First Watch Restaurant Group, Inc.
Compensation Committee Charter

I. PURPOSES

The Compensation Committee (the "Committee") is established by the Board of Directors (the "Board") of First Watch Restaurant Group, Inc. (the "Company") to assist the Board in overseeing the Company's executive compensation policies and practices, including evaluating, recommending and approving executive officer compensation arrangements, plans, policies and programs and administering Company-wide and executive bonus plans or programs and equity-based compensation plans. The Committee also reviews certain policies and strategies related to human capital management matters and produces the annual report of the Committee required by the rules of the Securities and Exchange Commission ("SEC").

II. COMMITTEE MEMBERSHIP

Composition. The Committee shall consist of at least two members of the Board. Committee members shall be appointed by the Board annually. Any member may be removed from the Committee by the Board, with or without cause, at any time.

Chair. The Chair of the Committee shall be appointed annually from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

Independence. Each member of the Committee shall be an "independent" director in accordance with the applicable listing standards of the Nasdaq Stock Market ("Nasdaq"), including standards specifically applicable to compensation committee members, and Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as well as the Company's Corporate Governance Guidelines. In addition, in selecting the members of the Committee, the Board shall consider whether the director is a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. AUTHORITY

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.

The Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any compensation consultant, legal counsel or other adviser to the Committee and shall be directly responsible for the appointment, compensation and oversight of any work of such adviser retained by the Committee. The Company will provide the Committee with appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such adviser.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly scheduled basis at least two times per year and additionally as circumstances dictate.

The Committee may act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone, videoconference or other communications equipment or software by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee. For the avoidance of doubt, if the Committee consists of an even number of members, a majority shall be one more than half. The affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet at least annually with the Company's Chief Executive Officer ("CEO") and any other corporate officers the Committee deems appropriate to discuss and review the performance criteria and the compensation of key executives.

V. DELEGATION

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and Nasdaq.

The Committee may only delegate its responsibility for granting equity awards to the Company's directors and officers who are subject to Section 16 of the Exchange Act to a subcommittee of two or more "non-employee directors" within the meaning of Rule 16b-3 under the Exchange Act. Notwithstanding any responsibility to the contrary assigned to the Committee herein, at any time that the Committee is not comprised solely of at least two "non-employee directors" within the meaning of Rule 16b-3 under the Exchange Act, equity awards to the Company's directors and officers who are subject to Section 16 of the Exchange Act shall be approved either by (1) a sub-committee of the Committee comprised of at least two "non-employee" directors or (2) the Board.

In addition, the Committee may, in its role as administrator of the Company's equity-based compensation plans, delegate its authority as administrator pursuant to the terms of such plans, including delegating to one or more officers of the Company the authority of the Committee to grant and determine the terms and conditions of awards granted under such plans to employees, consultants or other personal service providers of the Company who are not subject to Section 16 of the Exchange Act.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate, with the understanding that the Committee may undertake other and different activities, and that the Committee's activities may diverge from those described below, as appropriate under the circumstances. The Committee may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

A. Compensation Oversight

1. **Compensation Philosophy**. The Committee shall establish and oversee the overall compensation philosophy and compensation programs for the Company, CEO and other executive "officers" as defined under Section 16 of the Exchange Act.

2. **Performance Goals**. The Committee shall review and approve the goals and objectives relevant to the compensation of the CEO and other executive officers, including annual and long-term performance goals and objectives.

3. **CEO Evaluation and Approve CEO Compensation**. The Committee shall at least annually evaluate the performance of the CEO based on objective criteria, including performance of the business, accomplishment of long-term strategic objectives, the goals and objectives relevant to the compensation of the CEO, including the annual performance objectives for the CEO, development of management, and other factors that the Board and Committee agree are appropriate in assessing the CEO's performance. The Committee shall report its recommendations to the Board, and the Chair of the Committee, together with the Chair of the Board, shall communicate the Board's conclusions to the CEO. Based on the evaluation of the CEO, the Committee shall determine and approve, and recommend to the Board for its approval, unless the Board determines to delegate such responsibility to the Committee, the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) for the CEO. The CEO may not be present during the voting or deliberations on his or her compensation.

4. **Evaluate Performance and Approve Other Executive Officer Compensation**. The Committee shall evaluate at least annually the performance of other executive officers against the goals and objectives relevant to the compensation of such executive officers, including annual performance objectives and, based on this evaluation, determine and approve, and recommend to the Board for its approval, unless the Board determines to delegate such responsibility to the Committee, the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) for the Company's other executive officers.

5. **Employment and Other Agreements**. The Committee shall review and approve, and recommend to the Board for its approval, any employment, compensation, benefit, severance or change in control agreements with any executive officer.

6. **Compensation Programs**. The Committee shall review on a periodic basis the Company's management compensation programs and approve, and recommend to the Board for its approval, any appropriate modifications or new plans, programs or policies.

7. **Compensation Peer Group**. The Committee shall review and revise on a periodic basis a peer group of companies against which to assess the Company's executive compensation programs and practices to ensure that such programs and practices are competitive and supportive of the Company's strategy and objectives.

8. **Equity Plans**. The Committee shall review and approve, and recommend to the Board for its approval, the adoption of any equity-based compensation plan for non-employee directors, employees or consultants of the Company and any modification of any such plan.

9. **Equity Plan Administration**. The Committee shall administer the Company's equity-based compensation plans for non-employee directors, employees and consultants of the Company as provided by the terms of such plans, including authorizing, directly or through permitted delegations, all awards made pursuant to such plans, subject to the terms and conditions of such plans, and overseeing policies and practices relating to the timing of such awards.

10. **Non-Equity Plans**. The Committee shall review and approve the adoption of any non-equity-based executive compensation plan and any material modification of any such plan and review at least annually the awards made pursuant to such plans.

11. **Benefit Plans**. The Committee shall periodically review the design of any employee retirement plan and welfare benefit plans and recommend to the Board amendments to such plans as it deems appropriate. For employee benefit plans, the Committee's role shall be one of oversight and except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 or otherwise.

12. **Risk Assessment**. The Committee shall review at least annually (a) the Company's compensation policies and practices for executives, management employees and employees generally to assess whether such policies and practices could lead to excessive risk taking behavior that is reasonably likely to have a material adverse effect on the Company and (b) the manner in which any risks arising out of the Company's compensation policies and practices are monitored and mitigated and adjustments necessary to address changes in the Company's risk profile.

13. **Compensation Consultants.** With respect to any compensation consultant who has been engaged by the Committee to make determinations or recommendations on the amount or form of executive or director compensation: (a) annually, or from time to time as the Committee deems appropriate, the Committee shall assess whether the work of any such compensation consultant (whether retained by the compensation committee or management) has raised any conflicts of interest; and (b) review the engagement and the nature of any additional services provided by such compensation consultant to the Committee or to management, as well as all compensation provided to such consultant.

14. **Adviser Independence.** Prior to the retention of any advisers to the Committee, and annually, or from time to time as the Committee deems appropriate, the Committee shall assess the independence of compensation consultants, legal and other advisers to the Committee, taking into consideration the factors specified in the listing standards of Nasdaq. Nothing in the preceding paragraphs shall be construed to require the Committee to (i) retain or obtain advice from consultants or advisers, (ii) retain or obtain advice from consultants or advisers determined to be independent, (iii) implement or act consistently with the advice or recommendations of any consultant or adviser, or (iv) otherwise affect the Committee's ability or obligation to exercise its own judgment in fulfilling its duties.

15. **Say-on-Pay and Say-on-Pay Frequency**. At least every three years (or more frequently as appropriate) the Committee shall oversee the Company's stockholder advisory vote on executive compensation ("say-on-pay"), and at least every six years (or more frequently as appropriate) the Committee shall make a recommendation to the Board regarding the frequency with which the Company will conduct future say-on-pay votes.

16. **Executive Compensation Disclosure**. The Committee shall review and discuss with management the "Compensation Discussion and Analysis" disclosure, if required by SEC regulations, and determine whether to recommend to the Board, as part of a report of the Committee to the Board, that such disclosure be included in the Company's Annual Report on Form 10-K and any proxy statement for the election of directors. As part of this review, the Committee shall, to the extent applicable, consider the results of the most recent say-on-pay vote required by Section 14A of the Exchange Act.

17. **Director Compensation**. The Committee shall recommend to the Board for approval general principles for determining the form and amount of director compensation, and, subject to such principles, shall evaluate at least every other year the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

18. **Stock Ownership**. The Committee shall periodically review Company stock ownership of executive officers and directors and, if appropriate, establish and oversee stock ownership and/or retention guidelines for directors and/or executive officers.

19. **Stockholder Proposals; Engagement**. The Committee shall review and oversee Company and stockholder proposals relating to executive compensation matters, including equity plan proposals, and oversee the Company's engagement with stockholders and proxy advisory firms regarding executive compensation matters, including reviewing and evaluating the results of advisory votes on executive compensation.

20. **Recovery Policy.** The Committee shall review and approve the implementation or amendments to any recovery or clawback policy relating to the recovery of incentive-based compensation awarded to certain current and former executive officers and oversee the application of any such recovery or clawback policy.

21. **Human Capital Management**. The Committee shall periodically assist the Board in its oversight of the development, implementation and effectiveness of the Company's policies and strategies relating to its human capital management function, including, but not limited to, those policies and strategies regarding recruiting, retention, career-development and progression, and succession planning.

22. **Succession Planning**. The Committee shall periodically review the succession planning for the CEO and other executive officers in conjunction with the Nominating and Corporate Governance Committee, report the joint findings and recommendations to the Board, and work with the Board in evaluating potential successors to these positions.

B. Self-Evaluation, Reporting and Other

1. **Self-Evaluation**. The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.

2. **Charter Review**. The Committee shall review and assess the adequacy of this charter on an annual basis and recommend to the Board such amendments of this charter as the Committee deems appropriate.

3. **Reporting**. The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

4. **Other**. The Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

Effective as of July 29, 2026.