
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of
1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

First Watch Restaurant Group, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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FIRST WATCH RESTAURANT GROUP, INC.
8725 PENDERY PLACE
SUITE 201
BRADENTON, FL 34201

Your **Vote** Counts!

FIRST WATCH RESTAURANT GROUP, INC.

2024 Annual Meeting
Vote by May 21, 2024
11:59 PM ET



V45229-P05979

You invested in FIRST WATCH RESTAURANT GROUP, INC. and it's time to vote!
You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 22, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 8, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com and click "Delivery Settings", (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 22, 2024
8:00 a.m. Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/FWRG2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote on these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees: 01) Ralph Alvarez 02) Tricia Glynn 03) Christopher Tomasso	<input checked="" type="checkbox"/> For All
2. To amend the Company's Amended and Restated Certificate of Incorporation to limit the liability of officers of the Company as permitted by Delaware law.	<input checked="" type="checkbox"/> For
3. Ratification of the appointment of PriceWaterhouseCoopers LLP ("PwC") as the independent registered public accounting firm of the Company for the 2024 fiscal year.	<input checked="" type="checkbox"/> For

The shares represented by this proxy when properly executed will be voted in the manner directed herein by the undersigned. **If no direction is made, this proxy will be voted "FOR ALL" on proposal 1 and "FOR" proposals 2 and 3.** In their discretion the proxies are authorized to vote upon any other matters that may properly come before the meeting or any adjournment or postponement thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".