First Watch Restaurant Group, Inc.
Audit Committee Charter

I. PURPOSES

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of First Watch Restaurant Group, Inc. (the "Company") to assist the Board in its oversight of the accounting and financial reporting processes of the Company and the Company's compliance with legal and regulatory requirements. To assist the Board in fulfilling its responsibilities, the Committee shall: (A) oversee (i) audits of the financial statements of the Company; (ii) the integrity of the Company's financial statements; (iii) the Company's processes relating to risk management and the conduct and systems of internal control over financial reporting and disclosure controls and procedures; (iv) the qualifications, engagement, compensation, independence and performance of the Company's independent auditor, and the auditor's conduct of the annual audit of the Company's financial statements and any other services provided to the Company; and (v) the performance of the Company's internal audit function; and (B) produce the annual report of the Committee required by the rules of the Securities and Exchange Commission (the "SEC").

II. COMMITTEE MEMBERSHIP

Composition. The Committee shall consist of at least three 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 Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as well as 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.

Financial Literacy. Each member of the Committee shall in the judgment of the Board have the ability to read and understand fundamental financial statements and otherwise meet the financial literacy requirements of Nasdaq. At least one member shall be an "audit committee financial expert" as such term is defined under applicable SEC rules.

Service on Multiple Audit Committees. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

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 authority to retain, direct and oversee the activities of, and to terminate the engagement of, the Company's independent auditor and any other accounting firm retained by the Committee to prepare or issue any other audit report or to perform any other audit, review or attest services and any legal counsel, accounting or other adviser or consultant hired to assist the Committee, all of whom shall be accountable to the Committee.

The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payment of (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any independent counsel or other advisers retained by the Committee in carrying out its duties; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly scheduled basis at least four 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 may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall periodically meet in executive session separately with each of the independent auditor, the internal auditor (including, as applicable, any outside firm providing internal audit services), and senior management. The Committee will meet in executive session as it deems necessary.

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.

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. Oversight of the Independent Auditor

1. **Independent Auditor Retention**. The Committee is solely and directly responsible for the appointment, evaluation, compensation, retention and, if appropriate, replacement of the independent auditor. The Committee may, in its discretion, seek stockholder ratification of the public accounting firm selected to be the Company's independent auditor.

2. **Independence**. The Committee shall assess at least annually the independent auditor's independence. In connection with this assessment, the Committee shall ensure the receipt of and review formal written statements from the independent auditor delineating all relationships between the auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") regarding the independent auditor's communications with the Committee concerning independence. The Committee shall engage in an active dialogue with the independent auditor concerning any disclosed relationships or services that may impact the objectivity and independence of the auditor and take, or recommend that the Board take, appropriate action to oversee and ensure the independence of the auditor.

3. **Quality and Performance**. The Committee shall evaluate at least annually the qualifications and performance of the independent auditor, including the lead partner. The evaluation will include obtaining a written report from the independent auditor at least annually describing the firm's internal quality control procedures, any material issues raised by the most recent internal quality control review, PCAOB inspection, or other PCAOB review of the firm, by a peer review of the firm or by any inquiry or investigation by governmental or professional authorities within the past five years, concerning an independent audit or audits carried out by the firm, and any steps taken to address any such issues.

4. **General Oversight**. The independent auditor reports directly to the Committee. The Committee is responsible for oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting. In connection with its oversight responsibility, the Committee shall consider the independent auditor's communications regarding, among other things, critical accounting policies and practices, all alternative accounting treatments within U.S. generally accepted accounting principles ("GAAP") related to items material to the financial statements that have been discussed with management, including the ramifications of the alternative treatments and the treatment preferred by the independent auditor, and matters required to be communicated to the Committee pursuant to PCAOB standards, and all material written communications between the independent auditor and management, and shall review the effect or potential effect of any regulatory regime, accounting initiatives or off-balance sheet structures on the Company's financial statements.

5. **Audit Oversight**. The Committee shall establish with the independent auditor an understanding of the terms of the audit engagement, the role of the auditor with respect to the Company's financial statements and coordination of audit efforts to ensure completeness of coverage, reduction of redundant efforts, the effective use of audit resources, and the use of accounting firms other than the appointed auditors of the Company. The Committee shall review the scope of the annual audit or interim review (including the level of involvement with unaudited quarterly or other interim-period information), and discuss the results, including, without limitation, the independent auditor's report and all matters required to be communicated to the Committee by the independent auditor in accordance with applicable auditing standards.

   The Committee shall discuss with the independent auditor, before the issuance of the audit report, the overall audit strategy, including the timing of the audit, significant risks the auditor identified and significant changes to the planned audit strategy or identified risks. The Committee shall review with the independent auditor any audit problems or difficulties encountered during the course of the audit work and management's response, including any restrictions on the scope of the independent auditor's

activities or access to required records, data and information, any difficult or contentious matters for which the auditor consulted outside the engagement team (for example, the audit firm's national office), any critical audit matters (CAMs) and related CAM disclosure arising from the current period audit, any significant disagreements with management, and any other matters arising from the audit that are significant to the oversight of the Company's financial reporting process.

6. **Auditor Rotation**. The Committee may consider from time to time whether, in addition to assuring the regular rotation of the lead audit partner, as required by law, in the interest of continuing independence of an independent auditor, the Company should regularly rotate the firm appointed as the Company's independent auditor.

7. **Pre-Approval of Auditor Services**. The Committee is exclusively authorized and directed to consider and, in its discretion, approve in advance any services (including the fees and material terms thereof) proposed to be carried out for the Company by the independent auditor or by any other firm proposed to be engaged by the Company as its independent auditor. In its discretion, the Committee may delegate to one or more of its members the authority to pre-approve non-audit engagements, other than prohibited non-audit services promulgated under the rules and regulations of the SEC (subject to the inadvertent de minimis exceptions set forth in the Sarbanes-Oxley Act of 2002 and SEC rules and regulations), provided any such pre-approval is presented to the Committee at its next scheduled meeting. In connection with approval of any permissible tax services and services related to internal control over financial reporting, the Committee shall discuss with the independent auditor the potential effects of such services on the independence of the auditor.

B. Financial Statements and Other Financial Disclosures

1. **Quality and Integrity of Financial Statements**. The Committee shall review and discuss with management, the head of the internal audit function and the independent auditor: (a) the critical accounting policies and practices used by the Company, and any significant changes in the selection or application of the Company's accounting and auditing principles, underlying estimates and practices as suggested by the Company's independent auditor, internal auditors or management; (b) the accounting treatment to be applied in respect of significant new transactions, off-balance sheet structures or other significant events not in the ordinary course of the Company's business; (c) other policies and procedures adopted by the Company to fulfill its responsibilities regarding the presentation of financial statements in accordance with GAAP and applicable rules and regulations of the SEC, including the proper explanation and reconciliation of any non-GAAP measures presented; and (d) any issues that arise with respect to the quality or integrity of the Company's financial statements.

2. **Annual and Quarterly Financial Statements**. The Committee shall review and discuss with management and the independent auditor, before the issuance of the audit report, the financial statements and related notes and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" proposed to be included in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. The Committee shall also make a recommendation to the Board as to whether the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K.

3. **Audit Committee Report**. The Committee shall annually submit an audit committee report for inclusion where necessary in the proxy statement relating to the annual meeting of stockholders and/or the Company's Annual Report on Form 10-K.

4. **Earnings Releases and Other Financial Information**. The Committee shall discuss with management and the independent auditor and, prior to issuance, review and approve the Company's earnings releases, including the financial information, use of any "pro forma" or "adjusted" non-GAAP information, and earnings guidance (if any) to be disclosed in such releases. The Committee shall also discuss with

management other significant financial information to be provided to analysts or rating agencies.

5. **Restatements.** The Committee shall review and discuss with management, and the independent auditor, as appropriate, financial statement errors and make, or recommend to the Board, any conclusions regarding whether any previously issued financial statements should no longer be relied upon because of such error. The Committee shall also review and approve related disclosures required by applicable rules and regulations of the SEC.

C. Controls and Procedures

1. **Oversight**. The Committee shall provide oversight of management's design and maintenance of the Company's internal control over financial reporting and disclosure controls and procedures. Prior to the filing of the Company's Annual Report on Form 10-K, the Committee shall review with the independent auditor, management and the head of the internal audit function: the Company's annual assessment and report and the independent auditor's report on the effectiveness of the Company's internal control over financial reporting; any "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, any steps taken to resolve any such control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and any related significant findings and recommendations of the independent auditor or internal audit function, together with management's responses (including, in the case of the independent auditor, any concerns regarding matters within the scope of, and compliance with, Section 10A of the Exchange Act).

2. **Certifications**. Prior to the filing of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, the Committee shall review and discuss with management and the independent auditor the certifications and any related disclosures made by the Company's Chief Executive Officer and Chief Financial Officer in the Company's periodic reports about the results of their evaluation of the effectiveness of disclosure controls and procedures and any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting, and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

3. **Internal Audit Function**. As applicable, the Committee shall review with the independent auditor the responsibilities, budget, staffing, effectiveness and performance of the internal audit function, including the structure, qualification and activities of the internal audit function and the scope of internal audit responsibilities in relation to the independent auditor's duties. The internal auditor, including any outside firm providing internal audit services, reports directly to the Committee with dotted-line reporting to the Chief Financial Officer. The Committee shall review and assess the annual internal audit plan, the process used to develop the plan, and the status of activities, significant findings, recommendations and management's response. The Committee shall recommend for Board approval all matters related to responsibilities, budget and staffing of the internal audit function and the head of the internal audit function.

4. **Hiring Policies**. The Committee shall maintain clear policies regarding the hiring of employees and former employees of the Company's independent auditor.

D. Risk Management, Compliance and Ethics

1. **Risk Management**. The Committee shall review and discuss with management, the head of the internal audit function and the independent auditor any significant risks or exposures, including cybersecurity risk, and the Company's policies and processes with respect to risk assessment and risk management, and shall assess the steps management has taken to monitor and control such risks, except with respect to those risks for which oversight has been assigned to other committees of the Board or retained by the Board. The Committee shall review any periodic disclosures relating to climate-related risks, artificial

intelligence risks, the Company's cybersecurity risk management, strategy, policies and procedures, any material cybersecurity incident reporting, as well as the Company's annual disclosures concerning the role of the Board in the risk oversight of the Company.

2. **Legal and Regulatory Compliance**. The Committee shall review periodically: (a) legal and regulatory matters that may have a material impact on the Company's financial statements; (b) the Company's Code of Ethics and Business Conduct (the "Code") and make recommendations to the Board for such changes to the Code as the Committee may deem necessary or appropriate from time to time; and (c) together with management, compliance with requests for waivers under the Code by directors or executive officers of the Company.

3. **Procedures for Complaints**. The Committee shall establish "whistleblowing" procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters. The Committee shall review any such significant complaints or concerns.

4. **Related Person Transactions**. The Committee shall review and, if appropriate, approve or ratify any related person transactions and other significant conflicts of interest, in each case in accordance with the Company's Related Person Transaction Policy.

E. 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.

F. Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits, to prepare the Company's financial statements, to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations, or to develop and maintain systems of internal accounting and financial controls. These are the responsibilities of management and the independent auditor, as applicable. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or internal controls or any professional certification as to the independent auditor's work.

Effective as of July 29, 2026.