2025 ANNUAL REPORT

The Cheesecake Factory

To Our Shareholders,

As we reflect on the year, 2025 was another strong year for The Cheesecake Factory as we delivered consistent financial and operational results amidst a dynamic macro environment and highly competitive restaurant landscape. Our performance reflects the strength of our concepts, the dedication of our teams, and the disciplined execution that has long defined our company. With a continued focus on operational excellence, menu innovation and profitable growth, we achieved record annual revenue, delivered resilient earnings and opened the most new restaurants in a single year in our company's history.

Our strategy remains centered on delivering the distinct, high-quality dining experiences that have made The Cheesecake Factory one of the most differentiated restaurant concepts in the casual dining industry for more than four decades. We believe our broad menu, signature desserts and unwavering commitment to exceptional food quality, attentive service and warm hospitality set us apart and foster strong guest affinity for our iconic brand.

Menu innovation remains a core strength, and during the year we leveraged this strategic advantage with the launch of two new categories, Bowls and Bites. These additions, introduced across a wide range of cuisines and price points, were well received by our guests, with several proving to be among the most popular new offerings in recent years. This strong reception highlights the success of our culinary innovation in keeping our menu fresh, relevant and appealing, without relying on discounting. Together with our best-in-class operational execution, these efforts support sales and traffic, strengthen our competitive positioning and reinforce our leadership in experiential dining.

In 2025, we made significant progress in further developing our Cheesecake Rewards® program. The program continues to perform well, with strong member engagement, and supports guest loyalty and frequency as we leverage data and insights to enhance how we connect with our guests. We are encouraged by this positive momentum and recently launched our dedicated Cheesecake Rewards mobile app, which provides a more seamless and integrated guest experience.

Our success is made possible by our nearly 48,000 staff members, whose passion and expertise enable us to provide delicious, memorable experiences for our guests every day. Their dedication to outstanding hospitality and operational excellence underpins our ability to deliver exceptional guest experiences and differentiate our concepts in a competitive industry. We are proud to have once again been recognized for our workplace culture, earning a place on Fortune Magazine's "100 Best Companies to Work For" list for the 13th consecutive year and PEOPLE's Companies that Care® list for the 5th consecutive year, and named a 2025 Black Box Intelligence Employer of Choice in Upscale Casual. These accolades highlight our longstanding commitment to investing in our people through industry-leading training and development programs and reinforce our position as an employer of choice in the restaurant industry.

In 2025, we achieved record annual revenue of $3.75 billion, reflecting healthy demand for our distinct concepts and the resilience of our business model. This performance was driven by sustained sales momentum across our portfolio, with year-over-year sales increasing 1% at The Cheesecake Factory restaurants, 15% at North Italia, 28% at Flower Child and 18% at FRC. Our industry-leading annualized unit volumes at The Cheesecake Factory remained among the highest in casual dining, supported by contributions from the off-premise channel and our Cheesecake Rewards® program. Profitability also improved during the year, as consistent operational execution contributed to restaurant-level margin expansion at The Cheesecake Factory, North Italia and Flower Child. As a result, adjusted diluted earnings per share increased 10% year-over-year to $3.77.

In 2025, we generated over $301 million in cash flow from operating activities, net income of $148 million, EBITDA of $282 million and record adjusted EBITDA of $354 million. These results provided the financial flexibility to continue investing in our business while returning more than $206 million to shareholders through dividends and share repurchases.

With the strength of our balance sheet and sustained cash flow generation, we believe we remain well positioned to support our long-term growth objectives and create value for our shareholders.

In 2026, we are planning to open as many as 26 new restaurants, including as many as six The Cheesecake Factory restaurants, six to seven North Italia restaurants, six to seven Flower Child locations and seven FRC restaurants. We also expect one to two international The Cheesecake Factory restaurants to open under licensing agreements. Our development pipeline remains robust, and we are confident in our ability to execute our growth strategy while maintaining the compelling unit economics that define our concepts.

With our high-quality, experiential concepts, meaningful scale, operating expertise and financial discipline, we believe we are well positioned to deliver sustained earnings growth and long-term shareholder value. As we look ahead, we remain focused on driving comparable sales growth, expanding margins and accelerating accretive unit development across our portfolio.

As always, our success would not be possible without the partnership of our many stakeholders. I would like to extend my sincere gratitude to our team members, whose hard work and passion bring our restaurants to life each day. We also thank our shareholders, guests, bakery customers, suppliers and international licensees for their continued confidence and support. Together, we look forward to building on our legacy of excellence and continuing to deliver exceptional dining experiences for years to come.

Best regards,

David Overton
Founder, Chairman and Chief Executive Officer

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 30, 2025

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 0-20574

THE CHEESECAKE FACTORY INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**51-0340466** (I.R.S. Employer Identification No.)
26901 Malibu Hills Road **Calabasas Hills, California** (Address of principal executive offices)	**91301** (Zip Code)

Registrant's telephone number, including area code: **(818) 871-3000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $.01 per share	**CAKE**	**The Nasdaq Stock Market LLC (NASDAQ Global Select Market)**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant as of the last business day of the second fiscal quarter, July 1, 2025, was $2,906,437,670 (based on the last reported sales on The Nasdaq Stock Market on that date).

As of February 17, 2026, 49,859,091 shares of the registrant's Common Stock, $.01 par value per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Parts II and III of this Form 10-K incorporate by reference information from the registrant's proxy statement for the annual meeting of stockholders expected to be held on May 28, 2026.

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THE CHEESECAKE FACTORY INCORPORATED
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PART I

Forward-Looking Statements

Certain information included in this Form 10-K and other materials we have filed or may file with the Securities and Exchange Commission ("SEC"), as well as information included in oral or written statements made by us or on our behalf, may contain forward-looking statements about our current and presently expected performance trends, growth plans, business goals and other matters.

These statements may be contained in our filings with the SEC, in our press releases, in other written communications, and in oral statements made by or with the approval of one of our authorized officers. These statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as codified in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (together with the Securities Act, the "Acts"). This includes, without limitation, statements regarding corporate social responsibility ("CSR") and in our CSR report, the effects of geopolitical and macroeconomic factors on our financial condition and our results of operations, financial guidance and projections, as well as expectations of our future financial condition, results of operations, sales, target growth rates, cash flows, quarterly dividends, share repurchases, corporate strategy, potential price increases, plans, targets, goals, objectives, performance, growth potential, competitive position and business, and statements regarding our ability to: leverage our competitive strengths, including developing and investing in new restaurant concepts and expanding The Cheesecake Factory® brand to other retail opportunities; maintain our aggregate sales volumes; deliver comparable sales growth; provide a differentiated experience to customers; outperform the casual dining industry and increase our market share; leverage sales increases and manage flow through; manage cost pressures, including, increasing wage rates and insurance costs, and increase margins; grow earnings; remain relevant to consumers; attract and retain qualified management and other staff; increase shareholder value; find suitable sites and manage increasing construction costs; profitably expand our concepts domestically and in Canada, and work with our licensees to expand The Cheesecake Factory internationally; support the growth of North Italia, Flower Child and additional brands within our Fox Restaurant Concepts ("Other FRC") restaurants; and utilize our capital effectively. These forward-looking statements may be affected by various factors including: economic, public health and political conditions that impact consumer confidence and spending, including changes in interest rates, periods of heightened inflation and market instability, and armed conflicts; supply chain disruptions; demonstrations, political unrest, potential damage to or closure of our restaurants and potential reputational damage to us or any of our brands; pandemics and related containment measures, including the potential for quarantines or restriction on in-person dining; acceptance and success of The Cheesecake Factory in international markets; acceptance and success of North Italia, Flower Child and Other FRC concepts; the risks of doing business abroad through Company-owned restaurants and/or licensees; foreign exchange rates, tariffs and cross border taxation; changes in unemployment rates; increases in minimum wages and benefit costs; the economic health of our landlords and other tenants in retail centers in which our restaurants are located, and our ability to successfully manage our lease arrangements with landlords; the economic health of suppliers, licensees, vendors and other third parties providing goods or services to us; the timing of our new unit development and related permitting; compliance with debt covenants; strategic capital allocation decisions including with respect to share repurchases or dividends; the ability to achieve projected financial results; the resolution of uncertain tax positions with the Internal Revenue Service and the impact of tax reform legislation; changes in laws impacting our business; adverse weather conditions and natural disasters in regions in which our restaurants are located; factors that are under the control of government agencies, landlords and other third parties; the risks, costs and uncertainties associated with opening new restaurants; and other risks and uncertainties detailed from time to time in our filings with the SEC. Such forward-looking statements include all other statements that are not historical facts, as well as statements that are preceded by, followed by or that include words or phrases such as "believe," "plan," "will likely result," "expect," "intend," "will continue," "is anticipated," "estimate," "project," "may," "could," "would," "should" and similar expressions. These statements are based on our current expectations and involve risks and uncertainties which may cause results to differ materially from those set forth in such statements.

In connection with the "safe harbor" provisions of the Acts, we have identified and are disclosing important factors, risks and uncertainties that could cause our actual results to differ materially from those projected in forward-looking statements made by us, or on our behalf. (See Item 1A — Risk Factors.) These cautionary statements are to be used as a reference in connection with any forward-looking statements. The factors, risks and uncertainties identified in these cautionary statements are in addition to those contained in any other cautionary statements, written or oral, which may be made or otherwise addressed in connection with a forward-looking statement or contained in any of our

subsequent filings with the SEC. Because of these factors, risks and uncertainties, we caution against placing undue reliance on forward-looking statements. Although we believe that the assumptions underlying forward-looking statements are currently reasonable, any of the assumptions could be incorrect or incomplete, and there can be no assurance that forward-looking statements will prove to be accurate. Forward-looking statements speak only as of the date on which they are made, and we undertake no obligation to publicly update or revise any forward-looking statements or to make any other forward-looking statements, whether as a result of new information, future events or otherwise, unless required to do so by law.

Summary Risk Factors

Our business is subject to a number of risks and uncertainties. These risks are more fully described in the section titled "Risk Factors" included in Part I, Item 1A of this report. These risks include, among others, the following:

- The impact global and domestic economic conditions have on consumer discretionary spending and our costs of operations could materially adversely affect our financial performance.
- Our inability to grow comparable restaurant sales could materially adversely affect our financial performance.
- If we are unable to protect our reputation, the value of our brands and sales at our restaurants may be negatively impacted.
- In past years we have experienced and may again experience significant labor cost inflation, which has and may in the future significantly increase our cost of doing business.
- Health risks associated with our restaurants or products, such as food safety concerns and food borne illness, pandemics, epidemics, endemics and other public health emergencies could negatively impact customer traffic to our restaurants, disrupt our food supply chain or cause us to be the target of litigation.
- Changes in, or any failure to comply with, applicable laws or regulations could materially adversely affect our ability to operate our restaurants and/or increase our cost to do so.
- Labor organizing could harm our operations and competitive position in the restaurant industry.
- Our inability to respond appropriately to changes in consumer health and disclosure regulations, and to adapt to evolving consumer dining preferences, could negatively impact our operations and competitive position.
- Our failure to effectively develop, grow and operate North Italia, Flower Child and our other branded concepts could materially adversely affect our financial performance.
- Adverse weather conditions, natural disasters and public health emergencies could unfavorably impact our restaurant sales.
- Acts of violence at or threatened against our restaurants or the centers in which they are located, including civil unrest, customer intimidation, active shooter situations and terrorism, could unfavorably impact our restaurant sales.
- Our inability to anticipate and react effectively to changes in the costs of key operating resources may increase our cost of doing business.
- Our financial performance could be materially adversely affected if we fail to retain, or effectively respond to a loss of, key executives.
- If we are unable to staff and retain qualified restaurant management and operating personnel in an increasingly competitive market, we may be unable to effectively operate and grow our business and revenues.
- If any of our third-party vendors experiences a failure that affects a significant aspect of our business, we may experience data loss, increased costs, operational disruption or other harm.
- We may incur additional costs if we are unable to renew our restaurant leases on similar terms and conditions, or at all, or to relocate our restaurants in certain trade areas.
- Information technology system failures or breaches of our network security could interrupt our operations and subject us to increased operating costs, as well as to litigation and other liabilities.
- Actual or perceived failures to comply with applicable data protection, privacy and security laws, regulations, standards and other requirement or our inability to maintain a secure environment for customers' and staff members' personal data could result in legal liability, financial penalties, reputation harm and loss of customers.
- Our failure to satisfy financial covenants and/or repayment requirements under our credit facility could harm our financial condition.
- The indenture governing our outstanding Notes will not restrict us from incurring additional indebtedness, and the Notes and the incurrence of any additional indebtedness could limit the cash flow available for our operations.

ITEM 1. BUSINESS

General

The Cheesecake Factory Incorporated is a leader in experiential dining. We are culinary forward and relentlessly focused on hospitality. As of February 23, 2026, we owned and operated 368 restaurants throughout the United States and Canada under brands including The Cheesecake Factory® (216 locations), North Italia® (48 locations), Flower Child® (43 locations) and additional brands within our Fox Restaurant Concepts ("Other FRC") portfolio (55 locations). Internationally, 35 The Cheesecake Factory® restaurants operate under licensing agreements. Our bakery division operates two facilities that produce quality cheesecakes and other baked products for our restaurants, international licensees and third-party bakery customers.

Our business originated in 1972 when Oscar and Evelyn Overton founded a small bakery in the Los Angeles area. In 1978, their son, David Overton, our Chairman of the Board and Chief Executive Officer, led the creation and opening of the first The Cheesecake Factory restaurant in Beverly Hills, California. In 1992, the Company was incorporated in Delaware as The Cheesecake Factory Incorporated (referred to herein as the "Company" or as "we," "us" and "our"). Our executive offices are located at 26901 Malibu Hills Road, Calabasas Hills, California 91301, and our telephone number is (818) 871-3000.

We maintain a general website at *www.thecheesecakefactory.com*, as well as websites for our bakery and other brands, including *www.northitalia.com*, *www.iamaflowerchild.*com and *www.foxrc.com*. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, all amendments to those reports and our proxy statements are available on our general website at no charge, as soon as reasonably practicable after these materials are filed with or furnished to the SEC. Our filings are also available on the SEC's website at *www.sec.gov*. The content of our websites is ***not*** incorporated by reference into this Form 10-K.

We utilize a 52/53-week fiscal year ending on the Tuesday closest to December 31 for financial reporting purposes. Fiscal years 2025, 2024 and 2023 each consisted of 52 weeks. Fiscal year 2026 will consist of 52 weeks.

Geopolitical and Other Macroeconomic Impacts to our Operating Environment

In recent years, our operating results were impacted by geopolitical and macroeconomic events, causing supply chain challenges and significantly increased commodity and wage inflation. Our commodity and wage inflationary environment began returning to more historical levels in fiscal 2024.

The impact of ongoing geopolitical and macroeconomic events, including evolving government policies and global trade and tariff dynamics, could lead to further wage inflation, product and services cost inflation, disruptions in the supply chain, staffing challenges, shifts in consumer behavior, and delays in new restaurant openings. Adverse weather conditions and natural disasters may further exacerbate a number of these factors. Any of these factors may have an adverse impact on our business and materially adversely affect our financial performance.

The Cheesecake Factory

As of February 23, 2026, we operated 216 The Cheesecake Factory restaurants, which strive to provide a distinctive, high-quality dining experience at moderate prices by offering an extensive, innovative and evolving menu in an upscale casual, high-energy setting with attentive, efficient and friendly service. As a result, The Cheesecake Factory restaurants appeal to a diverse customer base across a broad demographic range. Our extensive menu and strategic selection of locations enable us to compete for substantially all dining preferences and occasions, from the key lunch and dinner day parts to the mid-afternoon and late-night day parts, which are traditionally weaker times for most casual dining restaurants, as well as special occasion dining. The Cheesecake Factory restaurants are generally open seven days a week for lunch and dinner, and we offer additional menu items for weekend brunch.

All of our restaurants offer a full-service bar where our entire menu is served. During fiscal 2025, alcoholic beverage sales represented 11% of The Cheesecake Factory restaurant sales. We offer all items on our menu, except alcoholic beverages where disallowed by regulation, for off-premise consumption, sales of which comprised

approximately 21% of The Cheesecake Factory restaurant sales during fiscal 2025. We work with a third party to provide delivery service from all of our locations and offer online ordering for to-go sales at all of our domestic locations.

The Cheesecake Factory menu features approximately 225 items, exclusive of beverage and dessert items and including items presented on supplemental menus, such as our SkinnyLicious® menu that offers innovative items at 590 calories or less. Our menu offerings include appetizers, pizza, seafood, steaks, chicken, burgers, bowls, bites, small plates, pastas, salads, sandwiches and omelettes, including a selection of vegan and gluten-free items.

Our ability to create, promote and attractively display our unique line of desserts is also important to the competitive positioning and financial success of our restaurants. We offer approximately 45 varieties of proprietary cheesecake and other desserts in our restaurants. Our brand identity and reputation for offering premium desserts results in a significant level of dessert sales, representing approximately 17% of The Cheesecake Factory sales during fiscal 2025.

Competitive Positioning

The restaurant industry is comprised of multiple segments, including fine dining, casual dining, fast casual and quick-service. The Cheesecake Factory restaurants operate in the upscale casual dining segment, which is positioned above core casual dining, with standards that are closer to fine dining. Upscale casual dining is differentiated by freshly prepared and innovative food, flavorful recipes with creative presentations, unique restaurant layouts, eye-catching design elements and more personalized service. We believe that we are a leader in upscale casual dining given the historically high average sales per square foot of our restaurants as compared to others in this segment.

The restaurant industry is highly competitive with respect to menu and food quality, service, personnel, location, décor and value. We compete directly and indirectly with national and regional casual dining restaurant chains, as well as independently-owned restaurants. In addition, we face competition from fast casual and quick-service restaurants, grocery stores and meal kits that have increased the quality and variety of their food products in response to consumer demand. We also compete with other restaurants and retail establishments for quality sites and staff and managers to operate our restaurants.

The key elements that drive our total customer experience and help position us from a competitive standpoint include the following:

Extensive and Innovative Menu, Made Fresh from Scratch. Our restaurants offer one of the broadest menus in upscale casual dining and feature a wide array of flavors with portions designed for sharing. In contrast to many restaurant chains, substantially all of our menu items, except those desserts produced at our bakery facilities, are prepared from scratch daily at our restaurants with high-quality, fresh ingredients using innovative and proprietary recipes. We believe one of our competitive strengths is our ability to anticipate customer preferences and adapt our expansive menu to the latest trends. We regularly update our ingredients and cooking techniques, as well as create new menu items and new categories of food offerings at our restaurants, further enhancing the variety, quality and price points offered and keeping our menu relevant to our customers. All new menu items are selected based on anticipated sales popularity and profitability. We also regularly introduce new and innovative cheesecakes and other baked desserts. In 2025, we launched the Peach Perfect with Raspberry Drizzle Cheesecake in conjunction with National Cheesecake Day.

We generally update The Cheesecake Factory menus twice each year, and our philosophy is to use price increases to help offset key operating cost increases in a manner that balances supporting both our margin objectives and customer traffic levels. Prior to fiscal 2022, we targeted menu price increases of approximately 2% to 3% annually, utilizing a market-based strategy to help mitigate cost pressure in higher-wage geographies. In the last three fiscal years, we implemented price increases above our historical levels, to help offset inflationary cost pressures. We will continue to take the cost and inflationary environment into consideration when implementing future pricing decisions. In addition, on a regular basis, we carefully consider opportunities to adjust our menu offerings or ingredients to help manage product availability and cost.

Value Proposition. We believe our restaurants are recognized by customers for offering value with a large variety of freshly prepared menu items across a broad array of price points and generous portions. The average check for each customer, including beverages and desserts, was approximately $31.79 during fiscal 2025.

Commitment to Excellent Service and Hospitality through the Selection, Training and Retention of High-Quality Staff Members. Our mission is to "create an environment where absolute guest satisfaction is our highest priority." We strive to deliver a unique and experiential guest experience through our extensive menu, upscale-casual atmosphere, high-energy environment and strong focus on hospitality and operational excellence. One of the most important aspects of delivering a consistent and dependable level of service is having a team of experienced managers who can successfully operate our high-volume, complex restaurants. Our recruitment, selection, training, retention and internal promotion programs are among the most comprehensive in the restaurant industry, helping us to attract and retain qualified staff members who we encourage to develop a sense of personal commitment to our core values and culture of excellence. (See "Restaurant Operations, Development and Training" below.) Our commitment to people-focused programs and creating a great workplace for all of our staff and managers contributed to The Cheesecake Factory being named to Fortune magazine's list of "100 Best Companies to Work For®" in 2025, for the twelfth consecutive year.

High-Quality, High-Profile Restaurant Locations and Flexible Site Layouts. We target restaurant sites in high-quality, high-profile locations with a balanced mix of retail shopping, entertainment, residences, tourism and businesses. We have the flexibility to design our restaurants to accommodate a wide array of urban and suburban site layouts, including multi-level locations. Our restaurants feature large, open dining areas, high ceilings where available, a contemporary kitchen design and a bakery counter that features our desserts while also serving as a strategic location to facilitate our off-premise sales. The layouts are flexible, permitting tables and seats to be easily rearranged to accommodate small and large parties, thus permitting more effective utilization of seating capacity. Interior and exterior patio seating, either or both of which are available at approximately 95% of our restaurants, allow for additional customer capacity at a comparatively low occupancy cost per seat. Exterior patio seating is generally available as weather permits. (See "New Restaurant Site Selection and Development" below.)

Distinctive Restaurant Design and Decor. We place significant emphasis on the contemporary interior design and decor of our restaurants, which create a high-energy ambiance in a casual setting and contribute to the distinctive dining experience enjoyed by our customers. We have evolved our restaurants' design over time to remain current while retaining a similar look and feel to our earlier restaurants. Our restaurants feature large, open dining areas, and where feasible, both exterior and interior patios. We apply high standards to the maintenance of our restaurants to keep them in "like new" condition.

Integration of our Bakery Operations. The primary role of our bakery operations is to produce innovative, high-quality cheesecakes and other baked desserts for sale at The Cheesecake Factory restaurants and those of our international licensees, which is important to our competitive positioning. Integration of this vital part of our brand gives us control over the creativity and quality of our desserts and is also more profitable than buying from a third party.

New Restaurant Site Selection and Development

The Cheesecake Factory concept has demonstrated success in a variety of layouts (e.g., single or multi-level and varying interior square feet), site locations (e.g., urban or suburban shopping malls, lifestyle centers, retail strip centers, office complexes, entertainment centers and urban street locations — either freestanding or in-line) and trade areas. Accordingly, we intend to continue developing The Cheesecake Factory restaurants in high-quality, high-profile locations that meet our rigorous site standards. In accordance with our broader capital allocation strategy, we plan to open as many locations in any given year as there are sites available that meet our site selection criteria and for which we can negotiate acceptable lease terms, obtain necessary permits, complete construction, and recruit and train personnel. We have the flexibility in our restaurant designs to penetrate a wide variety of markets across varying population densities in both existing and new markets. We continue to target approximately 300 Company-owned and operated The Cheesecake Factory restaurants domestically over time.

The locations of our restaurants are critical to our long-term success, and we devote significant time and resources to analyzing each prospective site. We consider many factors when assessing the suitability of a site, including the demographics of the trade area such as average household income and population density, as well as site-specific characteristics such as visibility, accessibility and proximity to activity centers such as shopping centers and competitive influences. Because our restaurants can be successfully executed within a variety of site locations and layouts, we are highly flexible in choosing suitable locations. While there are common decor elements within each of our restaurant sites, the designs are customized for the specifics of each location, including the building type, square footage and layout of

available space. We expect the majority of our new restaurants to vary between 7,000 and 10,000 interior square feet, generally with additional exterior and/or interior patio seating, selected appropriately for each market and specific site.

We believe the relatively high sales productivity of our restaurants provides opportunities to obtain competitive leasing terms from landlords. Due to the flexible and customized nature of our restaurant operations and the complex design, construction and preopening processes for each new location, our lease negotiation and restaurant development time frames vary. The development and opening process usually ranges from six to eighteen months, depending largely on the type and availability of the leased space we intend to occupy, our preferred opening date, as well as our ability to obtain goods, materials, permits and adequate staffing, and a variety of other circumstances beyond our control.

Unit Economics

We believe the operation of high-quality restaurants in premier locations fitting our criteria contributes to the continuing customer appeal of The Cheesecake Factory. This popularity is reflected in our average sales per restaurant and per square foot, which are among the highest of any publicly-held full service restaurant company.

Average sales per location for The Cheesecake Factory restaurants open for the full year were approximately $12.4 million for fiscal 2025. Because each of our restaurants has a customized layout and differs in size, an effective method to measure the unit economics of our sites is by square foot. Average sales per productive square foot (defined as all interior square footage plus seasonally adjusted exterior patio square footage) for restaurants open for the full year were approximately $1,151 for fiscal 2025. Fluctuations in both average sales per location and average sales per productive square foot for fiscal 2025 generally tracked with comparable restaurant sales trends.

We currently lease all of our restaurant locations and utilize capital for leasehold improvements and furnishings, fixtures and equipment to build out our restaurant premises. Our distinctive design and decor require a higher investment per square foot than is typical for the upscale casual dining industry. However, our restaurants have historically generated annual sales per square foot that are also typically higher than our competitors. Total construction costs to build our restaurant premises average approximately $1,100 to $1,200 per interior square foot. However, these costs vary depending on a number of factors, including geography, the complexity of our build-out, site characteristics, governmental fees and permits, labor and material conditions in the local market, weather and the amount, if any, of construction contributions obtained from our landlords for structural additions and other leasehold improvements.

Our new restaurants have typically opened with initial sales volumes well in excess of their future run-rate levels. This initial “honeymoon” effect usually results from grand opening publicity and other customer awareness activities that generate higher than usual customer traffic, particularly in new markets. During the three to six months following the opening of new restaurants, customer traffic has generally settled into its normal pattern, resulting in sales volumes that gradually adjust downward to their post-opening run-rate level. Additionally, our new restaurants have typically required a period of time after reaching normal traffic levels to achieve their targeted restaurant-level margins due to actual-to-theoretical food cost inefficiencies and labor productivity inefficiencies commonly associated with new, highly complex restaurants such as ours.

Restaurant Operations

Our ability to consistently execute a complex menu offering items prepared daily with high-quality, fresh ingredients in an upscale casual, high-volume dining environment is critical to our overall success. We employ detailed operating procedures, standards, controls, food line management systems and cooking methods and processes designed to accommodate our extensive menu and to drive sales productivity.

We believe that the high average sales volumes and popularity of our restaurants allow us to attract and retain high-quality, experienced restaurant-level management and other operational personnel. Each restaurant is generally staffed with a General Manager (“GM”) and an Executive Kitchen Manager (“EKM”) who possess an average of more than 15 years of experience with the Company. We believe this tenure and knowledge drive our high productivity and contribute to our ability to deliver an exceptional customer experience.

To enable us to more effectively compete for, and retain, the highest quality restaurant management personnel, we offer an innovative and comprehensive compensation program for our restaurant GMs and EKMs. Each participant

receives a competitive base salary and has the opportunity to earn a cash bonus based on quantitative restaurant performance metrics. GMs are also eligible to use a Company-leased vehicle. In addition, we provide a longer-term, equity incentive program to our GMs and EKMs based on their extended service with us in their respective positions and their achievement of certain performance objectives. We believe that these awards encourage our GMs and EKMs to think and act as business owners, assist in retention of restaurant management and align our managers' interests with those of our stockholders.

Restaurant-Level Preopening Costs

Due to the highly customized and operationally complex nature of our upscale, high-volume concept and the investment we make in properly training our staff to operate our restaurants, our preopening process is more extensive, time-consuming and costly than that of many restaurant chains. Restaurant-level preopening costs for a typical location in an established market average approximately $1.0 million to $1.5 million and include all costs to relocate and compensate restaurant management staff members during the preopening period, costs to recruit and train hourly restaurant staff members, and wages, travel and lodging costs for our opening training team and other support staff members.

Restaurant-level preopening costs can fluctuate significantly from period to period, based on the number and timing of restaurant openings and the specific costs incurred for each restaurant. These costs vary by location depending on a number of factors, including the proximity of our existing restaurants, the size and physical layout of each location, the number of management and hourly staff members required to operate each restaurant, the availability of qualified restaurant staff members, the cost of travel and lodging for different metropolitan areas, the timing of the restaurant opening and the extent of unexpected delays, if any, in obtaining final licenses and permits to open the restaurant, which may also depend on our landlords obtaining their licenses and permits and completing their construction activities. Restaurant-level preopening costs are generally higher for larger restaurants and initial entry into new markets and lower when we relocate a restaurant within its local market. We have typically incurred the most significant portion of restaurant-level preopening costs during the three-month period including the month of a restaurant's opening and two prior months.

Licensed Locations

We currently maintain licensing agreements with three restaurant operators to develop and operate The Cheesecake Factory® branded restaurants in selected international markets. Our licensees invest their capital to build and operate these restaurants, and we receive initial development fees, site and design fees and ongoing royalties based on our licensees' restaurant sales. In addition, these licensees purchase bakery products branded under The Cheesecake Factory® mark from us. As of February 23, 2026, our international licensees operated the following The Cheesecake Factory restaurants:

Licensee Location	Restaurant Location	# of Restaurants
Kuwait (1)	Bahrain	1
	Kingdom of Saudi Arabia	4
	Kuwait	3
	Qatar	3
	United Arab Emirates	6
Mexico (2)	Mexico	10
Hong Kong (3)	Beijing	1
	Chengdu	1
	Hong Kong	1
	Macau	1
	Shanghai	3
	Thailand	1
Total		35

(1) This licensee, or its affiliates, also has the right to develop restaurants in Egypt, with the opportunity to expand the agreement to include Algeria, Hungary, Iraq, Libya, Morocco, Poland, Russia, Slovakia, The Czech Republic, Tunisia, Turkey and Ukraine.
(2) This licensee, or its affiliates, also has the right to develop restaurants in Chile, with the opportunity to expand the agreement to include Argentina, Brazil, Colombia and Peru.
(3) This licensee, or its affiliates, also has the right to develop restaurants in Taiwan, with the opportunity to expand the agreement to include Japan, Malaysia, Singapore and South Korea.

Our corporate infrastructure includes a dedicated global development team that works with our international licensees and coordinates the initial training, ongoing quality control, product specifications and brand oversight at our licensed locations. Our internal audit department also performs periodic reviews of our international licensees' compliance with our licensing agreements.

As we evaluate other international markets, we may consider opportunities to directly operate certain locations and/or enter into licensing, joint venture or partnership arrangements with established third-party companies.

Due to the complexities of opening The Cheesecake Factory restaurants in other countries, including, but not limited to, the selection and design of appropriate sites, construction of our complex restaurant designs, training of licensees' staff members, approval of supply sources and exportation of our bakery products to new countries, the number and timing of new openings in foreign countries may vary from expectations.

Consumer Packaged Goods

Given the strong affinity for The Cheesecake Factory® brand, we leverage opportunities in the consumer packaged goods channel by partnering with third-party manufacturers to offer products marketed under The Cheesecake Factory At Home® mark, including our Famous "Brown Bread," which is available in select retail stores nationwide.

North Italia

North Italia is a modern interpretation of Italian cooking in the upscale casual dining segment. North Italia strives to be a modern Italian restaurant with a neighborhood feel, offering classic Italian favorites with a fresh twist made from scratch daily. Contemporary design and décor elements including large dining rooms, high ceilings and open kitchen

layouts combined with a focus on exceptional hospitality and high-quality, personalized service creates a warm, lively atmosphere for guests to create memorable experiences. The menu features a broad selection of delicious, handcrafted dishes including appetizers, salads, fresh pastas, pizzas and entrees, and each restaurant includes unique menu items tailored to local markets. North Italia offers an assortment of wines, beers and house-made cocktails which represented 23% of North Italia sales in fiscal 2025. The average check for each customer, including beverages and desserts, for fiscal 2025 averaged approximately $35.60 for lunch and approximately $45.21 for dinner. Sales through the off-premise channel comprised approximately 13% of North Italia restaurant sales during fiscal 2025. Our North Italia restaurants are generally open seven days a week for lunch and dinner and offer weekend brunch. As of February 23, 2026, we operated 48 North Italia restaurants.

With Italian cuisine being one of the most popular ethnic food categories in the United States, coupled with strong national reception of the North Italia concept to-date, we believe there is potential for approximately 200 domestic locations over time, which supports our plan for approximately 20% average annual unit growth. Average sales per location open for the full year for North Italia restaurants were approximately $7.6 million for fiscal 2025, or approximately $1,100 per productive square foot. We target an average North Italia unit size of 6,000 to 7,000 interior square feet and average total construction costs of approximately $750 to $850 per interior square foot. Restaurant-level preopening costs for a typical location in an established market average approximately $0.6 million to $0.8 million.

Flower Child

Flower Child operates in the fast casual dining segment, offering a customizable menu, made fresh from scratch, featuring locally-sourced, all-natural and organic ingredients. We believe Flower Child provides us an opportunity to diversify our portfolio in a strong and growing segment. As of February 23, 2026, we operated 43 Flower Child locations and believe there is potential for approximately 700 domestic locations over time, which supports our plan for approximately 20% average annual unit growth for this concept. Average sales per location open for the full year for the Flower Child restaurants were approximately $4.7 million for fiscal 2025, or approximately $1,300 per interior square foot. We target an average Flower Child unit size of 3,000 to 4,000 interior square feet and average total construction costs of approximately $700 to $800 per interior square foot. Sales through the off-premise channel comprised approximately 55% of Flower Child restaurant sales during fiscal 2025.

Fox Restaurant Concepts ("FRC")

FRC operates as an independent subsidiary based in Phoenix, Arizona and serves as an incubator, innovating new food, dining and hospitality experiences to create fresh, exciting concepts. With over a dozen evolving restaurant brands launched to-date, its concepts are diverse in industry segment, occasions, square footage and geography. Other FRC potential growth concepts include Culinary Dropout, The Henry and Blanco, which together with the other FRC brands, serve as an ecosystem for talent, menu and design development. As of February 23, 2026, we operated 55 Other FRC locations. We target approximately 10% to 15% average annual unit growth for the aggregate Other FRC portfolio, complemented by additional market tests of the potential growth concepts. Average sales per location open for the full year for the Other FRC restaurants were approximately $6.7 million for fiscal 2025, or approximately $1,000 per interior square foot. We target an average FRC unit size of 6,000 to 8,000 interior square feet and average total construction costs of approximately $700 to $800 per interior square foot, depending on the concept.

Bakery Operations

We own and operate two bakery production facilities, one in Calabasas Hills, California, and one in Rocky Mount, North Carolina. Our facility in California accommodates both production operations and corporate support personnel, while our facility in North Carolina houses production operations and a distribution center. We continue to evaluate a third bakery production facility in Charlestown, Indiana. We produce approximately 60 varieties of proprietary cheesecakes and other baked desserts using high-quality ingredients for The Cheesecake Factory restaurants and for international licensees and third-party customers.

The primary role of our bakery operations is to produce innovative, high-quality cheesecakes and other baked desserts for sale at our restaurants and those of our international licensees. Integration of this vital part of our brand gives us control over the creativity and quality of our desserts and is also more profitable than buying from a third party. We also leverage The Cheesecake Factory brand identity and utilize our bakery production capacity by selling cheesecakes

and other baked products to external foodservice operators, retailers and distributors. Current customers include retail and supermarkets, foodservice distributors and operators, a national retail bookstore, other restaurants and national warehouse clubs. We produce retail and foodservices items for outside accounts, which are marketed under The Cheesecake Factory At Home® and The Cheesecake Factory Bakery® marks, as well as private labels.

We sell baked goods internationally in approximately 25 countries under The Cheesecake Factory At Home® mark.

Human Capital

Our ability to attract highly motivated staff members and retain an engaged, experienced team is key to successful execution of our strategy. While we continue to operate in a competitive labor environment, we believe our people practices contribute significantly to our ability to attract talent and to The Cheesecake Factory restaurants' historically industry-leading retention rates. Retention and engagement of our staff members is fostered by our investment particularly in the following areas:

Culture

Cultivating and maintaining our culture is a key strategic focus. Our core values and purpose reflect who we are and how our staff members interact with one another, as well as with our customers.

We believe our efforts to build and maintain a strong culture have contributed to two notable recognitions in 2025. We were named to the FORTUNE 100 Best Companies to Work For® list for a twelfth consecutive year and the PEOPLE Companies that Care® list for a fifth consecutive year.

Development and Training

We provide our staff with career advancement opportunities, and our fiscal 2025 combined internal management promotion rate at The Cheesecake Factory and North Italia concepts was 47%. Our hourly staff members and managers receive a considerable amount of training through a combination of in-person learning and development and online coursework. In addition to company-provided job training, we offer hourly staff members of The Cheesecake Factory and North Italia restaurants free high school equivalency and associate degree programs. We also offer a limited education reimbursement to our staff seeking post-secondary education.

Total Rewards

We offer healthcare benefits to our hourly staff members who work a minimum of 25 hours per week, on average, providing a competitive suite of benefits and wellness offerings. The Cheesecake Factory and North Italia staff, as well as our bakery and corporate teams, have paid sick time available to them starting at hire and are eligible to earn vacation time.

Employee Engagement

As of December 30, 2025, we employed approximately 48,400 people, with approximately 47,075 in our restaurants and the remainder in our corporate support center, FRC headquarters and bakery facilities. We believe that engaging our workforce is a key factor in our business success and in turn, have developed programs to promote enthusiasm and commitment. We measure our performance in this area through an annual engagement survey and pulse surveys throughout the year.

A significant part of our employee engagement strategy involves staff appreciation and recognition efforts. We hold key company cultural events such as our week-long team appreciation celebrations, manager recognitions, Commitment to Excellence staff member awards and new menu rollout all-staff meetings.

Our staff members are not covered by any collective bargaining agreements.

Giving Back

Another key aspect of our culture is giving back to the communities where our staff live and work, as well as uniting our staff members around charitable causes personal to them. We donate to Feeding America and participate in their annual campaign as an opportunity to engage our teams in a company-wide service program. We promote our teams' participation in community volunteer events, and through our gift card program, we contribute to local fundraising events for community non-profit organizations.

We also participate in a nationwide food donation program which redirects surplus food away from landfills to local food banks and non-profit organizations. Additionally, we provide a method for our staff members to assist other staff members in need through our The Cheesecake Factory "HELP" fund.

Corporate Social Responsibility

For more information, please review our most recent Corporate Social Responsibility "CSR" report on the Corporate Social Responsibility page on our website at *www.thecheesecakefactory.com*. The contents of the CSR report and our website are expressly ***not*** incorporated by reference into this Form 10-K.

Purchasing and Distribution

Our purchasing philosophy is designed to procure quality ingredients, supplies and services from reliable sources consistent with our sustainability goals. In order to maximize purchasing efficiencies and to obtain the freshest ingredients that meet our required standards, each restaurant's management determines the quantities of food and supplies needed for their location and orders the items from local, regional, national and international suppliers based upon specifications determined and terms negotiated at a corporate level. We strive to maintain restaurant-level inventories at a minimum dollar level in relation to sales due to our relatively rapid use of perishable commodities and limited storage space at our restaurants.

The cost of products and services used in our operations are subject to volatility due to the relative availability of labor and distribution, weather, natural disasters, inventory levels and other supply and/or demand impacting events such as geopolitical events, economic conditions, public health emergencies or other unforeseen circumstances. In recent years, we were impacted by geopolitical and macroeconomic events, causing supply chain challenges and significantly increased commodity prices. Our commodity environment began returning to more historical levels in fiscal 2024.

We attempt to negotiate short-term and long-term agreements for some of our principal commodity, supply and equipment requirements, such as certain dairy products and poultry, depending on market conditions and expected demand. While we are in the process of contracting for certain key food and non-food supplies for fiscal 2026, these efforts may not be successful or yield our intended benefits. We continue to evaluate the possibility of entering into similar arrangements for other commodities and periodically evaluate hedging vehicles, such as direct financial instruments, to assist us in managing risk and variability associated with such commodities. As of the end of fiscal 2025, we had no financial hedging contracts in place.

Information Technology

Our technology-enabled business solutions are designed to provide effective financial controls, cost management, improved efficiencies and enhanced customer experience. Our business intelligence solution and data warehouse architecture provide corporate and restaurant management with information and insights into key operational metrics and performance indicators. This framework delivers enterprise reporting, dashboards and analytics, and allows access to metrics such as quote and wait time accuracy, staff member retention trends, and restaurant quality and service analyses.

Our restaurant systems are designed to enhance the guest experience, protect guest information and allow our staff to focus on delivering the best experience possible. We have implemented systems for touchless/online menu, ordering and payment, inventory management, labor management, recipe management, kitchen order orchestration and table management. Our kitchen order orchestration tool is designed to route items in such a way that balances the workload across multiple stations to ensure our guests receive the highest quality menu items. Our labor management tool

delivers optimized scheduling based on business demands and staff availability coupled with web and app-based access delivering flexibility to our staff.

Our information security and cybersecurity efforts are led by a multi-disciplinary security team, overseen by our interdepartmental Information Security Council representing our key functional areas. We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity and availability of our critical systems and information. We remain focused on protecting against new and emerging risks utilizing our tools and security teams and continue to review and make strategic investments in our systems intended to help keep the Company's, our guests', and our team members' data secure. (See Item 1C – Cybersecurity of this report for further discussion on our cybersecurity.)

Marketing and Advertising

The Cheesecake Factory

We rely on our reputation, as well as our high-profile locations, media exposure and positive "word of mouth" to maintain and grow market share. Historically, we have not used significant paid national advertising through television, radio or print, nor significant discounting for on-premise dining occasions. We utilize a social media and digital marketing strategy that allows us to engage regularly with our customers outside of our restaurants, including communication and paid advertising on social media platforms such as Instagram® and TikTok®, influencer marketing, Google advertising and direct email to customers. We launched our Cheesecake Rewards® program nationally in mid-2023 with the objective to leverage data analytics and insights to engage more effectively with our guests and drive incremental sales while maintaining our restaurant level margins. Since launch, the program has supported more targeted guest communications and strengthened our ability to tailor offers to our guests based upon their behaviors. We continue to refine the program's capabilities and analytical tools to enhance its effectiveness and support guest engagement across our digital platforms.

Public relations is another important aspect of our marketing approach, and we frequently appear on local and national television in connection with a variety of promotional opportunities, such as National Cheesecake Day, to perform cooking demonstrations and other brand-building exposure. We generated approximately 52.0 billion media impressions in fiscal 2025 at minimal cost to us. To raise awareness in the off-premise channel, we execute marketing campaigns with our third-party delivery provider and through our online ordering platform. In addition, we work with several premiere third-party gift card distributors, contributing to our brand awareness and gift card sales, as well as our consumer packaged goods licensees on co-branded marketing campaigns.

North Italia, Flower Child and Other FRC

North Italia, Flower Child and the Other FRC concepts utilize a localized marketing approach focused on increasing awareness, frequency and brand engagement through a variety of channels, including store-level marketing, public relations, in-store events, digital advertising, email programs and social media. Each restaurant is positioned as an individual brand with a neighborhood connection, which is further reinforced through design elements tailored to each market. For example, restaurant interiors and exteriors incorporate art, decor and graphics such as location-specific wall murals to reflect the surrounding community. In addition to these design elements, the concepts utilize a range of market-specific efforts, including locally hosted events, targeted regional marketing campaigns across digital and traditional channels and community partnerships aligned with the neighborhoods they serve. Marketing programs are managed within brand guidelines that support consistent execution while allowing appropriate flexibility for location-specific initiatives. Together, these efforts are intended to deepen guest engagement, strengthen brand affinity and sustain awareness across each market.

Seasonality and Quarterly Results

While seasonal fluctuations generally do not have a material impact on our quarterly results, year-over-year comparisons can be significantly impacted by factors such as significant differences in year-over-year inflation, the number and timing of new restaurant openings and associated preopening costs, the timing of holidays, inclement weather and the additional week in a 53-week fiscal year. Therefore, our financial results for any quarter or fiscal year are not necessarily indicative of the results that may be achieved for the full fiscal year or subsequent fiscal years.

Food Safety and Quality Assurance

Our food safety processes and systems are designed to mitigate the risk of contamination and illness and to ensure compliance with regulatory requirements, such as nutritional disclosure requirements, as well as industry standards. Adherence is monitored through routine restaurant management reviews, third-party health inspection/food safety audits and regulatory agency inspections. In addition, our bakery facilities are Safe Quality Food certified in alignment with the Global Food Safety Initiative's Global Markets Program. Our restaurants and bakery facilities are subject to regulatory guidelines required for conducting and managing ingredient and product traceability. We utilize a web-based solution that is designed to enable us to efficiently contact our restaurants and monitor progress in the event of a product withdrawal or recall. Web-based solutions are also used for tracking internal program performance and implementing corrective actions.

In selecting suppliers, we utilize key performance indicators relating to sanitation, operations and facility management, good manufacturing and agricultural practices, product protection, government inspections and compliance, recovery and food security. We perform annual food safety and quality system audits for certain suppliers, while others are audited every other year or as needed. A web-based solution is utilized for incident management, reporting and compliance of our suppliers.

Government Laws and Regulations

Our Company is subject to numerous federal, state, local and foreign laws and regulations. Each of our restaurants is subject to various laws and regulations, including license and permit requirements, that regulate many aspects of our business, including, among other things, alcoholic beverage control, health, sanitation, labor, immigration, zoning and public safety. We are also subject to various environmental regulations governing areas such as water usage, sanitation disposal and transportation mitigation.

Our international business exposes us to additional laws and regulations, including, without limitation, antitrust and tax requirements, anti-boycott legislation, import/export and customs regulations and other international trade regulations, privacy laws that may differ from those in the United States, anti-terrorism laws and anti-corruption laws.

As a provider of food products, we are subject to a comprehensive regulatory framework that governs the manufacture (including composition and ingredients), labeling, packaging and safety of food.

In order to serve alcoholic beverages in our restaurants or off-premise where permitted, we must comply with alcoholic beverage control regulations which require us to apply to a state and/or other governmental alcoholic beverage control authority for licenses and permits. In addition, we are subject to dram shop statutes in most of the jurisdictions in which we operate, which generally provide a person injured by an intoxicated person the right to recover damages from an establishment that wrongfully served alcoholic beverages to the intoxicated person. Dram shop litigation may result in significant judgments, including punitive damages. We attempt to mitigate this risk by carrying liquor liability insurance coverage.

Various federal, state, local and foreign laws and regulations govern our operations as they relate to our staff members, including such matters as minimum wages, breaks, scheduling, exempt classifications, equal pay, overtime, tip credits, fringe benefits, leaves, safety, working conditions, provision of health insurance and citizenship or work authorization requirements. We must also comply with local, state and federal laws and regulations protecting the right to equal employment opportunities and prohibiting discrimination and harassment in the workplace. We regularly review and update our training and awareness programs addressing these concerns. We are also subject to the regulations of the Department of Homeland Security, the U.S. Citizenship and Immigration Services and U.S. Immigration and Customs Enforcement.

Our facilities must comply with applicable requirements of the Americans with Disabilities Act of 1990 ("ADA") and related federal, state and foreign laws and regulations which prohibit discrimination on the basis of disability with respect to public accommodations and employment. We take steps to ensure our places of public accommodation and our website comply with the requirements of the ADA and related state and local laws and regulations. We also make reasonable accommodations for the employment of disabled persons as required by applicable laws and regulations.

A significant number of our hourly restaurant staff members receive income from gratuities. In the United States, many of our locations currently participate in a Tip Reporting Alternative Commitment ("TRAC") agreement with the Internal Revenue Service ("IRS"), and we intend to apply to participate in any successor program to TRAC.

We are subject to laws and regulations relating to information security, privacy, cashless payments and consumer credit protection and fraud. We make efforts to comply with an increasing number of data privacy laws, regulations and industry standards regarding the protection of personally identifiable information and protected health information.

Trade Names, Trademarks and Other Intellectual Property

We own and have applied to register trade names, logos, service marks, trademarks, copyrights and other intellectual property (collectively, "Intellectual Property") in the United States, Canada and in additional countries throughout the world in various categories, including without limitation, restaurant services and bakery goods. We regard our Intellectual Property, including "The Cheesecake Factory," "North Italia," and a collection within the Fox Restaurant Concepts subsidiary, as well as our trade dress, as having substantial value and as being important to our marketing efforts. Our policy is to pursue registration of our important Intellectual Property when commercially feasible, and to enforce our intellectual property rights. We have also registered various internet domain names, including, "*www.thecheesecakefactory.com*," "*www.northitalia.com*," and "*www.foxrc.com*".

Executive Officers of the Registrant

David Overton, age 79, serves as our Chairman of the Board and Chief Executive Officer. Mr. Overton co-founded our predecessor company in 1972 with his parents, Oscar and Evelyn Overton. He is also a founding member and director of our Foundation.

David M. Gordon, age 61, was appointed President of the Company in February 2013. Mr. Gordon joined our Company in 1993 as a Manager and held operational positions, including General Manager, Area Director of Operations, Regional Vice President and Chief Operating Officer prior to his appointment as President. He is also a director of our Foundation.

Matthew E. Clark, age 56, was appointed Executive Vice President and Chief Financial Officer in 2017. Mr. Clark joined our Company in 2006 as Vice President of Strategic Planning and most recently oversaw the strategy, financial planning, treasury and risk management functions as Senior Vice President, Finance and Strategy. Earlier in his career, Mr. Clark held a number of finance positions of increasing responsibility at Groupe Danone, Kinko's and The Walt Disney Company. He is also a director of our Foundation.

Spero G. Alex, age 62, serves as our Executive Vice President Operations of The Cheesecake Factory Restaurants, Inc. Mr. Alex joined our Company in 1989 as a restaurant manager and has held operational positions, including General Manager, Area Director of Operations, Regional Vice President, and Senior Vice President of Operations prior to his appointment as Executive Vice President Operations.

Scarlett May, age 59, serves as our Executive Vice President, General Counsel and Secretary. Ms. May joined our Company in 2018, from Brinker International, Inc., where she served as Senior Vice President, General Counsel and Secretary from 2014 to 2018. Prior to that, she was Senior Vice President, Chief Legal Officer and Secretary for Ruby Tuesday, Inc. following her earlier career in private practice.

ITEM 1A. RISK FACTORS

An investment in our common stock involves risks and uncertainties. In addition to the information contained elsewhere in this Annual Report on Form 10-K and other filings that we make with the SEC, you should carefully read and consider the risks described below before making an investment decision. The occurrence of any of the following risks could materially harm our business, operating results, earnings per share, financial position, cash flows and/or the trading price of our common stock (individually and collectively referred to as our "financial performance"). In addition, our actual financial performance could vary materially from any results expressed or implied by forward-looking statements contained in this report, in any of our other filings with the SEC and other communications by us, both written and oral, depending on a variety of factors, including the risks and uncertainties described below. It is not possible for us to predict all possible risk factors or the impact these factors could have on us or the extent to which any one factor, or combination of factors, may materially adversely affect our financial performance. The risk factors set forth below are not guarantees that no such conditions exist as of the date of this report and should not be interpreted as an affirmative statement that such risks or conditions have not materialized, in whole or in part.

Risks Related to the Restaurant Industry

The impact global and domestic economic conditions have on consumer discretionary spending and our costs of operations could materially adversely affect our financial performance.

Dining out is a discretionary expenditure that is influenced by domestic and global economic conditions, including, but not limited to: geopolitical instability, including armed conflicts, supply shortages, interest rates, changes to the terms of international trade agreements, unemployment, significant cost inflation, public health emergencies, consumer confidence, consumer purchasing and saving habits, credit conditions, stock market performance, home values, population growth, household incomes and tax policy.

Material changes to governmental policy related to domestic and international fiscal concerns, and/or changes in central bank policies with respect to monetary policy, also could affect consumer discretionary spending. Any factor affecting consumer discretionary spending may influence customer traffic in our restaurants and average check amount, thus potentially having a material impact on our financial performance.

In recent years, our operating results were impacted by geopolitical and macroeconomic events, causing supply chain challenges and significantly increased commodity and wage inflation. Our commodity and wage inflationary environment began returning to more historical levels in fiscal 2024. The impact of ongoing geopolitical and macroeconomic events, including evolving government policies, and global trade and tariff dynamics, could lead to further wage inflation, product and services cost inflation, disruptions in the supply chain, staffing challenges, shifts in consumer behavior, and delays in new restaurant openings. Any of these factors may have an adverse impact on our business and materially adversely affect our financial performance.

Our inability to grow comparable restaurant sales could materially adversely affect our financial performance.

We strive to increase comparable restaurant sales by improving customer traffic trends and growing average check. Changes in customer traffic and average check amount may be impacted by a variety of factors, including, without limitation: macroeconomic conditions that impact consumer discretionary spending; perception of our concepts' offerings in terms of quality, price, value and service; the competitive environment; changes in consumer eating or drinking habits; the evolving retail landscape, which is becoming increasingly influenced by technology and a growing consumer preference for convenience, value and experience; weather conditions; natural disasters; and demographic, economic and other changes in the trade areas in which our restaurants are located and changes in the regulatory environment. (See the risk factor titled "The impact global and domestic economic conditions have on consumer discretionary spending and our costs of operations could materially adversely affect our financial performance.")

We compete directly and indirectly for customer traffic with national and regional full-service dining restaurant chains as well as independently owned restaurants. In addition, we face competition from fast casual and quick service restaurants, grocery stores and meal kits that have increased the quality and variety of their food products in response to consumer demand. We believe that many consumers remain focused on value and if our competitors promote and deliver a higher degree of perceived value, our customer traffic could suffer.

We utilize menu price increases in an effort to help offset inflation of key operating costs. However, our menu price increases may be insufficient to meaningfully offset increased costs and may, if not accepted by customers, result in reduced customer traffic and unfavorable menu mix shifts (i.e., customers reducing their spend by purchasing fewer menu items or lower cost menu items) (See the risk factor titled "Our inability to anticipate and react effectively to changes in the costs of key operating resources may increase our cost of doing business, which could materially adversely affect our financial performance.")

We generate a higher mix of sales from off-premise channels as consumers have demonstrated a preference for convenience and at-home dining. Growing competition in off-premise channels, our inability to differentiate our concepts in these channels or a change in customers' willingness to pay fees associated with third-party delivery could negatively impact our comparable restaurant sales performance.

If we are unable to protect our reputation, the value of our brands and sales at our restaurants may be negatively impacted, which could materially adversely affect our financial performance.

Our greatest asset is the value of our brands, which is directly linked to our reputation. We must protect our reputation in order to continue to be successful and to grow the value of our brands domestically and internationally.

Negative publicity directed at any of our brands, regardless of factual basis, such as relating to the quality of our restaurant food or consumer packaged goods, the quality and condition of our restaurant facilities, customer complaints or litigation alleging injury or food-borne illnesses, food tampering or contamination or poor health inspection scores, sanitary or other issues with respect to food processing by us or our suppliers, labor relations, any failure to comply with applicable regulations or standards, allegations of harassment or disparate treatment based upon race, gender, gender identity, national origin, religion or other class, allegations of sexual harassment, politically motivated accusations or other negative publicity could damage our reputation. Any failure of our third-party delivery provider to represent our brands in a favorable manner could damage our reputation. These concerns are exacerbated by the speed with which negative information can be disseminated through social media. (See the risk factor titled "Any inability to effectively use and manage social media could harm our marketing efforts as well as our reputation, which could materially adversely affect our financial performance.") Negative publicity about us could harm our reputation and damage the value of our brands, which could materially adversely affect our financial performance.

In past years we have experienced and may again experience significant labor cost inflation, which has and may in the future significantly increase our cost of doing business.

Increases in minimum wages (including increased minimum wages in industries with which we compete for talent) and minimum tip credit wages, extensions of personal and other leave policies, other governmental regulations affecting labor costs including pay transparency and secure scheduling requirements and reduced levels of legal immigration have and may continue to significantly increase our labor costs and make it more difficult to fully staff our restaurants, any of which could materially adversely affect our financial performance.

Certain state and localities have significantly increased their minimum wage and/or tip credit wage (or have eliminated the tip credit wage), and require significantly more mandated benefits, and other states and localities may also elect to do so. Should this occur, in addition to increasing the overall wages paid to our minimum wage and tip credit wage earners, these increases create pressure to increase wages paid to and other benefits provided to other staff members who, in recognition of their tenure, performance, job responsibilities and other similar considerations, historically received a rate of pay exceeding the applicable minimum wage or minimum tip credit wage. Because we employ a large workforce, any wage increases and/or expansion of benefits mandates will have a particularly significant impact on our labor costs. Increased restaurant labor costs could impact us more than others in our industry because we have a complex menu made fresh from scratch at our restaurants, requiring more labor at each restaurant location than some of our competitors who use processed foods or commissaries to prepare their foods. Our vendors, contractors and business partners are similarly impacted by wage and benefit cost inflation, and many have or will increase their prices for goods, construction and services in order to offset their increasing labor costs, resulting in higher operating costs for us.

Our labor expenses include significant costs related to our self-insured health, pharmacy and dental benefit plans. Healthcare costs continue to rise and are especially difficult to project given that material increases in costs associated with medical claims, or an increase in the severity or frequency of such claims, may cause healthcare costs to vary

substantially from quarter-to-quarter and year-over-year. Any significant changes to the healthcare insurance system could also impact our healthcare costs. Material increases in healthcare costs could materially adversely affect our financial performance.

While we seek to offset labor cost increases through menu price increases, more efficient purchasing practices, productivity improvements, greater economies of scale and by offering a variety of health plans to our staff members, including lower cost high-deductible health plans, there can be no assurance that these efforts will be successful. If we are unable to effectively anticipate and respond to increased labor costs, our financial performance could be materially adversely affected.

Health risks associated with our restaurants or products, such as food safety concerns and food-borne illness, pandemics, epidemics, endemics and other public health emergencies could negatively impact customer traffic to our restaurants, disrupt our food supply chain or cause us to be the target of litigation, which could materially adversely affect our financial performance.

We face food safety risk, including the risk of food-borne illness and food contamination (including allergen cross contamination), which are common both in the restaurant industry and the food supply chain, including, those caused by pathogens, such as coronavirus, Ebola, mad cow disease, SARS, swine flu, avian influenza, norovirus or other virus or bacteria, such as hepatitis A, norovirus, listeria, Campylobacter, Clostridium perfringens, salmonella or E.coli, and those that may be caused by parasites, other toxins or food safety issues. While we dedicate substantial resources and provide training to help ensure the safety and quality of the food we serve, these risks cannot be completely eliminated. Additionally, we rely on our network of suppliers to properly handle, store and transport our ingredients for delivery to our restaurants. Any failure in our supply chain could cause our ingredients to be contaminated, which could be difficult to detect and jeopardize the safety of our food. We freshly prepare our menu items at our restaurants, which may put us at greater risk for food-borne illness and food contamination outbreaks than some of our competitors who use processed foods or commissaries to prepare their food. The risk of food-borne illness also may increase whenever our menu items are served outside of our control, such as by third-party food delivery services, customer take-out or at catered events.

Publicized food safety concerns, regardless of accuracy, whether specifically concerning food served at any of our restaurant brands, desserts produced at our bakeries, any products bearing our branding or regarding our third-party suppliers or service providers, or the food supply more generally, could negatively affect consumer demand for our restaurants and products, which in turn could materially adversely affect our financial performance. These concerns also extend to emerging consumer sentiments relating to phthalates, per- and polyfluoroalkyl substances, microplastics and heavy metals in the food supply.

The impacts of and our failure to effectively respond to pandemics, epidemics, endemics and other public health emergencies may also significantly disrupt our business, including, by adversely affecting, among other things, our ability to operate our business, consumer behavior, our supply chain, commodity prices, wage costs and our ability to timely open new restaurants.

The demand for and availability and price of certain food items may be adversely impacted if any food-borne illness or other food contamination infects or are believed to have infected the food supply, including the food supply chain for our restaurants or bakery facilities. Additionally, customers may avoid our restaurants, our reputation may be damaged, and it may become difficult to adequately staff our restaurants if our food or customers or staff members become infected with a pathogen which was actually or alleged to be contracted at our restaurants. Any adverse food safety occurrence may result in litigation against us. Although we carry liability and other insurance coverage to mitigate costs we may incur as a result of these risks, not all risks of this nature are fully insurable. Even if insured, the negative publicity associated with such an event could damage our reputation and materially adversely affect our financial performance.

In addition to selling products throughout the world through various distribution channels, including, without limitation, supermarkets, mass market retailers, club stores and various other food service and retail channels, our bakery facilities are the only sources of most of our baked desserts to our restaurants. If any of our bakery products becomes subject to a product recall or market withdrawal, whether voluntary or involuntary, our costs to conduct such recall or market withdrawal could be significant, restaurant sales as well as third-party sales of bakery products could be negatively impacted and our reputation could be damaged, any of which could materially adversely affect our financial performance.

In addition, any adverse food safety event could result in mandatory or voluntary product withdrawals or recalls, regulatory and other investigations, and/or criminal fines and penalties, any of which could disrupt our operations, increase our costs, require us to respond to findings from regulatory agencies that may divert resources and assets, and result in potential civil fines and penalties as well as other legal action, any of which could materially adversely affect our financial performance.

Changes in, or any failure to comply with, applicable laws or regulations could materially adversely affect our ability to operate our restaurants and/or increase our cost to do so, which could materially adversely affect our financial performance.

We are subject to numerous federal, state, local and foreign laws and regulations. Each of our restaurants is subject to various laws and regulations, including license and permit requirements, that regulate many aspects of our business, including, among other things, alcoholic beverage control, health, sanitation, labor, immigration, zoning and public safety. Our failure to obtain and/or retain licenses, permits or other regulatory approvals required to operate our business could delay or prevent the opening and/or continued operation of any of our restaurants or bakeries, materially adversely affecting that facility's operations and profitability and our ability to obtain similar licenses, permits or approvals elsewhere, any of which could materially adversely affect our financial performance. We are also subject to various environmental regulations governing areas such as water usage, sanitation disposal and transportation mitigation. The United States, on the federal, state and local levels, and other countries are expanding the type, nature and scope of laws and regulations governing other environmental matters, such as reducing greenhouse gas emissions, use of natural gas and water consumption, including in some cases imposing disclosure requirements with respect to such matters. (See the risk factor titled "Failure to appropriately address environmental and social matters could adversely affect our brand, business, results of operations and financial condition.") We may incur significant additional costs and require operational changes to comply with these laws and regulations and may face fines, penalties or other sanctions, adverse publicity and incur legal liability in the event of our failure to do so.

Our international business exposes us to additional laws and regulations, including antitrust and tax requirements, anti-boycott legislation, import/export and customs regulations and other international trade regulations, privacy laws, the USA Patriot Act and the Foreign Corrupt Practices Act.

As a provider of food products, we are subject to a comprehensive regulatory framework that governs the manufacture (including composition and ingredients), labeling, packaging and safety of food in the United States, including the Federal Food, Drug and Cosmetic Act, the Public Health Security and Bioterrorism Preparedness Response Act of 2002, the Federal Food Safety Modernization Act and regulations concerning nutritional labeling under the Patient Protection and Affordable Care Act of 2010. (See the risk factor titled "Our inability to respond appropriately to changes in consumer health and disclosure regulations, and to adapt to evolving consumer dining preferences, could negatively impact our operations and competitive position, which could materially adversely affect our financial performance.")

In order to serve alcoholic beverages in our restaurants or off-premise where permitted, we must comply with alcoholic beverage control regulations which require us to apply to a state or other governmental alcoholic beverage control authority for licenses and permits. In addition, we are subject to dram shop statutes in most of the jurisdictions in which we operate, which generally provide a person injured by an intoxicated person the right to recover damages from an establishment that wrongfully served alcoholic beverages to the intoxicated person. Dram shop litigation may result in significant judgments, including punitive damages. Various federal, state, local and foreign laws and regulations govern our operations as they relate to our staff members, including such matters as minimum wages, breaks, scheduling, exempt classifications, equal pay, overtime, tip credits, fringe benefits, leaves, safety, working conditions, provision of health insurance, and citizenship or work authorization requirements. Significant increases in minimum wage rates, including any increase in or elimination of the tip credit wage rate in certain states, paid or unpaid leaves of absence, equal wage legislation, mandatory sick pay and paid time off regulations in a growing number of jurisdictions, mandated health and/or COBRA benefits, or increased tax reporting, assessment or payment requirements related to our staff members who receive gratuities, or changes in interpretations of existing employment laws, including with respect to classification of exempt versus non-exempt employees, could significantly increase our labor costs, which would materially adversely affect our financial performance.

We must also comply with local, state and federal laws and regulations protecting the right to equal employment opportunities and prohibiting discrimination and harassment in the workplace. Compliance with these laws and

regulations can be costly and failure to comply creates exposure to government proceedings and litigation. Even a perceived failure to comply could result in negative publicity that could damage our reputation and materially adversely affect our financial performance.

We are also subject to the regulations of the Department of Homeland Security, the U.S. Citizenship and Immigration Services and U.S. Immigration and Customs Enforcement. Despite our efforts to maintain compliance with legal requirements, including implementation of electronic verification of legal work status, some of our staff members may not meet legal citizenship or residency requirements. In addition, immigration-related employment regulations may make it more difficult for us to identify and hire qualified staff members. Our inability to maintain an experienced and qualified workforce comprised of individuals who meet all legal citizenship or residency requirements could result in a disruption in our workforce, sanctions against us and adverse publicity, any of which could materially adversely affect our financial performance.

Our facilities must comply with applicable requirements of the Americans with Disabilities Act of 1990 ("ADA") and related federal, state and foreign laws and regulations which prohibit discrimination on the basis of disability with respect to public accommodations and employment. We are also subject to laws and regulations relating to information security, cybersecurity, privacy, personal information, cashless payments and consumer credit, protection and fraud. The requirements of such laws and regulations, as well as their application and interpretation, are constantly evolving and developing.

Many laws and regulations governing our business and operations also extend to independent third-party service providers we engage to perform certain services. While we take precautions to help ensure that our third-party service providers comply with applicable laws and to maintain an independent contractor relationship, we cannot be assured such efforts will be successful, and we may incur liability as a joint employer for failures by our independent third-party service providers to comply with applicable laws. Additionally, some jurisdictions have introduced (or may be planning to introduce) legislation seeking to mandate an employment relationship between companies that facilitate third-party delivery services and their service personnel.

Any changes to the numerous laws governing our business or operations may create challenges for us. While we subscribe to certain services and have established procedures to identify legal and regulatory changes, we may not be able to identify and comply with every change on a timely basis. We may incur penalties and other costs, sanctions and adverse publicity by failing to comply with applicable laws, any of which could materially adversely affect our financial performance.

Labor organizing could harm our operations and competitive position in the restaurant industry, which could materially adversely affect our financial performance.

Our staff members and others may attempt to unionize our workforce, establish boycotts or picket lines or interrupt our supply chains, which could limit our ability to manage our workforce effectively, cause disruptions to our operations and could materially adversely affect our financial performance. In addition, a labor dispute involving some or all our staff members may harm our reputation, disrupt our operations and reduce our revenues, and resolution of disputes could increase our costs. Further, the unionization of construction companies could cause our construction and build-out costs for new restaurants to materially increase.

Our inability to respond appropriately to changes in consumer health and disclosure regulations, and to adapt to evolving consumer dining preferences, could negatively impact our operations and competitive position, which could materially adversely affect our financial performance.

Federal law requires restaurant operators with twenty or more locations to make certain nutritional information available to customers. Additionally, some state, local and foreign governments also have enacted legislation regulating or prohibiting the sale of or mandating disclosures relating to certain types and/or levels of ingredients in food served in restaurants, such as trans fats, sodium, genetically modified organisms (GMOs) and gluten, and are taxing or considering taxing and/or otherwise regulating high fat, high sugar and high sodium foods. While it remains unclear to what extent consumers may reconsider dining preferences in response to such requirements, consumer dining preferences continue to evolve, and these preferences may evolve more rapidly in response to any of these new requirements. New and current medical treatments such as GLP-1 agonists may shift consumer preferences. Our failure to quickly and effectively adapt

to any significant shift in consumer dining preference could cause our or our licensees' restaurants to lose market share, which could materially adversely affect our financial performance.

Our failure to effectively develop, grow and operate North Italia, Flower Child and our other branded concepts could materially adversely affect our financial performance.

All of our restaurant concepts are subject to the risks and uncertainties described in this filing. However, there is an enhanced level of risk and uncertainty related to the operation and expansion of our less-established restaurant concepts. We acquired North Italia, Flower Child and the remainder of Fox Restaurant Concepts' business for the purpose of accelerating unit growth and to develop innovating concepts for future growth. While we actively seek to grow these concepts, we can provide no assurance that new restaurants will be accepted in the markets targeted for expansion or that we will be able to achieve our targeted returns when opening new locations.

Adverse weather conditions, natural disasters and public health emergencies could unfavorably impact our restaurant sales, which could materially adversely affect our financial performance.

Adverse weather conditions, natural disasters and public health emergencies can impact customer traffic, make it more difficult to fully staff our restaurants and more severe events, such as hurricanes, earthquakes, tornadoes, blizzards, wildfires and other natural disasters and public health emergencies have resulted in and may in the future result in restaurant closures, underutilization of outdoor patio dining and curtailed operations, impediments to availability of staff and supplies and increased commodity costs, sometimes for prolonged periods of time. These effects may become more pronounced in the future as climate change and global warming may cause extended droughts and certain adverse weather conditions and natural disasters to become more frequent, more severe and less predictable over time. Our cash flows may be negatively impacted by delay in the receipt of proceeds under any insurance policies or programs we maintain against certain of these risks or the proceeds may not fully offset any such losses. Any or all these situations could materially adversely affect our financial performance.

Acts of violence at or threatened against our restaurants or the centers in which they are located, including civil unrest, customer intimidation, active shooter situations and terrorism, could unfavorably impact our restaurant sales, which could materially adversely affect our financial performance.

Any act of violence at or threatened against our restaurants or the centers in which they are located, including civil unrest, customer intimidation, active shooter situations and terrorist activities, may result in damage and restricted access to our restaurants and/or restaurant closures in the short-term and, in the long-term, may cause our customers and staff to avoid our restaurants. Any such situation could adversely impact customer traffic and make it more difficult to fully staff our restaurants, which could materially adversely affect our financial performance.

Risks Related to Our Business

Our inability to anticipate and react effectively to changes in the costs of key operating resources may increase our cost of doing business, which could materially adversely affect our financial performance.

The cost of products and services used in our operations are subject to volatility due to the relative availability of labor and distribution, weather, natural disasters, inventory levels and other supply and/or demand impacting events such as tariffs, the terms of international trade agreements, geopolitical events, economic conditions, public health emergencies or other unforeseen circumstances. For example, as a result of historically low cattle herd in the United States, drought, high feed and production costs, tariffs and other circumstances during fiscal 2025, we, along with the restaurant industry and broader market for beef, experienced high inflation around beef prices compared to historical norms, and we expect this trend to continue into the foreseeable future. Furthermore, a significant portion of our imported items experienced price increases and volatility due to tariffs and regulatory changes in 2025. We expect this trend to continue into 2026.

We attempt to negotiate short-term and long-term agreements for some of our principal commodity, supply and equipment requirements, such as certain dairy products and poultry, depending on market conditions and expected demand. We are in the process of contracting for certain key food and non-food supplies for fiscal 2026, and these efforts may not be successful or yield our intended benefits. We will continue to take the cost and inflationary environment into consideration when implementing future pricing decisions. In addition, on a regular basis, we carefully consider

opportunities to adjust our menu offerings or ingredients to help manage product availability and cost. However, we can provide no assurance that these efforts will be successful.

We continue to evaluate the possibility of entering into similar short-term and long-term arrangements for other commodities and periodically evaluate hedging vehicles, such as direct financial instruments, to assist us in managing risk and variability associated with such commodities. As of the end of fiscal 2025, we had no hedging contracts in place. Products and services for which we have not entered into contracts can be subject to unforeseen supply and cost fluctuations, which at times may be significant. Additionally, the cost of commodities subject to governmental regulation, such as dairy and corn, can be especially susceptible to price fluctuation. Goods we purchase on the international market may be subject to even greater fluctuations in cost and availability, which could result from a variety of factors, including the value of the U.S. dollar relative to other currencies, international trade disputes, tariffs, geopolitical unrest and varying global demand. New or increased tariffs and other changes in U.S. trade policy could trigger retaliatory actions, including increased tariffs, by affected countries.

While we strive to engage in a competitive bidding process for our principal commodity, supply, service and equipment requirements, because certain of these products and services may only be available from a few vendors or service providers, we may not always be able to do so. Because of this lack of competition, we may be vulnerable to excessive price demands, especially as they relate to the cost of products or services that are critical to our operations or profitability.

Certain products and ingredients commonly used in food preparation are under scrutiny for possibly posing social and environmental risks, including from an animal welfare and environmental sustainability perspective. We use many of these products and ingredients and have adopted a comprehensive Sustainable Sourcing Policy under which, among other things, we have a buying preference for products and ingredients that meet our social, environmental and animal welfare qualifications ("sustainable products"). While we strive to source sustainable products, there is a risk that some of our products or ingredients may become the subject of adverse publicity or shareholder activism, regardless of factual basis. There is currently a smaller market for certain sustainable products, and any condition affecting the demand for or supply of these products may cause significant cost and supply volatility and prevent us from obtaining these products at a reasonable cost. This may become more prevalent as the European Union's regulation of sustainably sourced commodities may cause limited inventories of sustainably sourced commodities to be diverted there. For these and other reasons, we cannot be certain that our supply and cost mitigation efforts or our efforts to purchase sustainable products will be successful. Our international licensees are also subject to commodity price fluctuations. Any strategies employed by our international licensees to mitigate the impact these fluctuations have on their businesses may not be successful. Commodity price fluctuations have and may continue to impede our international licensees' profitability, which may hamper their ability to grow and negatively impact our ability to expand our brand internationally.

Our financial performance could be materially adversely affected if we fail to retain, or effectively respond to a loss of, key executives.

The success of our business continues to depend in critical respects on the contributions of David Overton, our founder, Chairman of the Board and Chief Executive Officer, and our other senior executives. The departure of Mr. Overton or other senior executives for any reason could have a material adverse effect on our business and long-term strategic plan. We have a succession plan that includes short-term and long-term planning elements intended to allow us to successfully continue operations should any of our senior management become unavailable to serve in their respective roles. However, there is a risk that we may not be able to implement the succession plan successfully or in a timely manner or that the succession plan will not result in the same financial performance we currently achieve under the guidance of our existing executive team.

If we are unable to staff and retain qualified restaurant management and operating personnel in an increasingly competitive market, we may be unable to effectively operate and grow our business and revenues, which could materially adversely affect our financial performance.

If we are unable to attract and retain qualified personnel, including due to increasingly competitive labor markets, our restaurants and bakery operations could be short staffed, we may be forced to incur overtime expenses, and our ability to operate and expand our concepts effectively, grow our business and revenues and meet our customers' demand could be limited, any of which could materially adversely affect our financial performance. These risks may be

exacerbated by anticipated changes to and the enforcement of immigration laws and regulations. (See the risk factor titled "Changes in, or any failure to comply with, applicable laws or regulations could materially adversely affect our ability to operate our restaurants and/or increase our cost to do so, which could materially adversely affect our financial performance.")

If any of our third-party vendors experiences a failure that affects a significant aspect of our business, we may experience data loss, increased costs, operational disruption or other harm, any of which could materially adversely affect our financial performance.

In order to leverage our internal resources and information technology infrastructure, and to support our business continuity and disaster recovery planning efforts, we rely on third-party vendors to provide some of our essential business processes. For example, we rely on a network of third-party distribution warehouses to deliver ingredients and other materials to our restaurants. In some instances, these processes rely on technology and may be outsourced to the vendor in their entirety and in other instances we utilize these vendors' externally hosted business applications. Our vendors' systems are vulnerable to a variety of risks, including, without limitation, theft, casualties such as fire, power loss, telecommunications failure or other catastrophic events, as well as from internal and external cybersecurity threats, including from diverse threat actors, such as state-sponsored organizations, opportunistic hackers and hacktivists, as well as through diverse attack vectors, such as malfeasance by insiders, human or technological error, malicious code embedded in open-source software, or misconfigurations, "bugs" or other vulnerabilities in or issues with commercial software that is integrated into our (or our suppliers' or service providers') network infrastructure, products or services, security breaches, denial of service attacks, viruses, worms, malware, ransomware, social engineering/phishing, breaches of the algorithms used to encrypt and protect data and other malicious, or disruptive or unauthorized events that jeopardize the confidentiality, integrity or availability of information systems or information residing therein, including confidential information and personal information (each, a "Cybersecurity Incident" and collectively, "Cybersecurity Incidents"), and have also experienced Cybersecurity Incidents. The failure of third-party vendors to provide adequate services (especially those that may be a sole source provider of certain services), including, as result of any Security Incident, or to generally fail to employ up-to-date and appropriate data security and internal control practices, could significantly harm our operations and reputation, which could materially adversely affect our financial performance. For example, in October 2025 we experienced limited disruptions to our information technology systems as part of the Amazon Web Services outage that impacted thousands of businesses. We experienced these disruptions for a limited period of time, and they did not have a significant impact on our business. We also rely on third party services to effectively operate our restaurants including, for example, gift card distribution and transaction processing services, point-of-sale system services, online ordering services and food delivery services, and our Cheesecake Rewards® program. We derive substantial revenue from these aspects of our business, which could suffer in the event of any factor that adversely impacts our vendors' ability to provide such services. Such factors include, without limitation, loss of, or significant change in contractual terms of, key vendor contracts, vendor or processor failures, technology failures, changes in applicable laws or regulations, Cybersecurity Incidents, damage to the reputation of any key vendor and mandated employment relationships between companies that facilitate third-party delivery services and their service personnel. (See the risk factor titled "Changes in, or any failure to comply with, applicable laws or regulations could materially adversely affect our ability to operate our restaurants and/or increase our cost to do so, which could materially adversely affect our financial performance.")

We may incur additional costs if we are unable to renew our restaurant leases on similar terms and conditions, or at all, or to relocate our restaurants in certain trade areas, which could materially adversely affect our financial performance.

We currently lease all our restaurant premises and, although we may consider other arrangements, we currently plan to continue to lease our restaurant locations in the future. Some of our leases have terms that will expire in the next few years and beyond. Many of these leases include renewal options; some do not. While lease expirations allow us to opportunistically evaluate the possibility of relocating certain restaurants to higher quality sites and trade areas over time, doing so may involve additional costs, such as increased rent and other expenses related to renegotiating the terms of occupancy of an existing lease, and the costs to relocate and develop a replacement restaurant if we choose not to renew a lease, or are unable to do so, on favorable terms in a desirable location. In addition, changing consumer preferences and demographics in a given area have in the past and may in the future cause us to relocate or terminate a restaurant lease. We may elect to terminate certain leases prior to their expiration dates, and we may be unable to negotiate favorable terms for such early terminations. Additional costs related to expiring restaurant lease terms, our inability to terminate certain

restaurant leases under favorable terms or the unavailability of suitable replacement locations could materially adversely affect our financial performance.

Any inability to effectively use and manage social media could harm our marketing efforts as well as our reputation, which could materially adversely affect our financial performance.

Social media provides a powerful medium for consumers, staff members and others to communicate their approval of or displeasure with a business. This aspect of social media is especially challenging because it allows any individual to reach a broad audience with an ability to respond or react, in near real time, with comments that are often not filtered or checked for accuracy. Any negative publicity could "go viral" causing nearly immediate and potentially significant harm to our brand and reputation, whether or not factually accurate. Our marketing strategy includes an emphasis on social media. As social media continues to grow in popularity, many of our competitors have expanded and improved their use of social media, making it more difficult for us to differentiate our social media messaging. As a result, we need to continuously innovate and develop our social media strategies.

If we do not appropriately use and manage our social media strategies, our marketing efforts in this area may not be successful, and any failure to effectively respond to negative or potentially damaging social media, whether accurate or not, could damage our reputation, which could materially adversely affect our financial performance.

Our failure to adequately protect our intellectual property could materially adversely affect our financial performance.

We own and have applied to register trade names, logos, service marks, trademarks, copyrights and other intellectual property (collectively, "Intellectual Property"), including The Cheesecake Factory®, North Italia®, Flower Child®, a collection within the Fox Restaurant Concepts subsidiary and other trademarks related to our restaurant and bakery businesses in the United States and in other countries throughout the world. Our Intellectual Property is valuable to our business and requires continuous monitoring to protect. We regularly and systemically search for misappropriations of our Intellectual Property and seek to enforce our rights whenever appropriate to do so; however, we cannot ensure success in every case and cannot possibly find all infringing uses of our Intellectual Property. Furthermore, we have not registered all our Intellectual Property throughout the world, and doing so may not be feasible because of associated costs, various foreign trademark law prohibitions or registrations by others.

Our inability to effectively protect our Intellectual Property domestically or internationally could cause our customers to believe lesser quality products or services are ours, may reduce the capacity of our Intellectual Property to uniquely identify our products and services and/or may limit our ability to globally expand our brand, any of which could materially adversely affect our financial performance.

We face a variety of risks and challenges related to our international operations and global brand development efforts, any of which could materially adversely affect our financial performance.

International operations have a unique set of risks and challenges that differ from country to country, and include, among other risks, political instability, governmental corruption, war and threats of war, social, religious and ethnic unrest, anti-American sentiment, delayed and potentially less effective ability to respond to a crisis occurring internationally, changes in global economic conditions (such as currency valuation, disposable income, unemployment levels and increases in the prices of products and services and labor), the regulatory environment, immigration, labor and pension laws, income and other taxes, consumer preferences and practices, as well as changes in the laws and regulations governing foreign investment, joint ventures or licensing arrangements in countries where our restaurants or licensees are located and local import controls.

Operations at our international Company-owned and licensed restaurants may be negatively affected by factors outside of our control, including, but not limited to:

- difficulties in achieving the consistency of product quality and service as compared to restaurants we operate in the United States;
- Anti-American sentiment and boycotts of American brands;

- changes to our recipes required by cultural norms;
- inability to obtain, at a reasonable cost, adequate and reliable supplies of ingredients and products necessary to execute our diverse menu;
- availability of experienced management to operate international restaurants according to our domestic standards;
- changes in economic conditions of our licensees, whether or not related to the operation of our restaurants;
- differences, changes or uncertainties in economic, regulatory, legal, immigration, social, climatic and political conditions, including the possibility of terrorism, social unrest, trade embargos and/or trade restrictions, which may result in periodic or permanent closure of foreign restaurants, affect our ability to supply our international restaurants with necessary supplies and ingredients and affect international perception of our brand;
- inability of our licensees to locate profitable or suitable sites for development;
- rising cost and scarcity of labor world-wide;
- exchange rate fluctuations; and
- trade restrictions, taxes or tariffs adversely affecting our or our licensees' ability to import goods from the United States and other parts of the world that are required for operating our branded restaurants, including our cakes which are wholly manufactured in the United States.

Our international licensees are authorized to operate The Cheesecake Factory restaurant concept in licensed trade areas using certain of our Intellectual Property, including our proprietary systems. Because we do not operate these restaurants directly, we can provide no assurance that our licensees will adhere to our operating standards to the same extent as we would.

If we or our licensees fail to effectively operate our international restaurants, or if we or they fail to receive an adequate return on investment, and these difficulties are attributed to us or our brand, our reputation and brand value could be harmed, our revenues from these restaurants could be diminished and our international growth may be slowed, any of which could materially adversely affect our financial performance.

In order to support our international expansion, our bakeries supply certain of our bakery products to our branded international restaurants. In order to supply bakery products to restaurants in other countries, we are and in the future may be further required to adapt certain recipes to eliminate locally prohibited ingredients, comply with labeling requirements that differ from those in the United States and maintain certifications required to export to such countries. In addition, unexpected events outside of our control, such as, without limitation, trade restrictions, import and export embargos, governmental shutdowns and disruptions in shipping, may affect our ability to transport adequate levels of our bakery products to our or our licensees' international restaurants, for which we are the sole source of supply. A failure to adequately supply bakery products to our or our licensees' international restaurants could affect the customer experience at those restaurants, resulting in decreased sales, and could, depending upon the reason for the failure, trigger contractual defaults on our part, any of which could materially adversely affect our financial performance.

As we continue to expand our brand internationally, we must comply with regulations and legal requirements, including those related to immigration and the protection of our Intellectual Property. Additionally, we must comply with domestic laws affecting U.S. businesses that operate internationally, including the Foreign Corrupt Practices Act and anti-boycott laws, and with foreign laws in the countries in which we expand our restaurants. (See the risk factor titled "Changes in, or any failure to comply with, applicable laws or regulations could materially adversely affect our ability to operate our restaurants and/or increase our cost to do so, which could materially adversely affect our financial performance.") We may incur considerable liability in the event we or our licensees fail to comply with foreign or domestic laws relating to our or their operation of any international restaurant and can provide no assurance that our insurance programs or contractual indemnification rights would be effective to protect against such liabilities.

Our inability to secure an adequate number of high-quality sites for future restaurant openings could adversely affect our ability to grow our business.

Our ability to grow our business depends on the availability and selection of high-quality sites that meet our criteria. The number and timing of new restaurants opened during any given period, and their associated contribution to the growth of our business, depend on a number of factors including, but not limited to:

- unforeseen delays due to market conditions;
- the identification and availability of high-quality locations;
- an increase in competition for available premier locations;
- the influence of consumer shopping trends on the availability of sites in traditional locations, such as premier shopping centers;
- acceptable lease terms and the lease negotiation process;
- the availability of suitable financing for our landlords;
- the financial viability of our landlords;
- timing of the delivery of the leased premises to us from our landlords in order to perform build-out construction activities;
- the timing and extent of other construction activities in and around the shopping centers in which we plan to open;
- the occupancy and tenant-mix of the shopping centers in which we plan to open;
- obtaining, on a timely basis, governmental licenses and permits necessary to construct and operate our restaurants;
- obtaining, on a timely basis, utility connections;
- obtaining, on a timely basis, third-party consents necessary to construct and operate our restaurants;
- successfully managing the complex design, construction and preopening processes for our highly customized restaurants;
- the availability and/or cost of raw materials and labor used in construction;
- the availability of qualified tradespeople in the local market;
- any unforeseen engineering or environmental problems with the leased premises; and
- adverse weather or other delays during the construction period.

We may engage in expansion opportunities or other initiatives which may create risks to our business that could materially adversely affect our financial performance.

We may engage in other means to leverage our competitive strengths, including acquisitions of other companies, expansion of our brand to other retail opportunities and/or other initiatives. Many risks are inherent in any such merger and acquisition activity, development, investment arrangement, expansion of our brand or other initiative, including, without limitation:

- complexities associated with combining independent companies with separate businesses, customers, employees, cultures and systems;
- damaging our reputation if retail products bearing our brand are not of the same value and quality that our customers associate with our brand;
- dilution of the goodwill associated with our brand as it become more common and increasingly accessible;
- inaccurate assessment of value, growth potential, weaknesses, liabilities, contingent or otherwise, and expected profitability of such initiatives; and
- diversion of management's attention and focus from existing operations to the expansion of our brand to non-restaurant items.

In addition to these risks, we may not achieve the intended results of any such expansion opportunities or other initiatives, which could materially adversely affect our financial performance.

If we do not appropriately scale our infrastructure in a timely manner, we may be unable to respond to and support our domestic or international opportunities for growth, which could materially adversely affect our financial performance.

We continually evaluate the appropriate level of infrastructure necessary to support our operational and development plans, including our domestic and international expansion. Likewise, if sales decline, we may be unable to reduce our infrastructure quickly enough to prevent sales deleveraging. Either circumstance could materially adversely affect our financial performance.

Our international license agreements require us to provide training and support to our licensees for their development and operation of The Cheesecake Factory restaurants. This may require training our licensees' management personnel in the United States and our licensees' staff members in the licensed territories, as well as providing support in the selection and development of restaurant sites, product sourcing logistics, technological systems, menu modification and other areas. If, for any reason, we are unable to provide the appropriate level of infrastructure support to our international licensees, our licensees' operations could suffer, which could make it more difficult for us to grow our brand internationally and materially adversely affect our financial performance.

We have and may again be required to record impairment charges, be unable to fully recoup landlord improvement allowances and/or decide to discontinue operations at certain restaurants, any of which could materially adversely affect our financial performance.

We assess the potential impairment of our long-lived assets on an annual basis or whenever events or changes in circumstances indicate the carrying value of the assets or asset group may not be recoverable. Factors considered include, but are not limited to, negative cash flow, significant underperformance relative to historical or projected future operating results, significant changes in the manner in which an asset is being used, an expectation that an asset will be disposed of significantly before the end of its previously estimated useful life and significant negative industry or economic trends. At any given time, we may be monitoring a number of locations, and future impairment charges and/or closures may occur if individual restaurant performance does not improve, which could materially adversely affect our financial performance. During fiscal 2025, we recorded impairment of assets and lease terminations expense of $23.0 million primarily related to the impairment of long-lived assets. (See Note 1 of Notes to Consolidated Financial Statements in Part IV, Item 15 for further discussion of impairment of long-lived assets.)

We test our goodwill and other indefinite-lived intangible assets for impairment annually or on an interim basis if events or changes in circumstances between annual tests indicate a potential impairment. Factors considered include, but are not limited to, historical financial performance, a significant decline in expected future cash flows, unanticipated competition, changes in management or key personnel, macroeconomic and industry conditions and the legal and regulatory environment. We cannot accurately predict the amount and timing of any impairment of these assets. Should the value of goodwill or other intangible assets become impaired, there could be a material adverse effect on our financial performance. (See Note 1 of Notes to Consolidated Financial Statements in Part IV, Item 15 for further discussion of impairment of intangible assets.)

A portion of our tenant allowances at certain premises may be subject to recoupment against percentage rent otherwise payable for such sites. When we are unable to achieve sales in a sufficient amount to generate percentage rent obligations, we are not able to fully recoup available allowances at affected sites, which also could materially adversely affect our financial performance.

If we are unable to manage risks related to our business, costs associated with litigation and insurance could increase, which could materially adversely affect our financial performance.

We are subject to lawsuits, administrative proceedings and claims that arise in the ordinary course of business. These matters typically involve claims by customers, staff members and others regarding issues such as food-borne illness, food safety, premises liability, dram shop liability, compliance with wage and hour requirements, compliance with pay transparency and secure scheduling requirements, work-related injuries, discrimination, harassment, disability and other operational issues common to the foodservice industry. We could be materially adversely affected by negative publicity and litigation costs resulting from these claims, regardless of their validity. Employment-related litigation, particularly with respect to claims styled as class or representative actions, such as those brought under statutes like the California Private Attorneys General Act, are especially costly to defend. Also, some employment-related claims in the area of wage and hour disputes are not insurable risks and many employment-related disputes involve uncertainty in judicial interpretation from state to state and from federal to state court with respect to the effectiveness of arbitration agreements with our staff members, particularly those which provide for class waivers.

We are involved in various legal proceedings, including litigation, arbitration and other claims, investigations, inspections, audits, inquiries and similar actions with private litigants and governmental authorities. These proceedings, especially those involving class or collective actions, can be expensive, time consuming, and disruptive to our operations. Certain cases may seek large or indeterminate amounts and may remain unresolved for several years. For example, we are

currently a defendant in a number of cases asserting class or collective action claims under federal and state wage and hour laws. Significant legal fees and costs, or adverse judgments and settlements arising from complex class or representative litigation, where such amounts are uninsured or exceed available insurance coverage, can materially and adversely affect our financial performance.

We retain financial responsibility for a significant portion of our risks and associated liabilities with respect to workers' compensation, general liability, staff member health benefits, employment practices and certain other insurable risks. Several factors may significantly increase our self-insurance costs, such as conditions of the insurance market, the availability of insurance, or changes in applicable regulations. The accrued liabilities associated with these programs are based on our annual estimate of the ultimate costs to settle known claims, as well as claims incurred but not yet reported to us ("IBNR"). Significant judgment is required to estimate IBNR amounts, as parties have yet to assert such claims. Our financial performance may be materially adversely affected if our actual claims costs significantly exceed our estimates.

Our inability or failure to execute on comprehensive business continuity and disaster recovery plans following a major disaster or disruption could interfere with our business operations, which could materially adversely affect our financial performance.

All our core and critical applications are housed in an external tier 3 data center, which is a location with redundant and dual-powered servers, storage, network links and other information technology components. To mitigate business interruptions, we employ a disk-based data backup and replication infrastructure between our onsite and external data centers. We provide support for our restaurant operations, with the exception of FRC and the design and construction department, from our corporate headquarters in Calabasas, California, an area that is prone to and has been impacted by natural disasters such as earthquakes and wildfires. Corporate support for our bakery operations is also performed from this centralized location. If we are unable to execute our disaster recovery procedures in whole or in part, we may experience delays in recovery and losses of data, inability to perform vital corporate functions, tardiness in required reporting and compliance, failures to adequately support field operations and other breakdowns in normal operating procedures that could expose us to administrative and other legal claims, any of which could materially adversely affect our financial performance.

A closure of or material damage to one or both of our bakery facilities could impede our ability to supply bakery products to our own and our international licensees' restaurants as well as to other bakery customers. Any of these events could materially adversely affect our financial performance.

Failure to appropriately address environmental and social matters could adversely affect our brand, business, results of operations and financial condition.

There has been an increasing focus from certain governmental and nongovernmental organizations, investors, customers, consumers, employees and others concerning environmental and social matters. Various regulatory authorities have imposed, and may continue to impose, mandatory substantive and/or disclosure requirements with respect to environmental and social matters. For example, we are subject to various disclosure requirements (such as information on greenhouse gas emissions, climate risks, use of offsets, and emissions reduction claims) from the State of California, and may be subject to further disclosure requirements to the extent adopted by jurisdictions in which we operate. These requirements may not always be uniform across jurisdictions and may have uncertain interpretation, which may result in increased complexity, and cost, for compliance. Any of the foregoing may require us to make additional investments in facilities and equipment, require us to incur additional costs for the collection of data and/or preparation of disclosures and associated internal controls, may impact the availability and cost of key products ingredients, and, in turn, may adversely impact our business, operating results, and financial condition. Environmental and social matters have also been the subject of increased scrutiny by regulators in different jurisdictions which may expose us to potential regulatory scrutiny or enforcement actions related to these activities.

Further, a variety of organizations measure the performance of companies on environmental and social topics, and the results of these assessments are widely publicized. In addition, many institutional investors have publicly emphasized the importance of environmental and social measures to their investment decisions. Unfavorable ratings could lead to negative investor sentiment towards us or our industry, which could negatively impact our share price as well as our access to and cost of capital. Simultaneously, public and investor sentiments as to the scale to which publicly traded companies should prioritize and focus attention and resources towards environmental and social matters vary widely, with

a growing trend opposing such matters. Recently, companies have been publicly criticized and, in extreme circumstances, have been boycotted for their environmental and social policies. Further, there is growing regulatory risk from recent legislation and executive actions prohibiting certain initiatives in this space.

Our actions and/or inactions with respect to environmental and social matters could negatively impact our reputation, which could adversely impact our ability to attract and retain customers, employees or business partners. Both advocates and opponents to certain environmental and social matters are increasingly resorting to a range of activism, including media campaigns and litigation, to advance their perspectives. To the extent we are subject to such activism, we may experience reduced sales, increased costs or other adverse impacts to our business.

We have engaged, and expect to continue to engage, in certain voluntary corporate social responsibility initiatives and related reporting. However, such initiatives may be costly and may not have the desired effect. For example, execution of these strategies and achievement of our sustainability goals is subject to risks and uncertainties, many of which are outside of our control. As a result, there is no assurance that we will be able to successfully execute our strategies and achieve our sustainability-related goals, which could damage our reputation and consumer and other stakeholder relationships. Additionally, any perception, whether or not valid, that we have failed to achieve, or to act responsibly with respect to, such matters or to effectively respond to new or additional legal or regulatory requirements regarding greenhouse gas emissions, sustainability or social matters could result in adverse publicity or potential regulatory or investor engagement or litigation and adversely affect our business and reputation. Additionally, many of our business partners and suppliers may be subject to similar expectations, which may augment or create additional risks, including risks that may not be known to us.

Risks Related to Information Technology and Cybersecurity

Information technology system failures or breaches of our network security could interrupt our operations and subject us to increased operating costs, as well as to litigation and other liabilities, any of which could materially adversely affect our financial performance.

We rely heavily on our in-restaurant and enterprise-wide computer systems and network infrastructure across our operations ("Cyber Environment"), which are vulnerable to various risks. Our dependence on our Cyber Environment continues to grow as our technology systems have expanded to include online ordering, contactless payments, our Cheesecake Rewards® program, systems supporting a remote and hybrid workforce and the like. Remote and hybrid working arrangements at our company (and at many third-party providers) also increase cybersecurity risks due to the challenges associated with managing remote computing assets and security vulnerabilities that are present in many non-corporate and home networks. (See the risk factor titled "If any of our third-party vendors experiences a failure that affects a significant aspect of our business, we may experience data loss, increased costs, operational disruption or other harm, any of which could materially adversely affect our financial performance.") Additionally, we have, to a limited extent, incorporated artificial intelligence ("AI") solutions into our business, and may expand our use of traditional and generative AI solutions in the future. In addition to risks generally applicable to the use of any information technology, AI solutions may be susceptible to a variety of additional risks, which include, without limitation, AI's use and reliance on large datasets that could be the subject of breaches or misuse, potential liability associated with AI decision making and bias in training data, potential liability for failing to comply with rapidly evolving laws regulating AI, as well as ethical concerns relating to AI and machine learning.

Our Cyber Environment, and the information processed therein, including confidential information and personal information, face numerous and evolving cybersecurity risks that threaten their confidentiality, integrity and availability, including from Cybersecurity Incidents. The efficient management of our operations depends upon our ability to protect our Cyber Environment against damage from theft, casualties such as fire, power loss, telecommunications failure or other catastrophic events, as well as from Cybersecurity Incidents. We employ both internal resources and external consultants to conduct auditing and testing for weaknesses in our Cyber Environment, intended to help us reduce the likelihood of any Cybersecurity Incident, and have developed a multi-discipline Cybersecurity Incident response plan designed to help ensure that our executives are accurately informed and manage, with the help of content experts, the discovery, investigation and auditing of, and recovery from any Cybersecurity Incidents that we become aware of. Despite these efforts, we can provide no assurance that these measures will successfully prevent all Cybersecurity Incidents or mitigate losses resulting from a Cybersecurity Incident. Cyberattacks are accelerating on a global basis in frequency and magnitude as threat actors are becoming increasingly sophisticated in using techniques and tools, including AI, that

circumvent security controls, evade detection and remove forensic evidence. As a result, we may be unable to detect, investigate, remediate or recover from future attacks or incidents, or to avoid a material adverse impact to our Cyber Environment, confidential information or business.

We and our third-party vendors have experienced Cybersecurity Incidents and we expect such attacks and incidents to continue in varying degrees. We cannot provide assurances that future Cybersecurity Incidents will not occur or that they will not materially adversely affect our business and financial performance.

Our international licensees have access to certain elements of our intellectual property within their Cyber Environment and may not have developed adequate processes to secure their Cyber Environments against a Cybersecurity Incident and may not maintain robust discovery, investigation, auditing or recovery protocols, or have the ability to promptly and effectively respond to a Cybersecurity Incident.

Any Cybersecurity Incident or adverse impact to the availability, integrity or confidentiality of our Cyber Environment (or information residing therein, including confidential information and personal information) could result in legal claims or proceedings (such as class actions and securities litigation), regulatory investigations and enforcement actions, fines and penalties, negative reputational impacts that cause us to lose existing or future customers (which may become more likely due to new data breach notification laws including the new cybersecurity incident disclosure rules promulgated by the SEC), and/or significant incident response, system restoration or remediation and future compliance costs. Any or all of the foregoing could materially adversely affect our business, operating results, and financial condition. Additionally, we are required to disclose material Cybersecurity Incidents pursuant to disclosure rules promulgated by the SEC. Any public disclosure relating to a material Cybersecurity Incident could harm our reputation, result in litigation and adversely affect our business, results of operations and financial condition. Finally, we cannot guarantee that any costs and liabilities incurred in relation to a Cybersecurity Incident will be covered by our existing insurance policies or that applicable insurance will be available to us in the future on economically reasonable terms or at all.

Actual or perceived failures to comply with applicable data protection, privacy and security laws, regulations, standards and other requirements or our inability to maintain a secure environment for customers' and staff members' personal data could result in legal liability, financial penalties, reputational harm and loss of customers, which could materially adversely affect our financial performance.

We and certain of our third-party vendors receive and maintain certain personal information about our customers, staff members, business partners and others. For example, we are required to collect and maintain certain personal information in connection with our employment practices, including the administration of our benefit plans, and we collect information for a variety of other reasons, including, in connection with our Cheesecake Rewards® program. Our collection, storage, handling, use, disclosure, processing and security of personal information is regulated by complex and continually evolving (and at times conflicting) U.S. (federal, state and local) and foreign laws, regulations, and industry standards. Many of these laws, regulations and standards are subject to change and uncertain interpretation and could result in claims, investigations or enforcement actions, changes to our business practices, penalties, increased cost of operations, or otherwise harm our business.

For instance, the California Consumer Privacy Act ("CCPA") created individual privacy rights for California residents and increased the privacy related obligations of covered businesses handling personal information about California residents. Similar laws have been passed and taken effect in other states, and are continuing to be proposed at the state and federal level, reflecting a trend toward more stringent privacy legislation in the United States and creating a patchwork of overlapping but different state laws. Compliance with laws relating to privacy, security or the processing of personal information involve significant costs, increase our potential liability (including in the event we experience an unauthorized disclosure of or access to personal information), subject us to increased regulatory scrutiny and could result in us making changes to our data processing practices. Furthermore, the Federal Trade Commission ("FTC") and many state Attorneys General continue to enforce federal and state consumer protection and privacy laws against companies for online collection, use, dissemination and security practices that appear to be unfair or deceptive. If we are found to have breached privacy, security or consumer protection laws, regulations or standards, we may be subject to enforcement actions that require us to change our business practices in a manner which could negatively impact our revenue, as well as expose ourselves to litigation (including class action litigation), fines, civil and/or criminal penalties and adverse publicity that could cause our customers to lose trust in us, negatively impacting our reputation, brand and business in a manner that harms our financial position.

Further, we are subject to laws, regulations and standards covering marketing, advertising and other activities conducted by telephone, email, mobile devices and the Internet, such as the Controlling the Assault of Non-Solicited Pornography and Marketing Act ("the CAN-SPAM Act"), the Telephone Consumer Protection Act (the "TCPA") and similar state consumer protection and communication privacy laws, such as California's Invasion of Privacy Act ("CIPA"). Numerous class-action suits under federal and state laws have been filed in recent years against companies who conduct telemarketing and/or SMS texting programs, with many resulting in multi-million-dollar settlements to the plaintiffs. There has also been a noticeable uptick in class actions wherein plaintiffs have utilized a variety of laws, including state wiretapping laws such as CIPA, in relation to companies' use of tracking technologies, such as cookies and pixels. Actual or perceived failures to comply with requirements relating to marketing, advertising, electronic communications and the Internet, could subject us to legal proceedings, which could expose us to adverse publicity, substantial monetary damages and legal defense costs, injunctive relief and fines or penalties.

If a Cybersecurity Incident were to occur involving loss of or unauthorized access to or dissemination of personal information, we may become liable under applicable law for damages (including statutory damages) and incur penalties and other costs to remedy such an incident. Depending on the facts and circumstances of such an incident, these damages, penalties and costs could be significant and may not be covered by insurance or could exceed our applicable insurance coverage limits. Such an event also could harm our reputation and result in litigation against us. Any of these results could materially adversely affect our financial performance. (See the risk factor titled "Information technology system failures or breaches of our network security could interrupt our operations and subject us to increased operating costs, as well as to litigation and other liabilities, any of which could materially adversely affect our financial performance").

We are subject to the Payment Card Industry Data Security Standard ("PCI DSS"), a security standard applicable to companies that collect, store or transmit certain data regarding credit and debit cards, holders and transactions. These standards require certain levels of IT systems security and procedures to protect our customers' credit/debit card and other personal information. We also rely on vendors to handle PCI DSS matters and to help with PCI DSS compliance. Compliance with PCI-DSS and implementing related procedures, technology and information security measures requires significant resources and ongoing attention. Despite our compliance efforts, we may become subject to claims that we have violated the PCI DSS based on past, present, and future business practices. Our actual or perceived failure to comply with the PCI DSS can subject us to fines, termination of banking relationships, and increased transaction fees. In addition, there is no guarantee that PCI DSS compliance will prevent illegal or improper use of our payment systems or the theft, loss or misuse of payment card data or transaction information.

In addition, we utilize a third-party security operations center ("SOC") provider to monitor and analyze internal network traffic for potential malicious content. However, we can provide no assurance that our security measures will be successful in the event of an attempted or actual Cybersecurity Incident. Any material interruptions or failures in our payment-related systems could have a material adverse effect on our business, results of operations and financial condition. If there are amendments to PCI DSS, the cost of compliance could increase, and we may suffer loss of critical data and interruptions or delays in our operations as a result. Further, we may become subject to litigation or the imposition of regulatory penalties, which could result in negative publicity and significantly harm our reputation, either of which could materially adversely affect our financial performance.

Risks Related to Our Indebtedness

Any failure to satisfy financial covenants and/or repayment requirements under our credit facility could harm our financial condition.

On October 6, 2022, we entered into a Fourth Amended and Restated Loan Agreement (the "Loan Agreement" and the credit facility provided thereunder, the "Revolver Facility").

Under the Revolver Facility, we are subject to the following financial covenants as of the last day of each fiscal quarter: (i) a maximum ratio of net adjusted debt to EBITDAR (the "Net Adjusted Leverage Ratio") of 4.25 and (ii) a minimum ratio of EBITDAR to interest and rent expense of 1.90. The Loan Agreement also contains customary events of default that include, among others, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, bankruptcy and insolvency events, material judgements, cross defaults to material indebtedness and events constituting a change of control. The occurrence of an event of default could result in the

termination of commitments under the Loan Agreement, the declaration that all outstanding loans are immediately due and payable in whole or in part and the requirement of cash collateral deposits in respect of outstanding letters of credit.

Any failure to maintain financial covenants under the Loan Agreement or to have sufficient liquidity to either repay or refinance the then outstanding balance at expiration of the Loan Agreement, or upon any violation of the covenants, could materially adversely affect our financial performance. In addition, the Loan Agreement contains, and any future indebtedness that we may incur may contain, financial and other restrictive covenants that limit our ability to operate our business, raise capital or make payments under our other indebtedness. (See Note 10 of Notes to Consolidated Financial Statements in Part IV, Item 15 for further discussion of our debt.)

In addition, our increased indebtedness and our resulting higher debt-to-equity ratio, as compared to that which has existed on a historical basis, could limit our ability to obtain additional financing in the future and have other material consequences, including: increasing our vulnerability to, and limiting our flexibility in planning for, changing business and market conditions, making us more vulnerable to adverse economic and industry conditions; limiting our ability to use proceeds from any offering or divestiture transaction for purposes other than the repayment of debt; and creating competitive disadvantages compared to other companies with less indebtedness.

The indenture governing our outstanding Notes will not restrict us from incurring additional indebtedness, and the Notes and the incurrence of any additional indebtedness could limit the cash flow available for our operations, expose us to risks that could adversely affect our business, financial condition and results of operations and impair our ability to satisfy our obligations under the Notes.

As of December 30, 2025, we had approximately $644.0 million in principal amount of consolidated indebtedness, including $69.0 million aggregate principal amount of convertible senior notes due 2026 ("2026 Notes") and $575.0 million aggregate principal amount of convertible senior notes due 2030 ("2030 Notes"). The 2026 Notes and 2030 Notes are collectively referred to as the "Notes." The indentures governing the Notes do not contain any meaningful restrictive covenants and do not prohibit us or our subsidiaries from incurring additional indebtedness in the future. Accordingly, we may incur a significant amount of additional indebtedness to meet future financing needs. The incurrence of indebtedness could have significant negative consequences for our security holders and our business, results of operations and financial condition by, among other things:

- increasing our vulnerability to adverse economic and industry conditions;
- limiting our ability to obtain additional financing;
- requiring the dedication of a substantial portion of our cash flow from operations to service our indebtedness, which will reduce the amount of cash available for other purposes;
- limiting our flexibility to plan for, or react to, changes in our business;
- diluting the interests of our existing stockholders as a result of issuing shares of our common stock upon conversion of the Notes; and
- placing us at a possible competitive disadvantage with competitors that are less leveraged than us or have better access to capital.

Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves, to pay amounts due under our indebtedness, including the Notes, and our cash needs may increase in the future. If we fail to comply with covenants or to make payments under our indebtedness when due, then we would be in default under that indebtedness, which could, in turn, result in that and our other indebtedness becoming immediately payable in full.

The issuance or sale of shares of our common stock, or rights to acquire shares of our common stock, could depress the trading price of our common stock and the Notes.

We have the right to elect to settle conversion of the Notes either entirely in cash or in combination of cash and shares of common stock. Our election to convert Notes into common stock may further dilute the economic and voting rights of our existing stockholders and/or reduce the market price of our common stock. In addition, the market's expectation that conversions may occur could depress the trading price of our common stock even in the absence of actual

conversions. Moreover, the expectation of conversions could encourage the short selling of our common stock, which could place further downward pressure on the trading price of our common stock.

We may also conduct future offerings of our common stock, preferred stock or other securities that are convertible into or exercisable for our common stock to finance our operations or fund acquisitions, or for other purposes. In addition, we have reserved approximately 6.3 million shares of common stock for grant under our The Cheesecake Factory Incorporated Stock Incentive Plan as of December 30, 2025. If we issue additional shares of our common stock or rights to acquire shares of our common stock, if any of our existing stockholders sells a substantial amount of our common stock, or if the market perceives that such issuances or sales may occur, then the trading price of our common stock may significantly decline. In addition, our issuance of additional shares of common stock will dilute the ownership interests of our existing common stockholders.

Hedging activity by investors in the Notes could depress the trading price of our common stock.

We expect that many investors in the Notes, including potential purchasers of the Notes, will seek to employ a convertible note arbitrage strategy. Under this strategy, investors typically short sell a certain number of shares of our common stock and adjust their short position over time while they continue to hold the Notes. Investors may also implement this type of strategy by entering into swaps on our common stock in lieu of, or in addition to, short selling shares of our common stock. This market activity, or the market's perception that it will occur, could depress the trading price of our common stock.

Provisions in the indenture governing the Notes could delay or prevent an otherwise beneficial takeover of us.

Certain provisions in the Notes and the indenture governing the Notes could make a third-party attempt to acquire us more difficult or expensive. For example, if a takeover constitutes a "fundamental change" (which is defined in the indenture governing the Notes to include certain change-of-control events and the delisting of our common stock), then noteholders will have the right to require us to repurchase their Notes for cash. In addition, if a takeover constitutes a "make-whole fundamental change" (which is defined in the indenture governing the Notes to include, among other events, fundamental changes and certain additional business combination transactions), then we may be required to temporarily increase the conversion rate for the Notes. In either case, and in other cases, our obligations under the Notes and the indenture could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management, including in a transaction that holders of our common stock may view as favorable.

We may be unable to raise the funds necessary to repurchase the Notes for cash following a fundamental change, or to pay the cash amounts due upon conversion, and our other indebtedness limits our ability to repurchase the Notes or pay cash upon their conversion.

Noteholders of our outstanding Notes may, subject to limited exceptions, require us to repurchase their Notes following a "fundamental change" (which is defined in the indenture governing the Notes) at a cash repurchase price generally equal to the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any. Additionally, our 2026 Notes mature on June 15, 2026, unless earlier repurchased, redeemed or converted. Beginning on February 17, 2026, the noteholders may convert their 2026 Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date.

All conversions of the Notes will be settled partially or entirely in cash. We may not have enough available cash or be able to obtain financing at the time we are required to repurchase the Notes or pay the cash amounts due upon conversion. In addition, applicable law, regulatory authorities and the Loan Agreement or any future indebtedness may restrict our ability to repurchase the Notes or pay the cash amounts due upon conversion. For example, the Loan Agreement restricts us from paying cash upon conversion of the Notes in an amount that exceeds the sum of (i) the principal amount being converted and (ii) any payments received by us or any of our subsidiaries pursuant to the exercise, settlement or termination of any related permitted bond hedge transaction.

Furthermore, the Loan Agreement places several restrictions on our ability to repurchase the Notes upon a fundamental change. Under the Loan Agreement we are permitted to repurchase Notes upon a fundamental change only if (i) no default of event of default exists and (ii) our pro forma net adjusted leverage ratio (as measured in accordance with

the Loan Agreement) does not exceed 4.25 to 1.00 and our EBITDAR to interest and rental expense ratio (as measured in accordance with the Loan Agreement) is at least 1.90 to 1.00.

Our failure to repurchase the Notes or pay the cash amounts due upon conversion when required will constitute a default under the indenture governing the Notes. A default under the indenture governing the Notes or the fundamental change itself could also lead to a default under the Loan Agreement and agreements governing our other or future indebtedness, which may result in that other indebtedness becoming immediately payable in full. We may not have sufficient funds to satisfy all amounts due under such indebtedness and the Notes.

Risks Related to Owning Our Stock

The market price of our common stock is subject to volatility.

During fiscal 2025, the price of our common stock fluctuated between $42.69 and $69.70 per share. The market price of our common stock may be significantly affected by a number of factors, including, but not limited to, actual or anticipated variations in our operating results or those of our competitors as compared to analyst expectations, changes in financial estimates by research analysts with respect to us or others in the restaurant industry, and announcements of significant transactions (including mergers or acquisitions, divestitures, joint ventures or other strategic initiatives) by us or others in the restaurant industry. In addition, the equity markets have experienced price and volume fluctuations that affect the stock price of companies in ways that have been unrelated to an individual company's operating performance. The price of our common stock may continue to be volatile, based on factors specific to our company and industry, as well as factors related to the equity markets overall.

Our stock price could be adversely affected if our performance falls short of our financial guidance and/or market expectations.

Our failure to achieve performance consistent with any financial guidance we provide and/or market expectations could adversely affect the price of our stock. Factors such as comparable restaurant sales that are below our target, slowing growth of our concepts domestically, failure to execute other growth opportunities, a decline in growth of our international business, any event that causes our operating costs to substantially increase, including, without limitation, any of the events described elsewhere in these Risk Factors, our inability to obtain additional capital at market terms, or our failure to repurchase stock as expected or pay or increase dividends over time, could cause our performance to fall short of our financial guidance and/or market expectations.

Our stock price could be adversely affected if we are unable to pay or increase dividends.

There are no assurances that our Board will continue to declare quarterly dividends. Our ability to pay or to increase dividends on our common stock will depend on our ability to do so under the Loan Agreement or any future credit agreement as well as our ability to generate sufficient cash flows from operations and capacity to borrow funds, which may be subject to economic, financial, competitive and other factors that are beyond our control. (See Note 10 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of our debt.) Our failure to pay a dividend or to increase it over time may negatively impact investor confidence in us and may negatively impact our stock price.

We cannot guarantee that our share repurchase program will be utilized to the full value approved or that it will enhance long-term stockholder value.

As of December 30, 2025, our Board of Directors has authorized a share repurchase program of up to 61.0 million shares, of which approximately 1.1 million shares remained available for repurchase. The share repurchase program does not have an expiration date, does not require the Company to purchase a specific number of shares and may be modified, suspended or terminated at any time, which may result in a decrease in the trading price of our common stock. The timing and total amount of share repurchases will depend upon market conditions and other factors and may be made from time to time in open market purchases, privately negotiated transactions, accelerated share repurchase programs, issuer self-tender offers or otherwise. Future decisions to repurchase shares are at the discretion of the Board of Directors and are based on several factors, including current and forecasted operating cash flows, capital needs associated with new restaurant development and maintenance of existing locations, dividend payments, debt levels and cost of

borrowing, obligations associated with the Fox Restaurant Concepts LLC acquisition agreement (the "FRC Acquisition"), our share price and current market conditions. The timing and number of shares repurchased are also subject to legal constraints and covenants under the Loan Agreement that limit share repurchases based on a defined ratio. (See Note 10 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of our debt.) In addition, the Inflation Reduction Act of 2022 introduced a 1% excise tax on share repurchases, which increases the costs associated with repurchasing shares of our common stock. Even if our share repurchase program is fully implemented, it may not enhance long-term stockholder value or may not prove to be the best use of our cash. Share repurchases could have an impact on the trading price of our common stock, increase the volatility of the price of our common stock or reduce our available cash balance such that we will be required to seek financing to support our operations.

Our stock price could be adversely affected by future sales or other dilution of our equity.

Subject to Nasdaq Listing Rules and certain restrictions on the issuance of convertible indebtedness under the Loan Agreement, we are not restricted from issuing additional common stock or preferred stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock or preferred stock or any substantially similar securities. Our Board of Directors is authorized to issue additional shares of common stock and additional classes or series of preferred stock without any action on the part of the stockholders. The Board of Directors also has the discretion, without stockholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights and preferences over the common stock with respect to dividends or upon the liquidation or winding up of our business and other terms. If we issue preferred shares that have a preference over our common stock with respect to the payment of dividends or upon liquidation, dissolution or winding up, or if we issue preferred shares with voting rights that dilute the voting power of our common stock, the rights of our common stockholders or the market price of our common stock could be materially adversely affected.

General Risk Factors

Changes in tax laws and resulting regulations could result in changes to our tax provisions and expose us to additional tax liabilities that could materially adversely affect our financial performance.

We are subject to income and other taxes in the United States and foreign jurisdictions. Changes in applicable U.S. or foreign tax laws and regulations, such as the 2017 enactment of Federal legislation commonly referred to as the Tax Cuts and Jobs Act, The Coronavirus Aid, Relief, and Economic Security Act of 2020, the Inflation Reduction Act of 2022, and H.R. 1, commonly referred to as H.R.1, passed the 119th Congress and was signed into law on July 4, 2025 (collectively, the "Tax Acts"), or their interpretation and application, including the possibility of retroactive effect and changes to state tax laws that may occur in response to the Tax Acts, could affect our tax expense and profitability. In addition, we may be subject to tax audit and related litigation and the final determination of any tax audits or related litigation could be materially different from our historical income tax provisions and accruals. Changes in our tax provision or an increase in our tax liabilities, whether due to changes in applicable laws and regulations, the interpretation or application thereof, or a final determination of tax audits or litigation, could materially adversely affect our financial performance.

The U.S. Treasury Department and Internal Revenue Service have proposed the establishment of the Service Industry Tip Compliance Agreement ("SITCA") program, which would replace the Tip Reporting Alternative Commitment ("TRAC") that many of our locations currently use. By complying with the educational and other requirements of the TRAC agreement, we reduce the likelihood of potential employer-only FICA tax assessments for unreported tips. If we were to not qualify for the SITCA program, as currently proposed, it could cause us to lose tax credits which could materially adversely affect our financial performance.

Our failure to establish, maintain and apply adequate internal control over our financial reporting and comply with changes in financial accounting standards or interpretations of existing standards could limit our ability to report our financial results accurately and timely or to detect and prevent fraud, any of which could materially adversely affect our financial performance.

We are subject to the ongoing internal control provisions of Section 404 of the Sarbanes-Oxley Act of 2002. These provisions provide for the identification of material weaknesses in internal control over financial reporting - a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance

with accounting principles generally accepted in the United States. There can be no assurance that we will be able to timely remediate material weakness in internal controls (if any) or maintain all of the controls necessary to remain in compliance. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and timely or to detect and prevent fraud, any of which could materially adversely affect our financial performance. Additionally, changes in accounting standards or new accounting pronouncements and interpretations could materially adversely affect our previously reported or future financial results, which could materially adversely affect our financial performance.

Our business and stock price could be adversely affected by the actions of activist investors.

Publicly-traded companies have increasingly become subject to activist investor campaigns. Responding to actions of an activist investor may be a significant distraction for our management and staff and could require us to expend significant time and resources, including legal fees and potential proxy solicitation expenses. Any of these conditions could materially adversely affect our financial performance.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 1C. CYBERSECURITY

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information. Our cybersecurity risk management program includes a Cybersecurity Incident response plan.

We design and assess our program generally based on the National Institute of Standards and Technology Cybersecurity Framework ("NIST CSF"). Although our program may not meet the technical requirements of the NIST CSF, we use the NIST CSF as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business. Additionally, as we accept credit cards as a form of payment, we consider the requirements of the Payment Card Industry Data Security Standards ("PCI DSS") in relation to our program.

Our cybersecurity risk management program includes:

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, and our broader enterprise information technology environment, including, by regularly scanning our environment for vulnerabilities, performing penetration testing and engaging third parties to assess the effectiveness of our technical cybersecurity practices;
- a multi-disciplinary security team overseen by our Information Security Council, principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to Cybersecurity Incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls, including, third-party network security reviews, scans, and audits, on at least an annual basis;
- the use of a third-party Managed Security Service Provider ("MSSP") that includes a 24x7 security operations center ("SOC") that is designed to monitor and analyze suspected suspicious activity on our internal network and remediate or escalate activity as appropriate;
- regular cybersecurity awareness training for employees with access to our information systems, incident response personnel, and senior management;
- a Cybersecurity Incident response plan that includes procedures for responding to Cybersecurity Incidents;
- a disaster recovery plan and controls designed to protect against business interruption, including by backing up our critical systems;
- use of end-to-end encryption and tokenization technology, a public key infrastructure, designed to ensure that only trusted devices can access our enterprise information technology network, and Intrusion Detection and

Intrusion Prevention (IDS/IPS) that scans data in transit to help detect and prevent the execution of harmful code; and

- a third-party risk management process for service providers, suppliers, and vendors who have access to our information systems.

There can be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or are effective in protecting our systems and information. We are not currently aware of risks from known cybersecurity threats, including as a result of any prior Cybersecurity Incidents, that have materially affected or are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition.

Cybersecurity Governance

Our Board of Directors considers cybersecurity risk as part of its risk oversight function and has delegated to the Audit Committee (Committee) oversight of steps the Company has taken to monitor or mitigate significant cybersecurity risks. The Committee receives regular reports from management on our cybersecurity risks. In addition, management updates the Committee, as necessary, regarding any material Cybersecurity Incidents, as well as any incidents with lesser impact potential.

The Committee reports to the full Board of Directors regarding its activities, including those related to cybersecurity. The full Board of Directors also receives briefings from management on our cyber risk management program. Board of Directors members receive presentations on cybersecurity topics from our Chief Information Officer ("CIO"), internal security staff and/or external experts, as appropriate, as part of the Board of Directors' continuing education.

Our management formed an interdepartmental Information Security Council ("ISC"), comprised of senior executives from multiple disciplines, including our CIO and Vice President of Infrastructure Services, to assess and manage our material risks from cybersecurity threats. The ISC has primary responsibility for our overall cybersecurity risk management program. Our CIO, Vice President of Infrastructure Services, and others within our Information Technology department supervise both our internal cybersecurity personnel and our retained external cybersecurity consultants. Our CIO and Vice President of Infrastructure Services both have 35+ years of experience in information technology, with increasing oversight of cybersecurity responsibilities over the past 20+ years.

Our management teams, including the ISC, our CIO, Vice President of Infrastructure Services, and others within our Information Technology department, as appropriate, supervise efforts to prevent, detect, mitigate and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us; and alerts and reports produced by security tools deployed in the information technology environment.

ITEM 2. PROPERTIES

Our corporate support center and one of our bakery production facilities are located in Calabasas Hills, California. The corporate support center consists of an 88,000 square foot main facility and a 19,000 square foot training facility on an approximately five-acre parcel of land. The bakery production facility is a 60,000 square foot facility on an approximately three-acre parcel of land. Our second bakery facility located in Rocky Mount, North Carolina is a 100,000 square foot facility on an approximately 31-acre parcel of land. In October 2023, we announced plans for a third bakery production facility in Charlestown, Indiana. Our development and design department is in a 29,000 square foot facility on approximately one acre of land in Irvine, California. All of these properties are owned by the Company. FRC's headquarters are located in Phoenix, Arizona in approximately 22,000 square feet of leased office space.

All of our Company-owned restaurants are located on leased properties, and we have no current plans to own the real estate underlying our restaurants. Below is a table showing the number of Company-owned restaurants by location as of December 30, 2025.

Location	The Cheesecake Factory	North Italia	Other FRC	Other	Total
Alabama	2	1	1	—	4
Arizona	6	6	30	9	51
California	39	8	7	2	56
Colorado	4	1	2	2	9
Connecticut	3	—	—	—	3
Delaware	1	—	—	—	1
District of Columbia	2	1	—	—	3
Florida	24	5	1	2	32
Georgia	5	2	1	3	11
Hawaii	2	—	—	—	2
Idaho	1	1	—	—	2
Illinois	7	—	1	—	8
Indiana	2	—	1	1	4
Iowa	1	—	—	—	1
Kansas	1	1	—	—	2
Kentucky	2	—	—	—	2
Louisiana	1	—	—	—	1
Maryland	6	—	—	1	7
Massachusetts	7	—	—	—	7
Michigan	2	—	—	—	2
Minnesota	2	—	—	—	2
Missouri	2	—	—	1	3
Nebraska	1	1	—	—	2
Nevada	5	2	—	4	11
New Jersey	10	—	—	1	11
New Mexico	1	—	—	—	1
New York	12	—	—	1	13
North Carolina	5	4	1	2	12
Oklahoma	2	—	—	1	3
Ohio	7	—	—	—	7
Oregon	2	—	—	—	2
Pennsylvania	6	1	—	—	7
Puerto Rico	1	—	—	—	1
Rhode Island	1	—	—	—	1
South Carolina	1	—	—	—	1
Tennessee	5	2	5	1	13
Texas	19	9	6	16	50
Utah	3	1	—	1	5
Virginia	7	2	—	1	10
Washington	4	—	—	—	4
Wisconsin	3	—	—	—	3
Ontario, Canada	1	—	—	—	1
Total	218	48	56	49	371

ITEM 3. LEGAL PROCEEDINGS

See Note 13 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for a summary of legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on The Nasdaq Global Select Market under the symbol CAKE. There were approximately 1,490 holders of record of our common stock at February 11, 2026, and we estimate there were approximately 148,800 beneficial stockholders on that date.

On October 26, 2022, our Board increased the authorization to repurchase our common stock by 5.0 million shares to 61.0 million shares. Under this authorization, we have cumulatively repurchased 59.9 million shares at a total cost of $1,983.6 million, excluding the excise tax, through December 30, 2025, with 228,106 shares repurchased at a cost of $11.2 million, excluding the excise tax, during the fourth quarter of fiscal 2025. Our share repurchase program does not have an expiration date, does not require us to purchase a specific number of shares and may be modified, suspended or terminated at any time. The timing and number of shares repurchased are subject to legal constraints and financial covenants under our Loan Agreement that limit share repurchases based on a defined ratio.

The following table presents our purchases of our common stock during the fiscal quarter ended December 30, 2025 (in thousands, except per share data):

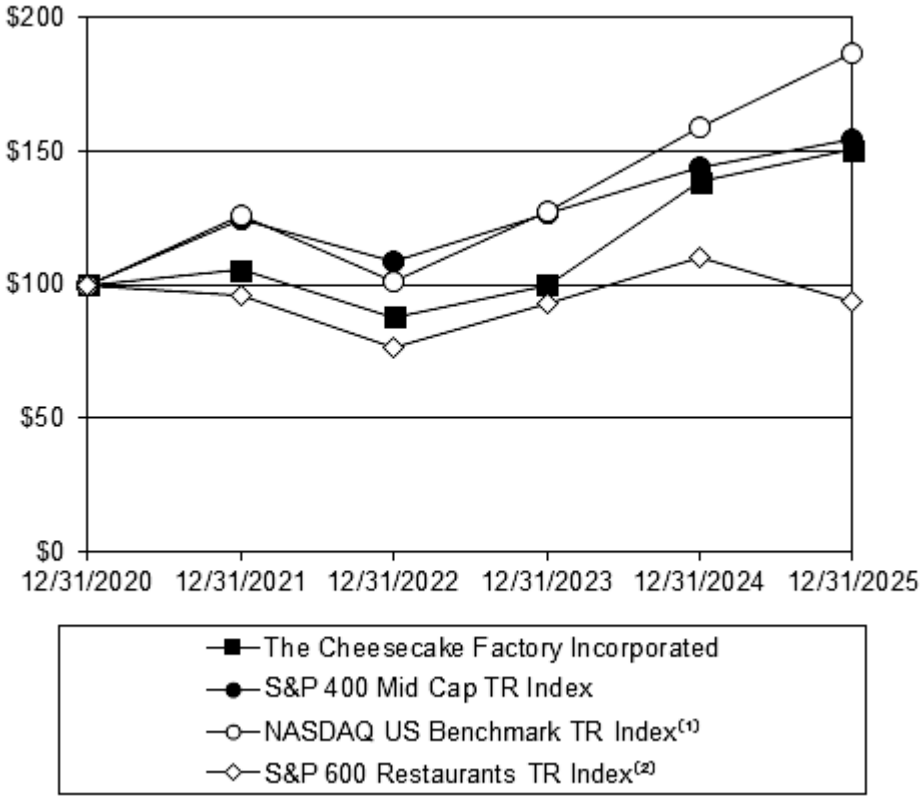
Period	Total Number of Shares Purchased [1]	Average Price Paid per Share [2]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 — November 4, 2025	20	$ 54.67	—	1,293
November 5 — December 2, 2025	59	46.71	59	1,234
December 3 — December 30, 2025	149	49.11	149	1,085
Total	228		208	

(1) The total number of shares purchased includes 20,231 shares withheld upon vesting of restricted share awards to satisfy tax withholding obligations.
(2) The dollar value of shares repurchased excludes excise tax due under the Inflation Reduction Act of 2022.

Future decisions to pay or to increase or decrease dividends or to repurchase shares are at the discretion of the Board and will be dependent on operating performance, financial condition, capital expenditure requirements, limitations on cash distributions pursuant to the terms and conditions of the Loan Agreement and applicable law, and such other factors that the Board considers relevant. (See Item 1A — Risk Factors — "Our stock price could be adversely affected if we are unable to pay or increase dividends.")

Price Performance Graph

The following graph compares the cumulative five-year total return provided to stockholders on the Company's common stock relative to the S&P 400 Midcap Index, the NASDAQ US Benchmark TR Index and the S&P 600 Restaurants Index. The graph assumes a $100 initial investment and the reinvestment of dividends in each of the indices. The measurement points utilized in the graph consist of the last trading day in each calendar year, which closely approximates the last day of the respective fiscal year of the Company. The historical stock performance presented below is not intended to and may not be indicative of future stock performance.



	12/31/20	12/31/21	12/31/22	12/31/23	12/31/24	12/31/25
The Cheesecake Factory Incorporated	$ 100	$ 106	$ 88	$ 100	$ 138	$ 150
S&P 400 Midcap Index	$ 100	$ 125	$ 108	$ 126	$ 144	$ 155
NASDAQ US Benchmark TR Index (1)	$ 100	$ 126	$ 101	$ 128	$ 159	$ 187
S&P 600 Restaurants Index (2)	$ 100	$ 96	$ 76	$ 93	$ 110	$ 94

(1) Underlying data provided by Nasdaq Global Indexes.
(2) The S&P 600 Restaurants Index is a comprehensive restaurant industry index that includes casual dining, fast casual and quick-service constituents.

This graph shall not be deemed incorporated by reference by any general statement incorporating by reference this Annual Report on Form 10-K into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates this information by reference and shall not otherwise be deemed filed under such Acts.

Shares Authorized for Issuance under Equity Compensation Plans

The information required by Item 201(d) of Regulation S-K under Item 5 is incorporated by reference to the section entitled "Equity Compensation Plan Information" in our definitive proxy statement for the annual meeting of stockholders expected to be held on May 28, 2026 (the "Proxy Statement").

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), which contains forward-looking statements, should be read in conjunction with our audited consolidated financial statements and related notes in Part IV, Item 15 of this report, the "Risk Factors" included in Part I, Item 1A of this report and the cautionary statements included throughout this report. The inclusion of supplementary analytical and related information herein may require us to make estimates and assumptions to enable us to fairly present, in all material respects, our analysis of trends and expectations with respect to our results of operations and financial position.

We utilize a 52/53-week fiscal year ending on the Tuesday closest to December 31 for financial reporting purposes. Fiscal years 2025, 2024 and 2023 each consisted of 52 weeks. Fiscal year 2026 will consist of 52 weeks. The following MD&A includes a discussion comparing our results in fiscal 2025 to fiscal 2024. For a discussion comparing our results from fiscal 2024 to fiscal 2023, refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on February 24, 2025.

Geopolitical and Other Macroeconomic Impacts to our Operating Environment

In recent years, our operating results were impacted by geopolitical and macroeconomic events, causing supply chain challenges and significantly increased commodity and wage inflation. Our commodity and wage inflationary environment began returning to more historical levels in fiscal 2024.

The impact of ongoing geopolitical and macroeconomic events, including evolving government policies and global trade and tariff dynamics, could lead to further wage inflation, product and services cost inflation, disruptions in the supply chain, staffing challenges, shifts in consumer behavior, and delays in new restaurant openings. Adverse weather conditions and natural disasters may further exacerbate a number of these factors. Any of these factors may have an adverse impact on our business and materially adversely affect our financial performance.

General

The Cheesecake Factory Incorporated is a leader in experiential dining. We are culinary forward and relentlessly focused on hospitality. As of February 23, 2026, we owned and operated 368 restaurants throughout the United States and Canada under brands including The Cheesecake Factory® (216 locations), North Italia® (48 locations), Flower Child® (43 locations) and additional brands within our FRC portfolio (55 locations). Internationally, 35 The Cheesecake Factory® restaurants operate under licensing agreements. Our bakery division operates two facilities that produce quality cheesecakes and other baked products for our restaurants, international licensees and third-party bakery customers.

Overview

Our strategy is driven by our commitment to deliver exceptional food and hospitality, and is centered primarily on menu innovation, service and operational execution to differentiate our concepts and drive competitively strong performance that is sustainable over the long-term. Financially, we are focused on prudently managing expenses at our restaurants, bakery facilities and corporate support center, while leveraging our scale, purchasing power and operational discipline to support financial performance.

Investing in new Company-owned restaurant development is our top long-term capital allocation priority, with a focus on opening our concepts in premier locations within both new and existing markets. We plan to continue expanding The Cheesecake Factory, North Italia and Flower Child concepts. In addition, our FRC subsidiary serves as an incubator, innovating new food, dining and hospitality experiences to create differentiated, high-quality concepts.

Our revenue growth is primarily driven by new restaurant openings and increases in comparable restaurant sales.

For The Cheesecake Factory concept, our strategy is to increase comparable restaurant sales by growing average check while maintaining customer traffic through (1) continuing to offer innovative, high quality menu items that offer customers a wide range of options in terms of flavor, price and value, (2) focusing on service and hospitality with the goal of delivering an exceptional dining experience and (3) continuing to provide our customers with convenient options for off-premise dining. We are continuing our efforts on a number of initiatives, including menu innovation, increasing customer throughput in our restaurants, leveraging our gift card program, partnering with a third party to provide delivery services for our restaurants, increasing customer awareness of our online ordering capabilities and improving the pick-up experience, augmenting our marketing programs, including our Cheesecake Rewards® program, enhancing our training programs and leveraging insights from our customer satisfaction measurement platform.

Average check variations are driven by menu price increases and/or changes in menu mix. We generally update The Cheesecake Factory menus twice a year, and our philosophy is to use price increases to help offset key operating cost increases in a manner that supports both our margin and customer traffic objectives. Prior to fiscal 2022, we targeted menu price increases of approximately 2% to 3% annually, utilizing a market-based strategy to help mitigate cost pressure in higher-wage geographies. In the last three fiscal years, we implemented price increases above our historical levels, to help offset significant inflationary cost pressures. We will continue to take the cost and inflationary environment into consideration when implementing future pricing decisions. In addition, on a regular basis, we carefully consider opportunities to adjust our menu offerings or ingredients to help manage product availability and cost.

Margins are subject to fluctuations in commodity costs, labor, restaurant-level occupancy expenses, general and administrative ("G&A") expenses and preopening expenses. Our objective is to drive margin expansion over time by leveraging incremental sales to increase restaurant-level margins at The Cheesecake Factory concept, leveraging our bakery operations, international and consumer packaged goods royalty revenue streams and G&A expense, and optimizing our restaurant portfolio.

We plan to employ a balanced capital allocation strategy, comprised of investing in new restaurants that are expected to meet our targeted returns, managing our aggregate debt levels and returning capital to shareholders through our dividend and share repurchase programs, the latter of which offsets dilution from our equity compensation program and supports our earnings per share growth. Future decisions to pay, increase or decrease dividends or to repurchase shares are at the discretion of the Board and will be dependent on a number of factors, including limitations pursuant to the terms and conditions of our Loan Agreement and applicable law.

Longer-term, we believe our domestic revenue growth (comprised of our targeted annual unit growth of 7% in aggregate across concepts and comparable sales growth) combined with margin expansion, planned debt repayments and an anticipated capital return program will support our long-term financial objective of 10% to 15% total return to shareholders, on average. We define our total return as earnings per share growth plus our dividend yield. (See Item 1A — Risk Factors — "Our stock price could be adversely affected if our performance falls short of our financial guidance and/or market expectations.")

Results of Operations

The following table presents, for the periods indicated, information from our consolidated statements of income expressed as percentages of revenues.

	2025	2024
Revenues	100.0 %	100.0 %
Costs and expenses:		
Food and beverage costs	21.7	22.5
Labor expenses	35.0	35.3
Other operating costs and expenses	27.0	26.7
General and administrative expenses	6.5	6.4
Depreciation and amortization expenses	2.9	2.8
Impairment of assets and lease termination expenses	0.6	0.4
Acquisition-related contingent consideration, compensation and amortization expenses	0.4	0.1
Preopening costs	0.9	0.8
Total costs and expenses	95.0	95.0
Income from operations	5.0	5.0
Interest expense, net	(0.3)	(0.3)
Loss on extinguishment of debt	(0.4)	—
Other income, net	0.0	0.1
Income before income taxes	4.3	4.8
Income tax provision	0.3	0.4
Net income	4.0 %	4.4 %

Fiscal 2025 Compared to Fiscal 2024

Revenues

Revenues increased 4.7% to $3,751.8 million for fiscal 2025 compared to $3,581.7 million for fiscal 2024, primarily due to additional revenue related to new restaurant openings. As part of our annual assessment of gift card breakage during fiscal 2025, we had a change in historical redemption pattern related to gift cards and aligned the recognition of gift card breakage to the updated estimated redemption pattern. As a result, in fiscal 2025, we recognized $17.3 million of additional gift card breakage.

The Cheesecake Factory sales increased 1.0% to $2,688.8 million for fiscal 2025 compared to $2,661.6 million for fiscal 2024. Excluding the impact of the additional gift card breakage recognized in fiscal 2025 (as discussed above), The Cheesecake Factory average sales per restaurant operating week increased 0.3% to $238,146 in fiscal 2025 from $237,349 in fiscal 2024. Total operating weeks at The Cheesecake Factory restaurants remained relatively flat with 11,218 in fiscal 2025 and 11,214 in the comparable prior year period. The Cheesecake Factory comparable sales increased by 0.1%, or $2.2 million, from fiscal 2024. The increase from fiscal 2024 was primarily driven by an increase in average check of 2.4% (based on an increase of 4.3% in menu pricing, partially offset by a 1.9% negative change from menu mix), partially offset by decreased customer traffic of 2.3%. We implemented menu price increases of approximately 2.4% and 1.5% in the first and third quarters of fiscal 2025, respectively. We are in the process of implementing an approximate 1.5% menu price increase in the first quarter of fiscal 2026. Sales through the off-premise channel comprised approximately 21% of our restaurant sales during both fiscal 2025 and fiscal 2024. We account for each off-premise order as one customer for traffic measurement purposes. Therefore, average check is generally higher for off-premise orders as most of these orders are for more than one customer.

North Italia sales increased 15.5% to $345.9 million for fiscal 2025 compared to $299.6 million for fiscal 2024. North Italia average sales per restaurant operating week decreased 0.9% to $146,877 in fiscal 2025 from $148,231 in fiscal 2024. Average sales per restaurant operating week were impacted by the acceleration of new restaurant openings that have not matured. Total operating weeks at North Italia increased 16.5% to 2,355 in fiscal 2025 compared to 2,021 in the prior year. North Italia comparable sales decreased approximately 2% from fiscal 2024. The decrease from fiscal 2024 was primarily driven by decreased customer traffic of 5%, partially offset by an increase in average check of 3% (based on an increase of 4% in menu pricing, partially offset by a 1% negative impact from mix). We implemented menu price increases of approximately 2.0% and 1.5% in the second and fourth quarters of fiscal 2025, respectively.

Flower Child sales increased 27.8% to $185.3 million for fiscal 2025 compared to $145.0 million for fiscal 2024. Flower Child sales per restaurant operating week increased 4.0% to $87,684 in fiscal 2025 from $84,351 in fiscal 2024. Total operating weeks at Flower Child increased 22.9% to 2,113 in fiscal 2025 compared to 1,719 in the prior year. Flower Child comparable sales increased approximately 5% from fiscal 2024. The increase from fiscal 2024 includes an increase of 3% in menu pricing.

Other FRC sales increased 18.4% to $355.1 million for fiscal 2025 compared to $300.0 million for fiscal 2024. Other FRC average sales per restaurant operating week increased 0.2% to $132,733 in fiscal 2025 from $132,495 in fiscal 2024. Average sales per restaurant operating week are impacted by new restaurant openings as well as the concept mix and a decrease in comparable sales. Total operating weeks at Other FRC increased 18.2% to 2,675 in fiscal 2025 compared to 2,264 in the prior year.

Restaurants become eligible to enter the comparable sales base in their 19th month of operation. At December 30, 2025, there were seven The Cheesecake Factory restaurants, nine North Italia restaurants and 11 Flower Child locations not yet in the comparable sales bases. International licensed locations and restaurants that are no longer in operation, including those which we have relocated, are excluded from comparable sales calculations.

Food and Beverage Costs

Food and beverage costs consist of raw materials and ingredients used in the food and beverage products sold in our restaurants and to our third-party bakery customers. As a percentage of revenues, food and beverage costs were 21.7% for fiscal 2025 compared to 22.5% for fiscal 2024, due primarily to favorable commodity inflation across most categories (0.5%) and a shift in sales mix (0.2%).

The Cheesecake Factory restaurant menus are among the most diversified in the foodservice industry and, accordingly, are not overly dependent on a few select commodities. Changes in costs for one commodity sometimes can be offset by cost changes in other commodity categories. The principal commodity categories for our restaurants include general grocery items, dairy, produce, seafood, poultry, meat and bread. (See the discussion of our contracting activities in Part II, Item 7A — “Quantitative and Qualitative Disclosures About Market Risk.”)

For new restaurants, food and beverage costs are typically higher for a period of time after opening until our management team becomes more accustomed to predicting and managing the sales volumes at these restaurants.

Labor Expenses

As a percentage of revenues, labor expenses, which include restaurant-level labor costs and bakery production labor, including associated fringe benefits, were 35.0% and 35.3% in fiscal 2025 and fiscal 2024, respectively. This decrease was primarily due to menu price increases in excess of wage rate inflation and improved staffing levels (0.5%) and the benefit from gift card breakage revenue (0.2%), partially offset by higher group medical cost due to larger claim activity (0.3%).

For new restaurants, labor expenses are typically higher for a period of time after opening while our management team becomes more accustomed to predicting and managing the sales volumes at the new restaurants.

Other Operating Costs and Expenses

Other operating costs and expenses consist of all other restaurant-level operating costs, the major components of which are occupancy expenses (rent, common area expenses, insurance, licenses, taxes and utilities), dining room and to-go supplies, repairs and maintenance, janitorial expenses, credit card processing fees, marketing including delivery commissions, incentive compensation, and bakery production overhead. As a percentage of revenues, other operating costs and expenses were 27.0% and 26.7% in fiscal 2025 and fiscal 2024, respectively. This variance was primarily driven by higher facility-related costs (0.2%).

G&A Expenses

G&A expenses consist of the restaurant management recruiting and training program, restaurant field supervision, corporate support and bakery administrative organizations, as well as gift card commissions to third-party distributors. As a percentage of revenues, G&A expenses were 6.5% and 6.4% for fiscal 2025 and fiscal 2024, respectively. This variance was primarily driven by a write-down of gift card inventory in fiscal 2025 (0.2%).

Impairment of Assets and Lease Termination Expenses

During fiscal 2025, we recorded $23.0 million of expense primarily related to the impairment of long-lived assets for one North Italia, one Grand Lux Cafe and four Other FRC locations (one previously partially impaired) and lease termination expense, net related to two Grand Lux Cafes (one that closed in fiscal 2023 and one that closed in early 2026) and one Other FRC (that closed in early 2026).

During fiscal 2024, we recorded impairment of assets and lease terminations expense of $13.6 million primarily related to impairment of long-lived assets for one The Cheesecake Factory (previously partially impaired) and six Other FRC locations (one previously partially impaired), partially offset by lease termination income, net for four The Cheesecake Factory restaurants (including two relocations), one Grand Lux Cafe location, one Flower Child location, one Social Monk location and one Other FRC location (that closed in early fiscal 2025).

See Notes 1 and 6 of Notes to Consolidated Financial Statements in Part 1V, Item 15 of this report for further discussion of our long-lived and intangible assets.

Acquisition-Related Contingent Consideration, Compensation and Amortization Expense

We recorded $14.4 million and $2.4 million of expense during fiscal 2025 and 2024, respectively, of acquisition-related contingent consideration, compensation and amortization. In fiscal 2025, we recorded a $10.5 million increase in the fair value of the contingent consideration and compensation liability primarily stemming from updating the probability of achievement due to passage of time as well as recent performance and $3.9 million of amortization. In fiscal 2024, we recorded $4.3 million of amortization, partially offset by a $1.9 million decrease in the fair value of the contingent consideration and compensation liability primarily stemming from a change in the volatility factors, as well as a decrease in estimated fiscal 2025 revenues and future revenues utilized in the calculation.

Preopening Costs

Preopening costs were $33.1 million for fiscal 2025 compared to $27.5 million for fiscal 2024. We opened 25 restaurants in fiscal 2025 comprised of four The Cheesecake Factory, six North Italia, nine Other FRC, and six Flower Child locations compared to 23 restaurants in fiscal 2024 comprised of three The Cheesecake Factory (including two relocations), six North Italia, eight Other FRC, and six Flower Child locations. Restaurant-level preopening costs include all costs to relocate and compensate restaurant management staff members during the preopening period, costs to recruit and train hourly restaurant staff members, and wages, travel and lodging costs for our opening training team and other support staff members. Also included in preopening costs are expenses for maintaining a roster of trained managers for pending openings, the associated temporary housing and other costs necessary to relocate managers in alignment with future restaurant opening and operating needs. Preopening costs can fluctuate significantly from period to period based on the number, mix and timing of restaurant openings and the specific preopening costs incurred for each restaurant.

Loss on Extinguishment of Debt

In fiscal 2025, we recorded a $15.9 million loss on early debt extinguishment. On February 28, 2025, we repurchased approximately $276.0 million aggregate principal amount of the 2026 Notes (as defined below) for aggregate consideration of $289.8 million, which included a premium of $13.8 million. The repurchase was accounted for as a debt extinguishment. In addition, we recorded $2.1 million of unamortized issuance costs. (See Note 10 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion on our debt.)

Income Tax Provision

In fiscal 2025, we had an income tax provision of $14.5 million, an effective tax rate of 8.9%, compared to an income tax provision of $14.3 million, an effective tax rate of 8.3%, in fiscal 2024. The increase was primarily due to a change to our reserve for uncertain tax positions (2.0%), non-deductible costs in fiscal 2025 associated with the repurchase of our 2026 Notes (1.6%) and a larger amount of non-deductible executive compensation (0.6%). These factors were offset by leverage on lower income before taxes, predominantly related to employment credits (0.9%), a tax windfall in fiscal 2025 as compared to a tax shortfall in fiscal 2024 related to equity compensation (2.2%) and lower state taxes in relation to income before taxes (0.3%). (See Note 17 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of income taxes.)

Non-GAAP Measures

Adjusted net income, adjusted diluted net income per share and adjusted earnings before interest, tax, depreciation and amortization ("EBITDA") are supplemental measures of our performance that are not required by or presented in accordance with GAAP. These non-GAAP measures may not be comparable to similarly-titled measures used by other companies and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. We calculate these non-GAAP measures by eliminating from net income, diluted net income per common share and EBITDA the impact of items we do not consider indicative of our ongoing operations. Additionally, EBITDA and adjusted EBITDA exclude the impact of certain non-cash transactions. We use these non-GAAP financial measures for financial and operational decision-making and as a means to evaluate period-to-period comparisons. Our inclusion of these adjusted measures should not be construed as an indication that our future results will be unaffected by unusual or infrequent items. In the future, we may incur expenses or generate income similar to the adjusted items.

Following is a reconciliation from net income and diluted net income per common share to the corresponding adjusted measures (in thousands, except per share data):

	2025	2024
Net income	$ 148,427	$ 156,783
Impairment of assets and lease termination expenses	22,990	13,647
Acquisition-related contingent consideration, compensation and amortization expenses	14,449	2,429
Gift card adjustment, net [1]	(9,396)	—
Loss on extinguishment of debt [2]	15,891	—
Uncertain tax positions [3]	2,023	—
Tax effect of adjustments [4]	(11,423)	(4,180)
Adjusted net income	$ 182,961	$ 168,679
Diluted net income per common share	$ 3.06	$ 3.20
Impairment of assets and lease termination expenses	0.47	0.28
Acquisition-related contingent consideration, compensation and amortization expenses	0.30	0.05
Gift card adjustment, net [1]	(0.19)	—
Loss on extinguishment of debt [2]	0.33	—
Uncertain tax positions [3]	0.04	—
Tax effect of adjustments [4]	(0.24)	(0.09)
Adjusted diluted net income per common share [5]	$ 3.77	$ 3.44

(1) Represents gift card breakage revenue of $17.3 million as a result of a change in historical redemption patterns, partially offset by a non-recurring $7.9 million write-down of gift card inventory.
(2) See Note 10 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion on our debt.
(3) Represents a reserve for uncertain tax position related to tenant improvement allowances and Section 199 deductions. Uncertain tax positions taken in a tax return are recognized in the financial statements when it is more likely than not that the position will be sustained upon examination by tax authorities based on technical merits, taking into account available administrative remedies and litigation.
(4) Based on the federal statutory rate and an estimated blended state tax rate, the tax effect on all adjustments assumes a 26% tax rate.
(5) Adjusted net income per share may not add due to rounding.

Following is a reconciliation from net income to EBITDA and adjusted EBITDA measures (in thousands):

	2025	2024
Net income	$ 148,427	$ 156,783
Depreciation and amortization expenses	109,031	101,450
Interest expense, net	10,448	10,107
Income tax provision	14,468	14,264
EBITDA	$ 282,374	$ 282,604
Impairment of assets and lease termination expenses	22,990	13,647
Acquisition-related contingent consideration, compensation and amortization expenses	14,449	2,429
Gift card adjustment, net	(9,396)	—
Loss on extinguishment of debt	15,891	—
Stock-based compensation [1]	27,234	29,962
Adjusted EBITDA	$ 353,542	$ 328,642

(1) See Note 15 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of stock-based compensation.

Liquidity and Capital Resources

Our corporate financial objectives are to maintain a sufficiently strong and conservative balance sheet to support our operating initiatives and unit growth while maintaining financial flexibility to provide the financial resources necessary to protect and enhance the competitiveness of our restaurant and bakery brands and to provide a prudent level of financial capacity to manage the risks and uncertainties of conducting our business operations under various economic and industry cycles. Typically, cash flows generated from operating activities are our principal source of liquidity, which we use to finance our restaurant expansion plans, ongoing maintenance of our restaurants and bakery facilities and investment in our corporate and information technology infrastructures.

Similar to many restaurant and retail chain store operations, we utilize operating lease arrangements for all of our restaurant locations. Accordingly, our lease arrangements reduce, to some extent, our capacity to utilize funded indebtedness in our capital structure. We are not limited to the use of lease arrangements as our only method of opening new restaurants. However, we believe our operating lease arrangements continue to provide appropriate leverage for our capital structure in a financially efficient manner.

During fiscal 2025, our cash and cash equivalents increased by $131.5 million to $215.7 million. The following table presents, for the periods indicated, a summary of our key cash flows from operating, investing and financing activities (in millions):

	Fiscal Year	
	2025	2024
Cash provided by operating activities	$ 301.3	$ 268.3
Additions to property and equipment	(146.2)	(160.4)
Repayments on credit facility	(110.0)	(20.0)
Proceeds from long-term convertible debt	575.0	—
Repayment on long-term convertible debt, including premium on extinguishment	(289.8)	—
Issuance cost associated with long-term debt	(16.5)	—
Proceeds from exercise of stock options	24.6	12.5
Common stock dividends paid	(52.2)	(53.0)
Treasury stock purchases, inclusive of excise tax	(153.9)	(18.2)

Cash Provided by Operating Activities

Cash flows from operations increased by $33.0 million from fiscal 2024 primarily due to higher net income after excluding non-cash activity, timing of operating lease commencements and a decrease in inventory levels, partially offset by lower gift card liabilities, a decrease in prepaid expenses during fiscal 2024 due to a higher balance in fiscal 2023 related to the timing of January rent payments and higher income tax payments. Typically, our requirement for working capital has not been significant since our restaurant customers pay for their food and beverage purchases in cash or cash equivalents at the time of sale, and we are able to sell many of our restaurant inventory items before payment is due to the suppliers of such items.

Property and Equipment

Capital expenditures for new restaurants, including locations under development as of each fiscal year-end, were $70.5 million and $99.0 million for fiscal 2025 and 2024, respectively. Capital expenditures also included $63.2 million and $53.0 million for our existing restaurants and $12.5 million and $8.4 million for bakery and corporate capacity and infrastructure investments in fiscal 2025 and 2024, respectively.

We opened 25 restaurants in fiscal 2025 comprised of four The Cheesecake Factory, six North Italia, nine Other FRC and six Flower Child locations compared to 23 restaurants in fiscal 2024 comprised of three The Cheesecake Factory, six North Italia, eight Other FRC and six Flower Child locations. We expect to open as many as 26 new restaurants in fiscal 2026 across our portfolio of concepts, with approximately one third of the openings occurring in the first half of fiscal 2026. We anticipate approximately $210 million in capital expenditures to support this level of unit development, as well as required maintenance on our restaurants. This estimate includes new restaurant construction

expenses, some of which may be classified as operating lease assets instead of additions to property and equipment in the statement of cash flows.

Credit Facility

On October 6, 2022, we entered into a Fourth Amended and Restated Loan Agreement (the "Loan Agreement" and the revolving credit facility provided thereunder, the "Revolver Facility"). The Loan Agreement amends and restates in its entirety our prior credit agreement. The Revolver Facility, which terminates on October 6, 2027, provides us with revolving loan commitments that total $400 million, of which $50 million may be used for issuances of letters of credit. The Revolver Facility contains a commitment increase feature that, subject to certain conditions precedent, could provide for an additional $200 million in revolving loan commitments. Our obligations under the Revolver Facility are unsecured. Certain of our material subsidiaries have guaranteed our obligations under the Revolver Facility. In the fourth quarter of fiscal 2023, we borrowed and then repaid $15.0 million on the Revolver Facility. In the fourth quarter of fiscal 2024, we repaid $20.0 million on the Revolver Facility. In the first quarter of fiscal 2025, we repaid $110.0 million on the Revolver Facility. As of December 30, 2025, we had net availability for borrowings of $366.5 million, based on no outstanding debt balance and $33.5 million in standby letters of credit under the Revolver Facility.

Under the Revolver Facility, we are subject to financial covenants, as well as to customary events of default that, if triggered, could result in acceleration of the maturity of the Revolver Facility. Subject to certain exceptions, the Revolver Facility also limits distributions with respect to our equity interests, such as cash dividends and share repurchases, based on a defined ratio, and also sets forth negative covenants that restrict indebtedness, liens, investments, sales of assets, fundamental changes and other matters. As of December 30, 2025, we were in compliance with all covenants in effect at that date. (See Note 10 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of our debt.)

2030 Convertible Senior Notes

On February 28, 2025, we issued $575.0 million in aggregate principal amount of convertible senior notes ("2030 Notes"), which will mature on March 15, 2030, unless earlier repurchased, redeemed or converted. The net proceeds from the sale of the 2030 Notes were approximately $558.5 million after deducting issuance costs of $16.5 million. As of December 30, 2025, the 2030 Notes had a balance of $561.3 million, net of unamortized issuance costs of $13.7 million. As of December 30, 2025, the conversion rate for the 2030 Notes was 14.1377 shares of common stock per $1,000 principal amount of the 2030 Notes, which represents a conversion price of approximately $70.73 per share of common stock. In connection with the cash dividend that was declared by our Board on February 12, 2026, on March 4, 2026, we will adjust the conversion rate (which is expected to increase) and the conversion price (which is expected to decrease) of the 2030 Notes in accordance with the terms. (See Note 10 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of our debt.)

2026 Convertible Senior Notes

On June 15, 2021, we issued $345.0 million in aggregate principal amount of convertible senior notes ("2026 Notes"), which will mature on June 15, 2026, unless earlier repurchased, redeemed or converted. The net proceeds from the sale of the 2026 Notes were approximately $334.9 million after deducting issuance costs related to the 2026 Notes. On February 28, 2025, we used part of the net proceeds from the issuance of the 2030 Notes to repurchase approximately $276.0 million aggregate principal amount of the 2026 Notes in a privately-negotiated transaction for aggregate consideration of $289.8 million, which included a premium of $13.8 million. As of December 30, 2025, the 2026 Notes had a gross principal balance of $69.0 million and a balance of $68.8 million, net of unamortized issuance costs of $0.2 million. At December 30, 2025, the conversion rate for the 2026 Notes was 14.1644 shares of common stock per $1,000 principal amount of the 2026 Notes, which represents a conversion price of approximately $70.61 per share of common stock. In connection with the cash dividend that was declared by our Board on February 12, 2026, on March 4, 2026, we will adjust the conversion rate (which is expected to increase) and the conversion price (which is expected to decrease) of the 2026 Notes in accordance with the terms. (See Note 10 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of our debt.)

Common Stock Dividends

Common stock dividends of $52.2 million and $53.0 million were paid in fiscal 2025 and 2024, respectively. As further discussed in Note 19 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report, in February 2026, our Board declared a quarterly dividend to be paid in March 2026. Future decisions to pay or to increase or decrease dividends are at the discretion of the Board and will be dependent on our operating performance, financial condition, capital expenditure requirements, limitations on cash distributions pursuant to the terms and conditions of the Loan Agreement and applicable law, and other such factors that the Board considers relevant.

Share Repurchases

Under authorization by our Board to repurchase up to 61.0 million shares of our common stock, we have cumulatively repurchased 59.9 million shares at a total cost of $1,983.6 million, excluding excise tax through December 30, 2025. In the first quarter of fiscal 2025, we used approximately $130.0 million of the net proceeds from the 2030 Note issuance to repurchase approximately 2.4 million shares of our common stock. In total, we repurchased 2.9 million shares at a cost of $153.9 million, excluding excise tax, during fiscal 2025. We repurchased 0.5 million shares at a cost of $18.0 million, excluding excise tax, during fiscal 2024.

Our objectives with regard to share repurchases have been to offset the dilution to our shares outstanding that results from equity compensation grants and to supplement our earnings per share growth. Our share repurchase program does not have an expiration date, does not require us to purchase a specific number of shares and may be modified, suspended or terminated at any time. Future decisions to repurchase shares are at the discretion of the Board and are based on several factors, including current and forecasted operating cash flows, capital needs associated with new restaurant development and maintenance of existing locations, dividend payments, debt levels and cost of borrowing, obligations associated with the FRC acquisition, our share price and current market conditions. The timing and number of shares repurchased are also subject to legal constraints and financial covenants under our credit facility that limit share repurchases based on a defined ratio. (See Notes 14 and 19 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of our repurchase authorization and methods and increased authorized amount under our share repurchase program, respectively.)

Contractual Obligations and Commercial Commitments

The following table summarizes our undiscounted contractual obligations and commercial commitments as of December 30, 2025 (amounts in millions):

	Payment Due by Period				
	Total	Less than 1 Year	1-3 Years	4-5 Years	More than 5 Years
Contractual obligations					
Recorded contractual obligations:					
Operating lease liabilities [1]	$ 2,291.0	$ 173.1	$ 342.2	$ 299.6	$1,476.1
Debt	644.0	69.0	575.0	—	—
Uncertain tax positions [2]	5.0	—	5.0	—	—
Unrecorded contractual obligations:					
Purchase obligations [3]	135.0	110.0	24.1	0.8	0.1
Real estate obligations [4]	392.9	85.2	50.4	22.9	234.4
Total	$ 3,467.9	$ 437.3	$ 996.7	$ 323.3	$1,710.6
Other commercial commitments					
Standby letters of credit	$ 33.5	$ 33.5	$ —	$ —	$ —

(1) Includes $817.4 million related to options to extend lease terms that are reasonably certain of being exercised. (See Note 11 in Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for discussion of leases.)
(2) Represents liability for uncertain tax positions. (See Note 17 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of income taxes.)
(3) Includes obligations for inventory purchases, equipment purchases, information technology and other miscellaneous commitments. Amounts exclude agreements that are cancelable without significant penalty.
(4) Real estate obligations include construction commitments, net of up-front landlord construction contributions, and legally binding minimum lease payments for leases signed but not yet commenced. Amounts exclude agreements that are cancelable without significant penalty.

The FRC acquisition agreement also included a contingent consideration provision which is payable annually from 2022 through 2027 and is based on achievement of revenue and profitability targets for the FRC brands other than North Italia and Flower Child. The liability for this contingent consideration provision was $24.6 million at December 30, 2025. See Note 2 in Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for discussion of the fair value measurement for this liability.

Cash Flow Outlook

We believe that our cash and cash equivalents, combined with expected cash flows provided by operations and available borrowings under the Revolver Facility, will provide us with adequate liquidity for the next 12 months and the foreseeable future.

As of December 30, 2025, we had no financing transactions, arrangements or other relationships with any unconsolidated entities or related parties. Additionally, we had no financing arrangements involving synthetic leases or trading activities involving commodity contracts.

Critical Accounting Estimates

Critical accounting policies are those we believe are most important to portraying our financial condition and results of operations and also require the greatest amount of subjective or complex judgments by management. Judgments and uncertainties regarding the application of these policies may result in materially different amounts being reported under various conditions or using different assumptions. We consider the following policies to be the most critical in understanding the judgment that is involved in preparing our consolidated financial statements.

Indefinite-Lived Intangible Assets

Goodwill and other indefinite-lived intangible assets are not amortized and are tested for impairment annually as of the first day of our fiscal fourth quarter or on an interim basis if events or changes in circumstances between annual tests indicate a potential impairment. First, we determine if, based on qualitative factors, it is more likely than not that an impairment exists. Factors considered include, but are not limited to, historical financial performance, wage, product and services inflation, competitive environment, macroeconomic and industry conditions, results of prior impairment tests and share price performance. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on our consolidated financial statements. If the qualitative assessment indicates that it is more likely than not that an impairment exists, then a quantitative assessment is performed.

The quantitative assessments require the use of estimates and assumptions regarding future cash flows and asset fair values. For the goodwill impairment test, the estimated fair value of the reporting units is determined using a blend of the income approach using a discounted cash flow analysis and the market capitalization approach. The fair value of the trade names and trademarks is estimated using the relief from royalty method. Key assumptions include projected revenue growth and operating expenses, discount rates, royalty rates and other factors that could affect fair value or otherwise indicate potential impairment. Estimates of revenue growth and operating expenses are based on internal projections and consider historical performance and forecasted growth, including assumptions related to the cost environment and macroeconomic and industry conditions. The discount rate is based on the estimated cost of capital that reflects the risk profile of the related business. These estimates, as well as the selection of comparable companies and valuation multiples used in the market approaches, are subjective, and our ability to realize future cash flows and asset fair values is affected by factors such as changes in economic conditions and operating performance. These fair value assessments could change materially if different estimates and assumptions were used.

We did not record any impairment charges related to indefinite-lived intangible assets in fiscal 2025, 2024 or 2023. (See Note 1 in Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of impairment testing.)

Long-Lived Assets

We assess the potential impairment of our long-lived assets on an annual basis or whenever events or changes in circumstances indicate that the carrying value of the assets or asset group may not be recoverable. Factors considered include, but are not limited to, negative cash flow, significant underperformance relative to historical or projected future operating results, significant changes in the manner in which an asset is being used, an expectation that an asset will be disposed of significantly before the end of its previously estimated useful life and significant negative industry or economic trends.

Assessing whether impairment testing is warranted and, if so, determining the amount of expense require the use of estimates and assumptions regarding future cash flows and asset fair values. Key assumptions include projected revenue growth and operating expenses, as well as forecasting asset useful lives and selecting an appropriate discount rate. Estimates of revenue growth and operating expenses are based on internal projections and consider the restaurant's historical performance, the local market economics and the business environment. The discount rate is based on the yield curve rate for U.S. Treasury securities with a duration that coincides with the period covered by the cash flows. These estimates are subjective and our ability to realize future cash flows and asset fair values is affected by factors such as changes in economic conditions and operating performance.

In fiscal 2025, we recorded $23.0 million of expense primarily related to the impairment of long-lived assets for one North Italia, one Grand Lux Cafe and four Other FRC locations (one previously partially impaired) and lease termination related to two Grand Lux Cafes (one that closed in fiscal 2023 and one that closed in early 2026) and one Other FRC (that closed in early 2026). In fiscal 2024, we recorded impairment of assets and lease termination expenses of $13.6 million primarily related to impairment of long-lived assets for one The Cheesecake Factory (previously partially impaired) and six Other FRC locations (one previously partially impaired) and lease termination income, net for four The Cheesecake Factory restaurants, one Grand Lux Cafe location, one Flower Child location, one Social Monk location and one Other FRC location (that closed in early fiscal 2025). In fiscal 2023, we recorded $29.5 million of expense primarily related to the impairment of three The Cheesecake Factory (one previously impaired), one North Italia (previously

impaired), one Other FRC and two Grand Lux Cafe lease terminations. (See Note 1 in Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion related to long-lived asset impairment.)

Leases

Lease terms include the build-out period for our leases where no rent payments are typically due under the terms of the lease, as well as options to renew when we deem we have significant economic incentive to exercise the extension. When determining if we have a significant economic incentive, we consider relevant factors, such as contractual, asset, entity and market-based considerations. Option periods are included in the lease term for the majority of our leases. Termination rights have not been factored into the lease terms since based on our probability assessment we are reasonably certain we will not terminate our leases.

We cannot determine the interest rate implicit in our leases because we do not have access to the lessor's estimated residual value or the amount of the lessor's deferred initial direct costs. Therefore, we use our incremental borrowing rate as the discount rate for our leases. Our incremental borrowing rate for a lease is the rate of interest we would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. Because we do not generally borrow on a collateralized basis, we derive an appropriate incremental borrowing rate using the interest rate we pay on our non-collateralized borrowings, adjusted for the amount of the lease payments, the lease term and the effect of designating specific collateral with a value equal to the unpaid lease payments for that lease.

The reasonably certain lease term and the incremental borrowing rate for each restaurant location require judgment by management and can impact the classification and accounting for a lease as operating or finance, the value of the operating lease asset and liability and the term over which leasehold improvements for each restaurant are depreciated. These judgments may produce materially different amounts of operating lease assets and liabilities, rent expense and interest expense than would be reported if different assumptions were used.

Recent Accounting Pronouncements

See Note 1 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for a summary of new accounting standards.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion of market risks contains forward-looking statements and should be read in conjunction with our consolidated financial statements and related notes in Part IV, Item 15 of this report, the "Risk Factors" in Part I, Item 1A of this report, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this report and the cautionary statements included throughout this report. Actual results may differ materially from the following discussion based on general conditions in the commodity and financial markets.

The cost of products and services used in our operations is subject to volatility due to the relative availability of labor and distribution, weather, natural disasters, inventory levels and other supply and/or demand impacting events such as geopolitical events, economic conditions or other unforeseen circumstances. Adverse weather and natural disasters may further exacerbate a number of these factors. In recent years, our operating results were impacted by geopolitical and macroeconomic events, causing supply chain challenges and significantly increased commodity and wage inflation. Our commodity and wage inflationary environment began returning to more historical levels in fiscal 2024.

We attempt to negotiate short-term and long-term agreements for some of our principal commodity, supply and equipment requirements, such as certain dairy products and poultry, depending on market conditions and expected demand. While we are in the process of contracting for certain key food and non-food supplies for fiscal 2026, these efforts may not be successful or yield our intended benefits. We continue to evaluate the possibility of entering into similar arrangements for other commodities and periodically evaluate hedging vehicles, such as direct financial instruments, to assist us in managing risk and variability associated with such commodities. As of the end of fiscal 2025, we had no hedging contracts in place.

Commodities for which we have not entered into contracts can be subject to unforeseen supply and cost fluctuations, which at times may be significant. Additionally, the cost of commodities subject to governmental regulation,

such as dairy and corn, can be especially susceptible to price fluctuation. Goods we purchase on the international market may be subject to even greater fluctuations in cost and availability, which could result from a variety of factors, including the value of the U.S. dollar relative to other currencies, international trade disputes, tariffs, geopolitical unrest and varying global demand. We may not have the ability to increase menu prices or vary menu items in response to food commodity price increases. For both fiscal 2025 and 2024, a hypothetical increase of 1% in food costs would have negatively impacted food and beverage costs by $8.1 million. (See Item 1A — Risk Factors — "Our inability to anticipate and react effectively to changes in the costs of key operating resources may increase our cost of doing business, which could materially adversely affect our financial performance.")

We are exposed to market risk from interest rate changes on our funded debt. This exposure relates to the component of the interest rate on the Revolver Facility that is indexed to market rates. As of December 30, 2025, we had no outstanding borrowings under the Revolver Facility. Based on outstanding borrowings at December 31, 2024, a hypothetical 1% rise in interest rates would have increased interest expense by $1.1 million on an annual basis. (See Note 10 of Notes to Consolidated Financial Statements in Part IV, Item 15 of this report for further discussion of our debt.)

We are also subject to market risk related to our investments in variable life insurance contracts used to support our Non-Qualified Plans to the extent these investments are not equivalent to the related liability. In addition, because changes in these investments are not taxable, gains and losses result in tax benefit and tax expense, respectively, and directly affect net income through the income tax provision. Based on balances at December 30, 2025 and December 31, 2024, a hypothetical 10% decline in the market value of our deferred compensation asset and related liability would not have impacted income before income taxes. However, under such scenario, net income would have declined by $3.2 million and $2.9 million at December 30, 2025 and December 31, 2024, respectively.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements required to be filed hereunder are set forth in Part IV, Item 15 of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We have established and maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only a reasonable assurance of achieving the desired control objectives, and management was necessarily required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 30, 2025.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our Board of

Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States ("GAAP") and includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we carried out an evaluation of the effectiveness of our internal control over financial reporting as of December 30, 2025 based on the criteria in "Internal Control - Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 30, 2025.

The effectiveness of our internal control over financial reporting as of December 30, 2025 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears in Part IV, Item 15 of this report.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rules 13a - 15(f) and 15d - 15(f) under the Securities Exchange Act of 1934) during the three months ended December 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

During the fiscal quarter ended December 30, 2025, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" (in each case, as defined in Item 408 of Regulation S-K).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not Applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

We have adopted a code of ethics which applies to our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, who are the Company's principal executive, financial and accounting officers, respectively, and the Company's other executive officers and members of the Board of Directors, entitled "Code of Ethics for Executive Officers, Senior Financial Officers and Directors." We have also adopted a code of ethics which applies to other employees entitled "Code of Ethics and Code of Business Conduct." The codes of ethics are available on our corporate website at *www.thecheesecakefactory.com* in the "Governance" section of our "Investors" page. The contents of our website are not incorporated by reference into this report. We intend to satisfy disclosure requirements under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the Code of Ethics for Executive Officers, Senior Financial Officers and Directors by posting such information on our website, at the address and location specified above, or as otherwise required by the Nasdaq Global Market. We have adopted a special trading policy and procedures (the "Trading Policy") governing the purchases, sale and other dispositions of our securities that applies to our directors, officers and certain other designated persons, with certain provisions generally applicable to all staff members. We also follow procedures for the repurchase of our securities. We believe that our Trading Policy and repurchase procedures are reasonably designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to us. A copy of our Trading Policy is filed as Exhibit 19.1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on February 24, 2025.

Information with respect to our executive officers is included in Part I, Item 1 of this report. Other information required by this item is hereby incorporated by reference from the sections entitled "Election of Directors," "The Board and Corporate Governance," and "Delinquent Section 16(a) Reports" in our Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is hereby incorporated by reference to the sections entitled "Directors Compensation," "Executive Compensation," "Compensation of Named Executive Officers" and "Compensation Committee Interlocks and Insider Participation" in the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is hereby incorporated by reference to the section entitled "Beneficial Ownership of Principal Stockholders and Management" and "Equity Compensation Plan Information" in the Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is hereby incorporated by reference to the sections entitled "Policies Regarding Review, Approval or Ratification of Transactions with Related Persons" and "The Board and Corporate Governance" in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is hereby incorporated by reference to the section entitled "Independent Registered Public Accounting Firm Fees and Services" (in the proposal entitled "Ratification of Selection of Independent Registered Public Accounting Firm") in the Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as a part of this Report:

(a) 1. Financial statements:
The consolidated financial statements required to be filed hereunder are listed in the Index to Consolidated Financial Statements on page 58 of this report.

2. Financial statement schedules:
All schedules have been omitted because they are not applicable, not required or the information has been otherwise supplied in the financial statements or notes to the financial statements.

3. Exhibits:
The Exhibits required to be filed hereunder are listed in the exhibit index included herein at page 93.

ITEM 16. FORM 10-K SUMMARY

None.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
The Cheesecake Factory Incorporated:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of The Cheesecake Factory Incorporated and subsidiaries (the Company) as of December 30, 2025 and December 31, 2024, the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 30, 2025, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 30, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 30, 2025 and December 31, 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 30, 2025, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 30, 2025 based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded

as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Evaluation of long-lived assets for impairment

As discussed in Notes 1, 6, and 11 to the consolidated financial statements, the Company assesses the potential impairment of long-lived assets on an annual basis or whenever events or changes in circumstances indicate the carrying value of the asset or asset group may not be recoverable. If the carrying amount of an asset group exceeds its estimated undiscounted future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset group exceeds the fair value of the asset group. The Company's property and equipment, net, and operating lease asset balances as of December 31, 2025 were $869.7 million and $1,444.8 million, respectively. Based upon the analyses performed, the Company recognized pre-tax impairment charges for long-lived assets of $23.0 million in fiscal year 2025.

We identified the evaluation of long-lived assets for impairment as a critical audit matter. The evaluation of the assumptions used in the undiscounted cash flow analysis and determination of fair value of certain long-lived assets resulted in the application of challenging auditor judgment. These assumptions include revenue growth and the operating margin.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's long-lived asset impairment assessment process. This included controls related to the determination of the undiscounted cash flow and fair value of the restaurant asset groups, and the related revenue growth and operating margin assumptions. For certain restaurant asset groups, we performed sensitivity analyses over the revenue growth and operating margin assumptions to assess the impact of changes in those assumptions on the Company's determination of the undiscounted cash flow and fair value of these restaurant asset groups. We compared the Company's prior year revenue growth and operating margin assumptions to current year actual results to assess the Company's ability to accurately forecast. We evaluated the Company's revenue growth and operating margin assumptions for certain restaurant asset groups by comparing the assumptions to the restaurant asset groups' historical and peer group performance.

/s/ KPMG LLP

We have served as the Company's auditor since 2018.
Los Angeles, California
February 23, 2026

THE CHEESECAKE FACTORY INCORPORATED
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	December 30, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	$ 215,729	$ 84,176
Accounts and other receivables	109,718	112,503
Income taxes receivable	20,702	17,417
Inventories	53,969	64,526
Prepaid expenses	54,710	54,691
Total current assets	454,828	333,313
Property and equipment, net	869,696	840,773
Other assets:		
Intangible assets, net	251,806	251,789
Operating lease assets	1,444,753	1,400,351
Other	240,589	215,534
Total other assets	1,937,148	1,867,674
Total assets	$ 3,261,672	$ 3,041,760
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 62,714	$ 62,092
Gift card liabilities	212,859	226,810
Operating lease liabilities	167,348	157,138
Other accrued expenses	265,275	265,380
Current portion of long-term debt	68,815	—
Total current liabilities	777,011	711,420
Long-term debt	561,259	452,062
Operating lease liabilities	1,332,413	1,299,020
Other noncurrent liabilities	154,562	135,803
Total liabilities	2,825,245	2,598,305
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Preferred stock, $.01 par value, 5,000,000 shares authorized; none issued and outstanding	—	—
Common stock, $.01 par value, 250,000,000 shares authorized; 109,546,812 shares issued and 49,635,893 shares outstanding at December 30, 2025 and 108,387,574 shares issued and 51,332,298 shares outstanding at December 31, 2024	1,095	1,084
Additional paid-in capital	1,008,155	956,107
Retained earnings	1,412,942	1,317,828
Treasury stock inclusive of excise tax, 59,910,919 and 57,055,276 shares at cost at December 30, 2025 and December 31, 2024, respectively	(1,984,722)	(1,829,953)
Accumulated other comprehensive loss	(1,043)	(1,611)
Total stockholders' equity	436,427	443,455
Total liabilities and stockholders' equity	$ 3,261,672	$ 3,041,760

See the accompanying notes to the consolidated financial statements.

THE CHEESECAKE FACTORY INCORPORATED
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	Fiscal Year		
	2025	2024	2023
Revenues	$ 3,751,806	$ 3,581,699	$ 3,439,503
Costs and expenses:			
Food and beverage costs	813,147	806,021	803,500
Labor expenses	1,312,894	1,264,382	1,227,895
Other operating costs and expenses	1,014,015	959,221	922,428
General and administrative expenses	244,915	228,737	217,449
Depreciation and amortization expenses	109,031	101,450	93,136
Impairment of assets and lease termination expenses	22,990	13,647	29,464
Acquisition-related contingent consideration, compensation and amortization expenses	14,449	2,429	11,686
Preopening costs	33,080	27,495	25,379
Total costs and expenses	3,564,521	3,403,382	3,330,937
Income from operations	187,285	178,317	108,566
Interest expense, net	(10,448)	(10,107)	(10,160)
Loss on extinguishment of debt	(15,891)	—	—
Other income, net	1,949	2,837	1,608
Income before income taxes	162,895	171,047	100,014
Income tax provision/(benefit)	14,468	14,264	(1,337)
Net income	$ 148,427	$ 156,783	$ 101,351
Net income per common share:			
Basic	$ 3.17	$ 3.28	$ 2.10
Diluted (Note 1)	$ 3.06	$ 3.20	$ 2.07
Weighted-average common shares outstanding:			
Basic	46,786	47,789	48,324
Diluted	48,551	48,974	49,050

See the accompanying notes to the consolidated financial statements.

THE CHEESECAKE FACTORY INCORPORATED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Fiscal Year		
	2025	2024	2023
Net income	$ 148,427	$ 156,783	$ 101,351
Other comprehensive gain/(loss):			
Foreign currency translation adjustment	568	(917)	288
Other comprehensive gain/(loss)	568	(917)	288
Total comprehensive income	$ 148,995	$ 155,866	$ 101,639

See the accompanying notes to the consolidated financial statements.

THE CHEESECAKE FACTORY INCORPORATED
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except per share data)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
	Shares	Amount					
Balance, January 3, 2023	106,323	$ 1,063	$ 887,485	$ 1,170,078	$ (1,765,641)	$ (982)	$ 292,003
Net income	—	—	—	101,351	—	—	101,351
Foreign currency translation adjustment	—	—	—	—	—	288	288
Cash dividends declared common stock, net of forfeitures, $1.08 per share	—	—	—	(55,190)	—	—	(55,190)
Stock-based compensation	872	9	25,957	—	—	—	25,966
Treasury stock purchases, inclusive of excise tax	—	—	—	—	(46,356)	—	(46,356)
Balance, January 2, 2024	107,195	1,072	913,442	1,216,239	(1,811,997)	(694)	318,062
Net income	—	—	—	156,783	—	—	156,783
Foreign currency translation adjustment	—	—	—	—	—	(917)	(917)
Cash dividends declared common stock, net of forfeitures, $1.08 per share	—	—	—	(55,194)	—	—	(55,194)
Stock-based compensation	885	9	30,193	—	—	—	30,202
Common stock issued under stock-based compensation plans	308	3	12,472	—	—	—	12,475
Treasury stock purchases, inclusive of excise tax	—	—	—	—	(17,956)	—	(17,956)
Balance, December 31, 2024	108,388	1,084	956,107	1,317,828	(1,829,953)	(1,611)	443,455
Net income	—	—	—	148,427	—	—	148,427
Foreign currency translation adjustment	—	—	—	—	—	568	568
Cash dividends declared common stock, net of forfeitures, $1.08 per share	—	—	—	(53,313)	—	—	(53,313)
Stock-based compensation	618	6	27,445	—	—	—	27,451
Common stock issued under stock-based compensation plans	541	5	24,603	—	—	—	24,608
Treasury stock purchases, inclusive of excise tax	—	—	—	—	(154,769)	—	(154,769)
Balance, December 30, 2025	109,547	$ 1,095	$ 1,008,155	$ 1,412,942	$ (1,984,722)	$ (1,043)	$ 436,427

See the accompanying notes to the consolidated financial statements.

THE CHEESECAKE FACTORY INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Fiscal Year		
	2025	2024	2023
Cash flows from operating activities:			
Net income	$ 148,427	$ 156,783	$ 101,351
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization expenses	109,031	101,450	93,136
Impairment of assets and lease termination expenses	19,325	12,769	26,998
Loss on extinguishment of debt	15,891	—	—
Deferred income taxes	(6,705)	(6,062)	(15,715)
Stock-based compensation	27,234	29,962	25,781
Payment of deferred consideration and compensation in excess of acquisition-date fair value	(8,714)	(6,506)	—
Changes in assets and liabilities:			
Accounts and other receivables	(4,083)	(1,719)	(98)
Income taxes receivable/payable	(3,285)	3,253	852
Inventories	10,561	(6,883)	(2,092)
Prepaid expenses	(30)	8,347	(14,694)
Operating lease assets/liabilities	(9,825)	(32,303)	(27,113)
Other assets	(17,810)	(13,995)	(14,504)
Accounts payable	1,695	(1,827)	3,971
Gift card liabilities	(13,956)	3,904	3,104
Other accrued expenses	33,525	21,152	37,424
Cash provided by operating activities	301,281	268,325	218,401
Cash flows from investing activities:			
Additions to property and equipment	(146,204)	(160,364)	(151,565)
Additions to intangible assets	(1,056)	(1,054)	(1,658)
Other	—	321	(274)
Cash used in investing activities	(147,260)	(161,097)	(153,497)
Cash flows from financing activities:			
Acquisition-related deferred consideration and compensation	—	—	(24,243)
Borrowings on credit facility	—	—	15,000
Repayments on credit facility	(110,000)	(20,000)	(15,000)
Proceeds from long-term convertible debt	575,000	—	—
Repayment on long-term convertible debt, including premium on extinguishment	(289,800)	—	—
Issuance costs associated with long-term debt	(16,503)	—	—
Proceeds from exercise of stock options	24,608	12,475	—
Common stock dividends paid	(52,192)	(53,041)	(53,207)
Treasury stock purchases, inclusive of excise tax	(153,896)	(18,228)	(46,085)
Cash used in financing activities	(22,783)	(78,794)	(123,535)
Foreign currency translation adjustment	315	(548)	144
Net change in cash and cash equivalents	131,553	27,886	(58,487)
Cash and cash equivalents at beginning of period	84,176	56,290	114,777
Cash and cash equivalents at end of period	$ 215,729	$ 84,176	$ 56,290
Supplemental disclosures:			
Interest paid	$ 8,682	$ 12,891	$ 9,764
Income taxes paid [1]	$ 22,779	$ 19,119	$ 14,473
Construction payable	$ 16,863	$ 24,252	$ 16,815

(1) Pursuant to ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, income taxes paid for fiscal 2025 are presented net of refunds received. See Note 17 for a summary of income taxes paid in fiscal 2025 by category and jurisdiction. Prior year disclosures are presented under previous guidance.

See the accompanying notes to the consolidated financial statements.

1. Summary of Significant Accounting Policies

Description of Business

The Cheesecake Factory Incorporated is a leader in experiential dining. We are culinary forward and relentlessly focused on hospitality. As of February 23, 2026, we own and operate 368 restaurants throughout the United States and Canada under brands including The Cheesecake Factory® (216 locations), North Italia® (48 locations), Flower Child® (43 locations) and a collection within our Fox Restaurant Concepts ("Other FRC") portfolio (55 locations). Internationally, 35 The Cheesecake Factory® restaurants operate under licensing agreements. Our bakery division operates two facilities that produce quality cheesecakes and other baked products for our restaurants, international licensees and third-party bakery customers.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of The Cheesecake Factory Incorporated and its wholly owned subsidiaries (referred to herein collectively as the "Company," "we," "us" and "our") and are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). All intercompany accounts and transactions for the periods presented have been eliminated in consolidation.

We utilize a 52/53-week fiscal year ending on the Tuesday closest to December 31 for financial reporting purposes. Fiscal years 2025, 2024 and 2023 each consisted of 52 weeks. Fiscal year 2026 will consist of 52 weeks.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions for the reporting periods covered by the financial statements. These estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent liabilities. Actual results could differ from these estimates.

Geopolitical and Other Macroeconomic Impacts to our Operating Environment

In recent years, our operating results were impacted by geopolitical and macroeconomic events, causing supply chain challenges and significantly increased commodity and wage inflation. Our commodity and wage inflationary environment began returning to more historical levels in fiscal 2024.

The impact of ongoing geopolitical and macroeconomic events, including evolving government policies and global trade and tariff dynamics, could lead to further wage inflation, product and services cost inflation, disruptions in the supply chain, staffing challenges, shifts in consumer behavior, and delays in new restaurant openings. Adverse weather conditions and natural disasters may further exacerbate a number of these factors. Any of these factors may have an adverse impact on our business and materially adversely affect our financial performance.

Cash and Cash Equivalents

Amounts receivable from credit card processors, totaling $20.3 million and $30.4 million at December 30, 2025 and December 31, 2024, respectively, are considered cash equivalents because they are both short-term and highly liquid in nature and are typically converted to cash within three days of the sales transaction. Our cash management system provides for the funding of all major bank disbursement accounts on a daily basis as checks are presented for payment. Under this system, outstanding checks are in excess of the cash balances at certain banks, which creates book overdrafts. Book overdrafts are presented as a current liability in other accrued expenses on our consolidated balance sheet.

Concentration of Credit Risk

Financial instruments that potentially subject us to a concentration of credit risk are cash and cash equivalents and receivables. We maintain our day-to-day operating cash balances in non-interest-bearing transaction accounts, which are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. We invest our excess cash in a money market deposit account, which is insured by the FDIC up to $250,000. Although we maintain balances that exceed the federally insured limit, we have not experienced any losses related to these balances, and we believe credit risk to be minimal.

We consider the concentration of credit risk for accounts receivable from our bakery customers to be minimal due to the payment histories and general financial condition of our larger bakery accounts. Concentration of credit risk related to other receivables is limited as this balance is comprised primarily of amounts due from our gift card distributors, insurance providers and delivery partner.

Inventories

Inventories consist of restaurant food and other supplies, bakery raw materials and bakery finished goods and are stated at the lower of cost or net realizable value on an average cost basis at the restaurants and on a first-in, first-out basis at the bakeries.

Property and Equipment

We record property and equipment at cost less accumulated depreciation. Improvements are capitalized, while repairs and maintenance costs are expensed as incurred. Depreciation is calculated using the straight-line method over the estimated useful life of the assets or the reasonably certain lease term, whichever is shorter. Leasehold improvements include the cost of our internal development and construction department. Depreciation periods are as follows:

Buildings and land improvements	30 years
Leasehold improvements	10 to 30 years
Furnishings, fixtures and equipment	3 to 15 years [(1)]
Computer software and equipment	5 years

(1) Other than certain types of restaurant equipment with estimated useful lives that equal or exceed the reasonably certain lease term, in which case the reasonably certain lease term is utilized.

Gains and losses related to property and equipment disposals are recorded in depreciation and amortization expenses.

Impairment of Long-Lived Assets and Lease Termination Expenses

We assess the potential impairment of our long-lived assets on an annual basis or whenever events or changes in circumstances indicate the carrying value of the assets or asset group may not be recoverable. Factors considered include, but are not limited to, negative cash flow, significant underperformance relative to historical or projected future operating results, significant changes in the manner in which an asset is being used, an expectation that an asset will be disposed of significantly before the end of its previously estimated useful life and significant negative industry or economic trends. At any given time, we may be monitoring a number of locations, and future impairment charges could be required if individual restaurant performance does not improve or we make the decision to close or relocate a restaurant.

Long-lived assets are grouped with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Impairment testing is performed at the individual restaurant asset group level, which is inclusive of property and equipment and lease right-of-use assets. Recoverability is assessed by comparing the carrying value of the assets to the undiscounted cash flows expected to be generated by those assets. Impairment losses are measured as the amount by which the carrying values of the assets exceed their fair value, which is determined based on discounted future net cash flows expected to be generated by the assets.

In fiscal 2025, we recorded $23.0 million of expense primarily related to the impairment of long-lived assets for one North Italia, one Grand Lux Cafe and four Other FRC locations (one previously partially impaired) and lease termination expense, net related to two Grand Lux Cafes (one that closed in fiscal 2023 and one that closed in early 2026) and one Other FRC (that closed in early 2026). In fiscal 2024, we recorded $13.6 million of expense primarily related to the impairment of long-lived assets for one The Cheesecake Factory (previously partially impaired) and six Other FRC locations (one previously partially impaired) and lease termination income, net for four The Cheesecake Factory restaurants, one Grand Lux Cafe location, one Flower Child location, one Social Monk location and one Other FRC location (that closed in early fiscal 2025). In fiscal 2023, we recorded $29.5 million of expense primarily related to the impairment of long-lived assets for three The Cheesecake Factory (one previously impaired), one North Italia (previously impaired), one Other FRC and two Grand Lux Cafe lease terminations. These amounts are recorded in impairment of assets and lease terminations on the consolidated statements of income.

Intangible Assets

The following table presents components of intangible assets, net (in thousands):

	Fiscal year ended	
	December 30, 2025	**December 31, 2024**
Indefinite-lived intangible assets:		
Goodwill	$ 1,451	$ 1,451
Trade names and trademarks	234,780	234,566
Transferable alcoholic beverage licenses	8,295	8,140
Total indefinite-lived intangible assets	244,526	244,157
Definite-lived intangible assets, net:		
Licensing agreements	3,620	4,111
Non-transferable alcoholic beverage licenses	3,660	3,521
Total definite-lived intangible assets	7,280	7,632
Total intangible assets, net	$ 251,806	$ 251,789

Goodwill and other indefinite-lived intangible assets are not amortized and are tested for impairment annually as of the first day of our fiscal fourth quarter or on an interim basis if events or changes in circumstances between annual tests indicate a potential impairment. First, we determine if, based on qualitative factors, it is more likely than not that an impairment exists. Factors considered include, but are not limited to, historical financial performance, wage, product and services inflation, competitive environment, macroeconomic and industry conditions, results of prior impairment tests and share price performance. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on our consolidated financial statements. If the qualitative assessment indicates that it is more likely than not that an impairment exists, then a quantitative assessment is performed. The quantitative assessments require the use of estimates and assumptions regarding future cash flows and asset fair values. Key assumptions include projected revenue growth and operating expenses, discount rates, royalty rates, valuation multiples and other factors that could affect fair value or otherwise indicate potential impairment. Such assessments could change materially if different estimates and assumptions were used.

We performed our annual impairment assessment of indefinite-lived intangible assets as of the first day of the fourth quarters of fiscal 2025, 2024 and 2023 and concluded there was no impairment.

Definite-lived intangible assets are amortized on a straight-line basis over their estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable based on estimated undiscounted future cash flows. If impaired, the asset or asset group is written down to fair value based on discounted future cash flows. We performed our annual impairment assessment of definite-lived intangible assets as of the first day of the fourth quarters of fiscal 2025, 2024 and 2023. We concluded there was no impairment for fiscal 2025, 2024 and 2023. Amortization expenses related to our definite-lived intangible assets were $0.8 million, $0.7 million and $0.8 million for fiscal 2025, 2024 and 2023, respectively. Definite-lived intangible assets will be amortized over one to 50 years.

We evaluate the useful lives of our intangible assets, other than goodwill, at each reporting period to determine if they are definite or indefinite-lived. A determination on useful life requires judgments and assumptions regarding the

future effects of obsolescence, demand, competition, other economic factors (such as the stability of the industry, legislative action that results in an uncertain or changing regulatory environment and expected changes in distribution channels), the level of required maintenance expenditures and the expected lives of other related groups of assets.

Revenue Recognition

Our revenues consist of sales at our Company-owned restaurants, sales from our bakery operations to our licensees and other third-party customers, royalties from our licensees' restaurant sales and from consumer packaged goods sales, and licensee development and site fees. Revenues are presented net of sales taxes. Sales tax collected is included in other accrued expenses until the taxes are remitted to the appropriate taxing authorities.

Revenues from restaurant sales are recognized when payment is tendered at the point of sale. Revenues from bakery sales are recognized upon transfer of title and risk to customers. Royalty revenues are recognized in the period the related sales occur, utilizing the sale-based royalty exception available under current accounting guidance. Our consumer packaged goods minimum guarantees do not require distinct performance obligations. Therefore, related revenue is recognized on a straight-line basis over the life of the applicable agreements. As our development and site fee agreements do not contain distinct performance obligations, related revenue is recognized on a straight-line basis over the life of the applicable agreements, ranging from one to 15 years. Deferred and recognized revenue for new minimum guarantees for consumer packaged goods and for new site and development agreements were immaterial in all periods presented.

We recognize a liability upon the sale of our gift cards and recognize revenue when these gift cards are redeemed in our restaurants. Based on our historical redemption patterns, we can reasonably estimate the amount of gift cards for which redemption is remote, which is referred to as "breakage." Breakage is recognized over a three-year period in proportion to historical redemption trends and is classified as revenues in our consolidated statements of income. We recognized $24.5 million, $7.3 million and $7.3 million of gift card breakage in fiscal years 2025, 2024 and 2023, respectively. Incremental direct costs related to gift card sales, including commissions and credit card fees, are deferred and recognized in earnings in the same pattern as the related gift card revenue. As part of our annual assessment of gift card breakage during fiscal 2025, we had a change in historical redemption pattern related to gift cards and aligned the recognition of gift card breakage to the updated estimated redemption pattern. As a result, in fiscal 2025, we recognized $17.3 million of additional gift card breakage.

Certain of our promotional programs include multiple element arrangements that incorporate various performance obligations. We allocate revenue using the relative selling price of each performance obligation considering the likelihood of redemption and recognize revenue upon satisfaction of each performance obligation. During fiscal 2025, we deferred and recognized previously deferred revenue of $26.8 million and $26.1 million, respectively, related to promotional programs. During fiscal 2024, we deferred and recognized previously deferred revenue of $31.3 million and $27.3 million, respectively, related to promotional programs. During fiscal 2023, we deferred and recognized previously deferred revenue of $27.5 million and $23.3 million, respectively, related to promotional programs.

Leases

We currently lease all of our restaurant locations, generally with initial terms of 10 to 20 years plus two five-year renewal options. Our leases typically require contingent rent above the minimum base rent payments based on a percentage of revenues ranging from 2% to 10%, have escalating minimum rent requirements over the term of the lease and require payment for various expenses incidental to the use of the property. A majority of our leases provide for a reduced level of overall rent obligation if specified co-tenancy requirements are not satisfied. We expend cash for leasehold improvements and furniture, fixtures, and equipment to build out and equip our leased premises. We may also expend cash for structural additions that we make to leased premises. Generally, a portion of the leasehold improvements and building costs are reimbursed to us by our landlords as construction contributions. If obtained, landlord construction contributions usually take the form of up-front cash, full or partial credits against our future minimum or percentage rents, or a combination thereof. We do not meet any of the accounting criteria under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 842, Leases, for being the owner of the asset under construction. Many of our leases provide early termination rights permitting us to terminate the lease prior to expiration in the event our revenues are below a stated level for a period of time, generally conditioned upon repayment of the unamortized landlord contributions.

In addition to leases for our restaurant locations, we also lease automobiles and certain equipment that is used in the restaurants, bakeries and corporate office. The leases for our restaurant locations, automobiles and certain restaurant equipment are included in our operating lease assets and liabilities. All other leases are immaterial or qualify for the short-term lease exclusion.

The assessment of whether a contract is or contains a lease is performed at contract inception. A lease is defined as a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is defined as having both the right to obtain substantially all the economic benefits from the use of the asset and to direct how and for what purpose the asset is used.

At lease commencement, we evaluate each material lease and those that don't qualify for the short-term exclusion to determine its appropriate classification as an operating or finance lease. All of the leases evaluated meet the criteria for classification as operating leases. For restaurant leases that existed as of the adoption of ASC 842, we continued to apply our historical practice of excluding executory costs, and only minimum base rent was factored into the initial operating lease liability and corresponding lease asset. For restaurant leases beginning after adoption of ASC 842, we have elected the single lease component practical expedient. Operating lease assets and liabilities are recorded on the balance sheet at lease commencement based on the present value of minimum base rent and other fixed payments over the reasonably certain lease term. The difference between the amounts we expend for structural costs and the construction contributions received from our landlords is recorded as an adjustment to the operating lease asset. Lease terms include the build-out period for our leases where no rent payments are typically due under the terms of the lease, as well as options to renew when we deem we have significant economic incentive to exercise the extension. When determining if we have a significant economic incentive, we consider relevant factors, such as contractual, asset, entity and market-based considerations. Option periods are included in the lease term for the majority of our leases. Termination rights have not been factored into the lease terms since based on our probability assessment we are reasonably certain we will not terminate our leases.

We cannot determine the interest rate implicit in our leases because we do not have access to the lessor's estimated residual value or the amount of the lessor's deferred initial direct costs. Therefore, we use our incremental borrowing rate as the discount rate for our leases. Our incremental borrowing rate for a lease is the rate of interest we would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. Because we do not generally borrow on a collateralized basis, we derive an appropriate incremental borrowing rate using the interest rate we pay on our non-collateralized borrowings, adjusted for the amount of the lease payments, the lease term and the effect of designating specific collateral with a value equal to the unpaid lease payments for that lease.

We monitor for events or changes in circumstances that require reassessment of our leases. When a reassessment results in the re-measurement of a lease liability, a corresponding adjustment is made to the carrying amount of the operating lease asset. We also assess the potential impairment of our operating lease assets under long-lived asset impairment guidance in ASC 360, Property, Plant, and Equipment: Impairment or disposal on long-lived assets.

Rent expense included in our operating lease assets is recognized on a straight-line basis. Contingent rent expense is recorded as incurred to the extent it exceeds minimum base rent per the lease agreement. Variable lease payments, which primarily consist of real estate taxes, common area maintenance charges, insurance cost and other operating expenses, are not included in the operating lease right-of-use asset or operating lease liability balances and are recognized as incurred. Rent expense is included in other operating costs and expenses in the consolidated statements of income.

The reasonably certain lease term and the incremental borrowing rate for each restaurant location require judgment by management and can impact the classification and accounting for a lease as operating or finance, the value of the operating lease asset and liability and the term over which leasehold improvements for each restaurant are depreciated. These judgments may produce materially different amounts of operating lease assets and liabilities, rent expense and interest expense than would be reported if different assumptions were used.

Self-Insurance Liabilities

We retain financial responsibility for a significant portion of our risks and associated liabilities with respect to workers' compensation, general liability, staff member health benefits, employment practices and other insurable risks.

The accrued liabilities associated with these programs are based on our estimate of the ultimate costs to settle known claims, as well as claims incurred but not yet reported to us ("IBNR") as of the balance sheet date and are recorded in other accrued expenses. Our estimated liabilities, which are not discounted, are based on information provided by our insurance brokers and insurers, combined with our judgment regarding a number of assumptions and factors, including the frequency and severity of claims, claims development history, case jurisdiction, applicable legislation and our claims settlement practices. Significant judgment is required to estimate IBNR amounts, as parties have yet to assert such claims. If actual claims trends, including the severity or frequency of claims, differ from our estimates, our financial results could be impacted.

Stock-Based Compensation

We maintain stock-based incentive plans under which equity awards may be granted to staff members, consultants and non-employee directors. We account for the awards based on fair value measurement guidance and amortize to expense over the vesting period using a straight-line or graded-vesting schedule, as applicable. (See Note 15 for further discussion of our stock-based compensation.)

Advertising Costs

We expense advertising production costs at the time the advertising first takes place. All other advertising costs are expensed as incurred. Most of our advertising costs are included in other operating costs and expenses and were $44.3 million, $37.3 million and $34.0 million in fiscal 2025, 2024 and 2023, respectively.

Preopening Costs

Preopening costs include all costs to relocate and compensate restaurant management staff members during the preopening period, costs to recruit and train hourly restaurant staff members, and wages, travel and lodging costs for our opening training team and other support staff members. Also included are expenses for maintaining a roster of trained managers for pending openings, the associated temporary housing and other costs necessary to relocate managers in alignment with future restaurant opening and operating needs, and corporate travel and support activities. We expense preopening costs as incurred.

Income Taxes

We provide for federal, state and foreign income taxes currently payable and for deferred taxes that result from differences between financial accounting rules and tax laws governing the timing of recognition of various income and expense items. We recognize deferred income tax assets and liabilities for the future tax effects of such temporary differences based on the difference between the financial statement and tax bases of existing assets and liabilities using the statutory rates expected in the years in which the differences are expected to reverse. The effect on deferred taxes of any enacted change in tax rates is recognized in income in the period that includes the enactment date. Income tax credits are recorded as a reduction of tax expense.

We routinely evaluate the likelihood of realizing the benefit of our deferred tax assets and record a valuation allowance if, based on all available evidence, we determine that some portion of the tax benefit will not be realized. In evaluating our ability to recover our deferred tax assets within the jurisdictions from which they arise, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies (when applicable) and results of recent operations. If we later determine that we would be able to realize our deferred tax assets in excess of their net recorded amount, we adjust the deferred tax asset valuation allowance and reduce income tax expense.

We evaluate our exposures associated with our various tax filing positions and recognize a tax benefit from an uncertain tax position only if it is more-likely-than-not that the position will be sustained upon examination by the relevant taxing authorities based solely on its technical merits, taking into account available administrative remedies and litigation. If this threshold is met, we recognize only the portion of the tax benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. We record a liability for any portion of the tax benefit that does not meet these recognition and measurement criteria and we adjust this liability through income tax expense in the period in which the uncertain tax position is effectively settled, when the statute of limitations expires for the relevant taxing authority to

examine the tax position or when new information becomes available. We recognize interest and penalties related to uncertain tax positions in income tax expense.

Net Income per Share

Basic net income per share is computed by dividing net income by the weighted-average number of common shares outstanding during the period, reduced by unvested restricted stock awards. At December 30, 2025, December 31, 2024 and January 2, 2024, 3.2 million shares, 3.2 million shares and 2.9 million shares, respectively, of restricted stock and restricted stock units issued were unvested and, therefore, excluded from the calculation of basic earnings per share for the fiscal years ended on those dates.

Diluted net income per share is computed by dividing net income by the weighted-average number of common stock equivalents outstanding for the period. Common stock equivalents for our convertible senior notes due 2026 ("2026 Notes") and our convertible senior notes due 2030 ("2030 Notes") are determined by application of the if-converted method, and common stock equivalents for outstanding stock options, restricted stock and restricted stock units are determined by the application of the treasury stock method.

	Fiscal Year		
	2025	2024	2023
	(In thousands, except per share data)		
Net income	$ 148,427	$ 156,783	$ 101,351
Basic weighted average shares outstanding	46,786	47,789	48,324
Dilutive effect of equity awards [1]	1,765	1,185	726
Diluted weighted average shares outstanding	48,551	48,974	49,050
Basic net income per share	$ 3.17	$ 3.28	$ 2.10
Diluted net income per share	$ 3.06	$ 3.20	$ 2.07

(1) Shares of common stock equivalents related to outstanding stock options, restricted stock and restricted stock units of 1.0 million, 2.2 million and 2.9 million for fiscal 2025, 2024 and 2023, respectively, were excluded from the diluted calculation due to their anti-dilutive effect. No shares of common stock equivalents related to the 2026 Notes or 2030 Notes were included in the diluted calculation due to their anti-dilutive effect.

Comprehensive Income

Comprehensive income includes all changes in equity during a period except those resulting from investment by and distribution to owners. Our comprehensive income consists of net income and translation gains/(losses) related to our Canadian restaurant operations.

Foreign Currency

The Canadian dollar is the functional currency for our Canadian restaurant operations. Revenue and expense accounts are translated into U.S. dollars using the average exchange rates during the reporting period. Assets and liabilities are translated using the exchange rates in effect at the reporting period end date. Equity accounts are translated at historical rates, except for the change in retained earnings which is the result of the income statement translation process. Translation gains and losses are reported as a separate component in our consolidated statements of comprehensive income and would only be realized upon the sale or upon complete or substantially complete liquidation of the business. Gains and losses from foreign currency transactions are recognized in our consolidated statements of income in other income, net.

Recent Accounting Pronouncements

Recently Adopted Accounting Standards and Tax Legislation

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which updates income tax disclosures related to the rate reconciliation and requires disclosure of income taxes paid by jurisdiction. The amendment also provides further disclosure comparability. The amendment is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The amendment should be applied prospectively. However, retrospective application is permitted. We adopted this standard as of the end of fiscal 2025 using the prospective transition method and such adoption did not have a significant impact on our disclosures.

On July 4, 2025, the U.S. enacted H.R. 1 (a bill "To provide for reconciliation pursuant to Title II of H. Con. Res. 14"). The legislation includes several provisions that may impact the timing and magnitude of certain tax deductions and provides for the permanent extension of several business tax benefits originally introduced under the 2017 Tax Cuts and Jobs Act. The enactment of H.R. 1 did not have a material impact on the consolidated financial statements.

Recently Issued Accounting Standards

In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40), which requires more detailed disclosures of certain categories of expenses such as inventory purchases, employee compensation and depreciation that are components of existing expense captions presented on the face of the income statement. The amendment is effective for fiscal years beginning after December 15, 2026. Early adoption is permitted. The amendment should be applied prospectively. However, retrospective application is permitted. Management is currently evaluating this ASU to determine its impact on our disclosures.

In November 2024, the FASB issued ASU 2024-04, Debt- Debt with Conversion and Other Options (Topic 470): Induced Conversions of Convertible Debt Instruments, which clarifies the requirements for determining whether certain settlements of convertible debt instruments should be accounted for as an induced conversion. The amendments in this update also clarify that the induced conversion guidance applies to a convertible debt instrument that is not currently convertible as long as it had a substantive conversion feature as of both its issuance date and the date the inducement offer is accepted. The amendment is effective for fiscal years beginning after December 15, 2025. Early adoption is permitted. The amendment should be applied prospectively. However, retrospective application is permitted. Management is currently evaluating this ASU to determine its impact on our consolidated financial statements.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets, which provides a practical expedient permitting an entity to assume that conditions at the balance sheet date remain unchanged over the life of the asset when estimating expected credit losses for current accounts receivable and current contract assets. This ASU is effective for annual reporting periods beginning after December 15, 2025, and for interim periods within those annual reporting periods, with early adoption permitted. The amendments in the ASU should be applied prospectively. We will adopt this ASU in the first quarter of fiscal 2026 using the practical expedient and adoption is not expected to have a material impact on our consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software, which amends certain aspects of the accounting and disclosure for internal-use software costs. The ASU removes all references to prescriptive and sequential software development stages. The ASU requires entities to begin capitalizing software costs when management authorizes and commits to funding the software project, and it is probable that the project will be completed and the software will be used for its intended purpose. The amendments in this ASU are effective for fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments can be applied prospectively, retrospectively, or via a modified prospective transition method. Management is currently evaluating this ASU to determine its impact on our consolidated financial statements.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements, which clarifies interim disclosure requirements by improving the navigability of the required interim disclosures and clarifying when that guidance is applicable. The standard is effective for interim reporting periods within

annual reporting periods beginning after December 15, 2027. Early adoption is permitted. Management is currently evaluating this ASU to determine its impact on our disclosures.

2. Fair Value Measurements

Fair value measurements are estimated based on valuation techniques and inputs categorized as follows:

- Level 1: Quoted prices in active markets for identical assets or liabilities
- Level 2: Observable inputs other than quoted prices in active markets for identical assets and liabilities
- Level 3: Unobservable inputs in which little or no market activity exists, therefore requiring the Company to develop its own assumptions

The following tables present the components and classification of our assets and liabilities that are measured at fair value on a recurring basis (in thousands):

	December 30, 2025		
	Level 1	Level 2	Level 3
Assets/(Liabilities)			
Non-qualified deferred compensation assets	$ 126,142	$ —	$ —
Non-qualified deferred compensation liabilities	(125,208)	—	—
Acquisition-related contingent consideration and compensation liability	—	—	(24,628)

	December 31, 2024		
	Level 1	Level 2	Level 3
Assets/(Liabilities)			
Non-qualified deferred compensation assets	$ 108,093	$ —	$ —
Non-qualified deferred compensation liabilities	(108,166)	—	—
Acquisition-related contingent consideration and compensation liability	—	—	(20,155)

Changes in the fair value of non-qualified deferred compensation assets and liabilities are recognized in other income, net in our consolidated statements of income. Changes in the fair value of the acquisition-related contingent consideration and compensation liability are recognized in acquisition-related contingent consideration, compensation and amortization expenses in our consolidated statements of income.

The following table presents a reconciliation of the beginning and ending amounts of the fair value of the acquisition-related contingent consideration and compensation liability categorized as Level 3 (in thousands):

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Beginning balance	$ 20,155	$ 25,495
Payment	(8,714)	(6,506)
Change in fair value	13,187	1,166
Ending balance	$ 24,628	$ 20,155

The fair value of the acquisition-related contingent consideration and compensation liability was based on estimated future revenues, margins and probability of achievement given recent performance, discount rate and has no minimum or maximum payment. During fiscal 2025, the fair value of the contingent consideration and compensation liability increased by $4.5 million due to a $10.5 million increase in the fair value primarily stemming from updating the probability of achievement and $2.7 million of amortization, partially offset by a payment of $8.7 million per the FRC acquisition agreement. During fiscal 2024, the fair value of the contingent consideration and compensation liability decreased by $5.3 million due to a payment of $6.5 million per the FRC acquisition agreement and a $1.9 million decrease in the fair value primarily stemming from a change in the volatility factors, as well as a decrease in estimated fiscal 2025 revenues and future revenues utilized in the calculation, partially offset by $3.1 million of amortization.

During fiscal 2023, the fair value of the contingent consideration and compensation liability decreased by $3.1 million due to a payment of $13.0 million per the FRC acquisition agreement, partially offset by $9.9 million increase in the fair value primarily stemming from a change in the volatility factors, as well as an increase in fiscal 2023 revenues and estimated future revenues utilized in the calculation and amortization.

The fair values of our cash and cash equivalents, accounts receivable, income taxes receivable, other receivables, prepaid expenses, accounts payable, income taxes payable and other accrued expenses approximate their carrying amounts due to their short duration. The fair value of our Revolver Facility (as defined below) approximates carrying value due to the variable interest rate.

At December 30, 2025 and December 31, 2024, we had $69.0 million and $345.0 million aggregate principal amount of 2026 Notes outstanding. The estimated fair value of the 2026 Notes based on a market approach as of December 30, 2025 and December 31, 2024 was approximately $67.5 million and $339.5 million, respectively, and determined based on the estimated or actual bids and offers of the 2026 Notes in an over-the-counter market on the last business day of the reporting period. The decrease in the fair value of the 2026 Notes was primarily due to a decrease in our stock price from the date of the issuance of the 2026 Notes. As of December 30, 2025, we had $575.0 million aggregate principal amount of 2030 Notes outstanding. The estimated fair value of the 2030 Notes based on a market approach as of December 30, 2025 was approximately $563.5 million and was determined based on the estimated or actual bids and offers of the 2030 Notes in an over-the-counter market on the last business day of the reporting period. The decrease in the fair value of the 2030 Notes was primarily due to a decrease in our stock price from the date of the issuance of the 2030 Notes. See Note 10 for further discussion of the 2026 Notes and 2030 Notes.

3. Accounts and Other Receivables

Accounts and other receivables consisted of (in thousands):

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Gift card distributors	$ 32,805	$ 34,767
Bakery customers	17,747	14,711
Insurance providers	16,903	11,013
Landlord construction contributions	14,358	21,229
Delivery partner	7,359	7,702
Other	20,546	23,081
Total	$ 109,718	$ 112,503

4. Inventories

Inventories consisted of (in thousands):

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Restaurant food and supplies [1]	$ 28,736	$ 35,141
Bakery finished goods and work in progress [2]	14,896	20,210
Bakery raw materials and supplies	10,337	9,175
Total	$ 53,969	$ 64,526

(1) The decrease in restaurant food and supplies is primarily driven by a write-down of gift card inventory in fiscal 2025.

(2) The decrease in bakery finished goods and work in progress inventory primarily stems from higher than forecasted sales to third-party bakery customers during the fourth quarter of fiscal 2025.

5. Prepaid Expenses

Prepaid expenses consisted of (in thousands):

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Gift card contract assets	$ 17,958	$ 18,447
Prepaid rent	21,996	21,050
Other	14,756	15,194
Total	$ 54,710	$ 54,691

6. Property and Equipment

Property and equipment consisted of (in thousands):

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Land and related improvements	$ 17,449	$ 17,303
Buildings	44,985	44,532
Leasehold improvements	1,400,048	1,330,910
Furnishings, fixtures and equipment	718,320	658,064
Computer software and equipment	59,050	55,667
Restaurant smallwares	43,848	39,888
Construction in progress	43,627	75,429
Property and equipment, total	2,327,327	2,221,793
Less: Accumulated depreciation	(1,457,631)	(1,381,020)
Property and equipment, net	$ 869,696	$ 840,773

Depreciation expenses related to property and equipment for fiscal 2025, 2024 and 2023 were $108.0 million, $100.8 million and $92.9 million, respectively. Repair and maintenance expenses for fiscal 2025, 2024 and 2023 were $110.5 million, $103.8 million and $99.5 million, respectively and are recorded in other operating costs and expenses. Net expense/(income) for property and equipment disposals was $0.6 million, $0.4 million and ($0.4) million in fiscal 2025, 2024 and 2023, respectively.

7. Other Assets

Other assets consisted of (in thousands):

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Non-qualified deferred compensation assets [1]	$ 126,142	$ 108,093
Deferred income taxes [2]	104,599	97,850
Other	9,848	9,591
Total	$ 240,589	$ 215,534

(1) See Note 16 for further discussion of our non-qualified deferred compensation assets.
(2) See Note 17 for further discussion of our income taxes.

8. Gift Cards

The following tables present information related to gift cards (in thousands):

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Gift card liabilities:		
Beginning balance	$ 226,810	$ 222,915
Activations	149,075	151,047
Redemptions and breakage [1]	(163,026)	(147,152)
Ending balance	$ 212,859	$ 226,810

(1) Fiscal 2025 includes additional gift card breakage recorded as a result of our annual assessment. See Note 1 for further discussion.

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Gift card contract assets: [2]		
Beginning balance	$ 18,447	$ 19,111
Deferrals	14,049	14,549
Amortization	(14,538)	(15,213)
Ending balance	$ 17,958	$ 18,447

(2) Included in prepaid expenses on the consolidated balance sheets.

9. Other Accrued Expenses

Other accrued expenses consisted of (in thousands):

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Self-insurance	$ 77,286	$ 73,562
Salaries and wages	54,522	54,435
Staff member benefits	29,832	29,699
Payroll and sales taxes	23,781	22,418
Rent [1]	15,638	23,176
Other	64,216	62,090
Total	$ 265,275	$ 265,380

(1) The decrease in accrued rent is primarily due to the timing of lease payment.

10. Debt

Revolving Credit Facility

On October 6, 2022, we entered into a Fourth Amended and Restated Loan Agreement (the "Loan Agreement" and the revolving credit facility provided thereunder, the "Revolver Facility"). The Loan Agreement amends and restates in its entirety our prior credit agreement. The Revolver Facility, which terminates on October 6, 2027, provides us with revolving loan commitments that total $400 million, of which $50 million may be used for issuances of letters of credit. The Revolver Facility contains a commitment increase feature that, subject to certain conditions precedent, could provide for an additional $200 million in revolving loan commitments. Our obligations under the Revolver Facility are unsecured. Certain of our material subsidiaries have guaranteed our obligations under the Revolver Facility.

On October 6, 2022, we repaid the outstanding balance under the then-existing credit agreement and borrowed the same amount on the Revolver Facility. In November 2023, we borrowed $15.0 million on the Revolver Facility and repaid it in December 2023. In the fourth quarter of fiscal 2024 we repaid $20.0 million on the Revolver Facility. As of December 31, 2024, we had net availability for borrowings of $256.5 million, based on a $110.0 million outstanding debt balance and $33.5 million in standby letters of credit under the Revolver Facility. In the first quarter of fiscal 2025 we repaid $110.0 million on the Revolver Facility. As of December 30, 2025, we had net availability for borrowings of $366.5 million, based on no outstanding debt balance and $33.5 million in standby letters of credit under the Revolver Facility.

Under the Revolver Facility, we are subject to the following financial covenants as of the last day of each fiscal quarter: (i) a maximum ratio of net adjusted debt to EBITDAR (the "Net Adjusted Leverage Ratio") of 4.25 and (ii) a minimum ratio of EBITDAR to interest and rent expense ("EBITDAR Ratio") of 1.90. The Net Adjusted Leverage Ratio includes a rental expense multiplier of six as compared to eight in the prior credit agreement. As of December 30, 2025, we were in compliance with all covenants in effect at that date.

Borrowings under the Loan Agreement bear interest, at our election, at a rate equal to either: (i) the sum of (A) adjusted term SOFR (as defined in the Loan Agreement, the "Term SOFR Rate") plus (B) a rate variable based on the Net Adjusted Leverage Ratio, ranging from 1.00% to 1.75%, or (ii) the sum of (A) the highest of (x) the rate of interest last quoted by The Wall Street Journal as the prime rate in effect in the United States, (y) the greater of the rate calculated by the Federal Reserve Bank of New York as the federal funds effective rate or the rate that is published by the Federal Reserve Bank of New York as the overnight bank funding rate, in either case, plus 0.50%, and (z) the one-month Term SOFR Rate plus 1.00%, plus (B) a rate variable based on the Net Adjusted Leverage Ratio, ranging from 0.00% to 0.75%. We will also pay a fee variable based on the Net Adjusted Leverage Ratio, ranging from 0.125% to 0.25%, on the daily amount of unused commitments under the Loan Agreement. Letters of credit bear fees that are equivalent to the interest rate margin that is applicable to revolving loans that bear interest at the adjusted SOFR plus other customary fees charged by the issuing bank. We paid certain customary loan origination fees in conjunction with the Loan Agreement.

We are also subject to customary events of default that, if triggered, could result in acceleration of the maturity of the Revolver Facility. Subject to certain exceptions, the Revolver Facility also limits distributions with respect to our equity interests, such as cash dividends and share repurchases, based on a defined ratio, and also sets forth negative covenants that restrict indebtedness, liens, investments, sales of assets, fundamental changes and other matters.

2030 Convertible Senior Notes

On February 28, 2025, we issued $575.0 million aggregate principal amount of convertible senior notes ("2030 Notes"). The net proceeds from the sale of the 2030 Notes were approximately $558.5 million after deducting issuance costs of $16.5 million.

The 2030 Notes are senior, unsecured obligations and are (i) equal in right of payment with our existing and future senior, unsecured indebtedness; (ii) senior in right of payment to the Company's existing and future indebtedness that is expressly subordinated to the 2030 Notes; (iii) effectively subordinated to our existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness; and (iv) structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, and (to the extent we are not a holder thereof) preferred equity, if any, of our subsidiaries. The 2030 Notes were issued pursuant to, and are governed by, an indenture (the "2030 Indenture"), dated as of February 28, 2025, between us and U.S. Bank Trust Company, National Association, as trustee (the "2030 Note Trustee").

The 2030 Notes accrue interest at a rate of 2.00% per annum, payable semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2025. The 2030 Notes will mature on March 15, 2030, unless earlier repurchased, redeemed or converted. Before November 15, 2029, noteholders will have the right to convert their 2030 Notes only upon the occurrence of certain events, including but not limited to, the Company's common stock trading above 130% of the conversion price for a specific period, the 2030 Notes per $1,000 in principal amount trading below 98% of the product of the trading price of the Company's common stock and the conversion rate for a specific period, and certain fundamental changes to corporate structure. From and after November 15, 2029, noteholders may convert their 2030 Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. We will have the right to elect to settle conversions either entirely in cash or in a

combination of cash and shares of our common stock. The kind and amount of consideration due upon conversion will be determined based on the conversion value of the 2030 Notes, measured proportionately for each trading day in an "Observation Period" (as defined in the 2030 Indenture) consisting of 35 trading days, and settled following the completion of that Observation Period. The consideration due in respect of each trading day in the Observation Period will consist of cash, up to at least the proportional amount of the principal amount being converted, and any excess of the proportional conversion value for that trading day that will not be settled in cash will be settled in shares of our common stock. The initial conversion rate is 14.1377 shares of our common stock per $1,000 principal amount of 2030 Notes, which represents an initial conversion price of approximately $70.73 per share of our common stock. The conversion rate and conversion price will be subject to customary adjustments upon the occurrence of certain events, but will not be adjusted for regular quarterly dividends that do not exceed the dividend threshold (initially equal to $0.27 per share of common stock as defined in the 2030 Indenture). In addition, if certain corporate events that constitute a "Make-Whole Fundamental Change" (as defined in the 2030 Indenture) occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time. As of December 30, 2025, the conversion rate for the 2030 Notes was 14.1377 shares of common stock per $1,000 principal amount of the 2030 Notes, which represents a conversion price of approximately $70.73 per share of common stock. In connection with the cash dividend that was declared by our Board of Directors ("Board") on February 12, 2026, on March 4, 2026 we will adjust the conversion rate (which is expected to increase) and the conversion price (which is expected to decrease) of the 2030 Notes in accordance with the terms.

The 2030 Notes are redeemable, in whole or in part (subject to certain limitations described below), at our option at any time, and from time to time, on or after March 20, 2028 and on or before the 35th scheduled trading day immediately before the maturity date, but only if (i) the notes are "Freely Tradable" (as defined in the 2030 Indenture), and all accrued and unpaid additional interest, if any, has been paid in full, as of the date we send the related redemption notice; and (ii) the last reported sale price per share of our common stock exceeds 130% of the conversion price on (1) each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date we send such redemption notice; and (2) the trading day immediately before the date we send such redemption notice. However, we may not redeem less than all of the outstanding 2030 Notes unless at least $150.0 million aggregate principal amount of 2030 Notes are outstanding and not called for redemption as of the time we send the related redemption notice. The redemption price will be a cash amount equal to the principal amount of the 2030 Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, calling any 2030 Note for redemption will constitute a Make-Whole Fundamental Change with respect to that 2030 Note, in which case the conversion rate applicable to the conversion of that 2030 Note will be increased in certain circumstances if it is converted after it is called for redemption.

If certain corporate events that constitute a "Fundamental Change" (as defined in the 2030 Indenture) occur, then, subject to a limited exception for certain cash mergers, noteholders may require us to repurchase their 2030 Notes at a cash repurchase price equal to the principal amount of the 2030 Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. The definition of Fundamental Change includes certain business combination transactions involving us and certain de-listing events with respect to our common stock.

The 2030 Notes have customary provisions relating to the occurrence of "Events of Default" (as defined in the 2030 Indenture), which include the following: (i) certain payment defaults on the 2030 Notes (which, in the case of a default in the payment of interest on the 2030 Notes, will be subject to a 30-day cure period); (ii) our failure to send certain notices under the 2030 Indenture within specified periods of time; (iii) our failure to comply with certain covenants in the 2030 Indenture relating to our ability to consolidate with or merge with or into, or sell, lease or otherwise transfer, in one transaction or a series of transactions, all or substantially all of our assets and our subsidiaries, taken as a whole, to another person; (iv) a default by us in our other obligations or agreements under the 2030 Indenture or the 2030 Notes if such default is not cured or waived within 60 days after notice is given in accordance with the 2030 Indenture; (v) certain defaults by us or any of our significant subsidiaries with respect to indebtedness for borrowed money of at least $20.0 million; (vi) the rendering of certain judgments against us or any of our significant subsidiaries for the payment of at least $50.0 million, where such judgments are not discharged or stayed within 60 days after the date on which the right to appeal has expired or on which all rights to appeal have been extinguished; and (vii) certain events of bankruptcy, insolvency and reorganization involving us or our significant subsidiaries.

If an Event of Default involving bankruptcy, insolvency or reorganization events with respect to us (and not solely with respect to our significant subsidiary) occurs, then the principal amount of, and all accrued and unpaid interest

on, all of the 2030 Notes then outstanding will immediately become due and payable without any further action or notice by any person. If any other Event of Default occurs and is continuing, then, the 2030 Note Trustee, by notice to us, or noteholders of at least 25% of the aggregate principal amount of 2030 Notes then outstanding, by notice to us and the 2030 Note Trustee, may declare the principal amount of, and all accrued and unpaid interest on, all of the 2030 Notes then outstanding to become due and payable immediately. However, notwithstanding the foregoing, we may elect, at our option, that the sole remedy for an Event of Default relating to certain failures by us to comply with certain reporting covenants in the 2030 Indenture consists exclusively of the right of the noteholders to receive special interest on the 2030 Notes for up to 180 days at a specified rate per annum not exceeding 0.50% on the principal amount of the 2030 Notes.

As of December 30, 2025, the 2030 Notes had a gross principal balance of $575.0 million and a balance of $561.3 million, net of unamortized issuance costs of $13.7 million. The net carrying value of the 2030 Notes is included in long-term debt within total liabilities on our consolidated balance sheet. Total amortization expense was $2.8 million in fiscal 2025 and was included in interest expense, net in the consolidated statements of income. The effective interest rate for the 2030 Notes was 2.57% as of December 30, 2025.

2026 Convertible Senior Notes

On June 15, 2021, we issued $345.0 million aggregate principal amount of convertible senior notes ("2026 Notes"). The net proceeds from the sale of the 2026 Notes were approximately $334.9 million after deducting issuance costs of $10.1 million. On February 28, 2025, we used part of the net proceeds from the issuance of the 2030 Notes to repurchase approximately $276.0 million aggregate principal amount of the 2026 Notes in a privately-negotiated transaction for aggregate consideration of $289.8 million (the "2026 Note Repurchase Transaction"). The 2026 Note Repurchase Transaction was accounted for as a debt extinguishment. The 2026 Note Repurchase Transactions resulted in a $15.9 million loss on early debt extinguishment in the first quarter of fiscal 2025, of which $2.1 million consisted of unamortized issuance costs.

The 2026 Notes are senior, unsecured obligations and are (i) equal in right of payment with our existing and future senior, unsecured indebtedness; (ii) senior in right of payment to our existing and future indebtedness that is expressly subordinated to the 2026 Notes; (iii) effectively subordinated to our existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness; and (iv) structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, and (to the extent we are not a holder thereof) preferred equity, if any, of our subsidiaries. The 2026 Notes were issued pursuant to, and are governed by, an indenture (the "Base Indenture") between us and a trustee ("2026 Note Trustee"), dated as of June 15, 2021, as supplemented by a first supplemental indenture (the "Supplemental Indenture," and the Base Indenture, as supplemented by the Supplemental Indenture, the "2026 Indenture"), dated as of June 15, 2021, between the Company and the 2026 Note Trustee.

The 2026 Notes accrue interest at a rate of 0.375% per annum, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2021. The 2026 Notes will mature on June 15, 2026, unless earlier repurchased, redeemed or converted. Before February 17, 2026, noteholders will have the right to convert their 2026 Notes only upon the occurrence of certain events. From and after February 17, 2026, noteholders may convert their 2026 Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. We will have the right to elect to settle conversions either entirely in cash or in a combination of cash and shares of our common stock. However, upon conversion of any 2026 Notes, the conversion value, which will be determined over an "Observation Period" (as defined in the 2026 Indenture) consisting of 30 trading days, will be paid in cash up to at least the principal amount of the 2026 Notes being converted. The initial conversion rate is 12.7551 shares of common stock per $1,000 principal amount of Notes, which represents an initial conversion price of approximately $78.40 per share of common stock. The conversion rate and conversion price will be subject to customary adjustments upon the occurrence of certain events. In addition, if certain corporate events that constitute a "Make-Whole Fundamental Change" (as defined in the 2026 Indenture) occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time. As of December 30, 2025, the conversion rate for the 2026 Notes was 14.1644 shares of common stock per $1,000 principal amount of the 2026 Notes, which represents a conversion price of approximately $70.61 per share of common stock. In connection with the cash dividend that was declared by our Board of Directors ("Board") on February 12, 2026, on March 4, 2026 we will adjust the conversion rate (which is expected to increase) and the conversion price (which is expected to decrease) of the 2026 Notes in accordance with the terms.

The 2026 Notes are redeemable, in whole or in part (subject to certain limitations described below), at our option at any time, and from time to time, on or after June 20, 2024 and on or before the 30th scheduled trading day immediately before the maturity date, at a cash redemption price equal to the principal amount of the 2026 Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date, but only if the last reported sale price per share of our common stock exceeds 130% of the conversion price on (i) each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date we send the related redemption notice; and (ii) the trading day immediately before the date we send such notice. However, we may not redeem less than all of the outstanding Notes unless at least $150.0 million aggregate principal amount of Notes are outstanding and not called for redemption as of the time we send the related redemption notice. In addition, calling any Note for redemption will constitute a Make-Whole Fundamental Change with respect to that 2026 Note, in which case the conversion rate applicable to the conversion of that 2026 Note will be increased in certain circumstances if it is converted after it is called for redemption.

If certain corporate events that constitute a "Fundamental Change" (as defined in the 2026 Indenture) occur, then, subject to a limited exception for certain cash mergers, noteholders may require us to repurchase their 2026 Notes at a cash repurchase price equal to the principal amount of the 2026 Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. The definition of Fundamental Change includes certain business combination transactions involving us and certain de-listing events with respect to our common stock.

The 2026 Notes have customary provisions relating to the occurrence of "Events of Default" (as defined in the 2026 Indenture), which include the following: (i) certain payment defaults on the 2026 Notes (which, in the case of a default in the payment of interest on the 2026 Notes, will be subject to a 30-day cure period); (ii) our failure to send certain notices under the 2026 Indenture within specified periods of time; (iii) our failure to comply with certain covenants in the Indenture relating to our ability to consolidate with or merge with or into, or sell, lease or otherwise transfer, in one transaction or a series of transactions, all or substantially all of our assets and our subsidiaries, taken as a whole, to another person; (iv) a default by us in our other obligations or agreements under the 2026 Indenture or the 2026 Notes if such default is not cured or waived within 60 days after notice is given in accordance with the 2026 Indenture; (v) certain defaults by us or any of our significant subsidiaries with respect to indebtedness for borrowed money of at least $20,000,000; (vi) the rendering of certain judgments against us or any of our significant subsidiaries for the payment of at least $25,000,000, where such judgments are not discharged or stayed within 60 days after the date on which the right to appeal has expired or on which all rights to appeal have been extinguished; and (vii) certain events of bankruptcy, insolvency and reorganization involving us or any of our significant subsidiaries.

If an Event of Default involving bankruptcy, insolvency or reorganization events with respect to us (and not solely with respect to a significant subsidiary of ours) occurs, then the principal amount of, and all accrued and unpaid interest on, all of the 2026 Notes then outstanding will immediately become due and payable without any further action or notice by any person. If any other Event of Default occurs and is continuing, then, the 2026 Note Trustee, by notice to us, or noteholders of at least 25% of the aggregate principal amount of 2026 Notes then outstanding, by notice to us and the 2026 Note Trustee, may declare the principal amount of, and all accrued and unpaid interest on, all of the 2026 Notes then outstanding to become due and payable immediately. However, notwithstanding the foregoing, we may elect, at our option, that the sole remedy for an Event of Default relating to certain failures by us to comply with certain reporting covenants in the 2026 Note Indenture consists exclusively of the right of the noteholders to receive special interest on the 2026 Notes for up to 180 days at a specified rate per annum not exceeding 0.50% on the principal amount of the 2026 Notes.

As of December 30, 2025, the 2026 Notes had a gross principal balance of $69.0 million and a balance of $68.8 million, net of unamortized issuance costs of $0.2 million. The unamortized balance of issuance costs was recorded as a contra-liability and netted with current portion of long-term debt on our consolidated balance sheets. Total amortization expense was $0.7 million, $2.0 million and $2.0 million in fiscal 2025, fiscal 2024 and fiscal 2023, respectively and was included in interest expense, net in the consolidated statements of income. The effective interest rate for the 2026 Notes was 0.96% as of December 30, 2025.

11. Leases

Components of lease expense were as follows (in thousands):

	Fiscal Year		
	2025	2024	2023
Operating	$ 168,504	$ 154,233	$ 145,774
Variable	92,798	90,686	87,047
Short-term	157	158	142
Total	$ 261,459	$ 245,077	$ 232,963

Supplemental disclosures of cash flow information related to leases were as follows: (in thousands):

	Fiscal Year		
	2025	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows for operating leases	$ 165,944	$ 142,259	$ 145,836
Right-of-use assets obtained in exchange for new operating lease liabilities	122,116	169,831	114,373

The weighted-average remaining lease term and discount rate were as follows:

	Fiscal Year	
	2025	2024
Weighted-average remaining lease term — operating leases (in years)	14.4	14.7
Weighted-average discount rate — operating leases	5.8 %	5.6 %

As of December 30, 2025, the maturities of our operating lease liabilities were as follows (in thousands):

Fiscal year 2026	$ 173,093
Fiscal year 2027	166,279
Fiscal year 2028	175,894
Fiscal year 2029	158,211
Fiscal year 2030	141,426
Thereafter	1,476,059
Total future lease payments	2,290,962
Less: Interest	(791,201)
Present value of lease liabilities	$ 1,499,761

Operating lease liabilities include $817.4 million related to options to extend lease terms that are reasonably certain of being exercised and exclude $291.3 million of legally binding minimum lease payments for leases signed but not yet commenced.

12. Other Noncurrent Liabilities

Other noncurrent liabilities consisted of (in thousands):

	Fiscal year ended	
	December 30, 2025	December 31, 2024
Non-qualified deferred compensation liabilities [1]	$ 125,208	$ 108,166
Contingent consideration and compensation liability [2]	11,883	11,986
Other	17,471	15,651
Total	$ 154,562	$ 135,803

(1) See Note 16 for further discussion of our non-qualified deferred compensation assets and liabilities.
(2) See Note 2 for further discussion of the fair value measurement of this liability.

13. Commitments and Contingencies

The FRC acquisition agreement included a contingent consideration provision of which the remainder is payable annually from 2024 through 2027 and is based on achievement of revenue and profitability targets for the FRC brands other than North Italia and Flower Child. The liability for this contingent consideration provision was $24.6 million at December 30, 2025. See Note 2 for discussion of the fair value measurement of this liability.

As credit guarantees to insurers, we had $33.5 million at both December 30, 2025 and December 31, 2024, in standby letters of credit related to our self-insurance liabilities. All standby letters of credit are renewable annually.

We retain the financial responsibility for a significant portion of our risks and associated liabilities with respect to workers' compensation, general liability, staff member health benefits, employment practices and other insurable risks. The accrued liabilities associated with these programs are based on our estimate of the ultimate costs to settle known claims, as well as claims incurred but not yet reported to us ("IBNR") as of the balance sheet date. The total accrued liability for our self-insured plans was $77.3 million and $73.6 million at December 30, 2025 and December 31, 2024, respectively.

On June 7, 2024, the Internal Revenue Service ("IRS") issued its examination report for tax years 2015 through 2020 in which it proposed to disallow a portion of our depreciation deductions and domestic production activity deductions and to assess penalties. On August 12, 2024, we submitted protest memoranda indicating our disagreement with a majority of the findings in the examination report, and our case is now under the jurisdiction of the Appeals Division ("Appeals"). Appeals conferences were held during fiscal 2025, and based on the current status of this matter, we have reserved an immaterial amount.

Within the ordinary course of our business, we are subject to private lawsuits, government audits and investigations, administrative proceedings and other claims. These matters typically involve claims from customers, staff members and others related to operational and employment issues common to the foodservice industry. A number of these claims may exist at any given time, and some of the claims may be pled as class actions. From time to time, we are also involved in lawsuits with respect to infringements of, or challenges to, our registered trademarks and other intellectual property, both domestically and abroad. We could be affected by adverse publicity and litigation costs resulting from such allegations, regardless of whether they are valid or whether we are legally determined to be liable.

At this time, we believe that the amount of reasonably possible losses resulting from final disposition of any pending lawsuits, audits, investigations, proceedings and claims will not have a material adverse effect individually or in the aggregate on our financial position, results of operations or liquidity. It is possible, however, that our future results of operations for a particular quarter or fiscal year could be impacted by changes in circumstances relating to lawsuits, audits, proceedings or claims. Legal costs related to such claims are expensed as incurred.

We have employment agreements with certain of our executive officers that provide for payments to those officers in the event of an actual or constructive termination of their employment, including in the event of a termination without cause, an acquirer failure to assume or continue equity awards following a change in control of the Company or, otherwise, in the event of death or disability as defined in those agreements. Aggregate payments totaling approximately $3.6 million, excluding accrued potential bonuses of $3.4 million, which are subject to approval by the Compensation Committee, would have been required by those agreements had all such officers terminated their employment for reasons requiring such payments as of December 30, 2025. In addition, the employment agreement with our Chief Executive Officer specifies an annual founder's retirement benefit of $650,000 for ten years, commencing six months after termination of his full-time employment.

14. Stockholders' Equity

Common Stock - Dividends and Share Repurchases

Our Board reinstated and declared a quarterly dividend in the second quarter of fiscal 2022 and has continued to pay quarterly dividends through fiscal 2025. Our Board declared dividends of $1.08 per common share in the aggregate during each fiscal 2025, fiscal 2024 and fiscal 2023. Future decisions to pay or to increase or decrease dividends are at the discretion of the Board and will be dependent on our operating performance, financial condition, capital expenditure

requirements, limitations on cash distributions pursuant to the terms and conditions of the Loan Agreement and applicable law, and such other factors that the Board considers relevant. (See Note 10 for further discussion of our debt.)

Under authorization by our Board to repurchase up to 61.0 million shares of our common stock, we have cumulatively repurchased 59.9 million shares at a total cost of $1,983.6 million, excluding excise tax, through December 30, 2025. During fiscal 2025, we repurchased 2.9 million shares of our common stock at a cost of $153.9 million, excluding excise tax, inclusive of the 2.4 million shares of our common stock repurchased concurrently with the 2030 Notes issuance in privately negotiated transactions on February 28, 2025. During fiscal 2024 and 2023, we repurchased 0.5 million and 1.4 million shares of our common stock at a cost of $18.0 million and $46.1 million, excluding excise tax, respectively. Our objectives with regard to share repurchases have been to offset the dilution to our shares outstanding that results from equity compensation grants and to supplement our earnings per share growth. Repurchased common stock is reflected as a reduction of stockholders' equity in treasury stock.

Our share repurchase program does not have an expiration date, does not require us to purchase a specific number of shares and may be modified, suspended or terminated at any time. Share repurchases may be made from time to time in open market purchases, privately-negotiated transactions, accelerated share repurchase programs, issuer self-tender offers or otherwise. Future decisions to repurchase shares are at the discretion of the Board and are based on several factors, including current and forecasted operating cash flows, capital needs associated with new restaurant development and maintenance of existing locations, dividend payments, debt levels and cost of borrowing, obligations associated with the FRC acquisition, our share price and current market conditions. The timing and number of shares repurchased are also subject to legal constraints and covenants under our Loan Agreement that limit share repurchases based on a defined ratio. (See Notes 10 and 19 for further discussion of our debt and for increased authorized share repurchase program amount our share repurchase program.)

15. Stock-Based Compensation

We maintain stock-based incentive plans under which incentive stock options, non-qualified stock options, stock appreciation rights, restricted shares and restricted share units may be granted to staff members, consultants and non-employee directors. Our current practice is to issue new shares, rather than treasury shares, upon stock option exercises, for restricted share grants and upon vesting of restricted share units. To date, we have only granted non-qualified stock options, restricted shares and restricted share units of common stock under these plans.

On March 26, 2025, our Board approved an amendment to our The Cheesecake Factory Incorporated Stock Incentive Plan (the "Plan") to increase the number of shares of common stock authorized for issuance under the Plan by 6.0 million shares to 13.15 million shares from 7.15 million shares (the "Plan Amendment"). This Plan Amendment was approved by our stockholders at our 2025 annual meeting held on May 22, 2025. Approximately 6.3 million of these shares were available for grant as of December 30, 2025.

Stock options generally vest at 20% per year and expire eight to ten years from the date of grant. Restricted shares and restricted share units generally vest between three to five years from the date of grant and require that the staff member remains employed in good standing with the Company as of the vesting date. Certain restricted share units granted to executive officers contain performance-based vesting conditions. Performance goals are determined by the Board of Directors. The quantity of units that will vest ranges from 0% to 150% based on the level of achievement of the performance conditions. Equity awards for certain executive officers may vest earlier in the event of a change of control in which the acquirer fails to assume or continue such awards, as defined in the plan, or under certain circumstances described in such executive officers' respective employment agreements. Compensation expense is recognized only for those options, restricted shares and restricted share units expected to vest, with forfeitures estimated based on our historical experience and future expectations.

The following table presents information related to stock-based compensation, net of forfeitures (in thousands):

	Fiscal Year		
	2025	2024	2023
Labor expenses	$ 9,620	$ 11,208	$ 9,914
Other operating costs and expenses	362	398	318
General and administrative expenses	17,252	18,356	15,549
Total stock-based compensation	27,234	29,962	25,781
Income tax benefit	6,695	7,487	6,437
Total stock-based compensation, net of taxes	$ 20,539	$ 22,475	$ 19,344
Capitalized stock-based compensation [1]	$ 217	$ 240	$ 185

(1) It is our policy to capitalize the portion of stock-based compensation costs for our internal development department that relates to capitalizable activities such as the design and construction of new restaurants, remodeling existing locations and equipment installation. Capitalized stock-based compensation is included in property and equipment, net on the consolidated balance sheets.

Stock Options

We did not issue any stock options during fiscal 2025. The weighted-average fair value at the grant date for options issued during fiscal 2024 and fiscal 2023 were $12.45 and $15.76 per share, respectively. In fiscal 2024, the fair value of options issued was estimated utilizing the Black-Scholes valuation model with the following weighted-average assumptions: (a) an expected option term of 6.9 years, (b) expected stock price volatility of 41.9%, (c) a risk-free interest rate of 4.3% and (d) a dividend yield on our stock of 3.1%. In fiscal 2023, the fair value of options issued was estimated utilizing the Black-Scholes valuation model with the following weighted-average assumptions: (a) an expected option term of 6.7 years, (b) expected stock price volatility of 45.2%, (c) a risk-free interest rate of 4.0% and (d) a dividend yield on our stock of 2.7%.

The expected option term represents the estimated period of time until exercise and is based on historical experience of similar options, giving consideration to the contractual terms, vesting schedules and expectations of future staff member behavior. Expected stock price volatility is based on a combination of the historical volatility of our stock and the implied volatility of actively traded options on our common stock. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant with an equivalent remaining term. The dividend yield is based on anticipated cash dividend payouts.

Stock option activity during fiscal 2025 was as follows:

	Shares (In thousands)	Weighted-Average Exercise Price (Per share)	Weighted-Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value [1] (In thousands)
Outstanding at beginning of year	1,167	$ 45.77	3.1	$ 4,163.6
Granted	—	$ —		
Exercised	(542)	$ 45.39		
Forfeited or cancelled	(154)	$ 61.46		
Outstanding at end of year	471	$ 41.08	4.1	$ 4,203.7
Exercisable at end of year	382	$ 42.17	3.3	$ 2,992.3

(1) Aggregate intrinsic value is calculated as the difference between our closing stock price at fiscal year end and the exercise price, multiplied by the number of in-the-money options and represents the pre-tax amount that would have been received by the option holders, had they all exercised their options on the fiscal year-end date.

The total intrinsic value of options exercised during fiscal 2025 and 2024 was $5.0 million and $2.0 million, respectively. There were no options exercised during fiscal 2023. As of December 30, 2025, total unrecognized stock-based compensation expense related to unvested stock options was $0.9 million, which we expect to recognize over a weighted-average period of approximately 2.9 years.

Restricted Shares and Restricted Share Units

Restricted share and restricted share unit activity during fiscal 2025 was as follows:

	Shares (In thousands)	Weighted-Average Fair Value (Per share)
Outstanding at beginning of year	3,239	$ 38.02
Granted	737	$ 53.58
Vested	(678)	$ 39.47
Forfeited	(122)	$ 38.56
Outstanding at end of year	3,176	$ 41.31

Fair value of our restricted shares and restricted share units is based on our closing stock price on the date of grant. The weighted-average fair value for restricted shares and restricted share units issued during fiscal 2025, 2024 and 2023 was $53.58, $35.95 and $37.73, respectively. The fair value of shares that vested during fiscal 2025, 2024 and 2023 was $26.8 million, $24.8 million and $21.8 million, respectively. As of December 30, 2025, total unrecognized stock-based compensation expense related to unvested restricted shares and restricted share units was $64.3 million, which we expect to recognize over a weighted-average period of approximately 2.6 years.

16. Employee Benefit Plans

We have defined contribution benefit plans in accordance with section 401(k) of the Internal Revenue Code ("401(k) Plans") that are open to our staff members who meet certain compensation and eligibility requirements. Participation in the 401(k) Plans is currently open to staff members from our restaurant concepts, bakery facilities, corporate office and FRC headquarters. The 401(k) Plans allow participating staff members to defer the receipt of a portion of their compensation and contribute such amount to one or more investment options. Our executive officers and a select group of management and/or highly compensated staff members are not eligible to participate in the 401(k) Plans. We currently match in cash a certain percentage of the staff member contributions to the 401(k) Plans and also pay a portion of the administrative costs. Expense recognized in fiscal 2025, 2024 and 2023 was $2.7 million, $2.2 million and $2.3 million, respectively.

We have also established non-qualified deferred compensation plans ("Non-Qualified Plans") for our executive officers and a select group of management and/or highly compensated staff members. The Non-Qualified Plans allow participating staff members to defer the receipt of a portion of their base compensation and bonuses. Non-employee directors may also participate in the Non-Qualified Plans and defer the receipt of their earned director fees. We currently match in cash a certain percentage of the staff member contributions to the Non-Qualified Plans and also pay for the administrative costs. We do not match any contributions made by non-employee directors. Expense recognized in fiscal 2025, 2024 and 2023 was $1.4 million, $1.4 million and $1.3 million, respectively.

While we are under no obligation to fund Non-Qualified Plan liabilities (in whole or in part), our current practice is to maintain company-owned life insurance contracts and other investments that are specifically designed to informally fund savings plans of this nature. These contracts are recorded at their cash surrender value as determined by the insurance carrier. Our consolidated balance sheets reflect investments in other assets and our obligation to participants in the Non-Qualified Plans in other noncurrent liabilities. Gains and losses related to our non-qualified deferred compensation assets and liabilities are reflected in other income, net in our consolidated statements of income.

We maintain self-insured medical and dental benefit plans for our staff members. The accrued liabilities associated with these programs are based on our estimate of the ultimate costs to settle known claims as well as claims

incurred but not yet reported to us as of the balance sheet date. The accrued liability for our self-insured benefit plans, which is included in other accrued expenses, was $12.1 million and $11.0 million as of December 30, 2025 and December 31, 2024, respectively. (See Note 1 for further discussion of accounting for our self-insurance liabilities.)

17. Income Taxes

In fiscal 2025, we adopted ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, on a prospective basis. Certain disclosures for fiscal 2025 reflect the new requirements. Prior year disclosures are presented under previous guidance.

The components of income before income taxes and provision for income taxes pursuant to the disclosure requirements of ASU 2023-09 for year ended December 30, 2025 consisted of the following (in thousands):

	2025
United States	$ 141,641
Foreign	21,254
Income before income taxes	$ 162,895
Income tax provision/(benefit):	
Current:	
Federal	$ 10,083
State	8,955
Foreign	2,135
Total current	21,173
Deferred:	
Federal	(6,917)
State	212
Total deferred	(6,705)
Total provision:	
Federal	3,166
State	9,167
Foreign	2,135
Total provision	$ 14,468

The provision for income taxes for fiscal 2024 and 2023 consisted of the following (in thousands):

	2024	2023
Income before income taxes	$ 171,047	$ 100,014
Income tax provision/(benefit):		
Current:		
Federal	$ 10,638	$ 7,183
State	9,688	7,195
Total current	20,326	14,378
Deferred:		
Federal	(7,542)	(15,329)
State	1,480	(386)
Total deferred	(6,062)	(15,715)
Total provision/(benefit)	$ 14,264	$ (1,337)

The following reconciles the U.S. federal statutory rate to the effective tax rate for fiscal 2025 pursuant to the disclosure requirement of ASU 2023-09 for year ended December 30, 2025 (in thousands, except percentages):

	Amount	Percent
U.S. federal statutory rate	$ 34,207	21.0 %
Domestic federal		
Tax Credits		
Credit for FICA taxes paid on tips	(35,550)	(21.8)
Foreign tax credit	(1,835)	(1.1)
Other	(1,809)	(1.1)
Nontaxable or nondeductible items		
FICA taxes paid on tips subject to tax credit	7,466	4.6
Non-deductible executive compensation	3,214	2.0
Gain on investments used to fund deferred compensation	(2,957)	(1.8)
Loss on debt extinguishment	2,681	1.7
Other	718	0.4
Other		
Equity compensation	(1,759)	(1.1)
Other	(964)	(0.6)
Domestic state and local income taxes, net of federal benefit [1]	7,242	4.4
Foreign tax effects	2,135	1.3
Changes in unrecognized tax benefits	1,679	1.0
Effective tax rate	$ 14,468	8.9 %

(1) State taxes in California, Arizona and New Jersey made up the majority (greater than 50%) of the tax effect in this category.

The following reconciles the U.S. federal statutory rate to the effective tax rate for fiscal 2024 and 2023:

	Fiscal Year	
	2024	2023
U.S. federal statutory rate	21.0 %	21.0 %
State and district income taxes, net of federal benefit	5.0	5.4
Credit for FICA taxes paid on tips	(16.3)	(24.9)
Other credits and incentives	(1.0)	(2.2)
Deferred compensation	(1.6)	(2.4)
Equity compensation	1.2	1.5
Uncertain tax positions	(0.9)	(0.7)
Non-deductible executive compensation	1.0	0.8
Other	(0.1)	0.2
Effective tax rate	8.3 %	(1.3)%

Following are the temporary differences that created our deferred tax assets and liabilities (in thousands):

	December 30, 2025	December 31, 2024
Deferred tax assets:		
Staff member benefits	$ 44,656	$ 40,500
Insurance reserves	15,949	15,244
Operating lease liability	344,123	335,034
Deferred income	36,874	39,248
Tax credit carryforwards	92,195	79,933
Goodwill	23,074	21,393
Stock-based compensation	9,304	10,788
State and foreign net operating loss carryforwards	1,215	1,331
Other	922	867
Subtotal	568,312	544,338
Less: Valuation allowance	(477)	(601)
Total	$ 567,835	$ 543,737
Deferred tax liabilities:		
Property and equipment	$ (139,097)	$ (129,504)
Prepaid expenses	(8,499)	(8,435)
Inventory	(10,055)	(9,194)
Accrued rent	(5,865)	(5,867)
Operating lease asset	(298,662)	(291,991)
Other	(1,058)	(896)
Total	$ (463,236)	$ (445,887)
Net deferred tax asset	$ 104,599	$ 97,850

Following is a summary of income taxes paid, net of refunds by jurisdiction pursuant to the disclosure requirements of ASU 2023-09 for the year ended December 30, 2025 (in thousands):

	Fiscal Year 2025
U.S. federal	$ 10,333
U.S. state and local	
California	3,138
Other	7,068
Total U.S. state and local	10,206
Foreign	2,240
Total income tax paid, net of refunds	$ 22,779

At December 30, 2025 and December 31, 2024, we had $92.1 million and $79.8 million, respectively of U.S. federal credit carryforwards which begin to expire in 2043 and $0.1 million and $0.2 million, respectively, of state hiring and investment credits which begin to expire in 2028. At December 30, 2025 and December 31, 2024, we had $1.5 million and $1.9 million, respectively of foreign net operating loss carryforwards which begin to expire in 2037 and $23.9 million and $23.7 million, respectively, of state net operating loss carryforwards with statutory carryforward periods ranging from 5 years to no expiration period. The earliest year that a material state net operating loss will expire is 2032.

We assess the available evidence to estimate if these carryforwards and our other deferred tax assets will be realized. We concluded that a substantial portion of our deferred tax assets are more likely than not to be realized by reversals of existing taxable temporary differences and that forecasted future taxable income, exclusive of reversing temporary differences, will result in realization of a substantial portion of the remainder. We did not need to consider tax planning strategies in this analysis. Based on this evaluation, at December 30, 2025 and December 31, 2024 we carried a valuation allowance of $0.5 million and $0.6 million, respectively, to reflect the amount that we will likely not realize.

This assessment could change if estimates of future taxable income during the carryforward period are revised. The earliest tax year still subject to examination by a significant taxing jurisdiction is 2015.

At December 30, 2025, we had a reserve of $5.0 million for uncertain tax positions, all of which would favorably impact our effective income tax rate if resolved in our favor. A reconciliation of the beginning and ending amount of our uncertain tax positions is as follows (in thousands):

	Fiscal Year		
	2025	2024	2023
Balance at beginning of year	$ 3,396	$ 3,847	$ 3,787
Additions/(reductions) related to prior year tax positions	1,497	(419)	181
Additions/(reductions) related to current period tax positions	68	(32)	(121)
Additions/(reductions) related to settlements with taxing authorities	—	—	—
Balance at end of year	$ 4,961	$ 3,396	$ 3,847

At December 30, 2025 and December 31, 2024, we had $0.3 million and $0.1 million, respectively, of accrued interest and penalties related to uncertain tax positions.

18. Segment Information

Our chief operating decision maker ("CODM") is the Chief Executive Officer, President and Chief Financial Officer. Our CODM allocates resources and evaluates the performance of each operating segment based on the segment's revenue and income/(loss) from operations, comparing actual results to historical and previously forecasted financial information. Significant expenses are expenses that are regularly provided to the CODM and are included in segment income/(loss). Our operating segments, are aligned with our strategic priorities and are the businesses for which our CODM reviews discrete financial information for decision-making purposes, are comprised of The Cheesecake Factory, North Italia, Flower Child, the other FRC brands and our bakery division. Based on quantitative thresholds set forth in ASC 280, Segment Reporting, The Cheesecake Factory, North Italia and the other FRC brands are the only businesses that meet the criteria of a reportable operating segment. The remaining operating segments (Flower Child and our bakery division) along with our businesses that do not qualify as operating segments are combined in Other. Unallocated corporate expenses, capital expenditures and assets are also combined in Other.

Segment information is presented below (in thousands):

For the fifty-two weeks ended December 30, 2025

	The Cheesecake Factory Restaurants	North Italia	Other FRC	Other	Total
Revenues	$ 2,688,797	$ 345,896	$ 355,060	$ 362,053	$ 3,751,806
Costs and expenses:					
Food and beverage costs	581,264	76,607	77,985	77,291	813,147
Labor expenses	913,001	128,179	132,777	138,937	1,312,894
Other operating costs and expenses	707,738	94,700	107,936	103,641	1,014,015
General and administrative expenses	—	—	—	244,915	244,915
Depreciation and amortization expenses	66,733	12,257	13,215	16,826	109,031
Impairment of assets and lease termination expenses	505	7,869	9,603	5,013	22,990
Acquisition-related contingent consideration, compensation and amortization expenses	—	—	1,262	13,187	14,449
Preopening costs	10,253	7,917	11,544	3,366	33,080
Total costs and expenses	2,279,494	327,529	354,322	603,176	3,564,521
Income/(loss) from operations	$ 409,303	$ 18,367	$ 738	$ (241,123)	$ 187,285
Capital expenditures	$ 75,255	$ 26,190	$ 18,409	$ 26,350	$ 146,204
Total assets	$ 1,636,027	$ 441,827	$ 447,978	$ 735,840	$ 3,261,672

For the fifty-two weeks ended December 31, 2024

	The Cheesecake Factory Restaurants	North Italia	Other FRC	Other	Total
Revenues	$ 2,661,627	$ 299,575	$ 299,969	$ 320,528	$ 3,581,699
Costs and expenses:					
Food and beverage costs	599,899	69,505	66,665	69,952	806,021
Labor expenses	913,560	111,082	108,377	131,363	1,264,382
Other operating costs and expenses	696,739	82,290	88,672	91,520	959,221
General and administrative expenses	—	—	—	228,737	228,737
Depreciation and amortization expenses	66,010	9,244	11,389	14,807	101,450
Impairment of assets and lease termination (income)/expenses	(1,402)	—	14,893	156	13,647
Acquisition-related contingent consideration, compensation and amortization expenses	—	—	1,262	1,167	2,429
Preopening costs	7,499	7,409	9,206	3,381	27,495
Total costs and expenses	2,282,305	279,530	300,464	541,083	3,403,382
Income/(loss) from operations	$ 379,322	$ 20,045	$ (495)	$ (220,555)	$ 178,317
Capital expenditures	$ 65,465	$ 37,811	$ 30,405	$ 26,683	$ 160,364
Total assets	$ 1,545,227	$ 419,812	$ 420,957	$ 655,764	$ 3,041,760

For the fifty-two weeks ended January 2, 2024

	The Cheesecake Factory Restaurants	North Italia	Other FRC	Other	Total
Revenues	$ 2,595,066	$ 258,878	$ 263,923	$ 321,636	$ 3,439,503
Costs and expenses:					
Food and beverage costs	607,439	64,425	59,865	71,771	803,500
Labor expenses	907,579	93,540	93,840	132,936	1,227,895
Other operating costs and expenses	685,521	69,918	72,554	94,435	922,428
General and administrative expenses	—	—	—	217,449	217,449
Depreciation and amortization expenses	64,206	6,407	7,916	14,607	93,136
Impairment of assets and lease termination expenses	20,401	1,015	2,582	5,466	29,464
Acquisition-related contingent consideration, compensation and amortization expenses	—	—	1,262	10,424	11,686
Preopening costs	12,857	5,058	6,482	982	25,379
Total costs and expenses	2,298,003	240,363	244,501	548,070	3,330,937
Income/(loss) from operations	$ 297,063	$ 18,515	$ 19,422	$ (226,434)	$ 108,566
Capital expenditures	$ 80,752	$ 26,882	$ 27,562	$ 16,369	$ 151,565
Total assets	$ 1,571,943	$ 346,810	$ 399,038	$ 522,592	$ 2,840,383

19. Subsequent Events

On February 12, 2026, our Board declared a quarterly cash dividend of $0.30 per share to be paid on March 17, 2026 to the stockholders of record of each share of our common stock at the close of business on March 4, 2026.

On February 12, 2026, our Board increased the authorization to repurchase our common stock by 5.0 million shares to 66.0 million shares. See Note 14 for further discussion on our repurchase authorization and methods.

EXHIBIT INDEX

Exhibit No.	Item	Form	File Number	Incorporated by Reference from Exhibit Number	Filed/Furnished with SEC
2.1	Form of Reorganization Agreement[(P)]	Amend. No. 1 to Form S-1	33-479336	2.1	8/17/92
2.2	Membership Interest Purchase Agreement, dated as of July 30, 2019, by and among The Cheesecake Factory Restaurants, Inc., Fox Restaurant Concepts LLC, the Sellers party thereto, SWF Posse LLC, as Seller's representative, and, solely for limited purposes set forth therein, The Cheesecake Factory Incorporated[#†]	10-Q	000-20574	2.3	11/8/19
2.3	First Amendment to Membership Interest Purchase Agreement, dated as of October 2, 2019, by and among The Cheesecake Factory Restaurants, Inc., Fox Restaurant Concepts LLC, and SWF Posse LLC, as Seller's representative[#]	10-Q	000-20574	2.4	11/8/19
2.4	Second Amendment to Membership Interest Purchase Agreement, dated as of June 1, 2021, by and among The Cheesecake Factory Restaurants, Inc., Fox Restaurant Concepts LLC, and SWF Posse LLC, as Seller's representative[#]†	10-Q	000-20574	2.1	8/4/21
2.5	Third Amendment to Membership Interest Purchase Agreement, dated as of January 7, 2022, by and among The Cheesecake Factory Restaurants, Inc., Fox Restaurant Concepts LLC, and SWF Posse LLC, as Seller's representative[#]†	10-K	000-20574	2.7	2/22/22
3.1	Restated Certificate of Incorporation of The Cheesecake Factory Incorporated	8-K	000-20574	3.1	6/4/24
3.2	Bylaws of The Cheesecake Factory Incorporated (Amended and Restated on October 26, 2022)	8-K	000-20574	3.1	11/01/22
3.3	Certificate of Elimination of Series A Junior Participating Cumulative Preferred Stock of The Cheesecake Factory Incorporated	10-Q	000-20574	3.1	8/6/18
3.4	Certificate of Designations of The Cheesecake Factory Incorporated, dated April 20, 2020	8-K	000-20574	3.1	4/20/20
4.1	Description of The Cheesecake Factory Incorporated's Securities Registered Pursuant to Section 12 of the Securities Exchange Act	10-K	000-20574	4.1	3/11/20

Exhibit No.	Item	Form	File Number	Incorporated by Reference from Exhibit Number	Filed/Furnished with SEC
4.2	Indenture, dated as of June 15, 2021, between The Cheesecake Factory Incorporated and U.S. Bank National Association, as trustee	8-K	000-20574	4.1	6/15/21
4.3	First Supplemental Indenture, dated as of June 15, 2021, between The Cheesecake Factory Incorporated and U.S. Bank National Association, as trustee	8-K	000-20574	4.2	6/15/21
4.4	Form of certificate representing the 0.375% Convertible Senior Notes due 2026 (included as Exhibit A to Exhibit 4.3)	8-K	000-20574	4.2	6/15/21
4.5	Indenture, dated as of February 28, 2025, between The Cheesecake Factory Incorporated and U.S. Bank Trust Company, National Association, as trustee	8-K			
4.6	Form of certificate representing the 2.00% Convertible Senior Notes due 2030 (included as Exhibit A to Exhibit 4.5)	8-K			
10.1	Amended and Restated Employment Agreement, effective as of April 5, 2023, between The Cheesecake Factory Incorporated and David M. Overton*	10-Q	000-20574	10.1	8/7/23
10.2	Employment Agreement, effective as of March 3, 2016, between The Cheesecake Factory Incorporated and David M. Gordon*	10-K	000-20574	10.6	3/2/17
10.3	Employment Agreement, effective as of July 7, 2017, between The Cheesecake Factory Incorporated and Matthew E. Clark*	8-K	000-25074	99.1	6/13/17
10.4	Employment Agreement, effective as of May 14, 2018, between The Cheesecake Factory Incorporated and Scarlett May*	10-Q	000-25074	10.10	5/11/18
10.5	Employment Agreement, effective as of February 13, 2019, between The Cheesecake Factory Incorporated and Keith T. Carango*	10-K	000-20574	10.8	3/4/19
10.6.1	Amended and Restated The Cheesecake Factory Incorporated Executive Savings Plan*	10-K	000-25074	10.20	3/2/17
10.6.2	First Amendment to The Cheesecake Factory Incorporated Executive Savings Plan as amended and restated November 7, 2016*	10-K	000-25074	10.11.1	2/28/18
10.7.1	Form of Indemnification Agreement*	8-K	000-25074	99.1	12/14/07
10.8.1	Inducement Agreement dated as of July 27, 2005	8-K	000-25074	99.3	8/2/05

Exhibit No.	Item	Form	File Number	Incorporated by Reference from Exhibit Number	Filed/Furnished with SEC
10.8.2	First Amendment to Inducement Agreement dated as of March 1, 2010	10-K	000-25074	10.36	2/23/11
10.8.3	Second Amendment to Inducement Agreement dated as of May 7, 2015	10-K	000-25704	10.24	3/2/17
10.9.1	The Cheesecake Factory Incorporated 2010 Stock Incentive Plan as amended April 7, 2011*	DEF 14A	000-20574	Appendix A	4/21/11
10.9.2	The Cheesecake Factory Incorporated 2010 Stock Incentive Plan as amended effective as of February 27, 2013*	DEF 14A	000-20574	Appendix A	04/19/13
10.9.3	The Cheesecake Factory Incorporated 2010 Stock Incentive Plan as amended April 3, 2014*	DEF 14A	000-20574	Appendix A	4/17/14
10.9.4	The Cheesecake Factory Incorporated 2010 Stock Incentive Plan as amended May 28, 2015*	DEF 14A	000-20574	Appendix A	4/17/15
10.9.5	The Cheesecake Factory Incorporated 2010 Stock Incentive Plan as amended April 5, 2017*	DEF 14A	000-20574	Appendix A	4/25/17
10.10	Form of Grant Agreement for Executive Officers under 2010 Stock Incentive Plan*	10-Q	000-20574	10.1	11/4/10
10.11	Form of Grant Agreement for Executive Officers under the 2010 Stock Incentive Plan, for equity grants made after August 2, 2012*	10-Q	000-20574	10.1	8/10/12
10.12	Form of Notice of Stock Option Grant and Agreement and/or Restricted Stock Grant Agreement for Executive Officers under the 2010 Stock Incentive Plan, for equity grants made after March 6, 2014*	8-K	000-20574	99.1	3/7/14
10.13	Form of Notice of Grant and Stock Option Agreement and/or Stock Unit Agreement under the 2010 Stock Incentive Plan, for equity grants made after March 3, 2016*	8-K	000-20574	99.2	3/4/16
10.14.1	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement for MEP I under the 2010 Stock Incentive Plan, for equity grants made after February 15, 2018*	10-K	000-25074	10.24.1	2/28/18
10.14.2	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement for MEP II under the 2010 Stock Incentive Plan, for equity grants made after February 15, 2018*	10-K	000-25074	10.24.2	2/28/18

Exhibit No.	Item	Form	File Number	Incorporated by Reference from Exhibit Number	Filed/Furnished with SEC
10.14.3	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement for MEP III under the 2010 Stock Incentive Plan, for equity grants made after February 15, 2018*	10-K	000-25074	10.24.3	2/28/18
10.14.4	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement for MEP IV under the 2010 Stock Incentive Plan, for equity grants made after February 15, 2018*	10-K	000-25074	10.24.4	2/28/18
10.14.5	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement for MEP V under the 2010 Stock Incentive Plan, for equity grants made after February 15, 2018*	10-K	000-25074	10.24.5	2/28/18
10.14.6	Form of Standard Notice of Grant and Restricted Share Agreement I under the 2010 Stock Incentive Plan, for equity grants made after February 15, 2018*	10-K	000-25074	10.24.6	2/28/18
10.14.7	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement for Senior Executive under the 2010 Stock Incentive Plan, for equity grants made after February 15, 2018*	8-K	000-20574	99.3	2/21/18
10.14.8	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement under the 2010 Stock Incentive Plan, for equity grants made on or after February 13, 2019*	10-Q	000-20574	10.2	5/6/19
10.15.1	The Cheesecake Factory Incorporated Stock Incentive Plan*	8-K	000-20574	10.1	6/5/19
10.15.2	The Cheesecake Factory Incorporated Stock Incentive Plan, as amended March 24, 2022*	8-K	000-20574	10.1	5/23/22
10.15.3	The Cheesecake Factory Incorporated Stock Incentive Plan, as amended by the Second Amendment*	8-K	000-20574	10.1	5/28/25
10.15.4	Form of Notice of Grant and Stock Unit Grant Agreement for Directors under The Cheesecake Factory Incorporated Stock Incentive Plan*	10-Q	000-20574	10.1	6/22/20
10.15.5	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement for Executive Officers under The Cheesecake Factory Incorporated Stock Incentive Plan*	10-K	000-20574	10.15.4	2/24/25

Exhibit No.	Item	Form	File Number	Incorporated by Reference from Exhibit Number	Filed/Furnished with SEC
10.15.6	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement under The Cheesecake Factory Incorporated Stock Incentive Plan*	10-K	000-20574	10.15.5	2/24/25
10.15.7	Form of Notice of Grant and Restricted Share Agreement for MEP I under The Cheesecake Factory Incorporated Stock Incentive Plan*	10-K	000-20574	10.15.5	2/22/22
10.16	2015 Amended and Restated Performance Incentive Plan (Amended and Restated on September 2, 2020)*	8-K	000-20574	10.1	9/8/20
10.17	Registration Rights Agreement, dated April 20, 2020, by and between The Cheesecake Factory Incorporated and RC Cake Holdings LLC	8-K	000-20574	10.2	4/20/20
10.18	Form of Notice of Grant and Stock Option Agreement and/or Restricted Share Agreement for Executive Officers under The Cheesecake Factory Incorporated Stock Incentive Plan	10-Q	000-20574	10.02	5/3/21
10.19	Fourth Amended and Restated Loan Agreement, with JPMorgan Chase Bank, National Association dated as of October 6, 2022	10-Q	000-20574	10.1	11/02/22
19.1	The Registrant's Special Trading Policy and Procedures	10-K	000-20574	19.1	2/24/25
21.1	List of Subsidiaries	—	—	—	Filed herewith
23.1	Consent of Independent Registered Public Accounting Firm — KPMG LLP	—	—	—	Filed herewith
31.1	Rule 13a-14(a)/15d-14(a) Certification of the Principal Executive Officer	—	—	—	Filed herewith
31.2	Rule 13a-14(a)/15d-14(a) Certification of the Principal Financial Officer	—	—	—	Filed herewith
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Principal Executive Officer	—	—	—	Furnished herewith
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Principal Financial Officer	—	—	—	Furnished herewith

Exhibit No.	Item	Form	File Number	Incorporated by Reference from Exhibit Number	Filed/Furnished with SEC
97.1	The Registrant's Policy for Recover of Erroneously Awarded Compensation	10-K	000-20574	97.1	2/26/24
101.INS	Inline XBRL Instance Document	—	—	—	Filed herewith
101.SCH	Inline XBRL Taxonomy Extension Schema Document	—	—	—	Filed herewith
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	—	—	—	Filed herewith
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	—	—	—	Filed herewith
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	—	—	—	Filed herewith
101.PRE	Inline XBRL Taxonomy Extension Label Linkbase Document	—	—	—	Filed herewith
104	The cover page of The Cheesecake Factory Incorporated's Annual Report on Form 10-K for the year ended December 30, 2025, formatted in iXBRL (included with Exhibit 101)	—	—	—	Filed herewith

* Management contract or compensatory plan or arrangement required to be filed as an exhibit.

\# The schedules (or similar attachments) to this exhibit have been omitted from this filing pursuant to Item 601(a)(5) of Regulation S-K. The Company will furnish copies of any such schedules or similar attachments to the SEC upon request.

† Certain confidential information contained in this agreement has been omitted because it (i) is not material and (ii) would be competitively harmful if publicly disclosed.

(P) This exhibit has been paper filed and is not subject to the hyperlinking requirements of Item 601 of Regulation S-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 23rd day of February, 2026.

THE CHEESECAKE FACTORY INCORPORATED

By: /s/ DAVID OVERTON
David Overton
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Overton and Matthew E. Clark, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Name	Title	Date
/s/ DAVID OVERTON David Overton	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 23, 2026
/s/ MATTHEW E. CLARK Matthew E. Clark	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 23, 2026
/s/ ASHLEY W. HANSCOM Ashley W. Hanscom	Vice President, Controller (Principal Accounting Officer)	February 23, 2026
/s/ EDIE A. AMES Edie A. Ames	Director	February 23, 2026
/s/ ALEXANDER L. CAPPELLO Alexander L. Cappello	Director	February 23, 2026
/s/ KHANH COLLINS Khanh Collins	Director	February 23, 2026
/s/ ADAM S. GORDON Adam S. Gordon	Director	February 23, 2026
/s/ JEROME I. KRANSDORF Jerome I. Kransdorf	Director	February 23, 2026
/s/ JANICE MEYER Janice Meyer	Director	February 23, 2026
/s/ DAVID B. PITTAWAY David B. Pittaway	Director	February 23, 2026

The Cheesecake Factory®

DIRECTORS AND OFFICERS

BOARD OF DIRECTORS

David Overton
Chairman of the Board and Chief Executive Officer
The Cheesecake Factory Incorporated

Edie A. Ames
Chief Executive Officer
Baldi Management Group Airport Concessionaire

Alexander L. Cappello
Chairman and Chief Executive Officer
Cappello Global, LLC

Khanh Collins
Chief Executive Officer
Sustainable Restaurant Group

Adam S. Gordon
Managing Director
Gordon Property Group

Jerome I. Kransdorf
President Emeritus
JaK Direct

Janice L. Meyer
Co-Founder and Managing Partner
Rellevant Partners

David B. Pittaway
Vice Chairman, Senior Managing Director, Senior Vice President, Secretary and Chief Compliance Officer
Castle Harlan, Inc.

EXECUTIVE OFFICERS

David Overton
Chairman of the Board and Chief Executive Officer

David M. Gordon
President

Matthew E. Clark
Executive Vice President and Chief Financial Officer

Scarlett May
Executive Vice President, General Counsel, and Secretary

Spero G. Alex
Executive Vice President Operations

SHAREHOLDER INFORMATION

INDEPENDENT ACCOUNTANTS

KPMG LLP
Los Angeles, California

TRANSFER AGENT, REGISTRAR AND DIVIDEND PAYMENTS

Computershare Shareholder Services
P.O. Box 505005
Louisville, KY 40233-5005
(800) 962-4284

INQUIRIES

Communications regarding lost certificates, and name and address changes should be directed to our Transfer Agent. Other investor inquiries should be directed to:

Etienne Marcus
Vice President, Finance and Investor Relations
The Cheesecake Factory Incorporated
26901 Malibu Hills Road
Calabasas Hills, CA 91301
(818) 871-3000

WEBSITE

To learn more about our Company, please visit
www.thecheesecakefactory.com
www.northitalia.com
www.iamaflowerchild.com
www.foxrc.com

The content of our websites is not incorporated by reference into this Annual Report.

The Cheesecake Factory®

26901 MALIBU HILLS ROAD

CALABASAS HILLS, CA 91301

WWW.THECHEESECAKEFACTORY.COM