operations, of $1.3 million in each of fiscal 2025 and 2023 as further described in Note 5 (Fair Value).

Insurance Reserves—The Company self-insures a portion of its expected losses under its workers' compensation and general liability insurance programs. To limit its exposure to losses, the Company maintains stop-loss coverage through third-party insurers. Insurance liabilities representing estimated costs to settle reported claims as well as claims incurred but not reported are included in accrued expenses and other on the accompanying consolidated balance sheets. Our estimated liability is not discounted and is based on a number of assumptions and factors, including historical trends, actuarial assumptions, and economic conditions, and is closely monitored and adjusted when warranted by changing circumstances.

Revenue Recognition—The Company recognizes in-restaurant and digital revenue when payment is tendered at the point of sale as the performance obligation has been satisfied, which is recognized net of discounts, incentives, and sales tax collected from customers. Digital revenue includes Digital Orders, which consist of orders made through catering and digital channels such as the CAVA app and the CAVA website. Digital Orders include orders fulfilled through third-party marketplace and native delivery and Digital Order pick-up.

CPG revenue associated with dips, spreads, and dressings is recognized upon transfer of control to customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those products. Transfer of control occurs at a point in time, typically upon delivery as this is when title and risk of loss passes to the customer. Allowances for sales returns, stale products, and discounts are recorded as reductions to CPG revenue. The Company uses judgment in estimating sales returns, considering numerous factors such as historical sales return rates.

Gift Cards—Revenue related to the sale of gift cards is deferred until the gift card is redeemed. Deferred gift card revenue is included in accrued expenses and other in the accompanying consolidated balance sheets. Gift cards do not carry an expiration date; therefore, customers can redeem their gift cards for products indefinitely and the Company does not deduct non-usage fees from outstanding gift card balances. A portion of gift cards that are not expected to be redeemed are recognized as breakage over time in proportion to gift card redemptions. Revenue recognized from gift card breakage was immaterial in fiscal 2025, 2024, and 2023.

Loyalty Program—CAVA Rewards members generally earn points for every dollar spent. Points can be redeemed for various rewards, which consist of free food and beverage items. Points expire if an account is inactive for a period of 180 days, and earned rewards converted from points expire 60 days after they are issued.

The Company records a liability and a corresponding reduction in revenue in periods when loyalty program rewards are earned by members. The Company recognizes revenue and a corresponding reduction to the liability in periods when loyalty program rewards are redeemed by members. The amount of revenue recognized or deferred is based on the stand-alone selling price of the loyalty points multiplied by an estimated redemption rate. The Company determines the stand-alone selling price of loyalty points based on the estimated value of the products for which a reward is expected to be redeemed.

Advertising and Marketing Costs—Advertising and marketing costs are expensed as incurred. Advertising and marketing costs totaled $14.4 million, $8.8 million, and $6.1 million during fiscal 2025, 2024, and 2023, respectively, and are distributed among general and administrative expenses, other operating expenses, and pre-opening costs in the accompanying consolidated statements of operations.

Pre-opening Costs—Pre-opening costs primarily consist of expenses incurred prior to opening a new restaurant and are made up primarily of manager salaries, payroll and training costs, travel costs, supplies, relocation costs, and recruiting expenses. Pre-opening costs also include occupancy costs recorded during the period between the date of possession and the date we begin operations at a location. Pre-opening costs are expensed as incurred.

Income Taxes—The Company is taxed as a C corporation under which income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities, reflecting the impact of net operating loss carryforwards and the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The factors used to assess the likelihood of realization include the Company's historical and forecast of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets. As of December 31, 2023, the Company had recorded a full valuation against its deferred tax assets. The full valuation was released in fiscal 2024, as described in Note 8 (Income Taxes).

The Company has considered its income tax positions, including any positions that may be considered uncertain by the relevant tax authorities in the jurisdictions in which the Company operates. The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The Company did not have any uncertain tax positions as of December 28, 2025 and December 29, 2024.

The Company's primary tax jurisdiction is in the United States. Generally, federal, state, and local authorities may examine the Company's tax returns for three years from the date of filing and the current and prior three years remain subject to examination as of December 28, 2025.

Equity-based Compensation—The Company has issued stock options and RSUs under its equity incentive plans and purchase rights under its employee stock purchase plan ("ESPP"). Equity-based compensation expense is measured based on the grant date fair value of those awards and is recognized on a straight-line basis over the requisite service period. Equity-based compensation expense is based on awards outstanding and forfeitures are recognized as they occur.

The Company uses the Black-Scholes-Merton ("Black-Scholes") option-pricing model to estimate the fair value of stock options and purchase rights under the ESPP at the grant date. The use of the Black-Scholes option-pricing model requires the use of highly subjective assumptions, including the expected term, risk-free interest rate, expected volatility, and expected dividend yield of the underlying common stock. The fair value of RSUs is equal to the fair value of the underlying common stock at the date of grant.

Prior to June 2023, the Company was privately held with no active public market for its common stock. The historical approach for estimating the fair value of the Company's common stock was a two-step process. First, the Company's enterprise value was established using generally accepted valuation methodologies, including the utilization of an income approach (discounted cash flow method), a market approach (guideline public company method), and a probability-weighted expected return method. Second, the enterprise value was allocated among the securities that comprise the capital structure of the Company using the option-pricing method. The assumptions used to determine the fair value of the Company's common stock represents management's best estimates. These estimates involve inherent uncertainties and the application of management's judgment.

Earnings per share—Basic earnings per share ("basic EPS") is calculated by dividing net income by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share ("diluted EPS") adjusts basic EPS for the impact of potentially dilutive shares using the treasury stock method. Potentially dilutive shares include outstanding stock options, non-vested RSUs, and purchase rights granted under the ESPP. In periods in which there is a loss, potentially dilutive securities are not included in the calculation of diluted EPS as their impact would be anti-dilutive.

Fair Value of Financial Instruments—The fair value measurement accounting guidance creates a fair value hierarchy to prioritize the inputs used to measure value into three categories. A financial instrument's level within the fair value hierarchy is based on the lowest level of input significant to the fair value measurement, where Level 1 is the highest category (observable inputs) and Level 3 is the lowest category (unobservable inputs). The three levels are defined as follows:

- **Level 1**—Quoted prices for identical instruments in active markets.
- **Level 2**—Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which significant value drivers are observable.
- **Level 3**—Unobservable inputs for the asset or liability. This includes certain pricing models, discounted cash flow methodologies, and similar techniques that use significant unobservable inputs.

Due to their short-term nature, the carrying value of the Company's cash and cash equivalents, including money market securities, accounts receivable, and accounts payable, approximates fair value. For information regarding assets measured at fair value on a recurring and non-recurring basis, refer to Note 5 (Fair Value).

Contingencies—The Company is subject to various claims, lawsuits, governmental investigations, and administrative proceedings that arise in the ordinary course of business. The Company accrues a liability and recognizes an expense for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. Estimating liabilities and costs associated with these matters requires significant judgment.

Recently Adopted Accounting Standards—In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which improves income tax disclosures through enhanced disaggregation within the rate reconciliation table and disaggregation of income taxes paid by jurisdiction. The Company adopted the guidance beginning with its consolidated financial statements for the fiscal year ended December 28, 2025 which did not have a significant impact to its financial statement disclosures.

Recently Issued Accounting Standards—In November 2024, the FASB issued ASU 2024-03, *Disaggregation of Income Statement Expenses (Subtopic 220-40)*, which requires disaggregation, in tabular presentation, of certain income statement expenses into different categories, such as purchases of inventory, employee compensation, and depreciation. The FASB issued an update in January 2025, ASU 2025-01, which clarifies the effective date of ASU 2024-03. The amendment is effective for fiscal years beginning after December 15, 2026 (the Company's fiscal 2027), with early adoption permitted, and may be applied on a retrospective basis. The Company is currently evaluating the impact of adopting this ASU on its financial statements and disclosures.

In September 2025, the FASB issued ASU 2025-06, *Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, which modernizes the accounting guidance for costs incurred to develop or obtain internal-use software. The amendment aligns capitalization criteria with current development practices and eliminates separate guidance for website development costs. Under the new standard, capitalization of eligible costs begins when (i) management authorizes and commits to funding the project and (ii) it is probable that the project will be completed and the software will be used as intended. ASU 2025-06 is effective for fiscal years beginning after December 15, 2027 (the Company's fiscal 2028), and may be applied prospectively, on a modified basis for in-process projects, or retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

The Company reviewed all other recently issued accounting standards and determined they were either not applicable or are not expected to have a material impact on our consolidated financial statements.

3. REVENUE

The Company’s revenue was as follows for the fiscal years indicated:

(in thousands)	2025	2024	2023
Restaurant revenue	$ 1,169,286	$ 954,273	$ 720,927
CPG revenue and other	10,378	9,440	7,773
Revenue	$ 1,179,664	$ 963,713	$ 728,700

Revenue from the redemption of the Company’s gift cards and loyalty program is included in restaurant revenue.

Changes in the CAVA Rewards and gift card liabilities, which are included in accrued expenses and other on the accompanying consolidated balance sheets, were as follows for the fiscal years indicated:

(in thousands)	2025	2024	2023
CAVA Rewards and gift card liabilities, beginning balance	$ 6,736	$ 4,096	$ 3,265
Revenue deferred - gift card purchases and CAVA Rewards points earned	16,790	14,767	11,620
Revenue recognized - redemptions and breakage	(16,751)	(12,127)	(10,789)
CAVA Rewards and gift cards liabilities, ending balance	$ 6,775	$ 6,736	$ 4,096

4. INVESTMENTS

Fixed income debt securities

The Company’s investments in fixed income debt securities were as follows:

(in thousands)	December 28, 2025			
		Gross unrealized		
Security Type Category	Amortized Cost	Gains	Loss	Estimated Fair Value
Asset backed	$ 13,790	$ 18	$ —	$ 13,808
Commercial deposits	3,089	2	—	3,091
Commercial paper	2,306	1	—	2,307
Corporate bonds	64,423	96	—	64,519
U.S. government bonds	26,343	44	—	26,387
Total	$ 109,951	$ 161	$ —	$ 110,112

In determining credit losses on its investments in an unrealized loss position, the Company considers certain factors that may include, among others, severity of the unrealized loss, security type, industry sector, credit rating, yield to maturity, profitability, and stock performance. Based on the Company’s review of its investments in an unrealized loss position, it determined that the losses were due to non-credit factors and, therefore, it does not consider these securities to be credit impaired at December 28, 2025. As of December 28, 2025, the Company did not intend to sell any investments in an unrealized loss position, and it is not more likely than not that the Company will be required to sell any investments before recovery of their amortized cost basis.

Investments in fixed income debt securities by contractual maturities were as follows:

	December 28, 2025	
(in thousands)	Amortized Cost	Estimated Fair Value
Less than one year	$ 84,263	$ 84,386
1.0 to 2.0 years	15,399	15,425
2.0 to 3.0 years	9,247	9,257
More than 3.0 years	1,042	1,044
Total	$ 109,951	$ 110,112

Note Receivable

In the second quarter of fiscal 2025, the Company made a $5.0 million investment in a convertible promissory note of Hyphen Technologies, Inc. (the "Note Receivable"), which develops and provides automated makelines designed to improve the speed and efficiency of food production. The Company intends to test this technology in its digital business. The Company is committed to making an additional investment of $5.0 million upon the achievement of a predefined milestone event. This contingent investment will be made in the form of a convertible promissory note at terms that are substantially similar to the Note Receivable. Refer to Note 14 (Subsequent Events) for more information. The Note Receivable is presented within other long-term assets on the accompanying consolidated balance sheet. Refer to Note 5 (Fair Value) for more information. As of December 28, 2025, the Company's estimated fair value of the Note Receivable was $5.3 million. The change in estimated fair value is recognized as a component of other income, net in the accompanying statement of operations.

5. FAIR VALUE

Assets Measured at Fair Value on a Recurring Basis

Fixed income debt securities

The fair values of fixed income debt securities were based on the market values obtained from an independent asset management service. The asset management service utilizes the market approach in determining the fair values of the investments held by the Company. Typical inputs and assumptions to pricing models used to value the Company's investments in fixed income debt securities include, but are not limited to, benchmark yields, reported trades, broker-dealer quotes, credit spreads, credit ratings, bond insurance (if applicable), benchmark securities, bids, offers, reference data, and industry and economic events. For asset backed securities, inputs and assumptions may also include the structure of issuance, characteristics of the issuer, collateral attributes, and prepayment speeds.

Note Receivable

The Company has elected to account for the Note Receivable described in Note 4 (Investments) under the fair value option. As a result, the embedded conversion feature, which would otherwise require bifurcation, is not accounted for separately. The fair value of the Note Receivable is determined under a market approach utilizing Level 3 inputs such as estimates of the equity value of the underlying business, volatility, and a probability-weighted expected time to exit.

The fair value of the Company's assets that are measured on a recurring basis was as follows:

(in thousands)	December 28, 2025			
Security Type Category	Level 1	Level 2	Level 3	Total
Asset backed	$ —	$ 13,808	$ —	$ 13,808
Commercial deposits	—	3,091	—	3,091
Commercial paper	—	2,307	—	2,307
Corporate bonds	—	64,519	—	64,519
U.S. government bonds	26,387	—	—	26,387
Fixed income debt securities	$ 26,387	$ 83,725	$ —	$ 110,112
Note Receivable	$ —	$ —	$ 5,291	$ 5,291

Assets Measured at Fair Value on a Non-recurring Basis

Assets recognized or disclosed at fair value in the accompanying consolidated financial statements on a nonrecurring basis may include items such as property and equipment, net, operating lease assets, goodwill, and intangible assets. These assets are measured at fair value whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The following table presents impairment charges by reportable segment and asset disposal costs recognized during the fiscal years indicated:

(in thousands)	2025	2024	2023
Impairment charges			
CAVA	$ 1,253	$ —	$ 547
Other	—	—	745
Total impairment	1,253	—	1,292
Total asset disposal costs	3,672	5,055	3,607
Total impairment and asset disposal costs	$ 4,925	$ 5,055	$ 4,899

Impairment charges within the CAVA segment relate to certain operating lease assets and property and equipment, net. Impairment charges within Other relate to the Company's Zoes Kitchen conversion strategy. The fair value of these assets was determined using an income approach (discounted cash flow method), which was measured using Level 3 inputs. Unobservable inputs include the discount rate and projected restaurant revenues and expenses. Asset disposal costs primarily relate to normal course replacement of certain assets in our restaurants in all fiscal years presented, the impact of Hurricane Helene on one of our restaurants in North Carolina in fiscal 2024, and the Zoes Kitchen conversion strategy as described in Note 13 (Segment Reporting) in fiscal 2023.

6. SUPPLEMENTAL BALANCE SHEET INFORMATION

Property and equipment, net

The Company's property and equipment, net, were as follows:

(in thousands)	December 28, 2025	December 29, 2024
Land	$ 600	$ 600
Building	24,049	24,042
Leasehold improvements	425,580	332,312
Equipment	132,017	107,995
Furniture and fixtures	22,400	20,860
Computer hardware and software	63,818	54,217
Construction in progress	42,195	27,725
Total property and equipment, gross	710,659	567,751
Less accumulated depreciation	(253,158)	(194,849)
Total property and equipment, net	$ 457,501	$ 372,902

Construction in progress includes new restaurant openings and technology improvements.

Intangible assets, net

The increase in intangible assets, net, during fiscal 2025, was primarily due to three favorable lease assets recognized in connection with an asset acquisition supporting the Company's new restaurant openings.

Accrued expenses and other

The Company's accrued expenses and other were as follows:

(in thousands)	December 28, 2025	December 29, 2024
Accrued payroll and payroll taxes	$ 29,415	$ 30,272
Accrued capital purchases	9,509	7,514
Sales and use tax payable	4,524	4,024
Gift card and loyalty liabilities	6,775	6,736
Other accrued expenses	26,412	21,276
Total accrued expenses and other	$ 76,635	$ 69,822

7. DEBT

JPMorgan Chase Bank Revolving Line of Credit—On February 15, 2023, the Company entered into a second amendment with respect to its revolving credit agreement with JP Morgan Chase Bank, N.A. as administrative agent dated March 11, 2022, collectively known as the "2022 Credit Facility."

The amendment provided for a $30.0 million delayed draw term loan facility (the "Delayed Draw Facility") to finance construction and capital expenditures in respect of the Company's production facility in Verona, Virginia. On May 31, 2023, the Company borrowed $6.0 million under the Delayed Draw Facility, which was repaid on July 6, 2023 (amounts repaid under the Delayed Draw Facility cannot be reborrowed). The Delayed Draw Facility terminated on August 15, 2024.

As of December 28, 2025, available borrowing capacity under the 2022 Credit Facility was $74.1 million, net of $0.9 million of outstanding letters of credit. The 2022 Credit Facility contains lender approved, uncommitted incremental revolving credit capacity of up to an aggregate amount of $25.0 million. The 2022 Credit Facility has a five-year term and matures on March 11, 2027. As of December 28, 2025, the Company had unamortized loan origination fees of $0.3 million related to the 2022 Credit Facility recorded within other long-term assets on the accompanying consolidated balance sheet.

Interest on loans under the 2022 Credit Facility is based on the one, three or six months Adjusted Term Secured Overnight Financing Rate (as described in the 2022 Credit Facility), as applicable, plus an applicable margin of 1.50% to 2.50% based on the Company's Total Rent Adjusted Net Leverage Ratio (as defined in the 2022 Credit Facility). The Company also has the ability to draw overnight borrowings for which interest rates are calculated based on the Alternative Base Rate (as defined in the 2022 Credit Facility). The Company had no borrowings under the 2022 Credit Facility as of December 28, 2025 and December 29, 2024.

The 2022 Credit Facility is unconditionally guaranteed by our domestic restricted subsidiaries, other than immaterial subsidiaries and other excluded subsidiaries. The 2022 Credit Facility is secured, subject to permitted liens and other exceptions, by a first-priority security interest in substantially all of the tangible and intangible assets of the borrower and the guarantors and a first-priority pledge of the capital stock of each domestic restricted subsidiary of the borrower and the guarantors, subject to certain exceptions.

The 2022 Credit Facility includes customary restrictions on our ability to undertake certain transactions, including limitations on additional indebtedness, creation of liens, dividend payments and payments of other indebtedness, investments and transactions with affiliates. The 2022 Credit Facility also includes financial maintenance covenants that require compliance with certain financial ratios or liquidity levels on a quarterly basis. The availability of certain baskets and the ability to enter into certain transactions may be subject to compliance with such ratios or levels. In addition, the 2022 Credit Facility contains other customary representations and warranties, affirmative and negative covenants, and events of default. As of December 28, 2025, the Company was in compliance with these financial maintenance and other covenants.

8. INCOME TAXES

At December 29, 2024, the Company assessed the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit the use of existing deferred tax assets ("DTAs"). A significant piece of objective positive evidence evaluated was the cumulative income earned over the three-year period ended December 29, 2024. Such objective evidence, in addition to forecasted future taxable income and available tax planning strategies that could be implemented, were determined to support that it is more likely than not the existing DTAs will be realized. On the basis of this evaluation, as of December 29, 2024, the valuation allowance against the DTAs of $83.7 million was fully released. As of December 28, 2025 management determined that no valuation allowance was required.

Disaggregation of pre-tax income and provision for (benefit from) income taxes consists of the following:

(in thousands)	2025	2024	2023
Income before taxes			
U.S.	$ 70,799	$ 59,910	$ 14,048
Total income before taxes	$ 70,799	$ 59,910	$ 14,048
Provision for (benefit from) income taxes			
Current tax expense			
U.S. federal	$ 20	$ —	$ —
U.S. state and local	934	1,207	718
Total	954	1,207	718
Deferred tax expense (benefit)			
U.S. federal	5,793	(56,021)	20
U.S. state and local	309	(15,595)	30
Total deferred tax expense	6,102	(71,616)	50
Provision for (benefit from) income taxes	$ 7,056	$ (70,409)	$ 768

The provision for income taxes differs from the amount computed by applying the U.S. federal statutory income tax rate to income before taxes for the reasons set forth below:

	2025	
(in thousands)	$	%
Income tax expense at federal statutory rate	$ 14,868	21.0 %
Nontaxable and nondeductible items, net		
Equity-based compensation	(9,543)	(13.5)%
Other	744	1.1 %
State and local income taxes, net of federal effect[1]	987	1.4 %
Provision for income taxes	$ 7,056	10.0 %

1 State taxes in California and Texas made up greater than 50% of the tax effect in this category.

As previously disclosed for fiscal 2024 and fiscal 2023, prior to the adoption of ASU 2023-09, the effective income tax rate differs from the statutory federal income tax rate as follows:

(in thousands)	2024	2023
Income tax expense at federal statutory rate	$ 12,581	$ 2,950
State income tax expense	5,931	996
Decrease in valuation allowance	(83,662)	(4,699)
Deferred taxes	—	1,032
Equity-based compensation	(5,251)	(556)
Nondeductible executive compensation	227	915
Other permanent adjustments	(235)	130
(Benefit from) provision for income taxes	$ (70,409)	$ 768

As a result of the release of the valuation allowance in fiscal 2024, the Company recorded a deferred tax liability related to the federal tax impact of its state deferred tax assets, which resulted in an increase to income tax expense of $3.6 million in fiscal 2024 presented within state income tax expense in the table above. The effective income tax rate in fiscal 2025 and 2024 includes a permanent benefit associated with equity-based compensation, which impacts federal and state taxes.

The following table presents the Company's deferred tax assets and liabilities:

(in thousands)	December 28, 2025	December 29, 2024
Deferred tax assets:		
Net operating loss	$ 63,731	$ 52,797
Operating lease liabilities	120,373	97,358
Equity-based compensation	1,660	1,226
Other	5,368	5,705
Net deferred tax assets	191,132	157,086
Deferred tax liabilities:		
Operating lease assets	(100,537)	(82,737)
Property and equipment	(25,202)	(2,812)
Net deferred tax liabilities	(125,739)	(85,549)
Total net deferred tax assets	$ 65,393	$ 71,537

Income taxes paid (net of refunds) were as follows:

(in thousands)	2025
California	$ 942
Massachusetts	156
Texas	310
Other	264
Total U.S. state and local	$ 1,672

The Company had available as of December 28, 2025, $270.5 million and $142.9 million of unused federal and state net operating loss carryforwards, respectively. Under the Tax Cuts and Jobs Act of 2017, net operating losses may be carried forward indefinitely. However, net operating losses arising in tax years that begin after December 31, 2017, are limited to 80% of the respective future year's taxable income. In addition, net operating loss carryforwards may be limited in situations where there is a change in the Company's ownership. The Company has performed an analysis to substantiate existing net operating loss carryforwards are available for use related to historical changes in the Company's ownership. The Company's federal net operating losses generated before December 31, 2017, have all been utilized as of December 29, 2024. State net operating losses expire over varying intervals in the future.

On July 4, 2025, the United States Congress enacted H.R.1, commonly referred to as the One Big Beautiful Bill Act ("OBBBA"), introducing significant amendments to the U.S. tax legislation, including extensions and modifications to

provisions of the Tax Cuts and Jobs Act. The OBBBA contains multiple effective dates, with certain provisions applicable beginning in 2025 and others phased in over subsequent years. The increase in deferred tax liabilities related to property and equipment, as seen in the table above, is associated with the reinstatement of 100% bonus depreciation. The Company will continue to monitor future administrative guidance and regulatory developments that may clarify the application of the OBBBA's provisions.

9. LEASES

The weighted average remaining lease term and discount rate were as follows as of the period indicated:

	December 28, 2025	December 29, 2024
Weighted average remaining lease term (years)	8.5	8.2
Weighted average discount rate	6.63 %	6.26 %

The components of lease cost were as follows for the fiscal years indicated:

(in thousands)	**Classification**	**2025**	**2024**	**2023**
Operating lease cost[1]	Occupancy, General and administrative expenses	$ 61,494	$ 52,573	$ 44,201
Pre-opening lease cost	Pre-opening costs	6,591	3,867	4,296
Closed restaurant lease cost	Other income, net, Restructuring and other costs	95	97	558
Short-term lease cost	General and administrative expenses	428	328	364
Variable lease cost	Occupancy	2,321	2,695	1,421
Sublease income	Other income, net	(347)	(470)	(479)
Total lease cost		$ 70,582	$ 59,090	$ 50,361

1 Excludes $13.5 million, $10.6 million, and $9.4 million in fiscal 2025, 2024, and 2023, respectively, relating to variable real estate taxes, insurance, and common area maintenance costs.

Supplemental disclosures of cash flow information related to leases were as follows for the fiscal years indicated:

(in thousands)	**2025**	**2024**	**2023**
Cash paid for operating lease liabilities	$ 64,842	$ 58,172	$ 48,739
Operating lease assets obtained in exchange for operating lease liabilities	108,467	66,820	43,985
Derecognition of operating lease assets due to termination or impairment	391	109	4,946

Refer to Note 5 (Fair Value) for a description of impairment charges that included a reduction to operating lease assets in fiscal 2025 and 2023.

Future minimum lease payments by fiscal year for operating leases consist of the following as of December 28, 2025:

(in thousands)	Operating Leases
2026	$ 77,297
2027	79,551
2028	75,063
2029	70,856
2030	67,107
Thereafter	255,004
Total	624,878
Less: imputed interest	158,630
Operating lease liabilities (current and non-current)	$ 466,248

As of December 28, 2025, future minimum lease payments excluded $146.5 million relating to legally binding leases executed but not yet commenced.

10. COMMITMENTS AND CONTINGENCIES

Purchase Obligations—The Company enters into various purchase obligations in the ordinary course of business, generally of a short-term nature. Those that are binding primarily relate to amounts owed for produce and other ingredients and supplies, including supplies and materials used for new restaurant openings.

Letters of Credit—As of December 28, 2025 and December 29, 2024, the Company had six and four irrevocable letters of credit in favor of various landlords in the aggregate amount of $0.9 million and $0.7 million, respectively. The letters of credit do not require a compensating balance and automatically renew in accordance with the terms of the underlying lease agreement.

Litigation—The Company is currently involved in various claims and legal actions that arise in the ordinary course of its business, including claims resulting from employment related matters. While the ultimate outcome and the costs associated with litigation are inherently uncertain and difficult to predict, as of the date hereof, the Company does not believe that any of its pending legal proceedings, most of which are covered by insurance, will have a material effect on its business, financial condition, results of operations, or cash flows. However, a significant increase in the number of these claims or an increase in uninsured amounts owed under successful claims could materially and adversely affect the Company’s business, financial condition, results of operations, or cash flows.

Investments—Refer to Note 4 (Investments) and Note 14 (Subsequent Events) for information regarding the Company’s commitment related to an investment in a convertible promissory note.

11. EQUITY-BASED COMPENSATION

2023 Equity Incentive Plan—The Amended and Restated 2023 Equity Incentive Plan (as amended, the “2023 Plan”) reserved 9.4 million authorized shares of the Company’s common stock for issuance to employees, directors, and consultants through stock options (both incentive and non-qualified), restricted shares of our common stock, RSUs, performance stock units, and other equity-based awards tied to the value of our shares. The number of shares reserved for issuance under the 2023 Plan will automatically increase on the first day of each fiscal year commencing on December 30, 2024 (first day of fiscal 2025) by a number of shares equal to the lesser of (i) 1% of the then-outstanding shares of our common stock on the last day of the immediately preceding fiscal year and (ii) a lesser number of shares as determined by our Board of Directors. As of December 28, 2025, 8.4 million shares were available for issuance under the 2023 Plan, which includes 1.2 million from an automatic increase on December 30, 2024 (the first day of fiscal 2025). The Board of Directors approved no increase to the plan reserve on December 29, 2025 (the first day of fiscal 2026).

2015 Equity Incentive Plan—Prior to the Company’s IPO, the Company granted incentive stock options, non-qualified stock options, and restricted stock unit awards to employees, directors, and consultants under the 2015 Equity Incentive Plan (the “2015 Plan”). Following effectiveness of the 2023 Equity Incentive Plan in connection with our IPO, no further awards will be granted under the 2015 Plan; however, awards outstanding under the 2015 Plan will continue to be governed by their existing terms.

During fiscal 2025, 2024, and 2023 the Company recognized compensation expense (including applicable payroll taxes) related to awards under the equity incentive plans and the 2023 ESPP (as defined below) of $18.1 million, $17.1 million, and $9.6 million, respectively. Equity-based compensation expense is included in general and administrative expenses in the accompanying consolidated statements of operations.

Stock Options—Prior to the IPO, under the 2015 Plan, our Board of Directors determined the option exercise price and granted all stock options at exercise prices that were equal to or exceeded the fair value of the common stock on the date of grant. The terms of all stock options may not exceed 10 years. Vesting terms are determined by our Board of Directors and generally vest annually in equal installments over four years of continuous service, except for 0.6 million options that were granted to the Company's CEO in connection with the IPO that vest over five years of continuous service.

A summary of the Company's stock option activity is as follows:

		Weighted Average		
(in thousands, except per share amounts)	Number Of Options	Exercise Price	Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding - December 29, 2024	2,264	$ 13.96	6.9	$ 227,328
Granted	107	95.03		
Exercised	(311)	6.19		
Forfeited or expired	(83)	28.48		
Outstanding - December 28, 2025	1,977	$ 18.96	6.4	$ 84,660
Exercisable - December 28, 2025	1,139	$ 12.70	5.6	
Vested and expected to vest - December 28, 2025	1,977	$ 18.96	6.4	$ 84,660

As of December 28, 2025, there was $9.0 million of unrecognized compensation costs related to option awards. This cost is expected to be recognized over a weighted-average period of 2.5 years. The aggregate intrinsic value of options exercised during fiscal 2025, 2024, and 2023, was $25.1 million, $99.3 million, and $1.1 million, respectively.

The following table reflects the weighted-average assumptions utilized in the Black-Scholes option pricing model during the fiscal years indicated:

	2025	2024	2023
Expected term (in years)[1]	6.2	6.3	6.4
Volatility[2]	49.2%	46.7%	46.0%
Risk-free interest rate	4.1%	4.1%	3.8%
Dividend rate	—%	—%	—%
Weighted-average grant date fair value per share	$50.14	$24.47	$9.98

1 Expected term was calculated using the simplified method, which is an average of the contractual term and vesting period of the option, as we do not have sufficient historical data for determining the expected term of our stock option awards.
2 Volatility was based on a group of industry peers with sufficient history.

Restricted Stock Units—Vesting terms of RSUs are determined by our Board of Directors and generally vest annually in equal installments over four years of continuous service, except for 0.3 million RSUs that were granted to the Company's CEO in connection with the IPO that vest over five years of continuous service.

A summary of the Company's restricted stock unit activity is as follows:

(in thousands, except per share amounts)	Number of Units	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value
Non-vested - December 29, 2024	1,636	$ 14.79	$ 187,109
Granted	154	91.50	
Vested	(667)	12.74	
Forfeited	(152)	23.36	
Non-vested - December 28, 2025	971	$ 27.01	$ 58,406

As of December 28, 2025, there was $18.8 million of unrecognized compensation expense related to RSU awards. This cost is expected to be recognized over a weighted-average period of 2.4 years. The weighted-average grant date fair value of RSUs during fiscal 2024 and 2023 was $63.24 and $17.52, respectively. The aggregate fair value of shares vested during fiscal 2025, 2024, and 2023 was $68.0 million, $64.8 million, and $8.5 million, respectively.

2023 Employee Stock Purchase Plan—In connection with the IPO, the Company's Board of Directors adopted the 2023 Employee Stock Purchase Plan (the "2023 ESPP"). The 2023 ESPP authorizes issuance of 1.8 million shares of common stock to the Company's employees of which 1.6 million were available for issuance as of December 28, 2025. The number of shares available for issuance under the 2023 ESPP will automatically increase on the first day of each fiscal year commencing on January 1, 2024 (the first day of the fiscal year following the fiscal year in which the effective date of the 2023 ESPP falls in) by the lesser of (i) a number of shares such that the aggregate number of shares available for grant under the 2023 ESPP immediately following such increase will be equal to 1% of the outstanding common stock of the Company on the last day of the immediately preceding fiscal year and (ii) a lower number of shares of our common stock as determined by the Board of Directors.

The 2023 ESPP allows eligible employees to acquire shares of the Company's common stock through payroll deductions over offering periods that are approximately six months. The per share purchase price is equal to 85% of the lesser of the fair market value of a share of the Company's common stock on (i) the first trading day of the offering period or (ii) the last trading day of the offering period. During fiscal 2025, the Company issued less than 0.1 million shares under the 2023 ESPP.

12. EARNINGS PER SHARE

The following table sets forth the computation of earnings per share for the fiscal years indicated:

(in thousands, except per share amounts)	2025	2024	2023
Net income	$ 63,743	$ 130,319	$ 13,280
Weighted-average common shares outstanding:			
Basic	115,804	114,292	60,512
Dilutive awards	2,474	3,981	2,936
Diluted	118,278	118,273	63,448
Earnings per share:			
Basic	$ 0.55	$ 1.14	$ 0.22
Diluted	$ 0.54	$ 1.10	$ 0.21

The Company excluded the following potential common shares, presented based on amounts outstanding at the end of each period, from the computation of diluted earnings per share as the impact would have been anti-dilutive for the fiscal years indicated:

(in thousands)	2025	2024	2023
Stock options	85	1	—
Restricted stock units	104	1	—
Total common stock equivalents	189	2	—

13. SEGMENT REPORTING

The Company's operations are conducted as two operating segments: CAVA and CAVA Foods. CAVA includes the operations of all company-owned CAVA restaurants. CAVA Foods includes the production of dips, spreads, and certain dressing bases used in CAVA restaurants as well as sales from the Company's CPG. Prior to completion of the conversion strategy described below, in fiscal 2023, the Company operated a third segment, Zoes Kitchen, which included the operations of all Zoes Kitchen locations. These segments were determined on the same basis that the Company's Chief Executive Officer ("CEO"), who is the chief operating decision maker ("CODM"), manages, evaluates, and makes key decisions regarding the business. The CODM does not manage the Company on a consolidated basis. CAVA Foods and, in fiscal 2023, Zoes Kitchen are below quantitative thresholds for segment reporting purposes, resulting in CAVA being the Company's one reportable segment for the periods covered by the consolidated financial statements. Other includes the Company's CPG sales from CAVA Foods, and in fiscal 2023, the remaining activity of previously operated Zoes Kitchen locations.

Between 2019 and 2023, the Company completed a strategy of converting Zoes Kitchen restaurants into CAVA restaurants, with the last conversion restaurant opening on October 20, 2023, resulting in a total of 153 conversion restaurants. As of March 2, 2023, the Company no longer operates any Zoes Kitchen locations.

The CODM reviews segment performance and allocates resources based upon restaurant-level profit, which is defined as segment revenues less food, beverage, and packaging, labor, occupancy, and other operating expenses. Restaurant-level profit is used to measure the segment's profitability as corporate-level expenses are excluded from such measure. The CODM uses restaurant-level profit for each segment in the annual budget to make decisions about the allocation of resources, with the monitoring of actual results to determine appropriate changes to such allocation. All segment revenue is earned in the United States, and all intersegment revenues have been eliminated. Intersegment revenues represent the sale, from CAVA Foods to CAVA, of dips and spreads used in our restaurants. Sales from external customers are derived principally from sales of food, beverage, and CPG. The Company does not rely on any major customers as sources of sales. As the CODM does not review asset information by segment, assets are reported only on a consolidated basis.

The following table presents financial information about the Company's reportable segment and includes reconciliations of reportable segment revenue to consolidated revenue and reportable segment restaurant-level profit to income before taxes for the fiscal years indicated:

(in thousands)	2025	2024	2023
CAVA Revenue	$ 1,169,286	$ 954,273	$ 717,060
Reconciliation of reportable segment revenue to consolidated revenue:			
Other revenue[1]	10,378	9,440	11,640
Total consolidated revenue	$ 1,179,664	$ 963,713	$ 728,700
Significant CAVA segment expenses			
Food, beverage, and packaging	$ 348,684	$ 279,741	$ 208,237
Labor	301,861	247,490	185,820
Occupancy	83,576	69,851	57,811
Other operating expenses[2]	150,121	119,078	87,704
Total CAVA segment expenses	884,242	716,160	539,572
CAVA restaurant-level profit	285,044	238,113	177,488
Reconciliation of total reportable segment restaurant-level profit to income before income taxes:			
Other non-reportable segment profit[1]	(5,423)	(3,692)	(2,858)
General and administrative expenses	137,462	120,500	101,491
Depreciation and amortization	73,661	60,355	47,433
Restructuring and other costs	—	580	6,080
Pre-opening costs	19,134	12,197	15,718
Impairment and asset disposal costs	4,925	5,055	4,899
Interest income, net	(15,045)	(16,474)	(8,852)
Other income, net	(469)	(318)	(471)
Income before taxes	$ 70,799	$ 59,910	$ 14,048

1 In fiscal 2025 and fiscal 2024, Other revenue and Other non-reportable segment profit include activity from the Company's CAVA Foods operating segment. In fiscal 2023, Other revenue consists of $7.8 million from CAVA Foods and $3.9 million from the closed Zoes Kitchen operating segment. Other non-reportable segment profit in fiscal 2023 consists of $3.0 million from CAVA Foods and a $0.2 million loss from Zoes Kitchen.

2 Other operating expenses includes all other restaurant-level operating expenses, such as kitchen supplies, utilities, repairs and maintenance, travel costs, credit card and bank fees, recruiting, third-party delivery service fees, and marketing expenses.

14. SUBSEQUENT EVENTS

On February 2, 2026, the milestone condition described in Note 4 (Investments) was achieved. As a result, the Company is obligated to fund an additional $5.0 million investment in the form of a convertible promissory note within 30 days of such event.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of such date. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to management including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Control Over Financial Reporting

There were no changes to our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended December 28, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f).

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with GAAP. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 28, 2025.

Deloitte & Touche LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of our internal control over financial reporting as of December 28, 2025, which is included herein.

Item 9B. Other Information

During the twelve weeks ended December 28, 2025, no directors and officers of the Company (as defined in Rule16a-1(f) of the Exchange Act) adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (each as such term is defined in Item 408 of Regulation S-K of the Securities Act).

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections

Not applicable.

Part III

Item 10. Directors, Executive Officers, and Corporate Governance

The information required by this item is incorporated by reference from the definitive proxy statement for our 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 28, 2025.

Item 11. Executive Compensation

The information required by this item is incorporated by reference from the definitive proxy statement for our 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 28, 2025.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated by reference from the definitive proxy statement for our 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 28, 2025.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this item is incorporated by reference from the definitive proxy statement for our 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 28, 2025.

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference from the definitive proxy statement for our 2026 annual meeting of stockholders, which will be filed no later than 120 days after December 28, 2025.

Part IV

Item 15. Exhibits and Financial Statement Schedules

1. All Financial Statements

The following consolidated financial statements filed as part of this report are included in Part II, Item 8. “Financial Statements and Supplementary Data” of this Annual Report:

- Report of Independent Registered Public Accounting Firm (PCAOB ID No. 34)
- Consolidated Balance Sheets as of December 28, 2025 and December 29, 2024
- Consolidated Statements of Operations for the Fiscal Years Ended December 28, 2025, December 29, 2024, and December 31, 2023
- Consolidated Statements of Comprehensive Income for the Fiscal Years Ended December 28, 2025, December 29, 2024, and December 31, 2023
- Consolidated Statements of Preferred Stock and Stockholders’ Equity for the Fiscal Years Ended December 28, 2025, December 29, 2024, and December 31, 2023
- Consolidated Statements of Cash Flows for the Fiscal Years Ended December 28, 2025, December 29, 2024, and December 31, 2023

2. Financial Statement Schedules

No schedules are required because either the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or notes thereto.

3. Exhibits

Exhibit Number	Exhibit Description	Filed Herewith
3.1	Seventh Amended and Restated Certificate of Incorporation of CAVA Group, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 20, 2023).	
3.2	Amended and Restated Bylaws of CAVA Group, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on June 20, 2023).	
4.1	Description of Securities Registered pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on February 26, 2025).	
10.1†	CAVA Group, Inc. 2023 Amended and Restated Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K filed on February 26, 2025).	
10.2†	CAVA Group, Inc. 2023 Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.10 filed with the Registrant's Registration Statement on Form S-8 filed with the Commission on June 15, 2023).	
10.3†	CAVA Group, Inc. 2023 Executive Severance Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on June 20, 2023).	
10.4†	Employment Agreement between CAVA Group, Inc. and Brett Schulman, effective as of June 20, 2023 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on June 20, 2023).	
10.5†	Employment Agreement between CAVA Group, Inc. and Ted Xenohristos, effective as of May 22, 2023 (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on August 16, 2023).	
10.6†	Employment Agreement between CAVA Group, Inc. and Kelly Costanza, effective as of May 20, 2022 (incorporated by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K filed on February 26, 2025).	
10.7	Separation Agreement by and between Jennifer Somers and CAVA Holding Company, executed September 23, 2025 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed November 5, 2025.	
10.8†	Amended and Restated Offer of Employment between CAVA Group, Inc, and Doug Thompson, effective as of January 9, 2026.	X
10.9	Credit Agreement, dated as of March 11, 2022, by and among CAVA Group, Inc., as the borrower, JPMorgan Chase Bank, N.A., as administrative agent, an issuing bank and swingline lender, and the other parties named therein (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1 filed on May 19, 2023).	
10.1	Amendment No. 1 to the Credit Agreement, dated as of April 22, 2022, among CAVA Group, Inc., the lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 filed on May 19, 2023).	
10.11	Amendment No. 2 to the Credit Agreement, dated as of February 15, 2023, among CAVA Group, Inc., the lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 filed on May 19, 2023).	
10.12	Fifth Amended and Restated Investors' Rights Agreement, dated as of March 26, 2021, by and among CAVA Group, Inc. and the other parties named therein (incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1 filed on May 19, 2023).	
10.13†	2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1 filed on May 19, 2023).	
10.14†	Form of Restricted Stock Unit Award Agreement under the 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed on June 12, 2023).	

10.15†	Form of Option Agreement under the 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.7 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed on June 12, 2023).	
10.16†	Form of Standard Restricted Stock Unit Agreement under the 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed on June 12, 2023).	
10.17†	Form of Non-Employee Director Restricted Stock Unit Agreement under the 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.10 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed on June 12, 2023).	
10.18†	Form of Option Award Agreement under the 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.11 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed on June 12, 2023).	
19.1	Securities Trading Policy (incorporated by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K filed on February 26, 2025).	
21.1	Subsidiaries of the Company.	X
23.1	Consent of Deloitte & Touche LLP.	X
31.1	Certification of Chief Executive Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
31.2	Certification of Chief Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
32.1 *	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X
32.2 *	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X
97.1	CAVA Group, Inc. Incentive Compensation Clawback Policy (incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K filed on February 26, 2025).	
101.INS	XBRL Instance Document – the instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document	X
101.SCH	Inline XBRL Taxonomy Extension Schema Document	X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	X

† Management contract of compensatory plan or arrangement.

* This exhibit shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that Section. Such exhibit shall not be deemed incorporated into any filing under the Securities Act or the Exchange Act.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by the Company in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

Item 16. Form 10-K Summary

None.

Signatures

Pursuant to the requirements of Section 13 or 15(d) the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAVA GROUP, INC.

By: /s/ Tricia Tolivar
Name: Tricia Tolivar
Title: Chief Financial Officer (principal financial officer)
Date: February 24, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934 the report has been signed by the following persons on behalf of the registrant and in the capacities indicated on February 24, 2026.

Signatures	Title
/s/ Brett Schulman Brett Schulman	Chief Executive Officer (principal executive officer)
/s/ Tricia Tolivar Tricia Tolivar	Chief Financial Officer (principal financial officer)
/s/ Adam Phillips Adam Phillips	Chief Accounting Officer (principal accounting officer)
/s/ Ronald Shaich Ronald Shaich	Chair of the Board of Directors
/s/ Philippe Amouyal Philippe Amouyal	Director
/s/ David Bosserman David Bosserman	Director
/s/ Benjamin Felt Benjamin Felt	Director
/s/ Karen Kochevar Karen Kochevar	Director
/s/ Lauri Shanahan Lauri Shanahan	Director
/s/ James White James White	Director
/s/ Theodoros Xenohristos Theodoros Xenohristos	Director

January 9, 2026

RE: Amended and Restated Offer of Employment for Doug Thompson

Dear Doug,

Congratulations and welcome to CAVA! On behalf of the entire company, we are pleased to offer the opportunity for you to share in our vision and help us grow our awesome brand. We are confident that your experience will be an asset to our rapidly growing company!

Position: Chief Operations Officer

Reporting to: Brett Schulman, Chief Executive Officer

Start Date: Your start date is **March 2, 2026**.

Total Direct Compensation at Target: $2,162,500; see components below to include base salary, bonus at target and annual long term incentive grant value.

Base Salary: Annual gross starting of **$550,000** paid in biweekly installments. Any salary changes will be reviewed according to your Impact Plan performance and occur on or around January each year. Your first opportunity for an assessment of your Impact Plan performance will occur in 2027.

Bonus Eligibility: You have the potential to earn an additional **75%** of your earned fiscal wages earned in the form of a cash bonus (i.e., short term incentive bonus or "STI") for payout in 2027 based upon applicable individual goals and performance metrics set by our Board of Directors (as may mean the People, Culture and Compensation Committee of the Board to the extent duly authorized, the "Board"). For the purposes of bonus calculations, "fiscal wages earned" refers to the total gross wages paid to an employee during the fiscal year, as reported through payroll, excluding any non-regular compensation including, but not limited to, relocation assistance, sign-on bonuses, spot awards, retention bonuses, severance, equity income, or other similar payments not tied to base salary. The STI plan is discretionary and is based upon your performance and a variety of operating factors that are determined by the Board and may change periodically. You must remain an employee in good standing on the date of the STI bonus payout and satisfy all eligibly requirements in order to receive such payout.

Long Term Incentives: The Company has a Long-Term Incentive ("LTI") program in which certain key employees are eligible to participate. Your position is eligible to participate in the LTI program. In the LTI program, you are eligible to receive periodic equity of **$1,200,000** in value. The initial grant is made during the annual review cycle, and your first grant is anticipated to occur in or around Q1 of 2027. Such grants vest over a 4-year term with 25% vesting annually. All equity grants must be approved by the Company's Board of Directors prior to being effective. The grants take the form of Non-Qualified Stock Options* ("NSOs") and Restricted Stock Units ("RSUs"), split equally. Non-qualified stock options provide the right, within a designated timeframe, to buy a set number of company shares at a preset price. The purchase price per share will be equal to the fair market value per share on the date the NSO is granted. Non-qualified stock options require payment of income tax of the grant price minus the price of the exercised option. RSUs provide an employee interest in company stock but they have no tangible value until vesting is complete. The restricted stock units are assigned a fair market value when they vest. Upon vesting, the vested shares are considered income to the grantee (based on the spread between the value of such shares at the date of the grant and the value at those same shares at the date of the vesting). For those vested shares, taxes will be paid with a portion of the vested shares. The employee receives the remaining (those not remitted for taxes) vested shares and can sell them at his or her discretion, subject to certain transferability rules.

*The Company anticipates transitioning from NSOs to Performance Share Units (PSUs) in 2026, subject to Board approval, which may replace the NSOs or certain other LTI referenced above. Should this change occur, you will be notified of the specific performance metrics and vesting criteria applicable to those units.

One Time LTI Grant: In addition to the above LTI program, we would like to offer you a special one-time LTI equity grant in the form of **$500,000** of RSUs vesting over 4 years (with such grant and 4-year period effective starting on your employment start date) at a rate of 25% per annum annually. Please note the grant of such RSUs shall be subject to Board approval and issued under the then current CAVA Equity Incentive Plan. The number of RSUs received will be based on the closing market price of the common stock as of the date of grant. Subsequent to your acceptance of this offer, your one-time LTI grant will be submitted to the Board for approval at its next regular meeting after your acceptance of this offer. Upon approval of such grant, the current equity plan and RSU Grant Agreement will be provided to you for your acceptance and signature.

All equity grants and the descriptions above are subject to the more complete language contained in the CAVA 2023 Equity Incentive Plan, as amended. See this plan for more details.

Relocation/Sign-On Bonus: You shall receive a Relocation/Sign-On bonus of **$200,000** (the “Relocation/Sign-On Bonus”) less applicable tax withholdings, payable within thirty (30) days of your start date, to cover your relocation to the Washington, D.C. vicinity. Such relocation shall occur by July 31, 2026. This Relocation/Sign-On Bonus is subject to a payback covenant in the event that you resign from the company or do not relocate to the Washington D.C. vicinity by such date. If you resign or are terminated for cause from the Company before one (1) full year after your start date, you will be required to return 100% of the gross pre-tax amount of the Relocation/Sign-On Bonus to CAVA. If you resign or are terminated for cause from CAVA between one (1) and two (2) full years after your start date, you will be required to return 50% of the gross pre-tax amount of the Relocation/Sign-On Bonus to CAVA. Your signature below authorizes CAVA to make deductions from any payment you are owed (including final paycheck) to repay all or a portion of the Relocation/Sign-On Bonus. By signing below, you agree that if any such deductions do not fully repay the Relocation/Sign-On Bonus that is owed to CAVA, you will be required to pay CAVA the remaining balance within thirty (30) calendar days of the last day of your employment.

Benefits: Our Benefit Guide is attached to the email containing your offer letter. It details all the benefits and programs available to you, including pricing. We review all our benefit plans annually to make sure we are providing our employees with the best possible programs, so pricing and programs may change as we grow. This exempt position is eligible for participation in our retirement plan, prescription plan, employee assistance program, company-paid Talkspace benefits, early wage access, PerkSpot, paid sick time, and paid parental leave. In addition, you are eligible under CAVA’s Executive Severance Plan, which provides Participants (as defined therein, along with other capitalized terms here) whose employment is terminated without Cause (other than by reason of death or Disability) or by the Participant for Good Reason with the following payments and benefits with execution of a Release Agreement: base salary continuation payments for 12 months, a Pro-Rata Bonus, and continued health insurance coverage for the earlier of 12 months or the date eligible to receive health benefits as a result of subsequent employment; provided, however, the foregoing is intended to be a general description only and you should review the full publicly available Executive Severance Plan for further details, which is subject to modification or termination by the Board.

Insurance: Benefits begin on the first of the month, after 30 days of employment; you will have 30 days from your start date to enroll in benefits. We offer employees the opportunity to participate in medical, dental, vision, telemedicine, pet insurance and other supplemental insurance plans. You will also receive life insurance and disability coverage paid for by CAVA.

Vacation: Unlimited PTO. Eligibility for PTO begins 30 days after hire and is up to the discretion of your manager.

Computer: You will be provided with a company-owned laptop computer. By using this equipment, you will be required to abide by all technology policies.

Cell Phone Reimbursement: You shall receive a cell phone allowance of $50 per month, which amount shall be subject to applicable withholdings.

CAVA Meals: During your employment, you will receive a free CAVA meal (up to $20) M-F and 50% off an entree for a guest. On weekends, you can enjoy 50% off an entree for you and a guest. Meals will be redeemed through CAVA Rewards on the CAVA mobile app. Instructions will be provided during onboarding.

Hybrid Work Model: This role requires a minimum of working 3 days per week in office. This position is eligible to receive a free parking pass or reimbursement for parking garage expenses (receipts must be submitted) that may be incurred at the D.C. Collaboration Center.

Onboarding and Company Policies: You understand and agree that you are required to promptly complete all mandatory new hire training and onboarding requirements, including the electronic Policy Acknowledgement form. You further agree to review and comply with all applicable CAVA policies and procedures.

Prior Employment: You represent and warrant that you may not bring any confidential or proprietary information, whether documents or in other forms, relating to your prior employers' business, and that you are not subject to any contractual or other restrictions/obligations, including, without limitation, any non-competition, non-solicitation, or confidentiality agreement with any former employer or other third party, that are inconsistent with your accepting this offer of employment and performing the duties we expect of you at CAVA. You agree to indemnify, defend, and hold harmless CAVA and its affiliates, and their respective officers, directors, employees, and agents, from any claims, losses, damages, liabilities, costs, and expenses (including reasonable attorneys' fees and court costs) in connection with any breach of the above representations and warranties.

Passive Interests in Tumble 22 and Any Texas Roadhouse Locations: You agree that, upon your employment start date, you will hold no more than passive equity interests in Tumble 22 and any Texas Roadhouse locations for which you are presently an investor, that you will not be engaged in any operations for any of these businesses, and that you will not share confidential or proprietary information from CAVA with any persons involved with Tumble 22 or any Texas Roadhouse location.

At-Will Employment: On behalf of CAVA, we look forward to working closely with you. Nonetheless, please understand that we are an at-will employer; this means that either you or CAVA are free to terminate employment at any time, with or without notice or cause. We are excited about your future with CAVA and the many contributions you will make in this new role.

This offer is contingent upon acceptable background check results and approval by the Board. To accept please sign and return this offer letter to kelly.costanza@cava.com by **January 12, 2026.**

We are excited about your future with CAVA and the many contributions you will make in this new role.

/s/ Brett Schulman January 9, 2026

Brett Schulman
Chief Executive Officer
Brett@cava.com

"I have read and understand all the terms set forth in this offer letter and I accept each of those terms. I also understand and agree that my employment is at-will and no statements or communications, whether oral or written, will modify my at-will employment status. I further understand that this letter is CAVA's complete offer of employment to me and this letter supersedes all prior and contemporaneous understandings, agreements, representations, and warranties, both written and oral, with respect to my employment. I have not relied on any agreements or representations, express or implied, that are not set forth expressly in this letter."

/s/ Doug Thompson January 9, 2026

Doug Thompson / Date

Exhibit 21.1

SIGNIFICANT SUBSIDIARIES OF CAVA GROUP, INC.

Following is a list of subsidiaries of CAVA Group, Inc., excluding certain subsidiaries that, in the aggregate as a single subsidiary, do not constitute a significant subsidiary.

Subsidiary Name	Jurisdiction
Cava Foods, LLC	Maryland
CAVA Holding Company	Delaware
Cava Mezze Grill, LLC	Maryland

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-272662 on Form S-8 of our reports dated February 24, 2026, relating to the consolidated financial statements of CAVA Group, Inc. and the effectiveness of the Company’s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 28, 2025.

/s/ Deloitte & Touche LLP

McLean, Virginia
February 24, 2026

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Brett Schulman, certify that:

1. I have reviewed this Annual Report on Form 10-K of Cava Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 24, 2026	By:	/s/ Brett Schulman
		Brett Schulman
		Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Tricia Tolivar, certify that:

1. I have reviewed this Annual Report on Form 10-K of Cava Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 24, 2026

By: /s/ Tricia Tolivar

Tricia Tolivar
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Cava Group, Inc. (the "Company") for the year ended December 28, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brett Schulman, Chief Executive Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 24, 2026	By:	/s/ Brett Schulman
		Brett Schulman Chief Executive Officer (Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Cava Group, Inc. (the “Company”) for the year ended December 28, 2025, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Tricia Tolivar, Chief Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 24, 2026	By:	/s/ Tricia Tolivar
		Tricia Tolivar
		Chief Financial Officer (Principal Financial Officer)