



Investor Questions and Answers: June 21, 2024

Presented below are questions we received in connection with our Annual Meeting of Shareholders, held on June 3, 2024, which we are sharing in the following format for the benefit of all current shareholders, prospective shareholders, and other stakeholders.

1.) Can you simplify the capital structure, specifically, only have one or two classes?

It's common to see umbrella partnerships, otherwise known as Up-C structures, used in private equity-backed IPOs such as ours. The Up-C structure provides access to the capital markets while preserving tax benefits for both the pre-IPO investors and the new publicly traded corporation. Our Class A shares are held by the public and trade on the Nasdaq, while our Class B shares are held by pre-IPO investors and are not traded on any public exchange. Class B shares have the same 1:1 voting rights as our Class A shares. In other words, they do not have supervoting power.

Since the IPO, we've conducted four "synthetic secondary" transactions, which effectively 'converted' illiquid Class B shares into freely tradable Class A shares. As of today, approximately 11.6 million Class B shares remain, which represents about 15.8% of total (Class A + Class B) shares outstanding. We do not have control over when or how many shares our pre-IPO sponsors convert. While we cannot guarantee that our pre-IPO sponsors will convert 100% of their Class B shares, the Up-C structure will remain in place even if or when there aren't any remaining Class B shares.

2.) Why doesn't Portillo's buy the land for new locations? Does Portillo's have an option to buy the land for leased locations?

We have previously purchased and will consider future land purchases for our new locations if it is available for sale and the terms of the transaction meet our financial requirements. In most cases, our new location development strategy is optimized via a ground lease, particularly when we open new restaurants in mature commercial areas.



3.) Love the restaurant, food and culture. Why have we not seen any traction when it comes to growth, profits and increased stock prices?

Thank you! We also love our restaurants, food and team members, and we believe that culture wins!

We believe the market is very focused on consumer sentiment at the moment. Along with others in the restaurant industry, we've been experiencing some negative traffic and mix as guests pull back on overall spending in this inflationary environment. We've been running restaurants for over 60 years, so we know that consumer sentiment ebbs and flows over the long run. We also know that stock prices can - and often do - become non-correlated from the underlying value of a company during periods of economic volatility. For these reasons, we take a long-term view and remain focused on executing our growth strategy.

Our four main strategic pillars have been designed to support growth. These include: running world class operations, innovating and amplifying the Portillo's Experience, building restaurants with industry-leading returns, and taking great care of our teams. We are confident that our stock price will react positively as our business gains momentum, and we continue delivering value to our shareholders through execution on our four main strategic pillars.

4.) Any insight into how Q2 is performing relative to the SSS decline in Q1?

We don't comment on intra-quarter trends. During our last earnings call on May 7, 2023, we mentioned that April comps trended positively on our efforts to mitigate earlier transaction declines. That said, consumer sentiment remains unpredictable in this macroeconomic environment.

5.) Was Derrick Pratt terminated or did he leave the company at-will?

We can confirm that Derrick Pratt will part ways with the Company on June 30th, following a brief transition period. This decision comes as we continue to execute our accelerated growth strategy and seek to uncover operational efficiencies and improvements at scale. Portillo's has retained industry-leading executive search firm Elliot Group for a new Head of Operations. In



the interim, Portillo's Operations leaders will report directly to CEO Michael Osanloo, enabling him to more directly influence our goal of running world class operations.

6.) Why do you focus on EBITDA when interest, taxes, depreciation, and amortization are real expenses and included in arriving at real GAAP earnings?

We look at restaurant-level adjusted EBITDA and adjusted EBITDA as proxies for the underlying cash flow of our restaurants and our business as a whole, respectively. We believe these metrics provide a cleaner comparison of quarter-over-quarter or year-over-year trends, whereas GAAP earnings can be impacted by non-cash charges, non-recurring items, and differences in capital structures. Nevertheless, we always provide reconciliations between non-GAAP measures and GAAP measures, so that investors may choose for themselves how to best interpret our financial results. We believe EBITDA metrics are consistent with those used by others in our industry and therefore offer a more direct point of comparison.

7.) Very good CEO Business Review....Thank you.
Franks a lot! We appreciate you participating in our Annual Meeting of Shareholders!