

<b>Provision</b>	<b>Section in franchise or other agreement</b>	<b>Summary</b>
	of Confidentiality Agreement	
t. Integration/merger clause	Section 17.N of Franchise Agreement and Section 13 of Development Rights Agreement	Only the terms of the Development Rights Agreement and the Franchise Agreement are binding (subject to state law). Any representations or promises made outside of the disclosure document and those agreements may not be enforceable.
u. Dispute resolution by arbitration or mediation	Sections 17.G and 17.H of Franchise Agreement and Section 13 of Development Rights Agreement	We and you must mediate most disputes in the county where our headquarters are then located and arbitrate all disputes at a location the arbitrator chooses within 10 miles of our then existing principal business address.
v. Choice of forum	Section 17.G of Franchise Agreement and Section 13 of Development Rights Agreement	Subject to arbitration obligations, litigation generally must be in Franklin County, Ohio (subject to applicable state law).
w. Choice of law	Section 17.I of Franchise Agreement, Section 13 of Development Rights Agreement and Section 13 of Confidentiality Agreement	Except for Federal Arbitration Act and other federal law, Ohio law governs (subject to applicable state law).

### **Item 18**

#### **PUBLIC FIGURES**

We do not use any public figure to promote our franchise.

### **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 if 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 possible performance at a particular location or under particular circumstances.

As of December 30, 2024 (the end of our 2024 fiscal year), there were 176 Donatos Pizza Restaurants open and operating. Of those, three (3) restaurants are Non-Traditional Sites, four (4) restaurants did not operate for all of 2024, because they first opened during the year. Additionally, of those 176 Donatos Pizza Restaurants, two (2) were temporarily closed for remodel, and therefore were not operational for a full twelve (12) month period in 2024. Section I of this financial performance representation covers certain Net Sales (as defined in Item 6 above) for the 161 company-owned and franchisee-owned Donatos Pizza Restaurants that operated consistently throughout each of the 2023 fiscal year (from January 3, 2023 – January 1, 2024) and the 2024 fiscal year (from January 2, 2024 – December 30, 2024) (collectively, the “Covered Restaurants”). We own and operate 51 of the Covered Restaurants and franchisees operate the other 110 Covered Restaurants. Each chart in Section I below sets forth certain Net Sales of the Covered Restaurants operating for each fiscal year and compares the two fiscal years by providing a percentage increase or decrease. Section II of this financial performance representation includes certain calculations of EBITDA as a percentage of Net Sales from 100 franchised-owned Covered Restaurants, divided into four (4) tiers based upon their weekly average Net Sales ranging between (a) \$10,001 - \$15,000, (b) \$15,001 - \$20,000, (c) \$20,001 - \$25,000, and (d) over \$25,000 during the 2024 fiscal year (from January 2, 2024 – December 30, 2024).

Sections I and II of this financial performance representation do not include results for kiosks or other outlets at Non-Traditional Sites selling products under the “Donatos” name that are not full-size Donatos Pizza Restaurant or which only offer a limited menu of Donatos items.

This financial performance representation contains: (1) the actual average Net Sales (as defined below) for the Covered Restaurants during the period from January 2, 2024 through December 30, 2024, which is our 2024 fiscal year, and during the period from January 3, 2023 through January 1, 2024, which is our 2023 fiscal year (Section I); and (2) EBITDA (as defined below) of 100 franchise-owned Covered Restaurants.

For purposes of Section I of this Item 19, “Net Sales” means all revenues from sales and other revenue of whatever kind and nature in connection with the Restaurant, from all sources whether from check, cash, credit, charge account, debit account, exchange, barter or otherwise (including, without limitation, proceeds received from any business interruption or casualty insurance for loss of business due to a casualty or similar event), and includes the amounts received from the sale of goods, wares and merchandise, including sales of food (including Associate meals), beverages and tangible property of every kind and nature, promotional or otherwise and for services performed at or from the Restaurant (including any delivery fees charged to customers), together with the amount of all orders taken or received at the Restaurant, whether those orders are filled from the Restaurant or elsewhere. Net Sales does not include: (1) sales of goods for which cash is refunded, if those sales were previously included in Net Sales; (2) the amount of any sales tax that any federal, state, municipal or other governmental authority imposes directly on sales and you collect from customers, if the amount is added to or absorbed in the selling price and you actually pay the amount to the governmental authority; (3) the face value of coupons or discounts that customers redeem; or (4) the proceeds from the resale of restaurant equipment.

For purposes of this Item 19, to determine the average Net Sales, we have aggregated the actual Net Sales of the designated restaurants in a designated grouping and then divided that total by the number of restaurants in such grouping.

## Section I

### Net Sales of Covered Restaurants

**Table 1: Net Sales of All Covered Restaurants**

This first table lists the high, low, average and median Net Sales for all Covered Restaurants, whether we or franchisees operate them, and wherever located.

<u>Category</u>	<u>2024 Net Sales</u>	<u>2023 Net Sales</u>	<u>% Increase / Decrease between years</u>
High	\$2,504,359	\$2,634,868	-4.95%
Low	\$498,346	\$509,307	-2.15%
Average	\$1,200,189	\$1,246,625	-3.72%
Median	\$1,100,267	\$1,160,421	-5.18%

(1) Of the Covered Restaurants for the 2024 fiscal year, 67 of 161 units, or 42%, reported Net Sales for 2024 that exceeded the group's average Net Sales for 2024 listed above.

(2) Of the Covered Restaurants for the 2023 fiscal year, 68 of 161 units, or 42%, reported Net Sales for 2023 that exceeded the group's average Net Sales for 2023 listed above.

**Table 2: Net Sales of Company-Owned Covered Restaurants**

This second table lists the high, low, average and median Net Sales for all Company-Owned Covered Restaurants wherever located.

<u>Category</u>	<u>2024 Net Sales</u>	<u>2023 Net Sales</u>	<u>% Increase / Decrease between years</u>
High	\$2,504,359	\$2,634,868	-4.95%
Low	\$907,236	\$986,853	-8.07%
Average	\$1,536,479	\$1,610,806	-4.61%

<u>Category</u>	<u>2024 Net Sales</u>	<u>2023 Net Sales</u>	<u>% Increase / Decrease between years</u>
Median	\$1,459,778	\$1,574,378	-7.28%

(1) Of the Company-Owned Covered Restaurants for the 2024 fiscal year, 25 of 51 units, or 49%, reported Net Sales for 2024 that exceeded the group's average Net Sales for 2024 listed above.

(2) Of the Company-Owned Covered Restaurants for the 2023 fiscal year, 24 of 51 units, or 47%, reported Net Sales for 2023 that exceeded the group's average Net Sales for 2023 listed above.

**Table 3: Net Sales of Franchisee Covered Restaurants**

This fourth table lists the high, low, average and median Net Sales for all franchisee-owned Covered Restaurants, wherever located. There were 110 such Covered Restaurants operating during the 2024 fiscal year, and 110 such Covered Restaurants during the 2023 fiscal year.

<u>Category</u>	<u>2024 Net Sales</u>	<u>2023 Net Sales</u>	<u>% Increase / Decrease between years</u>
High	\$2,476,922	\$2,429,988	1.93%
Low	\$498,346	\$509,307	-2.15%
Average	\$1,044,273	\$1,077,777	-3.11%
Median	\$957,664	\$1,012,379	-5.4%

(1) Of all the other Franchisee-Owned Covered Restaurants for the 2024 fiscal year, 43 of 110 units, or 39%, reported Net Sales for 2024 that exceeded the group's average Net Sales for 2024 listed above.

(2) Of all the other Franchisee-Owned Covered Restaurants for the 2023 fiscal year, 47 of 110 units, or 43%, reported Net Sales for 2023 that exceeded the group's average Net Sales for 2023 listed above.

## Section II

Section II includes calculations of the average Cost of Goods Sold, Labor Cost, Controllable Costs, and EBITDA shown as a percentage of Net Sales during the 2024 fiscal year (January 2, 2024 through December 30, 2024) for 111 Franchisee-Owned Covered Restaurants. The

franchisees are divided into four (4) tiers based upon their weekly average Net Sales ranging between (a) \$10,001 - \$15,000, (b) \$15,001 - \$20,000, (c) \$20,001 - \$25,000, and (d) over \$25,000. The costs and expenses set forth in the chart below were provided by our franchisees and re-stated in a common format. The information was not audited. This chart shows the average store level earnings before interest, taxes, depreciation and amortization (as used hereinafter “EBITDA”) for the Franchisee-Owned Covered Restaurants and particular costs reflected as a percentage of EBITDA of the during 2024 fiscal year. At the end of 2024, there were 125 franchisees open and operating. A total of 14 franchisees are not included in this Section II due to the fact 7 franchisees did not submit information or submitted improperly prepared income statements, 4 franchisees were not open during the entire 2024 fiscal year, and 3 are non-traditional locations.

	<b>Sales Ranges</b>			
	<b>\$10,001 - \$15,000</b>	<b>\$15,001 - \$20,000</b>	<b>\$20,001 - \$25,000</b>	<b>\$25,000 +</b>
<b>Cost of Goods Sold</b>	32.5%	31.5%	30.9%	31.1%
<b>Labor Costs</b>	30.2%	26.7%	24.7%	26.3%
<b>Controllable Costs</b>	37.7%	33.9%	30.1%	26.3%
<b>EBITDA</b>	<b>-0.5%</b>	<b>7.9%</b>	<b>14.3%</b>	<b>16.4%</b>

#### Notes to Section II of these Financial Performance Representations

(1) Of the 29 Franchisee-Owned Covered Restaurants included in the average weekly Net Sales range between \$10,001 - \$15,000, (a) 15 of the 29 units, or 52%, incurred less than the average Cost of Goods Sold percentage of Net Sales, (b) 17 of the 29 units, or 59%, incurred less than the average Labor Costs percentage of Net Sales, (c) 14 of the 29 units, or 48%, incurred less than the average the Controllable Costs percentage of Net Sales, and (d) 15 out of the 29 units or 52%, achieved or exceeded the -0.5% EBITDA. The median percentage of Net Sales for Cost of Goods Sold was 32.5%. The median percentage of Net Sales for Labor Costs was 30%. The median percentage of Net Sales for Controllable Costs was 37.8%. The median EBITDA was -1.1%.

(2) Of the 40 Franchisee-Owned Covered Restaurants included in the average weekly Net Sales range between \$15,001 - \$20,000, (a) 20 of the 40 units, or 50%, incurred less than the average Cost of Goods Sold percentage of Net Sales, (b) 22 of the 40 units, or 55%, perf incurred less than the average Labor Costs percentage of Net Sales, (c) 19 of the 40 units, or 48%, incurred less than the average Controllable Costs percentage of Net Sales, and (d) 16 out of the 40 units or 40%, achieved or exceeded the +7.9% EBITDA. The median percentage of Net Sales for Cost of Goods Sold was 31.5%. The median percentage of Net Sales for Labor Costs was 26.6%. The median percentage of Net Sales for Controllable Costs was 34.5%. The median EBITDA was 9.0%.

(3) Of the 24 Franchisee-Owned Covered Restaurants included in the average weekly Net Sales range between \$20,001- \$25,000, (a) 9 of the 24 units, or 50%, incurred less than the average the Cost of Goods Sold percentage of Net Sales, (b) 15 of the 24 units, or 63%, incurred less than the average Labor Costs percentage of Net Sales, (c) 12 of the 24 units, or 50%, incurred less than the average Controllable Costs percentage of Net Sales, and (d) 112 out of the 24 units or 50%, achieved or exceeded the 14.3% EBITDA. The median percentage of Net Sales for Cost of Goods Sold was 31.1%. The median percentage of Net Sales for Labor Costs was 26.6%. The median percentage of Net Sales for Controllable Costs was 34.5%. The median EBITDA was 14.2%.

(4) Of the 18 Franchisee-Owned Covered Restaurants included in the average weekly Net Sales range greater than \$25,000, (a) 9 of the 18 units, or 50%, incurred less than the average Cost of Goods Sold percentage of Net Sales, (b) 9 of the 18 units, or 50%, incurred less than the average Labor Costs percentage of Net Sales, (c) 7 of the 18 units, or 39%, incurred less than the average Controllable Costs percentage of Net Sales, and (d) 11 out of the 18 units or 61%, achieved or exceeded the 16.4% EBITDA. The median percentage of Net Sales for Cost of Goods Sold was 31.2%. The median percentage of Net Sales for Labor Costs was 26.4%. The median percentage of Net Sales for Controllable Costs was 27.1%. The median EBITDA was 15.8%.

#### Definitions for Section II:

“Beverage Costs” reflect the amounts paid for beverage products, such as beverage cans, 20 ounce beverage bottles, 2 liter beverage bottles, fountain drinks and bottled water.

“Controllable Costs” include costs and expenses direct operating expenses (uniforms, business insurance, towels, utensils, office supplies, security systems, small equipment, cleaning supplies, etc.); payroll related expenses (employee related benefits, workers compensation, employer taxes, non-cash awards, etc.); utilities (gas, electric, water telecommunication utilities, and trash removal, etc.); administrative and general expenses (bank charges, credit card fees, recruiting fees, chargebacks, armored car fees, recruiting fees and training materials, professional fees, dues and subscriptions, background checks, freight-courier services, etc.); repairs and maintenance costs (HVAC, electrical and equipment repairs, snow removal and grounds maintenance, and premises upkeep maintenance, coolers and refrigeration repairs, window and awning cleaning, sign repairs, etc.); other delivery costs (insurance on delivery vehicles); Marketing costs (print marketing, coupon flyers, printing costs for marketing purposes, food donations, miscellaneous marketing costs, newspaper coupons, freestanding inserts, mailers, door bags, box toppers, menus, National Marketing Fees and local advertising cooperative contributions etc.); occupancy fees and expenses (real estate taxes, state and local taxes, building/premises insurance, etc.); rent and additional rent charges, and License Fees paid to us.

“Cost of Goods Sold” includes Food Costs, Beverage Costs, alcohol costs and expenses, Production Supply Costs.

“EBITDA” is equal to Net Sales minus the total sum of (i) Cost of Goods Sold plus (ii) Labor Costs, plus (iii) Controllable Costs.

“Food Costs” reflect the amounts paid for all edible products, such as breadings, sauces, and pizza, sandwich and salad toppings, but excludes Beverage Costs.

“Labor Costs” reflect wages (including overtime) paid to the store level employees who are compensated on an hourly and salaried basis, including delivery drivers who use personal vehicles and are reimbursed a per delivery fee. This figure does not cover all employee-related costs associated with operating a Donatos Pizza Restaurant. For example, this figure does not include incentive compensation, benefits costs, vacation pay and associated payroll taxes and other compensation for supervisory or non-Store management. This figure does not include any compensation payable to the franchisee. This figure also does not cover payroll processing fees, health insurance or workers’ compensation insurance premiums, uniforms, or meal, travel and other expenses for employees.

“Production Supply Costs” reflect the amounts paid for paper products (such as boxes, plates, napkins, cups, straws, and disposable utensils) and CO<sub>2</sub> used in the fountain drink dispenser. This figure does not cover all costs associated with operating a Donatos Pizza Restaurant, such as smallwares, kitchen equipment (including associated labor costs), and other supplies used to operate a Donatos Pizza Restaurant such as the costs for Operating Assets (defined in Item 7), office and janitorial supplies, and costs to obtain, maintain and repair equipment.

Revenues and costs and expenses which do not directly relate to the operation of a single Donatos restaurant or the determination of store-level EBITDA are not reflected in this Section II. Section II specifically does not reflect reductions for expenses such as owner-operator compensation, supervisory or non-store level management payroll or any related payroll taxes; home office expenses; car allowances; cell phone costs; or travel, meals and/or entertainment expenses. You may incur additional costs and expenses which are not reflected in the above chart.

The numbers provided in this Section II are historic numbers for the covered franchisee Donatos Restaurants. The number of Donatos Restaurants in the market, their length of operation, and the visibility and local media attention resulting from those factors may impact the results compared to what you may achieve in different market conditions. The Licensing Fees, National Marketing Fees and advertising cooperative fees may differ from the fees you are required to pay under your Franchise Agreement. Your experience and results may differ from the results reflected above based upon a myriad of factors, including, among others: your failure to comply with all of our System requirements; the extent of any existing consumer awareness of the brand in your market, less efficient, less adequately trained or less strictly managed labor; your inability to hire and retain associates at similar compensation levels (including due to local available employee pools and minimum wage requirements); the location of your Donatos Restaurant and your inability to negotiate as favorable lease terms; the competition in the market; your management and business skills; the amount of money you spend to promote your Donatos Restaurant; the existence of an Advertising Cooperative in your market, the length of time you operate; and your inability to achieve the same level of market share.

#### Notes to Financial Performance Representations in General

1. We calculated the figures for the company-owned Covered Restaurants, franchisee-owned and the Titan-owned Covered Restaurants in these tables using information from our

internal accounting department. We use the Net Sales figures that franchisees report to us to calculate the figures for franchisee-owned Covered Restaurants in these tables. The figures have not been audited nor have we sought to independently verify their accuracy. Prospective franchisees and sellers of franchises should be advised that no certified public accountant has audited these figures or expressed his or her opinion concerning their contents or form. You should conduct an independent investigation of the costs and expenses you will incur in operating a Donatos Pizza Restaurant. Franchisees or former franchisees, listed in this disclosure document, may be one source of this information.

2. The Donatos Pizza concept was born in Columbus, Ohio and we and our predecessors have operated Donatos Pizza Restaurants in Columbus, Ohio since 1963. With over 50 years of brand presence and a focused and well-funded marketing program, today we have a significant market share within the Columbus, Ohio Metropolitan Statistical Area. Our longevity and presence in the Columbus, Ohio market results in higher-than-average Net Sales per Covered Restaurant in the Columbus, Ohio market than elsewhere. The Donatos brand is well established in the Columbus, Ohio market and in the markets in which most of the Covered Restaurants operate and we have worked with our franchisees to develop and implement effective marketing and advertising campaigns in these markets for many years. If you open your Donatos Pizza Restaurant in a new market, the Restaurant will not benefit from an established trade identity in the market or from marketing activities that other Donatos Pizza Restaurants conduct. This might result in lower Net Sales and higher advertising costs than Donatos Pizza Restaurants opening in established markets could expect.

3. The Covered Restaurants operate in a mix of urban and suburban markets. The Covered Restaurants reflect a variety of building sizes and types (such as free-standing, in-line, end-cap and non-traditional sites), but all of the Covered Restaurants offer delivery service and the same Donatos Core Products that your Restaurant will offer.

4. By utilizing experienced managers and staff in newly-developed restaurants, we might have increased Net Sales in our Company Restaurants more quickly than franchisees would. Experienced staff typically run a more efficient operation, resulting in increased revenue and decreased costs. Since your Restaurant's staff likely will not have significant experience in operating Donatos Pizza Restaurants, efficiency and Net Sales might be lower than is reflected in the tables.

**Some outlets have sold this amount. Your individual results may differ. There is no assurance that you'll sell as much.**

Written substantiation for the financial performance representation will be made available to the prospective franchisee upon reasonable request. Our sales representatives may not provide you with any additional information about actual, average or potential sales, income, profits or earnings of Donatos Pizza Restaurants.

Other than the preceding financial performance representations, we do not make any financial performance representations. We also do not authorize our employees or representatives to make any such representations either orally or in writing. If you are purchasing an existing outlet, however, we may provide you with the actual records of that outlet. If you receive any



other financial performance information or projections of your future income, you should report it to the franchisor's management by contacting Jeff Baldwin, our Vice President of Development and Franchising, at 935 Taylor Station Road, Columbus, Ohio 43230, (614) 416-77800, the Federal Trade Commission, and the appropriate state regulatory agencies.

## **Item 20**

### **OUTLETS AND FRANCHISEE INFORMATION**

Table No. 1

#### **Systemwide Outlet Summary For years 2022 to 2024**

Column 1	Column 2	Column 3	Column 4	Column 5
<b>Outlet Type</b>	<b>Year</b>	<b>Outlets at the Start of the Year</b>	<b>Outlets at the End of the Year</b>	<b>Net Change</b>
Franchised	2022	117	121	+4
	2023	121	127	+6
	2024	127	125	-2
Company-Owned	2022	52	52	0
	2023	52	51	-1
	2024	51	51	0
<b>Total Outlets</b>	<b>2022</b>	<b>169</b>	<b>173</b>	<b>+4</b>
	<b>2023</b>	<b>173</b>	<b>178</b>	<b>+5</b>
	<b>2024</b>	<b>178</b>	<b>176</b>	<b>-2</b>

Table No. 2

#### **Transfers of Outlets from Franchisees to New Owners (other than the Franchisor) For years 2022 to 2024**

Column 1	Column 2	Column 3
<b>State</b>	<b>Year</b>	<b>Number of Transfers</b>
Alabama	2022	1
	2023	0
	2024	0