First Watch Restaurant Group, Inc.
Nominating and Corporate Governance Committee Charter

I. PURPOSES

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of First Watch Restaurant Group, Inc. (the "Company") to: (i) identify and screen individuals qualified to serve as directors and recommend to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) develop, recommend to the Board and review the Company's Corporate Governance Guidelines; (iii) coordinate and oversee the annual self-evaluation of the Board and its committees; and (iv) review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

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") and the Company's Corporate Governance Guidelines. 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 director search or recruitment 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 shall meet at least once prior to the time when nominees for the Board are to be determined for inclusion in the proxy statement for the Company's annual meeting of stockholders.

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.

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 Securities and Exchange Commission and Nasdaq.

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. Nominating and Governance Oversight

1. **Board Nominated Director Candidates**. The Committee shall identify, screen and recommend to the Board director candidates for election or re-election consistent with criteria approved by the Board. The Committee shall formally review the performance of each director in determining whether to renominate directors for election.

2. **Stockholder Director Candidates**. The Committee shall oversee the Company's policies and procedures with respect to the consideration of director candidates recommended by stockholders.

3. **Director Nomination Process and Governance Disclosure**. The Committee shall periodically review and recommend to the Board for approval or modification (as appropriate), and review disclosure concerning: (a) the Company's policies and procedures for identifying and screening Board nominee candidates, (b) the criteria used to evaluate Board membership and director independence and (c) any policies with regard to diversity on the Board.

4. **Director Independence**. The Committee shall review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of Nasdaq.

5. **Director Changes**. The Committee shall assess the appropriateness of a director continuing to serve on the Board upon (i) a substantial change in the director's principal occupation or business association from the position such director held when originally invited to join the Board, or (ii) the director's failure to receive a majority of the votes cast in an uncontested election at a stockholder meeting, and recommend to the Board any action to be taken with respect thereto.

6. **Board Size and Composition**. The Committee shall assess periodically the size and composition of the Board as a whole and recommend any appropriate changes to the Board.

7. **Board Leadership**. The Committee shall (a) review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval; (b) discuss in coordination with the Audit Committee the effect on the Board's leadership structure of the Board's role in the risk oversight of the Company; and (c) review Company disclosures relating to Board leadership.

8. **Committee Structure**. The Committee shall review periodically the committee structure of the Board and annually recommend to the Board for approval the appointment of directors to Board committees and assignment of committee chairs.

9. **Director Orientation**. The Committee shall develop, oversee and coordinate with management on appropriate director orientation programs.

10. **Board and Committee Evaluations**. The Committee shall recommend to the Board and its committees the methodology for and coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees and each individual Board member.

11. **CEO Succession Planning**. The Committee shall periodically review the long-term and emergency succession planning for the Company's chief executive officer, report the joint findings and recommendations to the Board, and work with the Board in evaluating potential successors to this position.

12. **Corporate Governance Guidelines**. The Committee shall develop and recommend to the Board, and periodically review and recommend modifications to, the Corporate Governance Guidelines and other governance policies of the Company.

13. **Stockholder Engagement and Proposals**. The Committee shall review on a periodic basis, and as necessary when specific issues arise, the Company's stockholder engagement plan, if any, and relations with the Company's stockholders generally, including by reviewing and making recommendations to address stockholder proposals.

14. **Environmental, Social and Governance Practices**. Periodically review the Company's environmental, social and governance related strategy, initiatives, policies and risk oversight structure, receive updates from the Company on significant activities, and report to the full Board on such matters, as appropriate.

15. **Emerging Practices**. The Committee shall review, and report on or make recommendations to the Board about, when considered appropriate, significant emerging corporate governance issues and practices.

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, 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 as the Board may delegate or assign to the Committee from time to time.

Effective as of July 29, 2026.