

ITEM 19 FINANCIAL PERFORMANCE REPRESENTATIONS

The FTC's Franchise Rule permits a franchisor to provide information about the actual or potential financial performance of its franchised and/or franchisor-owned outlets, if there is a reasonable basis for the information, and the information is included in the Disclosure Document. Financial performance information that differs from that included in Item 19 may be given only if: (1) a franchisor provides the actual records of an existing outlet you are considering buying; or (2) a franchisor supplements the information provided in this Item 19, for example, by providing information about performance at a particular location or under particular circumstances.

STATEMENT OF AVERAGE NET SALES OF PANERA BREAD BAKERY-CAFES FOR THE 52-WEEK FISCAL YEAR ENDING DECEMBER 26, 2023.

AVERAGE NET SALES

Company-owned Bakery-Cafes	\$3,105,144
Franchisee-owned Bakery-Cafes	\$2,803,161
Company-owned and Franchisee-owned Bakery-Cafes	\$2,949,752

SOME BAKERY-CAFES HAVE EARNED THIS AMOUNT. YOUR INDIVIDUAL RESULTS MAY DIFFER. THERE IS NO ASSURANCE YOU WILL EARN AS MUCH.

Information Regarding Statement of Average Net Sales.

The Statement of Average Net Sales consists of the mean averages of the reported annual Net Sales of 1,016 company-owned Bakery-Cafes and 1,077 Franchisee-owned Bakery-Cafes open during the entire fiscal year ending December 26, 2023. Substantiation of the information used in preparing the Statement of Average Net Sales will be made available to you upon reasonable request. However, we will not disclose the identity or sales data of any particular Panera Bread Bakery- Cafe without the consent of that owner, except to any applicable state registration authorities or except in connection with the sale of a particular existing Panera Bread Bakery-Cafe that we own.

Of the 2,093 Panera Bread Bakery-Cafes used for calculating the Average Net Sales for the fiscal year ending December 26, 2023, the median data is as follows: (i) the 1,016 company-owned Panera Bread Bakery-Cafes had Net Sales ranging between \$419,577 and \$6,197,831, of which 488 (48.0%) attained or surpassed \$3,105,144 in Net Sales (the average Net Sales of company- owned Panera Bread Bakery-Cafes), and (ii) the 1,077 Franchisee-owned Panera Bread Bakery-Cafes had Net Sales ranging between \$374,613 and \$5,797,762 of which 495 (46.0%) attained or surpassed \$2,803,161 in Net Sales (the average Net Sales of Franchisee-owned Panera Bread Bakery-Cafes).

The Net Sales of Franchisee-owned Bakery-Cafes were derived from unaudited financial reports submitted by Franchisees for the purpose of computing royalties. Panera compiled the Net Sales of company-owned Bakery-Cafes on the basis of generally accepted accounting principles.

If you are purchasing the assets of existing company-owned bakery-cafes, you should not rely on the statement of average net sales, but should instead review the actual financial results of the bakery-cafe(s) being purchased. Similarly, prospective franchisees of non-traditional locations should not rely on the foregoing statement of average net sales, since it is not relevant to those types of locations. We make no claim regarding the actual or potential sales or profits of non-traditional locations. These results are averages of specific Panera Bread Bakery-Cafes.

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STATEMENT OF AVERAGE NET PROFIT AND EBITDA OF COMPANY-OWNED BAKERY-CAFES FOR THE FISCAL YEAR ENDING DECEMBER 26, 2023.¹

	<u>Average Amount</u>	<u>% of Average Gross Revenues</u>	<u>No. Attaining or Surpassing the Respective Average Amount</u>	<u>% Attaining or Surpassing the Respective Average Amount</u>
Gross Revenues ²	\$3,245,801	100.0	487	47.9
Discounts ³	140,657	4.3	488	48.0
Net Sales ⁴	3,105,144	95.7	488	48.0
Cost of Sales ⁵	1,045,270	32.2	490	48.2
Gross Profit	2,059,874	63.5	483	47.5
Labor ⁶	923,750	28.5	464	45.7
Operating Expenses ⁷	253,615	7.8	472	46.5
Advertising Expenses	109,363	3.4	485	47.7
Fixed Expenses ⁸	130,716	4.0	457	45.0
Occupancy Expenses ⁹	210,774	6.5	457	45.0
Net Profit	431,656	13.3	492	48.4
Depreciation & Amortization	107,676	3.3	449	44.2
EBITDA ¹⁰	\$539,332	16.6	484	47.6

SOME BAKERY-CAFES HAVE EARNED THIS AMOUNT. YOUR INDIVIDUAL RESULTS MAY DIFFER. THERE IS NO ASSURANCE YOU WILL EARN AS MUCH.

Information Regarding Statement of Average Net Profit and EBITDA of Company-Owned Bakery-Cafes.

¹ The 1,016 company-owned Bakery-Cafes includes eleven (11) delivery and carryout locations and excludes four (4) delivery only locations.

² Gross Revenues are comprised of the aggregate gross amount of all sales of food, beverages and other products and merchandise sold and services rendered but does not include sales or service taxes. The median Gross Revenue was \$3,205,306, the high amount was \$6,430,539 and the low amount was \$435,756.

³ Discounts consist of the dollar amount of coupons, MyPanera® Rewards Program, other promotional discounts, and employee meals.

⁴ Net Sales has the same meaning as set forth in the Franchise Agreement, i.e., the aggregate gross amount, determined in accordance with Panera Standards of all sales of food, beverages and other products and merchandise sold and services rendered in connection with the Panera Bread Bakery-Cafe, including monies derived from sales at or away from the Panera Bread Bakery-Cafe, whether for cash or credit, but excluding (1) all federal, state or municipal sales or service taxes collected from customers and paid to the appropriate taxing authorities; and (2) all customer refunds and adjustments and promotional discounts made by the Panera Bread Bakery-Cafe.

⁵ Cost of Sales includes the cost of food, paper and other products. (See Item 6 regarding pricing.) These figures are based on the cost of Panera Bread Bakery-Cafes within the distribution network areas. The cost of sales may vary considerably based on whether a Bakery-Cafe is located within the geographic area serviced by our fresh dough facilities, approved suppliers and distributors.

⁶ Labor includes wages paid to management (but does not include any wages or overhead above the store management level) and employees of the Bakery-Cafe, including shift supervisors, bakers and associates, management bonuses, payroll taxes, the cost of group insurance, workers compensation, vacation and other employee benefits.

⁷ Operating Expenses includes bank charges, the cost of utilities, repairs and maintenance, smallwares and hardwares, cleaning supplies, office supplies, telephone, trash removal, uniforms, point-of-sale maintenance, flowers, pest control, music, parking, employee advertising and other miscellaneous operating expenses.

⁸ Fixed Expenses includes taxes, depreciation and amortization, the cost of insurance, leased equipment and licenses and other miscellaneous fixed expenses.

⁹ Occupancy Expenses includes base rent, percentage rent, common area maintenance, real estate taxes, promotional and other miscellaneous lease expenses.

¹⁰ EBITDA means earnings (i.e. net profit) before interest, taxes, depreciation and amortization.

The Statement of Average Net Profit and EBITDA of company-owned Bakery-Cafes consists of the mean averages of 1,016 company-owned Bakery-Cafes open during the entire fiscal year ending December 26, 2023. Substantiation of the information used in preparing the Statement of Net Profit and EBITDA will be made available to you upon reasonable request. However, we will not disclose the identity, revenue or other items of income or expense of any particular company-owned Panera Bread Bakery-Cafe, except to any applicable state registration authorities or except in connection with the sale of a particular existing Panera Bread Bakery-Cafe that we own. The Statement of Average Net Profit and EBITDA for company-owned Bakery-Cafes was prepared in accordance with generally accepted accounting principles and excludes inter-company adjustments made in consolidation. The footnotes are an integral part of the Statement of Average Net Profit and EBITDA and should be read in conjunction therewith. The Statement of Average Net Profit and EBITDA does not include, among other things, amortization of initial franchise fees or royalties, which a franchisee would have to pay to us, or bank financing charges, which can vary greatly.

Sales volumes of Panera Bread Bakery-Cafes vary considerably due to a variety of factors, such as: local popularity of Panera Bread Bakery-Cafes; hours of operation; size of the Bakery-Cafe; competition from other restaurants, especially fast food businesses in proximity to the Bakery-Cafe; weather conditions; traffic flow, accessibility and visibility of the Bakery-Cafe; the economic conditions in the locality of the Bakery-Cafe; and the business abilities and efforts of franchisees. In addition, sales volumes of individual Panera Bread Bakery-Cafes could be adversely impacted by certain conditions affecting the franchisor or the System as a whole, such as our inability to execute our growth strategy, including, among other things, variations in the number, timing, and successful nature of company-owned and franchisee-owned Bakery-Cafe openings; continued successful operation of Bakery-Cafes; failure or inability to protect our brand, trademarks, or other proprietary rights and health concerns about the consumption of certain products.

Operating costs and expenses for a Panera Bread Bakery-Cafe may vary considerably and be different than those disclosed in the foregoing statement, as a result of higher food and distribution costs, labor shortages, and competitive real estate markets, among other factors. Additionally, distribution costs in those areas of the country not currently serviced by our fresh dough facilities, approved suppliers or distributors may be higher.

If you are purchasing the assets of existing company-owned bakery-cafes, you should not rely on the average net profit and EBITDA information set forth above, but should instead review the actual financial results of the bakery-cafe(s) being purchased. Similarly, prospective franchisees of non-traditional locations should not rely on the foregoing statement of net profit and EBITDA since such statement is not relevant to those types of locations. We make no claim regarding the actual or potential revenues or profits of non-traditional locations.

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Except for the above Statements, and except as otherwise expressly stated in this Item 19, no representations or statements of actual, average, projected or forecasted sales, expenses, profits or earnings of Panera Bread Bakery-Cafes are made to prospective franchisees. None of our officers or employees is authorized to make any claims or statements as to the earnings, expenses, sales or profits or prospects or chances of success that you can expect or that have been experienced by us or by present or past Panera Bread Bakery-Cafes. We have specifically instructed our officers and employees that they are not permitted to make claims or statements as to the earnings, expenses, sales or profits or the prospects or chances of success, nor are they authorized to represent or estimate dollar figures as to any particular Panera Bread Bakery-Cafe or any particular site for a Panera Bread Bakery-Cafe.

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ITEM 20 OUTLETS AND FRANCHISEE INFORMATION

Our 2021, 2022 and 2023 fiscal years ended on December 28, December 27 and December 26, respectively.

Table No. 1

**System-wide Outlet Summary
For years 2021 to 2023**

Column 1 Outlet Type	Column 2 Year	Column 3 Outlets at the Start of the Year	Column 4 Outlets at the End of the Year	Column 5 Net Change
Franchised ⁽¹⁾	2021	1127	1117	-10
	2022	1117	1089	-28
	2023	1089	1112	+23
Company-Owned ⁽²⁾	2021	972	988	+16
	2022	988	1020	+32
	2023	1020	1052	+32
Total Outlets	2021	2099	2105	+6
	2022	2105	2109	+4
	2023	2109	2164	+55

Note 1: Excludes one (1) delivery only location.

Note 2: Includes eleven (11) delivery and carryout locations and excludes four (4) delivery only locations.

Table No. 2

**Transfers of Outlets from Franchisees to New Owners (other than the Franchisor)
For years 2021 to 2023**

Column 1 State	Column 2 Year	Column 3 Number of Transfers
Alabama	2021	0
	2022	0
	2023	2
Georgia	2021	0
	2022	13
	2023	2
Louisiana	2021	0
	2022	7
	2023	10
New York	2021	0
	2022	0
	2023	11